

REQUEST FOR QUALIFICATIONS
TO DESIGN AND CONSTRUCT
THE
LOOP 375 - BORDER HIGHWAY
WEST EXTENSION

TEXAS DEPARTMENT OF TRANSPORTATION

ADDENDUM #3 ISSUED AS OF SEPTEMBER 6, 2013
ADDENDUM #2 ISSUED AS OF SEPTEMBER 4, 2013
ADDENDUM #1 ISSUED AS OF AUGUST 9, 2013
ORIGINALLY ISSUED July 26, 2013

Texas Department of Transportation
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Exhibits:

- Exhibit A Project Map
- Exhibit B List of Project Documents

Forms:

- 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

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 Loop 375 Border Highway West Extension Project (referred to herein as the "Project"), pursuant to a Public-Private Partnership Agreement ("P3A"). Development of the Project will address insufficient system capacity, reliability and regional system linkage.

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, 27.1-27.9 and 27.90-27.92 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. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals ("Proposals") in response to a request for detailed proposals ("RFP"). A copy of the Texas Transportation Commission's (the "Commission") Minute Order 113594, dated May 30, 2013, authorizing development of the Project is available at http://ftp.dot.state.tx.us/pub/txdot-info/adm/2013/documents/minute_orders/may30/11b.pdf. A copy of the Commission's Minute Order 113618, dated June 27, 2013, authorizing issuance of the RFQ is available at: http://ftp.dot.state.tx.us/pub/txdot-info/adm/2013/documents/minute_orders/jun27/8.pdf.

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, achievement of Project goals, to achieve the need for an alternate route for Interstate Highway 10 (I-10) to address needed improvements to system capacity, reliability, and regional system linkage for the El Paso, Texas metropolitan area. Through the RFP, TxDOT will seek Proposals to develop the Project through the design-build 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 "Project Documents"). The Project Documents will be made available to prospective Proposers upon issuance of this RFQ at: <http://www.txdot.gov/inside-txdot/projects/studies/el-paso/border-highway-west/bhw-rfq.html> (the "Project Website"). Proposers may request electronic

copies on compact disks of available documents by contacting TxDOT at the following address:

Frank Holzmann, P.E.
Texas Department of Transportation
814 Arion Parkway, Suite 401
San Antonio, Texas 78216
E-mail: TxDOT-ELP-PPP-LP375BHW@txdot.gov

TxDOT will charge \$25.00 for the costs of providing electronic copies of the Project Documents.

2. DESCRIPTION OF LOOP 375 BORDER HIGHWAY WEST EXTENSION PROJECT OPPORTUNITY

The Project extends from Racetrack Drive near Doniphan Road and New Mexico 273, west of downtown El Paso, to approximately one mile east of Park Street. The Project is a four-lane, controlled-access facility that will be nine miles. 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 Loop 375 Border Highway West Extension:

1. Address insufficient regional east-west traffic by providing a highway-speed continuous highway that extends from east to west through the El Paso metropolitan region.
2. Design and construct a more reliable east-west highway through El Paso to facilitate interstate and international commerce and travel as well as support national defense.
3. Provide a continuous free-flow route through the downtown area of El Paso.
4. Develop a high quality, cost efficient alternative east-west route to facilitate I-10 traffic movement.

The following objectives have been developed for the Project:

1. Complete the Project on schedule and to the highest degree of quality possible.

2. Improve overall mobility and accessibility within the Project area by providing for additional transportation routes and increased capacity to meet current and future travel demands.
3. Improve system linkages between the Project segments to increase overall level of service to motorists.
4. Increase regional and local safety by minimizing stop-and-go traffic conditions to minimize crash rates and congestion during peak times.
5. Expand and sustain economic opportunities in the region by improving the mobility of persons and goods, thereby minimizing barriers between business, consumers and transportation infrastructure.
6. Maintain a safe environment for all Project personnel and the public at all times.
7. Minimize inconvenience to surrounding communities during construction.
8. Contribute to air quality attainment goals in the region.

2.2 Description of Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a P3A with a private developer or consortia ("Developer") that will result in the achievement of Project goals stated above. TxDOT anticipates seeking Proposals for the Project and, after Proposals are evaluated, selecting one design-build Developer.

TxDOT currently anticipates that the P3A will include a design-build agreement ("DBA") and a comprehensive maintenance agreement ("CMA"). The form of the P3A would obligate Developer to: (1) develop, design and construct the Project; and (2) maintain the Project for a period of 15 years. TxDOT currently expects that the DBA will include a fixed price to complete the Project. The DBA will set forth the terms of Developer's compensation. It is anticipated that Developer may be asked to carry construction costs for a period of time, currently projected to be five years or more, after substantial completion.

The CMA will require Developer to maintain the Project for 15 years. It is anticipated that the Project will be tolled. However, Developer will not be responsible for the installation of tolling equipment or toll operations on the Project. At this time, the CMA is anticipated to include full right-of-way to right-of-way routine maintenance, capital maintenance, preventative maintenance, and incident management. 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 design, construction and comprehensive maintenance of the roadways and facilities shown on the Project Schematics located on the Project Website and as described below:

- Loop 375-Border Highway West from Racetrack Drive near Doniphan Road and New Mexico 273, west of downtown El Paso, to approximately one mile east of Park Street
 - Mainlanes of which the majority are on elevated structure
 - Surface street connections
 - Interchanges at Executive Center Boulevard, Spur 1966 and Coles Street
 - Tie-in transitions to existing Loop 375
- Utility relocation
- ROW acquisition
- Environmental mitigation

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

- Coordination with the United States Customs and Border Protection (USCBP) and Border Patrol
- Coordination with the International Boundary and Water Commission (IBWC)
- Coordination with TxDOT's statewide toll systems integrator and operator
- Coordination with several railroads and the construction of the realignment of approximately one mile of the Union Pacific Railroad mainline and ¼ mile of inspection track.

2.4 Project Design Status

The Loop 375-Border Highway West Extension Project Schematics were presented at a public hearing held on November 15, 2012. An updated version of the schematics (dated January 31, 2013), which includes minor adjustments that were made as a result of the public hearing, are included in the Project Documents.

2.5 Project Environmental Status

A State Final Environmental Impact Statement (FEIS) has been completed for the project and a Record of Decision was issued on June 7, 2013. The environmental documents are included in the Project Documents.

2.6 Construction Cost Estimates

TxDOT's current construction cost estimates for the Project under the DBA are approximately \$500 - \$550 million (\$2013) based on the improvements described in Part A, Section 2.2.

The estimated construction costs reflect the currently developed schematic for the environmentally studied Project. In addition, the estimates do not include design, right-of-way, utility adjustment, and maintenance costs.

2.7 Funding Available for Development Costs

No funding will be required from the Developer. 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.

2.8 ROW Acquisition

Proposers should note that the Project will require acquisition of significant amounts of ROW. Preliminary ROW maps based on the Project's current Project Schematic are anticipated to be included in the Project Documents on the Project Website in August 2013.

TxDOT is currently in the process of acquiring certain parcels prior to awarding the Project. 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. If additional ROW is necessary upon commercial close, 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 October 2013.

TxDOT is currently assessing what, if any, additional geotechnical information will be collected in connection with the Project and may seek input from the shortlisted Proposers in making this assessment.

2.9.2 Utility Investigation

TxDOT is currently undertaking Level B Surface Utility Engineering ("SUE") investigations within the Project ROW and a limited Level A SUE at the intersections. TxDOT expects the preliminary SUE information to be available for review by Proposers in August 2013. TxDOT has included Level D SUE information for the Project in the Project Documents.

TxDOT anticipates that, under the P3A, 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.

2.9.3 Hazardous Materials Investigations

The Abbreviated State FEIS listed in the Project 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 and may seek input from shortlisted Proposers in making this assessment during the industry review process.

2.9.4 Storm Water Management and Detention Plan

The Developer will be required to file/submit a Notice of Intent to comply with the Texas Commission on Environmental Quality requirements stating that a Storm Water Pollution Prevention Plan for the Project will be in place during construction of the Project. Additional details and requirements will be set forth in the RFP.

The Developer will be responsible for storm water detention design. TxDOT has submitted an application for an IBWC license from the IBWC, which is included in the Project Documents. Additional details and requirements will be set forth in the RFP.

2.9.5 Aesthetic Treatment

TxDOT anticipates that the P3A will require the Developer to follow aesthetic guidelines that have been developed for the Project within the Project boundaries. The aesthetics guidelines are included in the Project Documents. Any additional details and requirements shall be set forth in the RFP.

2.9.6 Railroad Coordination

TxDOT is currently coordinating with UPRR and BNSF regarding railroad crossings and track relocation. TxDOT anticipates that the P3A will require the Developer to take over coordination efforts and design all railroad crossings in accordance with the railroad requirements. The Developer will also be required to construct the realignment of approximately one mile of Union Pacific Railroad (UPRR) mainline track and approximately ¼ mile of inspection track. TxDOT anticipates including a UPRR-approved design and specification packages for the realignments in the agreement for the Developer to construct.

The Railroad crossings within the Project limits are identified below in Table 2-2.

Table 2-2

Roadway	Approximate Station Limits	Owner
US 85 EB	195+00 - 196+00	BNSF
US 85 WB	198+00 - 199+50	BNSF
Border Highway	195+00 - 198+00	BNSF
Border Highway	222+00 - 225+00	BNSF
Border Highway	312+72 - 324+00	UP
Border Highway	329+00 - 336+00	UP
Border Highway	336+00 - 347+50	UP
Border Highway	346+00 - 351+50	BNSF
Border Highway	392+25 - 396+50	UP & BNSF
SP1966 EBER	391+50 - 394+25	UP & BNSF

Roadway	Approximate Station Limits	Owner
SP1966 WBXR	395+25 - 397+50	UP & BNSF
Border Highway	420+00 - 442+50	BNSF
Border Highway	450+50 - 454+50	BNSF
Border Highway	455+50 - 458+00	UP
LP 375/Paisano EBER	544+50 - 545+50	UP
LP 375/Paisano WBXR	546+50 - 547+50	UP

2.9.7 Border Patrol

TXDOT is currently coordinating with the USCBP and Border Patrol for relocation of security towers as well as replacing and upgrading some of their systems. Upon execution of the DBA, it is anticipated that the Developer will take over the responsibility for the relocation activities and will be required to coordinate these activities with the USCBP and Border Patrol. Additionally, the Developer will need to follow all guidelines required by the USCBP. The Developer also will be responsible for providing the necessary utilities to the perimeter of the USCBP site. Additional details will be provided in the RFP.

2.9.8 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.

2.10 Toll Collection System Development

TxDOT anticipates that under the P3A, TxDOT's statewide toll systems integrator and operator will provide facilities, equipment and services for the toll collection system. TxDOT currently anticipates that the Developer will be required to coordinate its work with that of the statewide toll systems integrator and operator. Further information regarding the Developer's scope of work for the tolling facilities will be set forth in the RFP.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 Procurement Phases

TxDOT reserves the right, in its sole discretion, to modify the following procurement process to comply with applicable law and/or to address the best interests of TxDOT and the State of Texas, including by cancelling the procurement with respect to one of the delivery models under consideration.

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 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 to terminate the procurement at any time.

Following the shortlisting of Proposers, TxDOT anticipates releasing a draft RFP for industry review and comment. 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 industry review process will be made available to the shortlisted Proposer teams following the shortlisting announcement.

After consideration of industry input, and if authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. If TxDOT moves forward the RFP will include a scope of work, P3A contract documents and the objective methodology for determining the overall best value Proposal. Following receipt and evaluation of Proposals, the Commission may select a Proposer for negotiations, based on a determination of apparent best value, to finalize a P3A 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 P3A 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, industry review of a draft 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 QSSs.

Award of the P3A by the Commission will be conditioned upon finalization of the P3A and subject to approvals from or reviews by the Legislative Budget Board and the Attorney General in accordance with applicable law.

3.2 Payment for Work Product

As contemplated by Section 223.203(m) of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a maximum stipulated 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 payment of the stipulated amount 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	July 26, 2013
Industry Workshop	August 14, 2013 (11 a.m. Mountain Daylight Time)
Last day for proposer questions	August 30, 2013
Requests relating to any addendum issued after August 30, 2013	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 September 12, 2013

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 an industry review draft of the RFP shortly after selection of the shortlisted Proposers and

to prosecute the procurement to a P3A award thereafter. TxDOT anticipates awarding and executing a P3A for the Project in mid-2014.

3.4 Industry Workshop

TxDOT intends to hold an Industry Workshop (pre-QS workshop) at the District Offices located at 13301 Gateway West, El Paso, Texas 79928 on the date and time specified in Part A, Section 3.3. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a QS if they do not attend the workshop. Further information regarding the workshop 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, Mr. Frank Holzmann, P.E., as follows:

Texas Department of Transportation
7600 Chevy Chase Drive
Austin, Texas 78752
Attn: Mr. Frank Holzmann, P.E.
E-mail: TxDOT-ELP-PPP-LP375BHW@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 Loop 375 Border Highway West Extension Project. TxDOT 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 3.4 above. TxDOT's designated ombudsman for this procurement is:

Becky Blewett, Esq.
Associate General Counsel
Texas Department of Transportation
125 East 11th Street
Austin, Texas 78701
Email: Becky.Blewett@txdot.gov

3.7 Liability, Insurance, Bonds, Letters of Credit and Guarantees

TxDOT anticipates that the Developer will be required to assume liabilities, to provide bonds or letters of credit (or both) and insurance coverage and to indemnify and defend TxDOT against third party claims as specified in the P3A. 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, letters of credit, guarantees, insurance and indemnity will be set forth in the RFP and the P3A.

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 will be 8%. 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 Project Standards

TxDOT anticipates including in the RFP a proposed set of Project-specific standards and specifications. The RFP may permit Proposers to propose, for TxDOT's consideration, exceptions and deviations from certain of these standards and requirements. All requests for deviations shall follow the requirements set forth in the RFP. Proposers should note, however, that there may be restrictions on deviations from federally-mandated design and construction standards.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

TxDOT expects Qs 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.

Qs 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 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 1 through 15 on its spine. The Proposer's name and volume number must also be clearly marked on the spine. The Proposer's name must be clearly marked on the CD.
- (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 (and included in the page count contained in Volume 2) for schematics, organizational charts, other drawings or schedules, but not for narrative text. 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) shall have all pages sequentially numbered per section, with the section number being the first number. Volume 1 does not have page limitation or type font size requirements.

- (d) Volume 2 requirements: Volume 2 (as described in Part B) shall have all pages sequentially numbered and not exceed 75 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; 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.

4.4 QS Submittal Requirements

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

Response to the
Request for Qualifications
for the Loop 375 Border Highway West Extension Project
through a Public Private Partnership Agreement

QSS shall be delivered by hand or courier to:

Texas Department of Transportation
7600 Chevy Chase Drive
Building 2, 4th Floor
Austin, Texas 78752
Attn: Mr. Frank Holzmann, P.E.

TxDOT will not accept facsimile or other electronically submitted QSs.

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

QSs 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. Any QSs received after that date and time will be rejected and returned to the sending party unopened.

Proposers are solely responsible for assuring that TxDOT receives their QSs 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 QSs 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, or Lead Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, or 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 Operations and Maintenance Firm 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 Operations and Maintenance Firm, as applicable, and the Lead Engineering Firm, Lead Contractor or Lead Operations and 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 P3A. 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 Operations and 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; (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 Capital 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 \$550 million, which is the current estimated cost for construction of the Project, or, alternatively, letters of credit in equivalent amounts (or a combination of a bond and a letter of credit in the required amounts) from a surety or bank, as applicable, 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 {60% 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 evaluation criteria within Subsection (a) are of equal importance to the evaluation criteria in Subsection (b) and of greater importance than the evaluation criteria in Subsection (c).

(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 transportation project in the United States with a 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 the design of significant elevated roadway or bridge projects.
4. Experience in design of projects that included integrated design and ROW services and complex utility interfaces.
5. Experience in design coordination for large, complex projects with multiple stakeholders and significant environmental constraints.

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 two transportation projects, each with a value greater than \$250 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 on time to demanding schedule for large, complex projects with multiple stakeholders and significant environmental constraints.
4. Experience constructing significant elevated roadway or bridge projects.

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: roadway maintenance experience on similar roadways.

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 ~~thirty~~ forty percent (~~30~~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 ~~thirty~~ forty percent (~~30~~40%) of the Lead Maintenance Firm's potential maintenance work for the Project.

2. Experience with design-build and/or design-build-maintain contracting.
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.

(b) Experience of the Technical Key Personnel

The experience of technical 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 including projects with environmental constraints in which challenges were successfully overcome.
- ii. Environmental Compliance Manager
 1. Experience in coordination with relevant regulatory agencies;
 2. Experience in solving complex environmental coordination and mitigation issues; and
 3. Experience in environmental compliance of projects with similar permitting challenges.
- iii. Lead Quality Manager
 1. Length and depth of experience developing, implementing, and maintaining quality management systems; and
 2. Relevant education, training and certification.
- iv. Design Manager, Lead Roadway Design Engineer, Lead Bridge Design Engineer, Lead Drainage Engineer, Design Quality Manager
 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.
- v. Maintenance Manager
 1. Experience in the maintenance of projects with challenges similar to those of the Project.
- vi. 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.
Note: A project of "similar scope and complexity" includes any regionally significant highway project with multiple travel lanes and major interchanges.

(c) 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 {30% Weighting}

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

- The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity; and
- 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.
- Extent to which the Statement of Technical Approach articulates the Proposer's approach to P3A contracting and successfully delivering the Project using P3A contracting.
- 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 evaluation criteria within Subsections (a) through (c) are listed in order of importance with Subsection (a) of greatest importance and Subsection (c) of least importance except that any two sequential criteria may be of equal importance.

- (a) The strength and consistency of the Proposer's and individual team member's safety records.
- (b) The experience and qualifications of the Safety Manager.
- (c) 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 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.

TxDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its QS. 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 Qs 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 for each delivery model, as it deems appropriate, in its sole discretion, and in the best interests of the State of Texas. TxDOT intends to shortlist no more than five Proposers.

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, TxDOT shall 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 Qs, the following actions may not be undertaken without TxDOT's prior written consent:

- 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 P3A. 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 Qs, 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 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 P3A, (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)
- El Paso Electric;
- ASARCO (formerly known as American Smelting and Refining Company);
- CEMEX;
- New Mexico Department of Transportation;
- City of El Paso;
- Camino Real Regional Mobility Authority;
- County of El Paso;
- El Paso Metropolitan Planning Organization;

- Union Pacific Railroad;
- BNSF Railway;
- USCBP; and
- IBWC.

(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 [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:

- HNTB
- Jacobs Engineering Group, Inc.
- Nossaman, LLP
- KPMG LLP
- HDR Engineering Inc.
- Stateside ROW Services, LLC
- McGray and McGray Land Surveyors, Inc.
- Compliant Relocation
- HBMG, Inc.
- Cambridge Systematics, Inc.
- Milligan Partners LLC
- Nancy Ledbetter & Associates, Inc.
- Seiler/Lankes Group, LLC
- A. Strauss-Wieder, Inc.
- Surveying and Mapping Inc.
- Dannenbaum
- Halff Associates, Inc.
- CDM Smith

- RS&H
- Ramos Consulting LLC
- Atkins
- Figg Bridge Engineers, Inc
- Moreno Cardenas, Inc. (MCI)
- RJ RIVERA & Associates
- Rodriguez Engineering Laboratories
- SLI Engineering, Inc.
- Alliance Transportation Group, Inc.
- Mayer Brown LLP
- 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 P3A as the Developer, TxDOT will terminate the P3A. 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 3.4. 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.**, Texas Department of Transportation, 814 Arion Parkway, Suite 401, San Antonio, Texas 78216, 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 P3A 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 P3A, 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 Qs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Suspend and terminate P3A negotiations at any time, elect not to commence P3A 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 P3A.
- 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 P3A, 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 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, and 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 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 and 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)
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 P3A.

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 \$550 million, which is the current estimated cost for construction of the Project. Alternatively, in place of providing evidence with respect to either or both of the performance bond and payment bond, the QS may include evidence from a bank indicating that the Proposer is capable of obtaining a standby letter of credit for each of such bonds being replaced in an equivalent amount. The evidence shall take the form of a letter or certificate from a surety/insurance

company or bank, as applicable, indicating that such capacity exists for the Proposer or the Lead Contractor. Letters indicating "unlimited" bonding capability or letter of credit capacity are not acceptable.

The surety/insurance company or bank 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 or bank, as applicable, has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding or letter of credit 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/bank'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 or a letter of credit 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 \$550 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 and D-3}

The QS shall contain completed Forms D-1, D-2 and D-3. Project descriptions for each of the projects listed in Forms D-1, D-2 and 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
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 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. May also serve as construction quality manager, but not the Design Quality Manager. Shall be co-located and on-site until final acceptance.
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.
Environmental Compliance Manager	Responsible for ensuring compliance of all on site activities with the requirements of all permits and regulatory requirements. Reports directly to the Lead Individual(s) from the Equity Member. Independent of Lead Contractor's production team and has the authority to stop work.

Safety Manager	Responsible for carrying out the Developer's safety plan and all safety-related activities, including training and enforcement of safety operations. Must have project safety experience. At minimum, must have (1) completed the OSHA 30-hour Construction Safety and Health Course, (2) completed training and current certification for CPR and First Aid and (3) at least one of the following designations/certifications: (a) be designated as a Construction Health and Safety Technician by the Board of Certified Safety Professionals, (b) be designated as a Certified Safety & Health Official, or (c) certification of Associate in Risk Management. Reports directly to the Project Manager and has the authority to stop work.
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.
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.
Lead Bridge Design Engineer	A Professional Engineer* responsible for ensuring that the design of bridges is completed and design criteria requirements are met. Will be the Engineer of Record for the bridges.
Design Quality Manager	A Professional Engineer* responsible for all aspects of design quality and for implementation of procedures to ensure all design products are accurate and checked before release. Reports directly to Lead Quality Manager.

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 IBWC, City of El Paso Storm Water Department, and TxDOT on drainage related items. Will be the Engineer of Record for drainage.
Maintenance	
Maintenance Manager	Responsible for all maintenance matters on behalf of the Developer, including safety and environmental compliance following service commencement and interfacing with TxDOT in compliance with the CMA.

* Professional Engineers must be licensed in the State of Texas, or become licensed in the State of Texas prior to execution of the P3A.

** Proposers may, but are not required to, submit qualifications and experience for the individual that will fill this Key Personnel position.

(b) Express Commitment Regarding Technical Key Personnel

An express, written statement 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 and D-3. For purposes of completing Forms D-1, D-2 and D-3 and Form E, Proposers may not include references from any of the TxDOT personnel identified in Table 2A below. All other TxDOT personnel (including El Paso District personnel not identified below) may be included for such purposes.

Table 2A

Administration	Office of General Counsel	El Paso District
Phil Wilson	Claire McGuinness	Robert Bielek
John Barton	Jack Ingram	Eduardo Calvo
Russell Zapalac	Rebecca Bronson	Sergio Garcia
SPD - District	Jim Bailey	Marty Boyd
Frank Holzmann	Innovative Financing/Debt Management	Eddie Valtier
Carol Luschen	Benjamin Asher	Rebecca Pinto
Cindy Segovia	James Bass	Frank Guzman
Jon Green Ernie De-La	Sara McCuistion	Tim Twomey
Lisa Rainosek	Julie Rabeux	Ken Barnett
Carrie Hoffman	Jonathan Hurst	Design Division
Jeannie Arellano	Right of Way Division	Jane Lundquist
Strategic Projects	Don Toner	Toll Operation Division
Dieter Billek	Oscar Hurtado	Linda Sexton
Ed Pensock	Bridge Division	Marcy Saenz
Michael Midkiff	Dacio Marin	Construction Division
Katie Nees		Jaime Gandara
Bill Reichert		

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.

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 P3A contracting and to successfully delivering the Project using P3A 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 and 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 entitled to confidentiality under Code Section 223.204 and 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, and the Lead Contractor, to the extent such entities have credit ratings. Credit ratings shall also be provided for any Guarantor to the extent a Guarantor is included in Proposer's QS or is required by TxDOT pursuant to subsection (f) above. 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

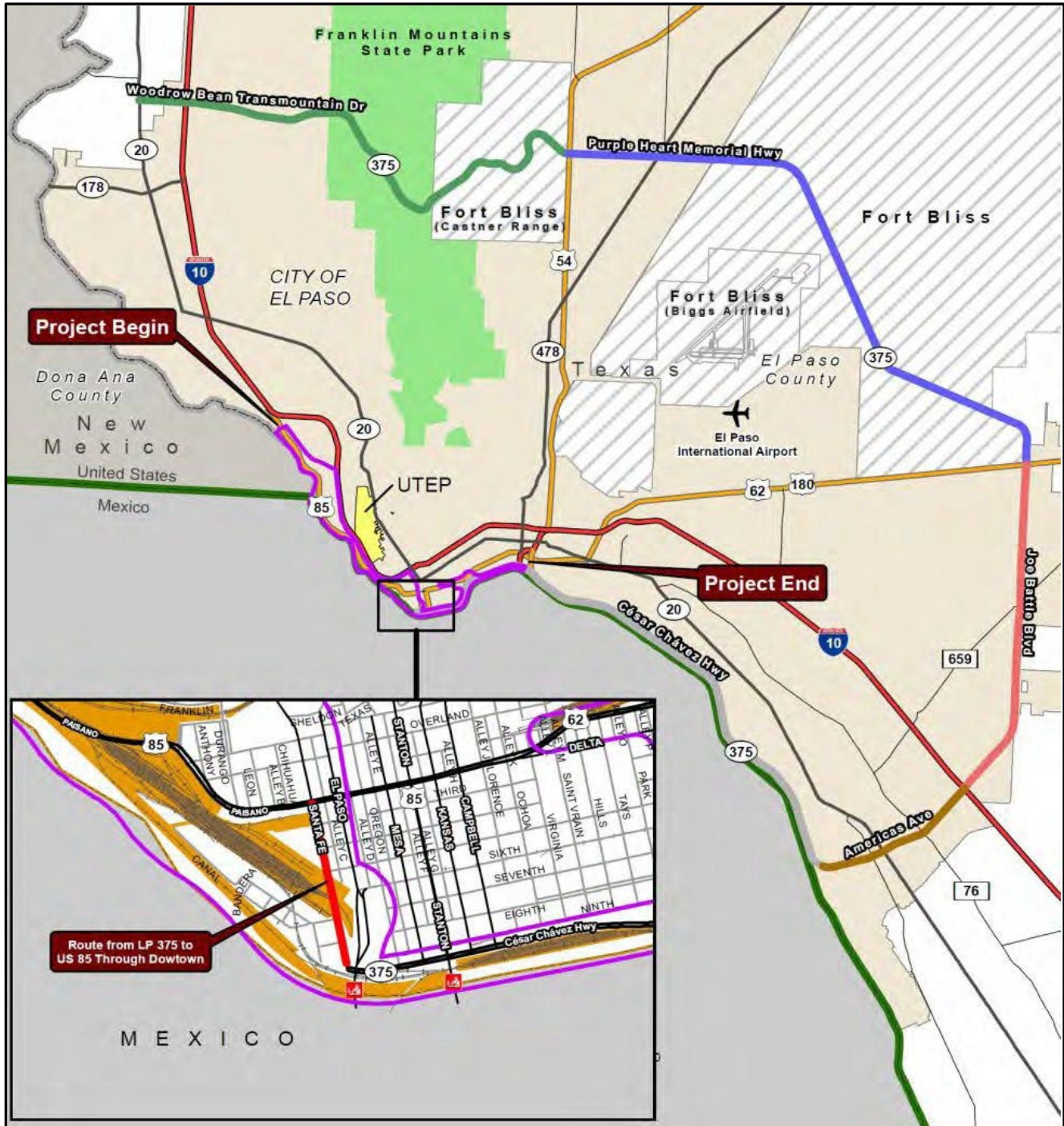


EXHIBIT B

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- ❖ 15. Utilities
- ❖ 16. Aerial LiDAR
- ❖ 17. Photogrammetry

Acronyms:

BHW	Border Highway West
CRMMA	Camino Real Regional Mobility Authority
EPEC	El Paso Electric Company
EPSBP	El Paso Sector Border Patrol
IBWC	US International Boundary & Water Commission

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 - 2.g 5_200_SRR_Aerial_110_042710
 - 2.h Index Map

- ❖ 3. Drainage: Drainage Report
 - 3.a Appendix B - Schematic Layout Proposed Drainage Area Plans
 - Sheets 1-15, 30 Jan 2013
 - 3.b Appendix E - Schematic Layout Proposed Storm Sewer Systems Plans
 - Sheets 1-13, 30 Jan 2013
 - 3.c Drainage Report
 - Figures 1-6, 30 Jan 2013
 - 3.d Drainage Report
 - Figures 7-12, 30 Jan 2013
 - 3.e Preliminary Engineering Drainage Report TMR10112
 - 100 percent Draft, pages 1-21, 1 Feb 2013
 - 3.f Appendix F - Pond Typical Sections
 - Sheets 1-13, 31 Jan 2013
 - 3.g Appendix G - Existing Utilities
 - Sheets 1-13, 31 Jan 2013
 - 3.h Appendix A - Drainage Area Calculations
 - Sheets 1-10
 - 3.i Appendix C - Inlet Calculations System
 - Pages 1-10
 - 3.j Appendix D - Storm Sewer System
 - Pages 1-13
 - 3.k Appendix H - Utility Infrastructure Impacted by the Alignment
 - Pages 1-6
 - 3.l Appendix I - Utility Letters
 - Utility Letter Tracker 2 pages, 2010&2012
 - Utility Letters, 44 ea, June 10, June 18, 2010

- ❖ 4. Drainage: IBWC

- 4.a Meeting Minutes IBWC on BHW outfalls licenses, 16 May 2013
 - 4.b Informal BHW Txdot outfalls submittal letter to IBWC, 16 May 2013
 - 4 pages, includes calcs and sign in sheet
 - 4.c BHW outfalls plans
 - Sheets 1-5 used at IBWC meeting on 5-16-2013
 - 4.d BHW outfalls plans
 - Sheets 6-10 used at IBWC meeting on 5-16-2013
 - 4.e Drainage BHW outfalls plans
 - Sheets 11-15 used at IBWC meeting on 5-16-2013
 - 4.f BHW Outfalls Plans
 - Sheets 16-21 used at IBWC meeting on 5-16-2013
 - 4.g TxDOT Letter to USIBWC Requesting Licensing, 17 May 2013
 - 4.h MCI Transmittal Letter to USIBWC, 17 May 2013
- ❖ 5. Environmental
 - 5.a Abbreviated State FEIS, 29 Apr 2013
 - 5.b Record of Decision, 07 June 2013
 - ❖ 6. Feasibility Studies
 - 6.a Universe and Preliminary Alternatives, TOC + 7 pages
 - 6.b Preliminary Alternatives Assessment Draft Report, 10 pgs, Nov 2007
 - 6.c Preliminary Alternatives Report Draft report, 15 pgs, Nov 2007
 - ❖ 7. Geotechnical
 - 7.a Attachment 1, 1 page site map + 22 pages of boring logs, Oct-Nov 2010
 - ❖ 8. Meetings: Risk Assessment Workshop
 - 8.a Meeting Notes, Risk Assessment Workshop, 5 pages, 22-23 April 2013
 - ❖ 9. Meetings: SPD Coordination
 - 9.a El Paso Sector Border Patrol Towers Coordination Meeting Packet, 24 Jan 2013
 - 9.b Meeting Notes, District-SPD Coordination Meeting, 2 pgs, 27 March 2013
 - ❖ 10. Project Management: Primacy Waiver
 - 10.a CCRMA Board Resolution, 2 pages, 8 May 2013
 - 10.b CCRMA Primacy Waiver Letter, 3 pages, 9 May 2013
 - ❖ 11. Railroad
 - 11.a UPRR Pinch Points Exhibit, 31 May 2013
 - ❖ 12. Right-Of-Way
 - 12.1 Existing Right of Way
 - 12.2 Updated Parcel Maps, Sheets 1-9, 26 Apr 2013
 - 12.3 Right of Way Parcels from HALFF, 2 page spreadsheet, 26 April 2013

❖ 13. Schematics

- 13.a DGN UTLE EX 08 Existing Utilities Exhibit, Sheet 8 of 13, 14 Mar 2013
- 13.b DGN UTLE EX 09 Existing Utilities Exhibit, Sheet 9 of 13, 14 Mar 2013
- 13.c DGN UTLE EX 10 Existing Utilities Exhibit, Sheet 10 of 13, 14 Mar 2013
- 13.d DGN UTLE EX 11 Existing Utilities Exhibit, Sheet 11 of 13, 14 Mar 2013
- 13.e DGN UTLE EX 12 Existing Utilities Exhibit, Sheet 12 of 13, 14 Mar 2013
- 13.f DGN UTLE EX 13 Existing Utilities Exhibit, Sheet 13 of 13, 14 Mar 2013
- 13.g MFD Utilities
- 13.h TR-XSSHT1 Geometric Layout, Cross Sections, Roll 1 of 4, 31 Jan 2013
- 13.i TR-XSSHT2 Geometric Layout, Cross Sections, Roll 2 of 4, 31 Jan 2013
- 13.j TR-XSSHT3 Geometric Layout, Cross Sections, Roll 3 of 4, 31 Jan 2013
- 13.k TR-XSSHT4 Geometric Layout, Cross Sections, Roll 4 of 4, 31 Jan 2013
- 13.l Utilities A: Existing Utilities Exhibits, 14 Mar 2013
 - Index, One sheet
 - Exhibit, Sheets 1-6 of 13
- 13.m Utilities B: Existing Utilities Exhibits
 - Sheets 7-13 of 13, 4 Mar 2013
- 13.n Water-Sewer, 11 Apr 2013
- 13.o Utilities 1: Existing Utilities, 14 Mar 2013
 - Index and Sheets 1-13 of 13
- 13.p 24181G Schematic Typical Sections
 - Roll 3 of 4, 31 Jan 2013
- 13.q 24181G Schematic Frontage Road, Ramp and Surface Street Profiles
 - Roll 4 of 4, 31 Jan 2013
- 13.r Dgn Location Map: Existing Utilities, Index, 1 sheet, 14 Mar 2013
- 13.s DGN UTLE EX 01 Existing Utilities Exhibit, Sheet 1 of 13, 14 Mar 2013
- 13.t DGN UTLE EX 02 Existing Utilities Exhibit, Sheet 2 of 13, 14 Mar 2013
- 13.u DGN UTLE EX 03 Existing Utilities Exhibit, Sheet 3 of 13, 14 Mar 2013
- 13.v DGN UTLE EX 04 Existing Utilities Exhibit, Sheet 4 of 13, 14 Mar 2013
- 13.w DGN UTLE EX 05 Existing Utilities Exhibit, Sheet 5 of 13, 14 Mar 2013
- 13.x DGN UTLE EX 06 Existing Utilities Exhibit, Sheet 6 of 13, 14 Mar 2013
- 13.y DGN UTLE EX 07 Existing Utilities Exhibit, Sheet 7 of 13, 14 Mar 2013
- 13.z 24181G Schematic Sign 2, Racetrack Dr. to
1 Mile East of Park Street, Roll 2 of 4, 31 Jan 2013
- 13.aa sp common [1], Common Symbols, one page
- 13.bb WA7 Design Criteria, Geometric Design Criteria, one page
- 13.cc 24181G Typicals
- 13.dd 24181G UPRR
- 13.ee 24181G VALN 200sc
- 13.ff MDG DRG Prop PONDS
- 13.gg 24181G-ROW
- 13.hh 24171G-ROW-SHAPES
- 13.ii 24181G-SCHEME
- 13.jj 24181G-SCHEME-Profiles
- 13.kk 24181G-CHEME-SIGN-1

- 13.ll 24181G-SCHEME-SIGN-2
 - 13.mm 24181G-SCHEME-TYPS
 - 13.nn 24181G-SHAD-ALT
 - 13.oo 24181G-SHAD-PONDS
 - 13.pp 24181G-TOWER-LOCATION
 - 13.qq TR-XSXS-24181WA07
 - 13.rr 24181G-PP-BHW: Roadway Plan & Profiles, Sheets 1-8, 8 Feb 2013
 - 13.ss 24181G-SCHEME-SIGN-1:
 - 13.tt Border Highway West-Plan Sheets-Halff, Sheets 1-17
 - Roadway Plan & Profiles, Sheets 1-8 of 8, 8 Feb 2013
 - Parcel Information, Sheets 1-9 of 9, 25 Feb 2013
 - 13.uu 24181G-BORD-Schem-Large
 - 13.vv 24181G-Bike-Route
 - 13.ww 24181G-BILLBOARD-LOCATION
 - 13.yy 24181G-Ctrl-Acc
 - 13.zz 24181G-DEMO
 - 13.aaa 24171G-GANTRIES
 - 13.bbb 24181G-HALN
 - 13.ccc 24181G-HALN-ALT
 - 13.ddd 24181G-Illumination
 - 13.eee 24181G-PARCELS-2012
 - 13.fff 24181G-RAIL-ALL
- ❖ 14. Traffic and Revenue Data
- 14.a Scenario 2 - 2035 - Sheets 1-5
 - 14.b Scenario 2 Toll - 2035 - Sheets 1-5
 - 14.c Scenario 3 - 2035 - Sheets 1-5
 - 14.d Scenario 4 - 2035 - Sheets 1-5
 - 14.e Interim Horizon Model Tolling Methodology Memo, 4 Jan 2012
 - 14.f Tech Memo - Toll Traffic and Revenue Study, 25 pages, 10 Oct 2012
 - 14.g El Paso - Travel Demand Modeling & Micro-simulation Summary
 - 25 pages, 13 Sep 2012
 - 14.h Final Forecasting Methodology Memo - Traffic Forecasting Methodology
 - 32 pages, 3 Aug 2012
 - 14.i Traffic Projections Methodology, 6 pages, 29 May 2008
 - 14.j No Build Traffic Projections - Year 2035, Sheets 1-10, 15 May 2008
 - 14.k Scenario 1 - 2035 - Sheets 1-5
 - 14.l Scenario 1 Toll - 2035 - Sheets 1-5
 - 14.m Toll Feasibility Level 1 Update 1 - Presentation to TxDOT SPD
 - 19 slides, 27 Mar 2013
 - 14.n Toll Concept Diagram -
 - Toll Gantry Locations, one sheet, 31 Jul 12, updated 12 Feb 13
 - Downtown Access Option E, one sheet, 19 Dec 12, updated 7 Jan 13
 - 14.o Traffic Data Memo, 7 pages, 21 Sep 2012

- 14.p Enhanced Mission Model Tolling Methodology Technical Memo
 - 11 pages, DRAFT, 4 Jan 2012

- ❖ 15. Utilities
 - 15.a EPEC Alignment Exhibit Proposed Relocation, 1 sheet, 19 Mar 2013
 - 15.b EPEC Proposed Relocation CEMEX, 1 sheet, 19 Mar 2013
 - 15.c BPS Towers - Meeting Handout, 22 pages, 24 Jan 2013
 - 15.d Border Camera Views Reduced File, 16 pages
 - 15.e LP376 Preliminary Sue, 2013-8-6
 - 15.f suex

- ❖ 16. Aerial LiDAR
 - 16.a LP375 Preliminary Catenaries 2013-08-06
 - 16.b LP375 Preliminary DTM
 - 16.c LP375 Preliminary DTM
 - 16.d LP375 Preliminary DTM 3D, 2013-08-06
 - 16.e LP375 Preliminary Planimetric 2D, 2013-08-06
 - 16.f LP375 Preliminary TIN, 2013-08-06

- ❖ 17. Photogrammetry
 - 17.a A_01
 - 17.b A_01
 - 17.c A_01
 - 17.d A_02
 - 17.e A_02
 - 17.e A_02
 - 17.f A_02
 - 17.g B_02
 - 17.h B_02
 - 17.i B_02
 - 17.j B_03
 - 17.k B_03
 - 17.l B_03
 - 17.m C_02
 - 17.n C_02
 - 17.o C_02
 - 17.p C_03
 - 17.q C_03
 - 17.r C_03
 - 17.s C_04
 - 17.t C_04
 - 17.u C_04

- 17.v D_03
- 17.w D_03
- 17.x D_03
- 17.y D_04
- 17.z D_04
- 17.aa D_04
- 17.bb D_05
- 17.cc D_05
- 17.dd D_05
- 17.ee E_05
- 17.ff E_05
- 17.gg E_05
- 17.hh E_06
- 17.ii E_06
- 17.jj E_06
- 17.kk F_05
- 17.ll F_05
- 17.mm F_05
- 17.nn F_06
- 17.oo F_06
- 17.pp F_06
- 17.qq G_05
- 17.rr G_05
- 17.ss G_05
- 17.tt G_06
- 17.uu G_06
- 17.vv G_06
- 17.ww H_06
- 17.xx H_06
- 17.yy H_06
- 17.zz 1_06
- 17.aaa 1_06
- 17.bbb 1_06
- 17.ccc 1_07
- 17.ddd 1_07
- 17.eee 1_07
- 17.fff]_07
- 17.ggg]_07
- 17.hhh]_07
- 17.iii K_07

- 17.jjj K_07
- 17.kkk K_07
- 17.111 K_08
- 17.mmm K_08
- 17.nnn K_08
- 17.ooo L_08
- 17.ppp L_08
- 17.qqq L_08
- 17.rrr L_09
- 17.sss L_09
- 17.ttt L_09
- 17.uuu L_1S
- 17.vvv L_1S
- 17.www L_1S
- 17.xxx L_16
- 17.yyy L_16
- 17.zzz L_16
- 17.aaaa L_17
- 17.bbbb L_17
- 17.cccc L_17
- 17.dddd M_08
- 17.eeee M_08
- 17.ffff M_08
- 17.gggg M_09
- 17.hhhh M_09
- 17.iiii M_09
- 17.jjjj M_10
- 17.kkkk M_10
- 17.1111 M_10
- 17.mmmm M_13
- 17.nnnn M_13
- 17.oooo M_13
- 17.pppp M_14
- 17.qqqq M_14
- 17.rrrr M_14
- 17.ssss M_1S
- 17.tttt M_1S
- 17.uuuu M_1S
- 17.vvvv M_16
- 17.wwww M_16

- 17.xxxx M_16
- 17.yyyy N_09
- 17.zzzz N_09
- 17.aaaaa N_09
- 17.bbbbb N_10
- 17.ccccc N_10
- 17.ddddd N_10
- 17.eeeee N_11
- 17.fffff N_11
- 17.ggggg N_11
- 17.hhhhh N_12
- 17.iiii N_12
- 17.jjjjj N_12
- 17.kkkkk N_15
- 17.11111 N_15
- 17.mmmmm N_15
- 17.nnnnn 0_10
- 17.ooooo 0_10
- 17.ppppp 0_10
- 17.qqqqq 0_11
- 17.rrrrr 0_11
- 17.sssss 0_11
- 17.ttttt 0_12
- 17.uuuuu 0_12
- 17.vvvvv 0_12
- 17.wwwww 0_13
- 17.xxxxx 0_13
- 17.yyyyy 0_13
- 17.zzzzz 0_14
- 17.aaaaaa 0_14
- 17.bbbbbbb 0_14
- 17.ccccccc 0_15
- 17.dddddd 0_15
- 17.eeeeeee 0_15
- 17.ffffff Ortho Index BHW - ti1es
- 17.gggggg Ortho Index BHW - ti1es with project boundary

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: [Insert Date]

Texas Department of Transportation
814 Arion Parkway Suite 401
San Antonio, Texas 78216
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 [_____], 2013 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design and construct, and maintain the Loop 375 Border Highway West Extension Project (the "Project") through a Public Private Partnership Agreement ("P3A"). 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/inside-txdot/projects/studies/el-paso/border-highway-west/bhw-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 short-list 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)

(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 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) & ()	START/END DATES	% OF WORK COMPLETED Y JULY 26, 2013	LEVEL OF COMPANY'S PARTICIPATION (6) & (7)	ROLE OF COMPANY FOR THE PROJECT ()

- 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) N ()	START/END DATES	% OF WORKS COMPLETED BY JULY 26, 2013	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT ()

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 () (3)	PROJECT COST (4) N ()	START/END DATES	LENGTH OF ROAD UNDER MAINTENANCE OBLIGATION	LEVEL OF COMPANY'S PARTICIPATION ()	ROLE OF COMPANY FOR THE PROJECT ()

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 thirty forty percent (3040%) 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 thirty forty percent (3040%) 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 May 1, 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 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, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project and explain why the experience the company gained on the project is relevant.

FORM E
REFERENCE SUMMARY

Respondents should consolidate references for all project experience included in their QS and Forms D-1, D-2 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	Fa
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; 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

- Please provide the total number of fatalities and fatal injury rates for the past three years for all projects in the United States. Please provide the incidence rates of nonfatal occupation injuries and illnesses for Heavy and Civil Engineering Construction, as defined by the North American Industry Classification System (NAICS 237), for each of the cases listed below for the past three years for all projects nationwide.

Please note that the fatal injury rate is calculated as follows: Rate = (Number of fatal work injuries / total hours worked by all employees during the calendar year) x 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. Additional information on how to calculate the fatal injury rates and the incidence rates is available at the United States Department of Labor, Bureau of Labor Statistics website: <http://www.bls.gov/iif/oshcfoi1.htm#rates>. Additional instructions on how to calculate the incidence rates is available in the instructions on completing "OSHA Forms for Recording Work-Related Injuries and Illnesses" (OSHA Forms 300, 300A, 301). Further information regarding Heavy and Civil Engineering Construction (NAICS 237) industry data may be found via the United States Department of Labor website: <http://www.bls.gov/iag/tgs/iag237.htm>.

Data Series	2009	2010	2011
Fatalities			
Number of Fatalities			
Fatal Injury Rate per 100,000 full-time workers			
Hour-Based Construction Fatal Injury Rate			
Incidence Rate of Injury and Illness Cases per 100 Full-Time Workers			
Total Recordable Cases			
Cases with Days Away from Work, Job Transfer or Restriction			
Cases with Days Away from Work			
Cases with Job Transfer or Restriction			
Other Recordable Cases			

Please note that the incidence rate is calculated as follows: Rate = (Number of cases / total employee hours worked during the calendar year) x 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.

- 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. 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.

Item	2010	2011	2012
NCCI Experience Modifier			

Part B

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

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

Position	Monthly	Quarterly	Annually	Other (specify)

- Do you hold site meetings for supervisors? Yes _____ No _____

How often? Weekly ____ Biweekly ____ Monthly ____ Less often, as needed ____

- Do you conduct Project Safety Inspections? Yes _____ No _____

If yes, who conducts them? _____

How often? Weekly ____ Biweekly ____ Monthly ____

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

- 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 program for newly hired or promoted foremen?

Yes _____ No _____

If yes, does it include instruction of the following?

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. _____

Part C

Identify any differences between the firm's standard or typical safety program or practices, as described above, and the firm's safety program or practices on projects similar to this Project in size and scope. _____