

**REQUEST FOR QUALIFICATIONS
TO DESIGN, CONSTRUCT AND MAINTAIN
THE
US 181 HARBOR BRIDGE REPLACEMENT PROJECT**



**TEXAS DEPARTMENT OF TRANSPORTATION
ISSUED MARCH 26, 2014**

**Texas Department of Transportation
125 East 11th Street—Third Floor
Austin, Texas 78701**

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Exhibits:

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| Exhibit A | Project Map |
| Exhibit B | List of Reference Information Documents |
| Exhibit C | Draft Development Agreement Term Sheet |
| Exhibit D | Draft Comprehensive Maintenance Agreement Term Sheet |

Forms:

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| Form A | Transmittal Letter |
| Form B | Information Regarding Proposer, Equity Members, Major Non-Equity Members and Guarantors |
| Form C | Certification |
| Form D-1 | Technical Experience - Design |
| Form D-2 | Technical Experience - Construction |
| Form D-3 | Technical Experience – Maintenance |
| Form E | Reference Summary |
| Form F | Safety Questionnaire |
| Form G | Resume and References |

PART A

BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests the sealed submittal of qualifications ("QSs") from entities ("Proposers") desiring to design, construct and maintain the US 181 Harbor Bridge Project, which extends north-south along US 181 and SH 286 and east-west along I-37, and includes: US 181 at Beach Avenue on the north; SH 286 at Morgan Avenue on the south; I-37 and Up River Road on the west; and I-37 and Shoreline Boulevard on the east (referred to herein as the "Project"), pursuant to a Comprehensive Development Agreement ("CDA").

TxDOT is issuing this Request for Qualifications ("RFQ") in accordance with the provisions of Chapter 223 of the Texas Transportation Code (the "Code") (which can be found at: <http://www.statutes.legis.state.tx.us/Docs/TN/htm/TN.223.htm>); Sections 9.6 and 27.1-27.10 of Title 43, Texas Administrative Code (the "Rules") (available at: [http://info.sos.state.tx.us/pls/pub/readtac\\$ext.viewtac](http://info.sos.state.tx.us/pls/pub/readtac$ext.viewtac)); and other applicable provisions of law.

A copy of the Texas Transportation Commission's (the "Commission") Minute Order 112730, dated June 30, 2011, authorizing development of the Project is available at ftp://ftp.dot.state.tx.us/pub/txdot-info/adm/2011/documents/minute_orders/jun30/9d.pdf. A copy of the Commission's Minute Order 113853, dated February 27, 2014, authorizing issuance of the RFQ is available on the Project Webpage. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals ("Proposals") in response to a request for detailed proposals ("RFP").

TxDOT has determined that giving the private sector optimal flexibility to promote innovation is the best way to encourage cost-effective and expedited delivery of this Project and achievement of Project goals. Through the RFP, TxDOT will seek Proposals to develop the Project through the design-build-maintain delivery method. TxDOT intends to provide evaluation criteria in the RFP for the selection of the Proposal providing the best value to TxDOT.

TxDOT has assembled a set of documents relating to the Project (the "Reference Information Documents"). The Reference Information Documents will be made available to prospective Proposers upon issuance of this RFQ at: <http://www.txdot.gov/business/partnerships/current-cda/harbor-bridge/harbor-bridge->

[rfq.html](#) (the "Project Website"). Proposers may request electronic copies of available documents by contacting TxDOT at the following address:

Mr. Ernesto De La Garza, P.E.
Texas Department of Transportation
1701 S Padre Island Drive
Corpus Christi, Texas 78416
E-mail: TxDOT_CRP_PPP_US181-HarborBridge@txdot.gov

TxDOT will charge \$25.00 (check only) for the costs of providing electronic copies on a memory storage device. It is requested that the Proposer contact TxDOT at the e-mail address set forth above **at least** one (1) day prior to pickup in order to ensure that the storage device is available for pickup. "Day of request" pickups cannot be guaranteed.

Please note that the Reference Information Documents and reference to any website (including the Project Webpage) in this RFQ are provided for reference and background information only. The information contained in the Reference Information Documents or set forth in any referenced website (including the Project Webpage) reflects information as of any date or time identified therein. TxDOT has not determined whether the Reference Information Documents or information available on any such website (including the Project Webpage) are accurate, complete, pertinent, or of any other value to potential developers. TxDOT makes no representation as to the accuracy, completeness, or pertinence of the Reference Information Documents or information in any referenced website (including the Project Webpage), and, in addition, shall not be responsible for any interpretations thereof or conclusions drawn therefrom. The statements made in the Reference Information Documents or in any referenced website (including the Project Webpage) that are not purely historical are forward-looking statements, including TxDOT's expectations, intentions or strategies regarding the future. These statements are based on information currently available to TxDOT, and TxDOT assumes no obligation to update any such forward-looking statements.

2. DESCRIPTION OF PROJECT OPPORTUNITY

The Project limits extend both north-south along US 181 and SH 286 and east-west along I-37, and include: US 181 at Beach Avenue on the north; SH 286 expressway at Morgan Avenue on the south; I-37 and Up River Road on the west; and I-37 and Shoreline Boulevard on the east. As described herein, TxDOT has been authorized to oversee the development of the Project that is the subject of this RFQ.

2.1 Project Goals

The following priorities have been developed for the US 181 Harbor Bridge Replacement Project:

1. Reduce the need for frequent and costly maintenance of the new Harbor Bridge structure given saltwater/corrosive environment.
2. Provide long-term highway operability of the US 181 crossing of the Corpus Christi Ship Channel including during hurricane evacuations.
3. Design, construct and maintain an award-winning new Harbor Bridge structure.

The following objectives have been developed for the Project:

1. Complete the Project on schedule and to the highest degree of quality possible.
2. Sustain and enhance economic opportunities in the region by improving mobility and connectivity of the highway network, port accessibility and addressing local accessibility within the Project area.
3. Improve traffic operations between and along SH 286 and I-37.
4. Reduce safety risks to the traveling public.
5. Construct a new Harbor Bridge whose design mitigates premature degradation or corrosion, enhances service life, and improves durability.
6. Facilitate participation by disadvantaged business enterprises ("DBEs").
7. Maintain a safe environment for all Project personnel and the public at all times.
8. Minimize inconvenience and manage mobility to adjacent and surrounding communities during construction.
9. Expedite delivery of Project improvements.

2.2 Description of Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a design-build-maintain Comprehensive Development Agreement ("CDA") with a private developer or consortia ("Developer") that will result in the achievement of the Project goals stated above. TxDOT anticipates seeking Proposals for the Project and, after Proposals are evaluated, selecting one Proposer to enter into the CDA.

TxDOT currently anticipates that the Comprehensive Development Agreement will include a development agreement ("DA") and a comprehensive maintenance agreement ("COMA") for the Project. The DA would obligate Developer to develop, design and construct the Project. TxDOT currently expects that the DA will include a lump sum price to complete the Project. The DA will set forth the terms of Developer's compensation. A draft Development Agreement Term Sheet is set forth in Exhibit C.

The COMA will require Developer to maintain the new Harbor Bridge elements for a minimum of 5 years and, at TxDOT's option, up to 25 years. A draft Development Agreement Term Sheet is set forth in Exhibit C.

Further terms, conditions and parameters determining the nature of the parties' maintenance responsibilities will be set forth in more detail in the RFP.

2.3 Project Scope

The Project components include the roadways shown on the Project Schematics located on the Project Website and as described below:

- removal and replacement of the existing Harbor Bridge structure with a new divided six lane long span structure that spans the harbor, including inside and outside shoulders as a new Harbor Bridge ("New Harbor Bridge")
- the re-routing of US 181 from I-37 to provide a new approach to the new bridge from the south
- improvements to the SH 286 and I-37 interchange to add direct connects to and from US 181 and I-37, and to and from I-37 and SH 286
- improvements to I-37 from Shoreline Boulevard to Nueces Bay Boulevard to accommodate the re-routing of US 181
- the reconstruction of US 181 north of the new bridge structure to Beach Avenue, including the reconstruction of the US 181 and Burleson Street grade separation
- Utility relocation
- ROW acquisition
- Environmental mitigation
- Public involvement

The Project presents significant challenges, among them are the following:

- Providing 75-year service life of New Harbor Bridge while minimizing capital and maintenance costs;
- Coordinating with US Coast Guard and US Army Corps of Engineers regarding Section 9 and Section 10 permits for the demolition and replacement of the existing Harbor Bridge;
- Coordinating with Port of Corpus Christi for accommodation of navigational needs;
- Minimizing impacts to surface streets, businesses, tourism and residential areas during reconstruction; and
- Developing and implementing New Harbor Bridge aesthetic requirements.

2.4 Project Design Status

The US 181 Harbor Bridge Project Schematics were presented at a public hearing held on February 18, 2014. An updated version of the schematics, which will include any minor adjustments that are made as a result of the public hearing, will be included in the Reference Information Documents prior to issuance of the RFP.

2.5 Project Environmental Status

A Draft Environmental Impact Statement ("DEIS") has been completed for the project and a Record of Decision is anticipated in Fall 2014. The selection of the preferred alternative is preliminary until the final approval and signature of the Record of Decision. The environmental documents are included in the Reference Information Documents. Currently, TxDOT is coordinating Section 10 and Section 404 of the Clean Water Act permits with the U.S. Army Corps of Engineers (USACE), Section 401 Water Quality Certification from the Texas Commission on Environmental Quality (TCEQ), and Section 9 of the Rivers and Harbors Act permits with the U.S. Coast Guard (USCG). TxDOT anticipates that preliminary approvals of these permits will be in place at the time of the issuance of the EIS Record of Decision. The Developer will be responsible for submittal of the final design and any design modifications or change in permit conditions to each of the regulatory agencies for approval.

2.6 Construction Cost Estimates

TxDOT's current construction cost estimate for the Project is approximately \$700 million (\$2014).

2.7 Funding Available for Development Costs

TxDOT has currently identified \$700 million for the Project. TxDOT has identified various potential sources of these public funds and will provide additional detail with respect to the availability of public funds in the RFP. No funding will be required from the Developer, it is currently anticipated that the DA may require the Developer to carry costs incurred under the DA beyond the completion of the Project. Further details regarding constraints on the Maximum Payment Schedule and any requirements for Developer to carry costs will be set forth in the RFP.

2.8 ROW Acquisition

Proposers will be required to acquire the majority of the ROW for the Project. Preliminary ROW maps based on the Project's current Project Schematic are anticipated to be included in the RFP.

At this time two parcels are anticipated to be acquired by TxDOT through early acquisition. The list of early acquisition parcels and accompanying schedules will be provided in the RFP as they become available. On a date specified in the RFP, which will be prior to the Proposal due date, TxDOT will cease acquisition of ROW and provide a final list of ROW acquisition for use in developing Proposals to be submitted in response to the RFP. For additional ROW that will be necessary upon final award of the CDA, TxDOT will be responsible for the cost to purchase any additional ROW within the schematic ROW limits and the Developer will be responsible for providing and paying for ROW acquisition services in connection with the acquisition of any such additional parcels. TxDOT shall assist the Developer in the necessary acquisition of any additional ROW in accordance with applicable State law. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in connection with that process.

2.9 Geotechnical, Utility Investigation, Hazardous Materials Investigations, Detention Plan, Aesthetic Treatment and Railroad Coordination

2.9.1 Geotechnical Investigation Program

A geotechnical investigation is currently being performed for the Project. The geotechnical report is expected to be available for review by Proposers in the RFP.

2.9.2 Utility Investigation

TxDOT is currently undertaking Surface Utility Engineering ("SUE") investigations within the Project. TxDOT expects the preliminary SUE information to be available for review by Proposers with the RFP.

TxDOT anticipates that, under the CDA, the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. Additional details and requirements will be set forth in the RFP.

2.9.3 Hazardous Materials Investigations

The DEIS listed in the Reference Information Documents includes studies describing the results of hazardous materials investigations relating to the Project. TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be collected in connection with the Project. Additional details and requirements will be set forth in the RFP.

2.9.4 Aesthetics Blue Ribbon Panel

A Blue Ribbon Panel of representatives from City of Corpus Christi, San Patricio County, Nueces County, Corpus Christi MPO, Port of Corpus Christi Authority, and the TxDOT Corpus Christi District is developing aesthetics guidelines for the Project, additional details of which will be set forth in the RFP. It is currently anticipated that the Blue Ribbon Panel will only assist TxDOT with the evaluation of bridge aesthetics submitted with each Proposal. Proposers are therefore prohibited from engaging in any form of contact with members of the Blue Ribbon Panel.

2.9.5 Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part A, Section 2 will be provided. The shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 Procurement Phases

TxDOT reserves the right, in its sole discretion, to modify or cancel the following procurement process to comply with applicable law and/or to address the best interests of TxDOT and the State of Texas.

TxDOT will evaluate the qualifications submittals ("QSs") it receives in response to this RFQ and intends to establish, according to criteria generally outlined herein, a shortlist of two or more Proposers that are eligible to receive the RFP.

If only one responsive QS is received for the Project, TxDOT may proceed with the procurement and request a Proposal from the sole Proposer. TxDOT further reserves the right to modify the procurement or terminate the procurement at any time.

Following the shortlisting of Proposers, TxDOT anticipates releasing a RFP for review and comment by the shortlisted proposers. Following receipt of written comments, TxDOT may schedule one-on-one and/or group meetings to discuss issues and comments identified by the shortlisted Proposer teams. Specific details concerning the review process will be made available to the shortlisted Proposer teams following the shortlisting announcement.

After consideration of input from the shortlisted proposers, and if authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. If TxDOT

moves forward with the procurement, the RFP will include DA contract documents, COMA contract documents and the objective methodology for determining the overall best value Proposal. Following receipt and evaluation of Proposals, including evaluation of aesthetics with the assistance of the Blue Ribbon Panel, the Commission may select a Proposer for negotiations, based on a determination of apparent best value, to finalize a CDA for award and execution. See Part A, Section 3.1.2 for additional details regarding the RFP evaluation process.

If negotiations are not successful with the apparent best value Proposer, TxDOT may negotiate with the next highest rated Proposer. Alternatively, TxDOT may terminate the procurement.

3.1.2 RFP Procedure and Evaluation

The Commission has given TxDOT broad direction on the content and methodology for the solicitation of Proposals from shortlisted Proposers, the selection of a Proposer whose Proposal offers the apparent best value to TxDOT and the terms and conditions a CDA must contain to be deemed satisfactory. TxDOT staff and consultants intend to work with the Commission during the RFQ process to define the RFP and negotiation process with specificity, which may include, at an appropriate time, the shortlisted proposers' review of a RFP and contract documents, among other information. Proposers are advised that the evaluation criteria and weightings for the calculations of the Proposals may differ from the criteria set forth herein to evaluate Qs.

Award of the CDA by the Commission will be conditioned upon finalization of the CDA and the satisfaction of other conditions that will be set forth in the RFP.

3.2 Payment for Work Product

As contemplated by Section 223.203(m) of the Code, and if authorized by the Commission, TxDOT will pay each shortlisted Proposer that submits a Proposal responsive to the RFP and signs an agreement permitting TxDOT to use its work product a payment for that work product in an amount not exceeding the value of the work product contained in its Proposal that TxDOT determines can be used in performance of its functions. Specific provisions regarding the payment for work product shall be included in the RFP. There will be no payment to Proposers who are not shortlisted.

3.3 Procurement Schedule

TxDOT anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule:

| | |
|--|--|
| Issue Request for Qualifications | March 26, 2014 |
| Industry Workshop | 1:00pm to 5:00 pm Central Time April 22, 2014 |
| Last day for proposer questions regarding the RFQ | May 6, 2014 |
| Requests relating to any addendum issued after May 6, 2014 | Three business days after the addendum is issued (but no later than the QS Due Date) |
| QS Due Date | 12:00 p.m. Central Time May 16, 2014 |
| Notification of Short Listed Proposers | June 26, 2014 |

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue a RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a CDA award thereafter. TxDOT anticipates awarding and executing a CDA for the Project in mid-2015.

3.4 Industry Workshop and Site Tour

TxDOT intends to hold an Industry Workshop and site tour (pre-QS workshop) at the Congressman Solomon P. Ortiz International Center located at 402 Harbor Drive, Corpus Christi, TX 78401, on the date and time specified in Part A, Section 3.3. In conjunction with the Industry Workshop, TxDOT intends to offer a tour of the Project site (tour space is limited). Interested parties who wish to attend the Industry Workshop and site tour are requested to RSVP as soon as possible and no later than April 17, 2014 to TxDOT_CRP_PPP_US181-HarborBridge@txdot.gov with the name, company name, phone number, and e-mail address of all attendees. All attendees to the site tour must bring and wear hard hats, safety vests, and safety glasses. Attendance at this workshop and tour is not mandatory and interested parties shall remain eligible to submit a QS if they do not attend the workshop and tour. Further information regarding the workshop and tour will be made available on the Project Website.

3.5 Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification in writing via e-mail to TxDOT's contact, the

Project Manager, as follows:

Texas Department of Transportation
7600 Chevy Chase Drive
Building 2, Suite 400
Austin, Texas 78752
Attn: Mr. Frank Holzmann, P.E.
E-mail: TxDOT_CRP_PPP_US181-HarborBridge@txdot.gov

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the US 181 Harbor Bridge Replacement Project. TxDOT, at its sole discretion, will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.3. TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the Project Website. TxDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the QS Due Date. TxDOT will post any addenda to this RFQ on the Website.

Proposers are responsible for monitoring the Project Website identified in Part A, Section 1 for information concerning this procurement as teams responding to this RFQ will be required to acknowledge in the transmittal letter (Part C, Form A) that they have received and reviewed all materials posted thereon.

3.6 Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. A Proposer may submit confidential communications to the ombudsman, including questions, comments, or complaints regarding the procurement, where the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's designated Project representative as identified in Part A, Section 3.5 above. TxDOT's designated ombudsman for this procurement is:

Becky Blewett
Associate General Counsel
Texas Department of Transportation
125 East 11th Street
Austin, Texas 78701

E-mail: Becky.Blewett@txdot.gov

3.7 Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project will remain eligible for federal-aid funds. Therefore, the procurement documents, including the DA and COMA, must conform to requirements of applicable federal law, regulations and policies. TxDOT anticipates that certain federal procurement requirements will apply, including but not limited to Equal Opportunity requirements (Title VI of the Civil Rights Act of 1964, as amended), requirements applicable to Disadvantaged Business Enterprises ("DBEs") (Title 49 Code of Federal Regulations Part 26, as amended), Small Business requirements (United States Code Sections 631 et seq.), Buy America requirements (49 Code of Federal Regulations Part 661) and Davis-Bacon wage rates. TxDOT reserves the right to modify the procurement process described herein to address any concerns, conditions or requirements of federal agencies, including FHWA. Proposers shall be notified in writing via an addendum of any such modifications.

3.8 DBE Requirements

TxDOT has determined that Disadvantaged Business Enterprises ("DBEs") requirements apply to design and construction of the Project, and has adopted rules to provide DBEs opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Texas Administrative Code Section 9.50 et seq.). TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. TxDOT estimates the DBE goal for the project, including design and professional services, will be 9%. Information regarding DBE requirements and goals will be included in the RFP.

In responding to this RFQ, a Proposer team may include team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations.

3.9 Liability, Insurance, Bonds, and Guarantees

TxDOT anticipates that the Developer will be required to assume liabilities, to provide bonds and insurance coverage and to indemnify and defend TxDOT against third party claims as specified in the DA and COMA. TxDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by Texas law. TxDOT is prohibited by State law from indemnifying any Proposer. The State of Texas and TxDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, guarantees,

insurance and indemnity will be set forth in the RFP, DA and COMA.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

TxDOT expects QSs submitted in response to this RFQ to provide enough information about the requested items so as to allow TxDOT to evaluate and competitively rank and shortlist the Proposers based on the criteria set forth herein.

QSs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

4.2 Format

- (a) Number of copies: Each responding Proposer shall submit one original and 15 copies (for a total of 16) of its QS plus one digital copy in a read-only format on a CD or DVD contained in sealed packages. Each QS shall be separated in three loose-leaf three ring binders, one for each volume. The original of each QS must be clearly marked "Original" on its face and spine. Each copy must be numbered Copy 1 through Copy 15 of 15 on its spine. The Proposer's name and volume number must also be clearly marked on the face and spine. The Proposer's name must be clearly marked on the CD or DVD.
- (b) General format requirements: Submittals must be prepared on 8-1/2" x 11" sized, white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed for schematics, organizational charts, other drawings or schedules, but not for narrative text. Each 11" x 17" page will be counted as a single page and will be included in the page count contained in Volume 2. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.
- (c) Volume 1 requirements: Volume 1 (as described in **Part B**) does not have page numbering, page limitation or type font size requirements.
- (d) Volume 2 requirements: Volume 2 (as described in **Part B**) shall have all pages sequentially numbered per section, with the section number being the first number, and shall not exceed 100 pages. Each printed side shall be considered one page. The font size shall be no smaller than twelve-point, except for tables, which may be prepared using 10-point

font size. Pages submitted to meet the requirements of the following sections of Volume 2 do not count toward the page limit listed above:

- Section B (2) (a) d), relevant licensing and registrations and/or application for licenses where applicable;
 - Section B (2) (b), Express Commitment Regarding Technical Key Personnel;
 - Section B (4), Information Regarding Equity Members and Major Non-Equity Members;
 - Section B (6), Resume and References; and
 - Section D, Safety Qualifications.
- (e) Volume 3 requirements: Volume 3 (as described in **Part B**) does not have page numbering, page limitation or type font size requirements.
- (f) Marketing materials and licenses: Standard corporate brochures, awards, licenses and marketing materials should not be included in a QS, although proof of license in good standing will be required as a condition to award for licensed professionals proposed to work on the Project.

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in Part B. If a Proposer is compelled to include material in addition to the information specifically requested, the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limitations set forth in Part A, Section 4.2, as applicable. Each volume may be subdivided as needed; dividers without substantive information do not count as pages subject to page limitations noted herein.

4.4 QS Submittal Requirements

All packages constituting the QS shall be individually labeled as follows:

Response to the
Request for Qualifications
for the US 181 Harbor Bridge Replacement Project
through a Comprehensive Development Agreement

Qs shall be delivered by hand or courier to the following address:

Texas Department of Transportation
7600 Chevy Chase Drive
Building 2, Suite 400
Austin, Texas 78752
Attn: Mr. Frank Holzmann, P.E.

Qs will be accepted only at this address. TxDOT will not accept facsimile or other electronically submitted Qs.

Acknowledgment of receipt of Qs hand delivered by individuals will be evidenced by the issuance of a receipt by a member of TxDOT staff.

Qs will be accepted and must be received by TxDOT during normal business hours before 12:00 noon (Central Time) on the QS Due Date specified in Part A, Section 3.3. Qs not received prior to such time on the QS Due Date shall be rejected and will not be considered by TxDOT for evaluation or shortlisting.

Proposers are solely responsible for assuring that TxDOT receives their Qs by the specified delivery date and time at the address listed above. TxDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences beyond the control of TxDOT.

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each QS will be reviewed for:

- (a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the QS,
- (b) conformance to the RFQ instructions regarding organization and format, and
- (c) the responsiveness of the Proposer to the requirements set forth in this RFQ.

Those Qs not responsive to this RFQ may be excluded from further consideration and the Proposer will be so advised. TxDOT may also exclude from consideration any Proposer whose QS contains a material misrepresentation.

In order for project experience provided in any QS to be considered responsive, Forms

D-1, D-2, D-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the equity investment, engineering, construction, or maintenance experience is respectively the Equity Member, Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm. Project experience provided by a parent or sister company of the Lead Engineering Firm, Lead Contractor, or Lead Maintenance Firm shall not be considered responsive to this RFQ, except that project experience of a parent company of the Lead Engineering Firm, Lead Contractor, or Lead Maintenance Firm or shall be considered responsive to this RFQ only if such parent company serves as a Guarantor by providing a guarantee in a form acceptable to TxDOT in its discretion covering the performance obligations of the Lead Engineering Firm, Lead Contractor or Lead Maintenance Firm, as applicable, and the Lead Engineering Firm, Lead Contractor or Lead Maintenance Firm has equal access to the resources of the parent company necessary to perform the work required of any such lead entity under the DA or COMA, as applicable. In the event that a parent company serves as a Guarantor in accordance with the foregoing sentence, the Proposer shall submit such information for the proposed Guarantor as would be required of the Lead Engineering Firm, Lead Contractor or Lead Maintenance Firm, as applicable, in addition to the information submitted with respect to any such lead entity. Except as otherwise provided in the specific description of each Key Personnel position, Key Personnel may be employed by: (a) the Equity Member, Lead Engineering Firm, Lead Contractor, or Lead Maintenance Firm itself; or (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, or Lead Maintenance Firm.; or (c) a parent company of the Lead Engineering Firm, Lead Contractor or Lead Maintenance Firm if such parent company serves as a Guarantor.

5.2 Pass/Fail Review

Following or in conjunction with evaluation of each QS for responsiveness, TxDOT will evaluate each QS based upon the following pass/fail criteria. A Proposer must obtain a "pass" on all pass/fail items in order for its QS to be evaluated qualitatively under Part A, Section 5.3.

- (a) The QS contains an original executed transmittal letter as required in Part B, Volume 1, Section A – Form A Transmittal Letter.
- (b) The Proposer or Lead Contractor is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to \$700 million from a surety rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best and Company.

- (c) Neither the Proposer nor any other entity that has submitted Form C as required by this RFQ (1) has been disqualified, removed, debarred or suspended from performing or bidding on work for the State of Texas or any local government within Texas where such disqualification, removal, debarment or suspension has resulted in the Proposer or other entity being currently disqualified, removed, debarred or suspended from performing or bidding on TxDOT contracts or (2) is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or at least three other states.
- (d) The Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it as demonstrated by the materials provided in Volume 3 of the QS (see Part B, Volume 3).
- (e) The information disclosed in Form C and/or in response to Part B, Volume 1, Section C Legal Qualifications does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it.
- (f) The Proposer makes the express, written commitments regarding Key Personnel as required in Part B, Volume 2, Section B(2)(b).

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the "pass/fail" qualification requirements set forth in Part A, Section 5.2 will be evaluated and scored according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is described in Part A, Sections 5.3.1 through 5.3.4 below.

5.3.1 Technical Qualifications and Capability (65% Weighting)

The background and experience of the Proposer, individual team members, and technical Key Personnel in developing, designing, constructing, and maintaining comparable projects will be evaluated in accordance with the criteria set forth in this Section 5.3.1. The groups (a) – (d) are listed in descending order of importance; provided, however, that a group of evaluation criteria may have equal importance with the group listed immediately above it.

- (a) Experience of the Proposer Team Firms

The extent to which the Proposer team demonstrates the following:

i. Lead Engineering Firm

1. The extent to which the Lead Engineering Firm satisfies or exceeds the requirements (as evidenced in submission of completed Forms D-1 and E; and Part B, Volume 2, Section B(1)(b)) for relevant technical capability as follows: final design of at least one bridge transportation project of similar scope and complexity with a total construction value of \$150 million or more that reached completion or substantial completion within the last ten years.

Note: Proposers shall note that for above referenced Lead Engineering Firm evaluation criteria the relevant experience must be on projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the responsibility for the listed design and engineering experience. If the Lead Engineering Firm is a joint venture, the experience must be from joint venture members that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential engineering work for the Project.

2. Experience with design-build contracting and/or design-build-maintain contracting.
3. Experience in design of projects that included integrated design and ROW services and complex utility interfaces.
4. Experience in design coordination for large, complex projects with multiple stakeholders.

ii. Lead Contractor

1. The extent to which the Proposer satisfies or exceeds the requirements (as evidenced in submission of completed Forms D-2 and E; and Part B, Volume 2, Section B(1)(b)) for relevant technical capability as follows:

(A) at least one bridge project of similar scope and complexity with a value greater than \$150 million, completed or substantially completed in the last ten years; and

(B) at least one transportation project in the United States with value greater than \$250 million that has received "Notice to Proceed with major construction" in the last ten years.

Note: For the above referenced Lead Contractor evaluation criteria, the relevant experience must be on projects where the relevant member of the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience

and, if the Lead Contractor is a joint venture, the experience must be from joint venture member(s) that will be responsible for at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.

2. Completed or substantially completed work performed by design-build and/or design-build-maintain contracting.
3. Experience in managing construction for large, complex projects with multiple stakeholders.

iii. Lead Maintenance Firm

1. The extent to which the Lead Maintenance Firm satisfies or exceeds the requirements (as evidenced in submission of completed Forms D-3 and E; and Part B, Volume 2, Section B(1)(b)) for relevant technical capability as follows:
 - (A) bridge maintenance experience on bridge projects of similar scope and complexity; and
 - (B) highway maintenance experience on projects of similar scope and complexity.

Note: Proposers shall note that for above referenced Lead Maintenance Firm evaluation criteria the relevant experience must be on projects where the Lead Maintenance Firm held a minimum forty percent (40%) of the responsibility for the listed maintenance experience. If the Lead Maintenance Firm is a joint venture, the experience must be from joint venture members that will perform at least forty percent (40%) of the Lead Maintenance Firm's potential maintenance work for the Project.

2. Experience with life cycle analysis in a long term contracting environment.
3. Experience in managing maintenance interfaces with operators of adjacent roadways/facilities.
4. Experience in incident management.

Note: Where a Proposer submits a project that it wishes to be considered as substantially complete, but for which a "Certificate of Substantial Completion" has not been issued, evidence should be submitted to allow TxDOT to determine, in its sole discretion, that construction of the project is sufficiently complete in accordance with the contract documents, and fit for its intended purpose.

Note: A project of "similar scope and complexity" includes any regionally significant

highway project with multiple travel lanes and major interchanges, and a long-span bridge structure over a navigable waterway, whether or not such project was delivered through a comprehensive development agreement or otherwise.

(b) Experience of the Category 1 Key Personnel

The experience of Category 1 Key Personnel will be scored according to the following criteria:

- i. Lead Contractor's Project Manager and Construction Manager
 1. Length and depth of experience in managing construction projects of similar scope and complexity; and
 2. Experience in coordination with relevant regulatory agencies and other stakeholders.
- ii. Lead New Harbor Bridge Design Engineer
 1. Length and depth of experience in managing design of bridge projects of similar scope and complexity; and
 2. Evidence of design or design management experience of projects with challenges similar to those of the Project.
- iii. New Harbor Bridge Maintenance Engineer
 1. Experience in the maintenance of bridge projects of similar scope and complexity.
- iv. Construction Quality Acceptance Manager
 1. Length and depth of experience in managing the construction quality acceptance aspects on projects of similar scope and complexity.
- v. Safety Manager
 1. Length and depth of experience in carrying out a contractor's safety plan and all safety-related activities, including training and enforcement of safety operations, with respect to projects of similar scope and complexity.
- vi. Lead Quality Manager and Professional Services Quality Acceptance Manager
 1. Length and depth of experience developing, implementing, and maintaining quality management systems; and
 2. Relevant education, training and certification.

Note: A project of "similar scope and complexity" includes any regionally significant highway project with multiple travel lanes and major interchanges, and a long-span

bridge structure over a navigable waterway, whether or not such project was delivered through a comprehensive development agreement or otherwise.

(c) Experience of the Category 2 Key Personnel

The experience of Category 2 Key Personnel will be scored according to the following criteria:

- i. Design Manager, Lead Roadway Design Engineer, Lead Roadway Bridge Design Engineer, Lead Drainage Engineer
 1. Length and depth of experience in managing design of projects of similar scope and complexity; and
 2. Evidence of design or design management experience of projects with challenges similar to those of the Project.
- ii. ROW Acquisition Manager
 1. Length and depth of experience in managing the appraisal and acquisition of properties for projects of similar scope and complexity; and
 2. Experience in solving complex acquisition and relocation issues.
- iii. Utility Manager
 1. Length and depth of experience in coordinating and solving complex utility adjustments on projects of similar scope and complexity.
- iv. Lead Maintenance Manager
 1. Experience in the maintenance of significant bridge projects with similar scope and complexity to this Project.
 2. Experience in asset management of a significant bridge project of similar scope and complexity to this project.
- v. Public Information Coordinator
 1. Length and depth of experience in managing public relations and community outreach for other projects of similar scope and complexity.

(d) Management Approach and Team Structure

- i. Experience of team members working together successfully as an integrated team; and

- ii. The extent to which the proposed organization demonstrates stability and is capable of functioning as a well-integrated design-build- maintain team that will effectively manage all project risks.

Project and personnel references, as well as the information provided as required in Part B, Volume 1, Sections D and E and Part B, Volume 2, Section B, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the Technical Qualifications and Capability evaluation category.

5.3.2 Statement of Technical Approach (25% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the criteria in this Section 5.3.2. The evaluation criteria are set forth in descending order of importance:

- a) The extent to which the Statement of Technical Approach demonstrates a complete understanding of the Project's scope and complexity, including the design, construction and maintenance of a similar structure located in a marine environment.
- b) The extent to which the Statement of Technical Approach demonstrates a complete understanding of maintenance concerns with bridges of similar scope and complexity and available approaches to mitigate premature degradation or corrosion, enhance service life, and improve durability of bridges of similar scope and complexity.
- c) The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions and/or mitigation measures, regardless of ownership, that may arise during all Project phases, including design, construction and maintenance.
- d) The extent to which the Statement of Technical Approach articulates the Proposer's approach to CDA contracting and successfully delivering the Project using CDA contracting.
- e) The general approach to public involvement recognizing unique characteristics of this Project and its impacts on the community.

5.3.3 Safety Qualifications (10% Weighting)

This RFQ seeks to identify those Proposers that can demonstrate the ability to develop and implement an effective safety program for the Project that ensures worker safety and protects the traveling public. The safety qualifications of the Proposer, as documented in the Forms F submitted by the Lead Contractor and each Construction

Team Member and the qualifications of the Safety Manager submitted pursuant to Part B, Volume 2, will be evaluated in accordance with the criteria in this Section 5.3.3.

The Safety Qualifications will be evaluated in accordance with the criteria in this Section 5.3.2. The evaluation criteria are set forth in descending order of importance,,

- (a) The strength and consistency of the Proposer's and individual team member's safety records.
- (b) The strength of the Proposer's and individual team member's safety practices and the extent to which such practices demonstrate an understanding of an effective safety program.

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission based upon such analysis. At various times during the deliberations, TxDOT may issue one or more requests for written clarification or to verify or certify aspects of the QS to the individual Proposers. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis, for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, TxDOT.

At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. If required, interviews shall be scheduled at a later date. Upon receipt of requested clarifications and additional information as described above, if any, the QSs will be re-evaluated to factor in the clarifications and additional information.

Evaluations and rankings of QSs are subject to the sole discretion of TxDOT, TxDOT staff and such professional and other advisors as TxDOT may designate. TxDOT will make the final determinations of the Proposers to be shortlisted, as it deems appropriate, in its sole discretion, and in the best interests of the State of Texas.

5.5 Changes in Proposer Organization

TxDOT wants to ensure that Proposers are able to develop and attract the broad expertise necessary to participate in this procurement and optimally develop, design, construct, potentially carry construction costs, and/or maintain the Project in an innovative, effective and efficient manner. Accordingly, at TxDOT's sole discretion, TxDOT may permit Proposers to add team members and reorganize the Proposer entity through the procurement process until submittal of the Proposals, except in the

event of potential organizational conflicts of interest and/or deficiencies in qualifications and experience for the proposed role. Notwithstanding the foregoing, following submittal of the QSs, the following actions may not be undertaken without TxDOT's prior written consent, in its sole discretion:

- Deletion or substitution of a Proposer team member identified in its QS;
- Deletion or substitution of an equity owner of Proposer, a Guarantor of Proposer or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and
- Other changes in the equity ownership or team membership of a Proposer.

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

The following rules of contact shall apply during the procurement for the Project, which began upon the date of issuance of this RFQ and will be completed with the execution of the CDA. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic-mail (e-mail), or formal written communication.

The specific rules of contact are as follows:

- (a) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's QS and Proposal, except that team members that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during TxDOT sponsored informational meetings);
- (b) The Proposers shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's Project Manager (or ombudsman, as applicable) and Proposer's designated representatives;
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the CDA, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any ex parte communications regarding the RFQ, RFP or the procurement described herein with any member of the Commission or with any or any Commission staff or aides or with any TxDOT staff, advisors, contractors

or consultants involved with the procurement or Project, except for communications with TxDOT consultants who have completed their services for the Project and been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director or Deputy Director of the Strategic Projects Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP or the procurement or from participating in public meetings of the Commission or any public or Proposer workshop related to this RFQ or the RFP. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of TxDOT;

- (d) The Proposers shall not contact stakeholders regarding the Project, including employees, representatives and members of the entities listed below, except as specifically approved in advance by TxDOT in writing or as set forth in this Part A, Section 6.1:
- TxDOT (except as provided herein)
 - City of Corpus Christi
 - County of Nueces
 - County of San Patricio
 - Corpus Christi Metropolitan Planning Organization
 - Port of Corpus Christi
 - Businesses and property owners associated with the Project
 - Utility companies with facilities associated with the Project
 - US Coast Guard
 - Department of Homeland Security
 - Union Pacific Rail Road
 - United States Army Corps of Engineers
 - Federal Highway Administration
 - United States Fish and Wildlife
- (e) Any communications determined to be improper, at the sole discretion of TxDOT, may result in disqualification;
- (f) Any official information regarding the Project will be disseminated from TxDOT's office on Department letterhead. Any official correspondence will be in writing and signed by TxDOT's Authorized Representative or designee; and
- (g) TxDOT will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified herein.

6.2 Public Information Act

6.2.1 Disclosure Waiver

Each Proposer, by submitting a QS to TxDOT in response to the RFQ, consents to the disclosures described in this RFQ, including this Part A, Section 6.2, and all other disclosures required by law, and expressly waives any right to contest, impede, prevent or delay such disclosure, or to initiate any proceeding that may have the effect of impeding, preventing or delaying such disclosure, under Section 223.204 and other applicable sections of the Code, Texas Government Code Chapter 552 (the Public Information Act or the "Act"), the Rules or any other law relating to the confidentiality or disclosure of information. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials. Proposer hereby further agrees to assist TxDOT in complying with these disclosure requirements.

6.2.2 Observers During Evaluation

Proposers are advised that observers from federal or other agencies, including representatives of local agencies, may observe the QS evaluation process and will have the opportunity to review the QSs after the QS Due Date.

6.2.3 Public Disclosure of Proposal Documents

Proposers are advised that all portions of the QS other than Volume 3 may be publicly disclosed by TxDOT at any time and at TxDOT's sole discretion.

6.2.4 Disclosure Process for Requests Under the Act

If a request is made under the Act for disclosure of Volume 3 of the QS or information contained therein, TxDOT will submit a request for an opinion from the Office of the Attorney General prior to disclosing any such documents. The Proposer shall then have the opportunity to assert its basis for non-disclosure of such documents and claimed exception under the Act or other applicable law to the Office of the Attorney General within the time period specified in the notice issued by TxDOT and allowed under the Act. However, it is the responsibility of the Proposer to monitor such proceedings and make timely filings. TxDOT may, but is not obligated to, make filings of its own concerning possible disclosure; however, TxDOT is under no obligation to support the positions of the Proposer. By submitting a QS to TxDOT in response to the RFQ, each Proposer consents to, and expressly waives any right to contest, the provision by TxDOT to the Office of the Attorney General of all, or representative samples of, the QS, in accordance with the Act and each Proposer consents to the release of all such information to the Attorney General for purposes of the Attorney General making a determination in response to a disclosure request under the Act. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials, whether the disclosure is deemed

required by law or by an order of court or the Office of the Attorney General, or occurs through inadvertence, mistake or negligence on the part of TxDOT or its officers, employees, contractors or consultants.

All Proposers should obtain and thoroughly familiarize themselves with the Act, Code and any Rules applicable to the issue of confidentiality and public information. TxDOT will not advise a Proposer as to the nature or content of documents entitled to protection from disclosure under the Code, the Act or other Texas laws, as to the interpretation of such laws, or as to the definition of trade secret. The Proposer shall be solely responsible for all determinations made by it under applicable laws. Each Proposer is advised to contact its own legal counsel concerning the effect of applicable laws to that Proposer's own circumstances.

In the event of any proceeding or litigation concerning the disclosure of any QS or portion thereof, submitted by the Proposer, the Proposer shall be responsible for prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that TxDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by TxDOT in connection with any litigation, proceeding or request for disclosure shall be reimbursed and paid by the Proposer whose QS is the subject thereof.

6.3 Organizational Conflicts of Interest

The Rules at 43 Texas Administrative Code § 27.8 regarding organizational conflicts of interest apply to this Project. Respondents are advised that these rules may preclude certain firms and their subsidiaries and affiliates from participating on a Respondent team.

Firms who are restricted from proposing or joining a Proposer team include, but are not limited to:

- Nossaman, LLP ☐
- HNTB Corporation
- TEDSI Infrastructure Group
- URS Corporation
- Hicks & Co.
- Kailo Communications Studio, LLC
- Affiliates and subsidiaries of any of the above

Proposers are advised that other TxDOT consultants working on the Project may have an organizational conflict of interest. Proposers are encouraged to review the Rules and discuss potential conflicts of interest with prospective team members. By submitting its QS, each Proposer agrees that, if an organizational conflict of interest is

thereafter discovered, the Proposer must make an immediate and full written disclosure to TxDOT that includes a description of the action that the Proposer has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose is determined to exist during the procurement process, TxDOT may, at its discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose exists and the Proposer has entered into a CDA as the Developer, TxDOT will terminate the CDA. In either case, TxDOT shall avail itself of any remedies it may have at law.

Proposers are also advised that TxDOT's policy is intended to augment applicable federal and state law. Such applicable law will also apply to Proposer teams and teaming and may preclude certain firms and their related entities from participating on a Proposer team.

7. PROTEST PROCEDURES

7.1 Applicability

This Section 7 and Section 27.6 of the Texas Administrative Code set forth the exclusive protest remedies available with respect to this RFQ and prescribe exclusive procedures for protests regarding:

- (1) allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed TxDOT's authority;
- (2) a determination as to whether a QS is responsive to the requirements of the RFQ; and
- (3) shortlisting determinations.

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in this Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in Part A, Section 3.5. The written request should include an agenda for the proposed one-on-one meeting. TxDOT will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

- (1) Protests concerning the issues described in Part A, Section 7.1(1) must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than 5 business days after the addendum is issued.
- (2) Protests concerning the issues described in Part A, Section 7.1(2) must be filed no later than 5 business days after receipt of the notification of non-responsiveness.
- (3) Protests concerning the issues described in Part A, Section 7.1(3) must be filed no later than 10 days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

7.4 Content of Protest

Protests shall completely and succinctly state the grounds for protest, its legal authority, and its factual basis, and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Statements shall be sworn and submitted under penalty of perjury.

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to **Mr. Frank Holzmann, P.E., 7600 Chevy Chase Drive, Building 2, Suite 400, Austin, TX 78752**, with a copy to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, as soon as the basis for protest is known to the Proposer. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

7.6 Comments from other Proposers

Other Proposers may file statements in support of or in opposition to the protest within 7 days of the filing of the protest. TxDOT shall promptly forward copies of all such statements to the protestant. Any statements shall be sworn and submitted under penalty of perjury.

7.7 Burden of Proof

The protestant shall have the burden of proving its protest. TxDOT may, in its sole discretion, discuss the protest with the protestant and other Proposers. No hearing

will be held on the protest. The protest shall be decided on the basis of written submissions.

7.8 Decision on Protest

The Executive Director or the Executive Director's designee shall issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to this RFQ by issuing Addenda.

7.9 Protestant's Payment of Costs

If a protest is denied, the Proposer filing the protest shall be liable for TxDOT's costs reasonably incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by TxDOT as a consequence of the protest.

7.10 Rights and Obligations of Proposers

Each Proposer, by submitting its QS, expressly recognizes the limitation on its rights to protest provided in this Section 7, and expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive. If a proposer disregards, disputes, or does not follow the exclusive protest remedies provided in this Section 7, it shall indemnify and hold TxDOT and its officers, employees, agents, and consultants harmless from and against all liabilities, fees and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Proposer's actions. Each Proposer, by submitting a QS, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

8. TXDOT RESERVED RIGHTS

In connection with this procurement, TxDOT reserves to itself all rights (which rights shall be exercisable by TxDOT in its sole discretion) available to it under the Code, the Rules and applicable law, including without limitation, with or without cause and with or without notice, the right to:

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a CDA to its satisfaction with a Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the Code and other provisions of Texas law as it deems appropriate.
- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by TxDOT of a CDA, without incurring any cost

obligations or liabilities (except for any payment for work product required in accordance with the RFP.)

- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Not issue an RFP.
- Reject any and all submittals, responses and QSs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Suspend and terminate CDA negotiations at any time, elect not to commence CDA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.
- Issue addenda, supplements and modifications to this RFQ.
- Appoint evaluation committees to review QSs, make recommendations to the Commission and seek the assistance of outside technical experts and consultants in QS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Proposer without being bound by any provision in its QS or Proposal.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer that changes its submittal without TxDOT approval.
- Not issue a notice to proceed after execution of the DA.
- Not issue a notice to proceed after execution of the COMA.
- Exercise any other right reserved or afforded to TxDOT under this RFQ.

This RFQ does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A, Section 3.2, TxDOT and the State of Texas assume no obligations,

responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

In no event shall TxDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as a CDA, in form and substance satisfactory to TxDOT, has been executed and authorized by TxDOT and, then, only to the extent set forth therein.

PART B

QUALIFICATION SUBMITTAL

9. DEFINITIONS

The following terms describe the members of the Proposer's team that are required to be named in the QS for the relevant delivery model(s):

Construction Team Member - Any member of the Proposer's team, other than the Lead Contractor, that will be responsible for 20% or more of the construction work on the Project.

Equity Member – A member of the Proposer team that is (a) if the Proposer is a joint venture, a member of the joint venture, (b) if the Proposer is or will be a newly formed limited liability entity, an equity owner of the Proposer or (c) if the Proposer is a corporation or other entity that is not newly formed, the Proposer.

Guarantor – If and as applicable, (i) a Guarantor of an Equity Member as defined by Part B, Volume 2, Section A or (ii) a Guarantor of a Lead Contractor, Lead Engineering Firm, or Lead Maintenance Firm as defined by Part A, Section 5.1.

Key Personnel– The personnel listed in Part B, Volume 2 Section B, 2.

Lead Maintenance Firm – The member of the Proposer team responsible for comprehensive maintenance of the Project.

Lead Contractor – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the construction of the Project.

Lead Engineering Firm – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the design and engineering of the Project.

Major Non-Equity Member – Any or all of the Proposer team's Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm and Construction Team Members, except where these entities qualify as an Equity Member.

10. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed and following the outline form contained in this Part.

Organization

| | |
|---|---|
| Volume 1 – General Information | |
| Section A | Form A – Transmittal Letter |
| Section B | Confidential Contents Index |
| Section C | Legal Qualifications |
| Section D | Form B – Proposer Team Information |
| Section E | Form C – Certification |
| Section F | Surety Letters |
| Volume 2 – Technical Information (100%) | |
| Section A | Executive Summary |
| Section B | Technical Qualifications |
| | (1) Project Technical Experience |
| | (a) Relevant Experience (Forms D-1, D-2, D-3) |
| | (b) Project Descriptions |
| | (2) Technical Key Personnel |
| | (a) Technical Key Personnel Qualifications |
| | (b) Express Commitment Regarding Technical Key Personnel |
| | (3) Management Structure |
| | (4) Information Regarding Equity Members, Major Non-Equity Members and Guarantors |
| | (a) The Proposer |
| | (b) Equity Members |
| | (c) Major Non-Equity Members |
| | (5) Reference Summary (Form E) |
| | (6) Resume and References (Form G) |
| Section C | Statement of Technical Approach |
| Section D | Safety Qualifications (Form F – Safety Questionnaire) |

| Volume 3 – Financial Information | |
|----------------------------------|---|
| Section A | Financial Statements and Credit Ratings |
| Section B | Material Changes in Financial Condition |
| Section C | Off Balance Sheet Liabilities |

VOLUME 1

Volume 1 of the QS shall contain the following:

Section A Form A – Transmittal Letter:

A duly authorized official of the Proposer or lead firm must execute the transmittal letter in blue ink. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall have appended to it letters on the letterhead stationery of each entity holding an equity interest in the Proposer, executed by authorized officials of each Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member's firm in the Proposer team.

Section B Confidential Contents Index:

A page executed by the Proposer that sets forth the specific items in Volume 3 (and the section and page numbers within the QS at which such items are located) that the Proposer deems confidential, trade secret or proprietary information protected by Section 223.204 of the Code or the Act (as described in Part A, Section 6.2). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for TxDOT to treat the entire Volume 3 of the QS as public information. Notwithstanding the foregoing, the list required under this Section B is intended to provide input to TxDOT as to the confidential nature of a Proposer's financial information, but in no event shall such list be binding on TxDOT, determinative of any issue relating to confidentiality or a request under the Act (as described in Part A, Section 6.2) or override or modify the provisions of Section 223.204 of the Code or TxDOT's responsibilities thereunder.

Section C Legal Qualifications

The following information regarding legal issues affecting the Proposer and its team members shall be submitted:

1. Legal Issues

Identify and explain any significant anticipated legal issues which the Proposer must resolve in order to carry out the Project and its obligations under a CDA.

2. Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, any Major Non-Equity Member or any Guarantor was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone number and e-mail address.

3. Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five years between the public owner and the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, any Major Non-Equity Member or any Guarantor and involving an amount in excess of \$500,000 related to performance in transportation projects with a contract value in excess of \$100 million.

Include a similar list for all projects included in the response to Part B, Volume 2, Section B, 1), regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Proposer's team. For each instance, identify an owner's representative with a current phone number and e-mail address.

Section D Form B – Proposer Information

Provide an executed original of Form B-1 for the Proposer, each Equity Member of Proposer, each Major Non-Equity Member and each Guarantor (if any). **Proposers are advised that Form B-1 may be released to the public and media.** Provide a completed Form B-2 for the Proposer.

Section E Form C - Certification

Provide an executed original of Form C for the Proposer, each Equity Member of Proposer, each Major Non-Equity Member and each Guarantor (if any).

Section F Surety Letters

Provide evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a performance bond and payment bond, each in an amount at least \$700 million, which is the current estimated cost for construction of the Project. The evidence shall take the form of a letter or

certificate from a surety/insurance company indicating that such capacity exists for the Proposer or the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable.

The surety/insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by "AM Best & Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. In instances where the response to Part B, Volume 3, Section B contains descriptions of proposed or anticipated changes in the financial condition of the Proposer or any other entity for which financial information is submitted as required hereby for the next reporting period, the letter must provide a certification that the surety's analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds for the Project. Further, each Proposer must specifically state in its response to this Part B, Volume 1, Section F whether or not the requirement set forth in the immediately preceding sentence applies.

If a Proposer or Lead Contractor, as applicable, is a joint venture, partnership, limited liability company or other association, separate letters for one or more of the of the Equity Members of the Proposer or the individual equity participants of the Lead Contractor, as applicable, are acceptable, as is a single letter covering all Equity Members or equity participants, as applicable.

TxDOT has not yet determined the specific amount or form of security that it will require for the Project. Proposers are advised that the RFP may require payment, performance and/or guaranty amounts in excess of the \$700 million amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

VOLUME 2 – TECHNICAL INFORMATION

Volume 2 of the QS shall contain the following:

Section A Executive Summary

An Executive Summary, not exceeding 10 pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's QS and its ability to satisfy the financial and technical requirements of the Project.

Section B Technical Qualifications

Provide the following information relevant to qualifications of the Proposer, its Equity Members, the lead or managing entity member of the Proposer team and all Major Non-Equity Members (and any applicable Guarantor) (as defined above).

1. Project Technical Experience

(a) Relevant Experience (Forms D-1, D-2, D-3)

The QS shall contain completed Forms D-1, D-2, D-3. Project descriptions for each of the projects listed in Forms D-1, D-2, D-3 shall be included in Part B Volume 2, Section B(1)(b).

1. Form D-1: Technical Experience – Lead Engineering Firm: Provide details for a maximum of three projects (the same projects for which references are provided in Volume 2, Section B(5) in compliance with the requirements set forth in Form D-1 and best meeting the evaluation criteria set forth in Part A, Section 5.
2. Form D-2: Technical Experience – Lead Contractor: Provide details for a maximum of three projects (the same projects for which references are provided in Volume 2, Section B(5) in compliance with the requirements set forth in Form D-2 and best meeting the evaluation criteria set forth in Part A, Section 5.
3. Form D-3: Technical Experience – Lead Maintenance Firm: Provide details for a maximum of three projects (the same projects for which references are provided in Volume 2, Section B(5) in compliance with the requirements set

forth in Form D-3 and best meeting the evaluation criteria set forth in Part A, Section 5.

(b) Project Descriptions

The QS shall include project descriptions for each project listed on Forms D-1, D-2, D-3 and E. These shall be a maximum two-page narrative description for each project on separate 8-1/2" x 11" sized white paper. The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant to the evaluation criteria provided in Part A, Section 5. The project descriptions should be provided in the following order:

1. Lead Engineering Firm
2. Lead Contractor
3. Lead Maintenance Firm

2. Technical Key Personnel

(a) Technical Key Personnel Qualifications

Proposers are required to provide separate resumes for all technical Key Personnel, as well as other relevant personnel who are shown in the Organization Chart included in Part B, Volume 2, Section B(3), whose qualifications and experience will be evaluated as described in Part A, Section 5.

Resumes shall be limited to two pages per person (exclusive of licenses and/or license applications) and only one individual shall be designated to fill each position.

A minimum of three individual projects and references shall be provided for each resume. Resumes shall include the following information for each project listed:

- a) Name of the project, the public owner's contact information (project manager name, phone number, e-mail address), and project number (if any) and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, current contact information for such project manager may be provided so long as (i) such project manager is not employed by any entity making up the Proposer's team and (ii) an alternative contact at the owner/agency that played a leadership role for the owner and is familiar with the project is also provided. TxDOT

may elect to use the information provided to verify the experience claimed for an individual.

- b) Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.
- c) Description of the work or services provided on projects as it relates to the evaluation criteria defined in Part A, Section 5.
- d) Relevant licensing and registration (copies of licenses and / or application for licenses where applicable must be attached).

Technical Key Personnel are listed as follows:

| Position | Description |
|-----------------------------------|---|
| Lead Contractor's Project Manager | Responsible for overall design, construction, maintenance and contract administration on behalf of the Developer, including safety and environmental compliance for the Project, assigned to the Project full time and co-located/on-site until substantial completion. |
| Construction Manager | Responsible for ensuring that the Project is constructed in accordance with the Project requirements, assigned to the Project full time no later than from the time construction activity begins, and co-located/on-site until substantial completion. Responsible for managing the Developer's construction personnel, scheduling of the construction quality assurance personnel, and administering all construction requirements of the contract. |
| Lead Quality Manager | Responsible for the overall design, construction and life cycle quality of the project, implementing quality planning and training, and managing the team's quality management processes. Reports directly to individual at Lead Contractor who is outside the production team and bears no direct immediate profit and loss responsibility for the Project. Independent of Lead Contractor's production team and has the authority to stop work. Shall be co-located and on-site until final acceptance. |

| | |
|--|---|
| Professional Services Quality Acceptance Manager | A Professional Engineer* responsible for all aspects of design quality and for implementation of procedures to ensure all design and other professional services products are accurate and checked before release. Reports directly to Lead Quality Manager and has the authority to stop professional services work. Co-located whenever design activities are being performed, including design activities related to field design changes. |
| Construction Quality Acceptance Manager | A Professional Engineer* responsible for managing the quality acceptance aspects of the work. Works for an independent quality acceptance firm. Reports jointly to Developer’s management team and TxDOT. Shall not report to any person or party directly responsible for design or construction production and has the authority to stop work. Shall be co-located and on-site until final acceptance. |
| Safety Manager | <p>Responsible for carrying out the Developer’s safety plan and all safety-related activities, including training and enforcement of safety operations.</p> <ul style="list-style-type: none"> • Must have actual roadway construction & safety enforcement experience. • Must have at minimum ten (10) years of progressive heavy construction experience, five (5) years of which must be safety management experience on complex heavy civil projects • Certification as a Construction Health and Safety Technician (CHST) by the Board of Certified Safety Professionals, or as a Certified Safety & Health Official (CSHO) may be substituted for two (2) years of safety management experience • Must have completed the OSHA #500 – Trainer Course in OSHA Standards for Construction. • Must have completed training and current certification for CPR and First Aid. • Must have completed training for flaggers in the work zone and work zone traffic control. • The position reports directly to the Joint Venture Board or Company Executive President. • The position has the authority to stop all work on the project. <p>If a proposed Safety Manager does not meet the qualification requirements set forth above as of the QS Due Date, Proposer shall submit to TxDOT with its QS a written statement, signed by Proposer and the proposed Safety Manager, committing to meet such qualifications.</p> |

| | |
|--|---|
| ROW Acquisition Manager | Responsible for leading ROW acquisition efforts by the Developer for the project. Must have at least five years' experience managing the acquisition of transportation ROW projects for a condemning authority, be licensed as a real estate salesman or broker pursuant to the <i>Texas Real Estate License Act</i> or rules established by the Texas Real Estate Commission, be familiar with appraisal and appraisal report review pursuant to the Uniform Standards of Professional Appraisal Practice (USPAP), and be familiar with the Uniform Act and applicable Laws of the State of Texas. |
| Utility Manager | Responsible for leading utility coordination efforts on behalf of the Developer. Must have at least five years' experience managing utility coordination and adjustments for transportation projects of similar scope and complexity. Assigned to the Project full time and co-located/on-site until substantial completion. |
| Public Information Coordinator | Responsible for leading Developer's efforts for public relations and community outreach for the Project, including for public involvement activities on a day-to-day basis throughout the term of the DA. Must have a minimum of five years of relevant experience on projects of similar scope and complexity. |
| Design | |
| Design Manager | Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed, including design activities related to field design changes. |
| Lead Roadway Design Engineer | A Professional Engineer* responsible for ensuring that the design of the roadway is completed and design criteria requirements are met. Will be the Engineer of Record for the roadway. Co-located whenever roadway design activities are being performed, including design activities related to field design changes. |
| Lead New Harbor Bridge Design Engineer | A Professional Engineer* responsible for ensuring that the design of the New Harbor Bridge is completed and design criteria requirements are met. Will be the Engineer of Record for the New Harbor Bridge. Co-located whenever New Harbor Bridge design activities are being performed, including design activities related to field design changes. |

| | |
|--|--|
| Lead Roadway Bridge Design Engineer | A Professional Engineer* responsible for ensuring that the design of roadway bridges is completed and design criteria requirements are met. Will be the Engineer of Record for the roadway bridges. Co-located whenever bridge design activities are being performed, including design activities related to field design changes. |
| Lead Drainage Engineer | A Professional Engineer* responsible for ensuring that the drainage design is complete, design criteria requirements are met and the drainage system functions as designed. Will coordinate with the City of Corpus Christi Storm Water Department and TxDOT on drainage related items. Will be the Engineer of Record for drainage. |
| Maintenance | |
| Lead Maintenance Manager | Responsible for all matters of comprehensive maintenance on the Project structure on behalf of the Developer, including safety and environmental compliance following service commencement and interfacing with TxDOT in compliance with the COMA. |
| New Harbor Bridge Maintenance Engineer | Responsible for all New Harbor Bridge maintenance. |

* Professional Engineers must be licensed in the State of Texas, or become licensed in the State of Texas prior to execution of the CDA.

(b) Express Commitment Regarding Technical Key Personnel

An express, written statement from the Proposer committing that the Key Personnel designated in the QS for the positions or roles described this Part B, Volume 2, Section B(2)(a) shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior TxDOT approval, in its sole discretion. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

3. Management Structure

For each QS, provide a narrative of no more than 5 pages (8.5" x 11") describing the Proposer's teaming arrangements and its management structure. The narrative should

include at a minimum a discussion of the following:

- How the Proposer will institutionally operate, particularly in light of the complexity and sequencing of Project development;
- The experience of team members working together on other projects and the results of that experience; and
- How the management structure will facilitate the management of Project risks.

The narrative will be supported by up to three charts, on paper up to 11" x 17" size, as follows:

- Organization chart showing the Proposer's Equity Members and Major Non-Equity Members (and any Guarantor, if applicable). Indicate the percentage of shareholding among the Equity Members. In addition, any Proposer anticipating that a guaranty will be required shall provide a table of organization showing the corporate relationship between the Proposer, Equity or Major Non-Equity Member and the Guarantor.
- Organization chart showing the proposers management structure and "chain of command" with Key Personnel shown together with any other relevant personnel Proposer wishes to identify at this time, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, and maintaining the Project.

4. Information Regarding Equity Members, Major Non-Equity Members and Guarantors

1. The Proposer

Identify the legal name of the Proposer. If the name is a "doing business as" or "DBA," identify underlying names. If the Proposer entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name (if any) or a temporary name for Proposer and describe the expected timing for creating a legal entity for Proposer. Identify a sole point of contact (a real person) and include the following information: name, title, address, telephone and fax numbers and electronic mail address. Identify the legal name and nature of the Proposer and the state within which it was organized, or for Proposers that have not formed a legal entity yet, identify the proposed legal name (if available) and nature of the Proposer and the state within which Proposer expects to organize the entity

2. Equity Members and Applicable Guarantors

For each Equity Member of the Proposer, identify the entity's role and the entity's legal

nature and state within which it was organized. In addition, include the name, the entity's legal nature and state within which it was organized for any anticipated Guarantor.

3. Major Non-Equity Members and Applicable Guarantors

Identify each Major Non-Equity Member of the Proposer and for each Major Non-Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state within which it was organized.

The information submitted in response to this paragraph (4) shall be limited to a maximum of one page for each Equity Member, Major Non-Equity Member and Guarantor.

5. Reference Summary (Form E)

The QS shall contain a completed Form E consolidating all of the references required. This should include references for all project experience listed on Forms D-1, D-2, D-3. For purposes of completing Forms D-1, D-2, D-3, E, and G, Proposers may not include references from any of the TxDOT personnel identified in Table 2A below. All other TxDOT personnel (including Corpus Christi District personnel not identified below) may be included for such purposes.

Table 2A

| Administration | Office of General Counsel | Corpus Christi District |
|---------------------------------|---|--------------------------------|
| James Bass | Claire McGuinness | Lonnie Gregorcyk |
| John Barton | Jack Ingram | Chris Caron |
| Russell Zapalac | Rebecca Bronson | Valentine Olivares |
| Strategic Project Office | Jim Bailey | Victor Vourcus |
| Frank Holzmann | Innovative Financing/Debt Management | Christopher Amy |
| Carol Luschen | Benjamin Asher | Martin Horst |
| Cindy Segovia | Deborah Fleming | Tomas Trevino |
| Jon Green | Julie Rabeux | Jamie Vela |
| Lisa Rainosek | Jonathan Hurst | Joseph Briones |
| Ernesto De La Garza | Right of Way Division | Ismael Soto |
| Marcus Coronado | Don Toner | James Woods |
| Beau Buchannan | Oscar Hurtado | Design Division |
| Randall Grones | Mark Anderson | Mark McDaniel |
| Oscar Hurtado | Strategic Projects Division | Bill Orr IV |
| Bridge Division | Ed Pensock | Construction Division |
| Jamie Farris | Katie Nees | Carol Heinen |

| | | |
|-----------------|-----------------|---------------|
| Bernie Carrasco | Dieter Billek | Jaime Gandara |
| Graham Bettis | Michael Midkiff | |
| John Delphia | Bill Reichert | |
| | Lucio Vasquez | |
| | Sonja Land | |

For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.

For projects/contracts listed for construction firms using the traditional design/bid/build delivery method, the information sought above shall be limited only to the construction contract, rather than any design contract where such entity had limited or no involvement.

Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, TxDOT may elect to exclude the experience represented by that project in determining the Proposer's qualifications. For any entity identified in the QS for which experience and qualifications have not been provided pursuant to Part B, Volume 2, Section B(1)(a), the Proposer may, but is not required to, include relevant project references on Form E.

6. Personnel Qualifications (Form G)

Proposers are required to provide a separate Form G (Resumes and References) for each Key Personnel, as well as other relevant personnel who are shown in the Organization Chart included in Volume 1, and whose qualifications and experience will be evaluated as described in Part A, Section 5. Individuals identified may not hold more than one Key Personnel position.

Other personnel may also be shown in the Organization Chart.

Form G shall be limited to the two pages provided in Form G per person (exclusive of licenses and/or license applications) and only one individual shall be designated to fill each position.

Form G shall include the following information for each project listed:

- (a) Name of the project, location of the project, the project type, description of the work or services provided and role on the project, the time period for the work, the project owner's contact information (project manager name, phone number, e-mail address), and project number (if any), the project's

value and dates of work performed on the project. If one or more role was played, identify the dates and duration of each role. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner/agency who played a leadership role for the owner during the dates work was performed on the project and is familiar with the project. TxDOT may elect to use the information provided to verify the experience claimed for an individual. A minimum of three individual projects and references shall be provided for each resume.

- (b) Relevant licensing, certification and registration (copies of licenses and/or application for licenses, where applicable, must be attached).

Section C Statement of Technical Approach

Provide a narrative statement of the Proposer's technical approach to the Project. This statement shall include the Proposer's:

- (1) Understanding of the Project scope.
- (2) Approach to CDA contracting and to successfully delivering the Project using CDA contracting.
- (3) Identification and understanding of the top Project risks and potential solutions to address the risk, including:
 - (i) Risks with consequences arising during design;
 - (ii) Risks with consequences arising during construction; and
 - (iii) Risks with consequences arising during the maintenance period, as applicable.

The Statement of Technical Approach may be no longer than six (6) pages.

Section D Safety Qualifications

The QS shall contain a completed Form F for the Lead Contractor, Lead Maintenance Firm, each Construction Team Member and Guarantor of the Lead Contractor (if any).

VOLUME 3 – FINANCIAL INFORMATION

Volume 3 of the QS shall contain the following:

Section A Financial Statements and Credit Ratings

Financial statements for the Proposer, the Equity Members and Lead Contractor of Proposer and any Guarantor (if applicable) for the three most recent completed fiscal years must be provided to demonstrate financial capability of the Proposer.

Information for each entity should be packaged separately and include a cover sheet identifying the name of the organization and its role as the Proposer, an Equity Member, the Lead Contractor or any applicable Guarantor.

Proposers may include a parent company or other affiliate company as a guarantor with respect to the Proposer's financial capabilities (a "Guarantor"). If a Guarantor is included, the Proposer must still provide the information required of each Equity Member in addition to providing information about the Guarantor described below. In addition, TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor or additional Equity Member is required as a condition of shortlisting, in which case the information required of such Guarantor or additional Equity Member shall be submitted upon request by TxDOT.

Financial statement information must include:

- i. Opinion Letter (Auditor's Report);
- ii. Balance Sheet;
- iii. Income Statement;
- iv. Statement of Changes in Cash Flow; and
- v. Footnotes.

In addition, financial statements must meet the following requirements:

- a. **GAAP/IFRS** – Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") or International Financial Reporting Standards ("IFRS"). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS.
- b. **U.S. Dollars** – Financial statements must be provided in U.S. dollars. If financial statements are not available in U.S. dollars, the Proposer must convert

the financial statements to U.S. dollars and provide a summary of the conversion methods and applicable foreign exchange rates used to do so.

- c. **Audited** – Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a certified public accountant). If audited financials are not available for an Equity Member, a Guarantor (if applicable) or the Lead Contractor, the QS shall include unaudited financial statements for such Equity Member, Guarantor or Lead Contractor, certified as true, correct and accurate by the chief financial officer (“CFO”) or treasurer of the entity.
- d. **English** – Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided with the original financial statement information.
- e. **Newly Formed/Not Yet Formed Entity** – If the Proposer is a newly formed entity or has not yet formed a legal entity and does not have independent financial statements, financial statements for the Equity Members and Guarantors (if applicable) shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity or not yet formed entity, as applicable, and does not have independent financial statements).
- f. **SEC Filings** – If the team or any other entity for whom financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- g. **Confidentiality** – The Proposer shall identify any information which it believes is exempted from disclosure under the Act, by placing the word “CONFIDENTIAL” on each page as described in Part B, Volume 1, Section B.
- h. **Credit Ratings** – Appropriate credit ratings must be supplied for each Proposer, each Equity Member, the Lead Contractor, the Lead Maintenance Firm and any Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each Equity Member, the Lead Contractor, and Guarantor (if applicable) for the past three years and anticipated for the next reporting period must be provided. If no material change has occurred and none is pending, the Proposer, Equity Member, Lead Contractor, or Guarantor, as applicable, shall provide a letter from its CFO or treasurer

so certifying.

Set forth below is a representative list of events intended to provide examples of what TxDOT considers a material change in financial condition. This list is intended to be indicative only.

At the discretion of TxDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent of the changes likely to be experienced in the periods ahead. Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the CFO or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future. If the financial statements indicate that expenses and losses exceed income in each of the 3 completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

List of Representative Material Changes

1. An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
2. A change in tangible net worth of 10% of shareholder equity;
3. A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
4. A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;
5. Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;

6. In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
7. Other events known to the affected entity, a related business unit or parent corporation of the affected entity which represents a material change in financial condition over the past three years or may be pending for the next reporting period.

Section C Off-Balance Sheet Liabilities

A letter from the CFO or treasurer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying as applicable, each off-balance sheet liability exceeding \$10 million and its associated dollar amount and providing explanation for off-balance sheet treatment.

PART C EXHIBITS AND FORMS

EXHIBIT A PROJECT MAP



EXHIBIT B

LIST OF REFERENCE INFORMATION DOCUMENTS

- ❖ 1. I-37 Plans by CSJ
 - nueces-0074-06-027.pdf
 - nueces-0074-06-038.pdf
 - nueces-0074-06-044.pdf
 - nueces-0074-06-079.pdf
 - nueces-0074-06-083.pdf
 - nueces-0074-06-124.pdf
 - nueces-0074-06-126.pdf
 - nueces-0074-06-151.pdf
 - nueces-0074-06-164.pdf
 - nueces-0074-06-173.pdf
 - nueces-0074-06-174.pdf
 - nueces-0074-06-179.pdf
 - nueces-0074-06-181.pdf
 - nueces-0074-06-189.pdf
 - nueces-0074-06-209.pdf

- ❖ 2. US 181 Plans by CSJ
 - nueces-0101-06-021-.pdf
 - nueces-0101-06-022.pdf
 - nueces-0101-06-023.pdf
 - nueces-0101-06-024.pdf
 - nueces-0101-06-026.pdf
 - nueces-0101-06-028.pdf

- nueces-0101-06-029.pdf
 - nueces-0101-06-030.pdf
 - nueces-0101-06-038.pdf
 - nueces-0101-06-39.pdf
 - nueces-0101-06-061.pdf
 - nueces-0101-06-067.pdf
 - nueces-0101-06-068.pdf
 - nueces-0101-06-070.pdf
 - nueces-0101-06-072.pdf
 - nueces-0101-06-078.pdf
 - nueces-0101-06-081.pdf
 - nueces-0101-06-084.pdf
 - nueces-0101-06-087.pdf
 - nueces-0101-06-089.pdf
 - nueces-0101-06-093.pdf
 - nueces-0101-06-094.pdf
 - nueces-0101-06-096.pdf
 - nueces-0101-06-099.pdf
 - nueces-0101-06-105.pdf
 - nueces-0101-06-070B.pdf
- ❖ 3. SH 286 Plans by CSJ
- nueces-0326-03-004.pdf
 - nueces-0326-03-015.pdf
 - nueces-0326-03-016.pdf
 - nueces-0326-03-049.pdf
 - nueces-0326-03-061.pdf

- nueces-0326-03-083.pdf
- ❖ 4. Environmental Studies
 - hb-historicresourceessurveyreport.pdf
 - bh-feasibilitystudy.pdf
- ❖ 5. Harbor Bridge Inspections
 - hb-brinsap.pdf
 - hb-conditionsurvey.pdf
 - hb-surfaceprep&coatingstestprogram.pdf
- ❖ 6. Pavement Management Information System
 - Ih37pmisscores.pdf
 - pmiscondisions.pdf
 - rater'smanual.pdf
 - sh286pmisscores.pdf
 - us181pmisscores.pdf
- ❖ 7. Public Involvement
 - hb-publicinvolvement-chronologyofevents-1of2.pdf
 - hb-publicinvolvement-chronologyofevents-2of2.pdf
- ❖ 8. Right of Way Maps
 - crp007406ad.pdf
 - crp007406ak.pdf
 - crp010106ac.pdf
 - crp010106ad.pdf
 - crp032603ab.pdf

EXHIBIT C

Draft Development Agreement Term Sheet

(See attached)

EXHIBIT D

Draft Comprehensive Maintenance Agreement Term Sheet

(See attached)

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: [Insert Date]

Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400,
Austin, TX 78752

Attn: Mr. Frank Holzmann, P.E.

The undersigned ("Proposer") submits this qualification submittal (this "QS") in response to that certain Request for Qualifications dated as of April 4, 2014 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design and construct, and maintain the US 181 Harbor Bridge Replacement Project (the "Project") through a Comprehensive Development Agreement ("CDA"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this QS, are the following:

- Volume 1: General Information;
- Volume 2: Technical Information; and
- Volume 3: Financial Information

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT's Project Website <http://www.txdot.gov/business/partnerships/current-cda/harbor-bridge/harbor-bridge-rfq.html> and the following addenda and sets of questions and answers to the RFQ:

[Proposer to list any addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing Form A]

Proposer represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ and the QS.

Proposer understands that TxDOT is not bound to shortlist any Proposer and may reject each QS TxDOT may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this QS and participating in the Project procurement process will be borne solely by the Proposer, except, to the extent of any payment made by TxDOT for work product, as described in Part A, Section 3.2 of the RFQ.

Proposer agrees that TxDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this QS.

This QS shall be governed by and construed in all respects according to the laws of the State of Texas.

Proposer's business address:

| | | |
|--------|---------------------|-------------------------------|
| (No.) | (Street) | (Floor or Suite) |
| <hr/> | | |
| (City) | (State or Province) | (ZIP or Postal Code)(Country) |

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

1. Sample signature block for corporation or limited liability company:

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

By: *[Insert general partner's or member's name]*

By: _____

Print Name: _____

Title: _____

[Add signatures of additional general partners or members as appropriate]

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B-1
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND
GUARANTORS
(for Public Release)

Name of Proposer: _____

Entity (check one box for entity completing Form B as applicable):

Proposer; Equity Member; Major Non-Equity Member; or Guarantor

Name of Entity Completing Form B: _____

Year Established: _____ State of Organization: _____

Federal Tax ID No. (if applicable): _____ Telephone No.: _____

North American Industry Classification Code: _____

Name of Official Representative Executing Form B: _____

Individual's Title: _____

E-mail Address: _____

Type of Business Organization (check one):

- Corporation
- Partnership
- Joint Venture
- Limited Liability Company
- Other (describe)

A. Business Address: _____
Headquarters: _____
Office Performing Work: _____

B. Indicate the role of the entity in the space below.

- C. If the entity completing this Form B-1 is a joint venture or newly formed entity (formed within the past two years), complete a separate Form B-1 and Form C for each member or partner of the entity and attach it to the QS. In addition, identify the name of such members or partners in the space below.

Name

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____ Print Name: _____
Title: _____ Date: _____

[Please make additional copies of this form as needed.]

FORM B-2

SUMMARY INFORMATION REGARDING PROPOSER

Name of Proposer:

List of all Equity Members:

List of all Major Non-Equity Members:

List of all other team members (including any guarantors):

FORM C
CERTIFICATION

Proposer: _____

Name of Firm: _____

Entity (check one box for entity completing Form B-1 as applicable):

- Proposer; Equity Member; Major Non-Equity Member; or
 Guarantor

1. Has the firm or any affiliate* or any **current** officer thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past five years?

- Yes No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act?

- Yes No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the last ten years?

- Yes No

If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

Yes No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Texas governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law?

Yes No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Texas Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence,

apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

* The term "Affiliates" includes parent companies, subsidiary companies, joint venture members and partners in which the entity has more than a 15% financial interest.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____
Print Name: _____
Title: _____
Date: _____

FORM D-1 - TECHNICAL EXPERIENCE – DESIGN

EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS

| COMPANY NAME (1) | PROJECT NAME AND LOCATION (2), (3) | PROJECT COST (4) & (5) | START/END DATES | % OF WORK COMPLETED BY JULY 26, 2013 | LEVEL OF COMPANY'S PARTICIPATION (6) & (8) | ROLE OF COMPANY FOR THE PROJECT (7) |
|-------------------------|---|-----------------------------------|------------------------|---|---|--|
| | | | | | | |
| | | | | | | |
| | | | | | | |

Notes:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Engineering Firm.
- (2) Only list projects on which the Lead Engineering Firm worked within the past ten (10) years.
- (3) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering work. If the Lead Engineering Firm is a joint venture, only list projects from one or more members of the joint venture that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential design and engineering work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of July 26, 2013, including the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the design and engineering work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, and explain why the experience the company gained on the project is relevant.
- (8) For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.

FORM D-2 - TECHNICAL EXPERIENCE - CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS

| COMPANY NAME (1) | PROJECT NAME AND LOCATION (2), (3) | PROJECT COST (4) & (5) | START/END DATES | % OF WORKS COMPLETED BY JULY 26, 2013 | LEVEL OF COMPANY'S PARTICIPATION (6) | ROLE OF COMPANY FOR THE PROJECT (7) |
|---------------------|---|------------------------------|--------------------|---|---|--|
| | | | | | | |
| | | | | | | |
| | | | | | | |

Notes:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Contractor (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Contractor.
- (2) Only list projects on which the Lead Contractor worked within the past ten years.
- (3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction work. If the Lead Contractor is a joint venture, only list projects from one or more of the joint-venture members that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as July 26, 2013, and identify the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.
- (8) For projects/contracts listed for construction firms using the traditional design/bid/build delivery method, the information sought above shall be limited only to the construction contract, rather than any design contract where such entity had limited or no involvement.

FORM D-3 - TECHNICAL EXPERIENCE – MAINTENANCE

| COMPANY NAME (1) | PROJECT NAME AND LOCATION (2), (3) | PROJECT COST (4) & (5) | START/END DATES | LENGTH OF ROAD UNDER MAINTENANCE OBLIGATION | LEVEL OF COMPANY'S PARTICIPATION (6) | ROLE OF COMPANY FOR THE PROJECT (7) |
|-------------------------|---|-----------------------------------|------------------------|--|---|--|
| | | | | | | |
| | | | | | | |
| | | | | | | |

Notes:

- (1) A maximum of three projects may be included. In the case of experience provided by a company related to the Lead Maintenance Firm (as permitted in Part A, Section 5.1), specify its relation to the Lead Maintenance Firm, as applicable.
- (2) Only list projects on which the Lead Maintenance Firm worked within the past ten years.
- (3) Only list projects where the Lead Maintenance Firm held a minimum forty percent (40%) of the ultimate responsibility for the maintenance work. If the Lead Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least forty percent (40%) of the Lead Maintenance Firm's, as applicable, potential maintenance work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of April 4, 2014, and identify the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the maintenance work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

FORM E
REFERENCE SUMMARY

Proposers should consolidate references for all project experience included in their QS and Forms D-1, D-2, D-3 and D-3 within the Table below. References unable to be contacted may be disregarded by TxDOT at its own discretion

| Responding Team Member | Project | Contact Name | Company / Agency | Current Address | Phone Number | E-mail | Fax |
|------------------------|---------|--------------|------------------|-----------------|--------------|--------|-----|
| Lead Contractor | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |
| Lead Engineering Firm | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |
| Lead Maintenance Firm | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |

FORM F
SAFETY QUESTIONNAIRE

Name of Proposer: _____

Name of entity completing this Form F: _____

Role of entity completing this Form F: Lead Contractor; Lead Maintenance Firm; Construction Team Member; or Guarantor

Instructions for completion: Should additional lines or space be needed to address the subject areas below, the entity completing this Form F may add additional lines within each subject area as appropriate. Form F has no QS page limitation.

Part A

1. Please fill out the Table 1 below by providing the **Number of Fatal Work Injuries** (FWI) and **Fatal Injury Rates** (FIR) for the past three years for all projects in the United States. Also, please provide the **Incidence Rates** (IR) of nonfatal occupational injuries and illnesses for "Highway, Street and Bridge Construction", as defined by the North American Industry Classification System (NAICS 2373), for each of the cases listed below for the past three years for all projects nationwide. Formulas for calculating the FIR and IR are provided below as well as sample calculations. Additionally, please calculate the average for each line item in the table. Round the averages to a single decimal place. If only two years of data is available, average those two years. If only one year of data is available, that year will be the average.

The **Fatal Injury Rate** (FIR) is calculated as follows:

$$FIR = \left(\frac{\text{number of fatal work injuries (FWI)}}{\text{total employee hours worked during the calendar year}} \right) \times 200,000,000$$

The 200,000,000 in the formula represents the equivalent of 100,000 employees working 40 hours per week, 50 weeks per year and provides the standard base for the fatal injury rates.

Example

The XYZ Company had 1 fatal injury (FWI) and 25,000,000 hours worked by all employees during 2011. Using the formula for FIR above, the **Fatal Injury Rate** would be calculated as follows:

$$FIR = \left(\frac{1}{25,000,000} \right) \times 200,000,000 = 8.0$$

The **Incidence Rate of Injury and Illness Cases** (IR) is calculated as follows:

$$IR = \left(\frac{\text{number of cases}}{\text{total employee hours worked during the calendar year}} \right) \times 200,000$$

The 200,000 hours in the formula represents the equivalent of 100 employees working 40 hours per week, 50 weeks per year and provides the standard base for the incidence rates.

Example

The ABC Company has 7 total recordable, non-fatal, injuries and illness cases logged and 400,000 hours worked by all employees during 2012. Using the formula for IR above, the **Incidence Rate** would be calculated as follows:

$$IR = \left(\frac{7}{400,000}\right) \times 200,000 = 3.5$$

The same formula can be used to compute the **Incidence Rate** for the most serious injury and illness cases, defined here as cases that result in workers taking time off from their jobs (i.e. days away from work) or being transferred to another job or doing lighter (restricted) duties. ABC Company had 3 such cases. The **Incidence Rate** for these 3 cases is computed as:

$$IR = \left(\frac{3}{400,000}\right) \times 200,000 = 1.5$$

Table 1. Work-related Fatalities, Injuries, and Illnesses. Adapted from the United States Department of Labor, Bureau of Labor Statistics.

| Data Series | 2010 | 2011 | 2012 | Average (AVG) |
|--|--|------|------|---------------|
| Fatalities | | | | |
| Number of Fatal Work Injuries (FWI) | FWI | FWI | FWI | AVG |
| Fatal Injury Rate per 100,000 full-time workers | | | | |
| Hours-Based Construction Fatal Injury Rate (FIR) | <i>Rates per 100,000 full-time employees</i> | | | |
| | FIR | FIR | FIR | AVG |
| Incidence Rate of Injury and Illness Cases (IR) per 100 Full-Time Workers | | | | |
| Rate of Total Recordable Cases (A + B) | <i>Rates per 100 full-time employees</i> | | | |
| | IR | IR | IR | AVG |
| A. Rate of Cases with Days Away from Work, Job Transfer or Restriction (A = 1 + 2) | IR | IR | IR | AVG |
| 1. Rate of Cases with Days Away from Work | IR | IR | IR | AVG |
| 2. Rate of Cases with Days of Job Transfer or Restriction | IR | IR | IR | AVG |
| B. Rate of Other Recordable Cases | IR | IR | IR | AVG |

Additional information to aid in calculating the rates above is available from the internet links below.

- How to compute a firm’s incidence rate, Bureau of Labor Statistics (BLS) - www.bls.gov/iif/osheval.htm
- OSHA Forms for Recording Work-Related Injuries and Illnesses - www.osha.gov/recordkeeping/RKform300pkg-fillable-enabled.pdf
- Industry Injury and Illness Data - www.bls.gov/iif/oshsum.htm
- Hours-based fatal injury rates – www.bls.gov/iif/oshcfoi1.htm#rates
- Occupational Safety & Health Statistics, BLS Handbook Chapter 9 - www.bls.gov/opub/hom/pdf/homch9.pdf

2. Please provide the firm's National Council on Compensation Insurance (NCCI) Experience Modifier for the past three years for all projects in the United States, and calculate the average. Round the averages to two decimal places. Additionally, you must include with this Form F, an NCCI letter or a letter from an insurance agent identifying the firm's NCCI Experience Modifier. If only two years of data is available, average those two years. If only one year of data is available, that year will be the average.

Table 2. National Council on Compensation Insurance Experience Modifiers.

| Item | 2010 | 2011 | 2012 | Average |
|--------------------------|------|------|------|---------|
| NCCI Experience Modifier | | | | |

Part B

For purposes of this Part B, describe your firm's *standard or typical* safety program or practices.

1. To whom and how often are internal accident reports and report summaries sent to your firm's management?

Table 3. Accident report and report summaries distribution.

| Position | Monthly | Quarterly | Annually | Other (specify) |
|----------|---------|-----------|----------|-----------------|
| | | | | |
| | | | | |
| | | | | |

2. Do you hold site safety meetings? Yes _____ No _____
 How often? Weekly ___ Biweekly ___ Monthly ___ Less often, as needed ___

3. Do you conduct Project Safety Inspections? Yes _____ No _____

If yes, who conducts them? _____

How often? Weekly ___ Biweekly ___ Monthly ___

4. Does the firm have a written Safety Program? Yes _____ No _____

5. Does the firm have an orientation program for new hires? Yes _____ No _____

If yes, what safety items are included? _____

6. Does the firm have a safety training program for newly hired or promoted foremen?

Yes _____ No _____

If yes, does it include instruction of the following?

Table 4. Safety categories addressed for newly hired or promoted foreman.

| Topic | Yes | No |
|---------------------------------------|-----|----|
| Safety Work Practices | | |
| Safety Supervision | | |
| On-site Meetings | | |
| Emergency Procedures | | |
| Accident Investigation | | |
| Fire Protection and Prevention | | |
| New Worker Orientation | | |

7. Does the firm hold safety meetings, which extend to the laborer level?

Yes _____ No _____

How often? Daily ___ Weekly ___ Bi-Weekly ___ Less often, as needed ___

8. Does the firm have a program or written practices that expressly address the safety of the traveling public?

Yes _____ No _____

If yes, describe such programs or practices. _____

**FORM G
KEY PERSONNEL RESUME AND REFERENCES**

| | | | | | | | | | | | | | | | | | | | | | | |
|--|---|-------------------|-------------------------|------------------------------------|--------------------------------------|--|--|-----------------------------------|---------------------------------------|-----------------------------------|---------------------------------------|----|----|----|----|----|----|----|----|----|-----|--|
| <p>Name: _____</p> <p>Firm: _____</p> <p>Telephone: _____</p> <p>Email Address: _____</p> | <p>Position: <i>(Select one.)*</i></p> <p><input type="checkbox"/> Project Manager</p> <p><input type="checkbox"/> Construction Manager</p> <p><input type="checkbox"/> Lead New Harbor Bridge Design Engineer</p> <p><input type="checkbox"/> New Harbor Bridge Maintenance Engineer</p> <p><input type="checkbox"/> Construction Quality Acceptance Manager</p> <p><input type="checkbox"/> Safety Manager</p> <p><input type="checkbox"/> Lead Quality Manager</p> <p><input type="checkbox"/> Professional Services Quality Acceptance Manager</p> | Category 1 | | | | | | | | | | | | | | | | | | | | |
| <p>Licenses/Certifications: <i>(Select all that apply. Provide the license/certification number and expiration date.)</i></p> <p><input type="checkbox"/> Professional Engineer (Date Since: _____)</p> <p>State: _____ LIC. No. _____</p> <p><input type="checkbox"/> DBIA –Design-Build Institute of America LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> PMP- Project Management Professional LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> Lean Six Sigma LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> ASQ – American Society of Quality <input type="checkbox"/>CQI <input type="checkbox"/>CQE <input type="checkbox"/>CQM LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> OSHA -- Construction Safety & Health (30 hours) LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> CPR and First Aid LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> CHST – Construction Health & Safety Technician by the Board of Certified Safety Professionals LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> CSHO -- Certified safety and health official LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> TxDOT Precertification Categories.</p> <p><input type="checkbox"/> FHWA National Highway Institute Courses on Design and Traffic Operations</p> <p><input type="checkbox"/> Other(s): _____</p> | <p><input type="checkbox"/> Design Manager</p> <p><input type="checkbox"/> Lead Roadway Design Engineer</p> <p><input type="checkbox"/> Lead Roadway Bridge Design Engineer</p> <p><input type="checkbox"/> Lead Drainage Engineer</p> <p><input type="checkbox"/> ROW Acquisition Manager</p> <p><input type="checkbox"/> Utility Manager</p> <p><input type="checkbox"/> Lead Maintenance Manager</p> <p><input type="checkbox"/> Public Information Coordinator</p> <p><input type="checkbox"/> Other</p> | Category 2 | | | | | | | | | | | | | | | | | | | | |
| | <p>Years of Experience: <i>(Relative to selected position for transportation projects.)</i></p> <table style="margin-left: auto; margin-right: auto; border-collapse: collapse;"> <tr> <td style="padding: 0 5px;">1</td><td style="padding: 0 5px;">2</td><td style="padding: 0 5px;">3</td><td style="padding: 0 5px;">4</td><td style="padding: 0 5px;">5</td><td style="padding: 0 5px;">6</td><td style="padding: 0 5px;">7</td><td style="padding: 0 5px;">8</td><td style="padding: 0 5px;">9</td><td style="padding: 0 5px;">10</td> </tr> <tr> <td style="padding: 0 5px;">11</td><td style="padding: 0 5px;">12</td><td style="padding: 0 5px;">13</td><td style="padding: 0 5px;">14</td><td style="padding: 0 5px;">15</td><td style="padding: 0 5px;">16</td><td style="padding: 0 5px;">17</td><td style="padding: 0 5px;">18</td><td style="padding: 0 5px;">19</td><td style="padding: 0 5px;">20+</td> </tr> </table> | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20+ | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | | | | | | | | | | | | | |
| 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20+ | | | | | | | | | | | | | |
| | <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%; padding: 5px;">Degree:</td> <td style="width:50%; padding: 5px;">Field / Program:</td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> Associate</td> <td style="padding: 5px;"><input type="checkbox"/> Engineering</td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> Undergraduate</td> <td style="padding: 5px;"><input type="checkbox"/> Construction Management</td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> Graduate</td> <td style="padding: 5px;"><input type="checkbox"/> Architecture</td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> Doctoral</td> <td style="padding: 5px;"><input type="checkbox"/> Other: _____</td> </tr> </table> | Degree: | Field / Program: | <input type="checkbox"/> Associate | <input type="checkbox"/> Engineering | <input type="checkbox"/> Undergraduate | <input type="checkbox"/> Construction Management | <input type="checkbox"/> Graduate | <input type="checkbox"/> Architecture | <input type="checkbox"/> Doctoral | <input type="checkbox"/> Other: _____ | | | | | | | | | | | |
| Degree: | Field / Program: | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> Associate | <input type="checkbox"/> Engineering | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> Undergraduate | <input type="checkbox"/> Construction Management | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> Graduate | <input type="checkbox"/> Architecture | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> Doctoral | <input type="checkbox"/> Other: _____ | | | | | | | | | | | | | | | | | | | | | |
| | College/University <i>(Name and Location):</i> | | | | | | | | | | | | | | | | | | | | | |

| Project Description/ Role | Project Value* | Project Type | References from Project Owner/Manager |
|---|--|--|---|
| Project Name: Project Location: Start Date: End Date: Project Description: Describe role and services provided relevant to this Project: | <input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M-\$500M <input type="checkbox"/> Above \$500M Services Value** _____ | <input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build w/ ATC <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> CM at Risk <input type="checkbox"/> Other: | Name: Title: Firm/Agency: Telephone: Email: |
| Project Name: Project Location: Start Date: End Date: Project Description: Describe role and services provided relevant to this Project: | <input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M-\$500M <input type="checkbox"/> Above \$500M Services Value** _____ | <input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build w/ ATC <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> CM at Risk <input type="checkbox"/> Other: | Name: Title: Firm/Agency: Telephone: Email: |
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***Project Value. Provide the value of the design and construction cost for the identified project.**
****Provide the value of the work performed under your supervision (i.e. design, construction, ROW acquisition, etc.)**