

**REQUEST FOR QUALIFICATIONS
TO DESIGN, CONSTRUCT AND MAINTAIN
SH 249 EXTENSION
THROUGH A
DESIGN-BUILD AGREEMENT AND
COMPREHENSIVE MAINTENANCE AGREEMENT**



**TEXAS DEPARTMENT OF TRANSPORTATION
ISSUED May 15, 2015
ADDENDUM #1 ISSUED June 16, 2015
ADDENDUM #2 ISSUED June 26, 2015**

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

TABLE OF CONTENTS

PART A	BACKGROUND AND INSTRUCTIONS.....	1
1.	INTRODUCTION.....	1
2.	DESCRIPTION OF PROJECT OPPORTUNITY	2
2.1	Description of the Proposed Contracting Opportunity	2
2.2	Project Scope	3
3.	DESCRIPTION OF PROCUREMENT PROCESS	4
3.1	Procurement Process	4
3.2	Payment for Work Product.....	4
3.3	Procurement Schedule	5
3.4	Industry Workshop.....	5
3.5	Questions and Requests for Clarification; Addenda.....	5
3.6	Ombudsman	5
3.7	Federal Requirements	6
3.8	DBE Requirements.....	6
3.9	Liability, Insurance and Security.....	6
4.	QS CONTENT AND SUBMITTAL REQUIREMENTS	7
4.1	General.....	7
4.2	Format	7
4.3	Contents and Organization.....	8
4.4	QS Submittal Requirements	8
5.	EVALUATION PROCESS AND CRITERIA.....	9
5.1	Responsiveness	9
5.2	Pass/Fail Review	9
5.3	Qualifications Evaluation Criteria and Weighting.....	10
5.3.1	Project Qualifications and Experience (65% Weighting).....	10
5.3.2	Statement of Technical Approach (25% Weighting)	11
5.3.3	Safety Qualifications (10% Weighting).....	11
5.4	QS Evaluation Procedure	11
6.	COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST	12
6.1	Improper Communications and Contacts	12
6.2	Public Information Act.....	14
6.2.1	Disclosure Waiver	14

6.2.2	Observers During Evaluation	14
6.2.3	Public Disclosure of Proposal Documents	14
6.2.4	Disclosure Process for Requests under the Act	14
6.3	Organizational Conflicts of Interest.....	15
7.	PROTEST PROCEDURES	16
8.	TXDOT RESERVED RIGHTS	16
PART B	QUALIFICATIONS STATEMENT	18
1.	DEFINITIONS OF PROPOSER TEAM MEMBERS	18
2.	ORGANIZATION	19
VOLUME 1	21
Section A	General	21
Section B	Form B – Proposer Team Information	21
Section C	Form C – Certification.....	21
Section D	Proposer Information/Project Experience/Management Structure	21
Section E	Technical Qualifications.....	22
Section F	Statement of Technical Approach.....	23
Section G	Safety Qualifications	23
Section H	Form G – Personnel Qualifications.....	23
Section I	Surety Letter	26
VOLUME 2	28
Section A	Financial Statements	28
Section B	Material Changes in Financial Condition	29
PART C	EXHIBITS AND FORMS	1

EXHIBITS:

Exhibit A	Project Information and Status
Exhibit B	Form of Surety Letter (RFQ)
Exhibit C	Draft DBA Term Sheet
Exhibit D	Draft Comprehensive Maintenance Agreement Term Sheet

FORMS:

Form A	Transmittal Letter
Form B	Information Regarding Proposer, Equity Members, Major Non-Equity Members, Guarantors and Construction Team Members
Form C	Certification and Legal Qualifications
Form D-1	Technical Experience – Design
Form D-2	Technical Experience – Construction
Form E	Project Description Form
Form F	Safety Questionnaire
Form G	Key Personnel Resume and References

PART A BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation (“TxDOT”), an agency of the State of Texas, hereby requests submittal of sealed qualifications statements (“Qs”) from entities (“Proposers”) desiring to design, construct and maintain the SH 249 Extension, referred to as the “Project,” pursuant to a Design-Build Agreement (“DBA”) and a Comprehensive Maintenance Agreement (“COMA”). The purpose of the project is to design, construct and maintain approximately 24 miles of a new tolled facility consisting of up to four new toll lanes (two in each direction) from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1), and two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration) from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2) (referred to herein as the “Project”). TxDOT has concluded that harnessing private-sector creativity through a design-build-maintain approach is the best way to ensure cost-effective and expedited delivery of this Project and provide needed safety improvements, congestion relief and economic development benefits to the public.

TxDOT is issuing this Request for Qualifications (“RFQ”) in accordance with the provisions of Chapter 223, Subchapter F of the Texas Transportation Code (the “Code”), Sections 9.150-9.1553 of Title 43, Texas Administrative Code (the “Rules”), and other applicable provisions of Texas and federal law. See the Project webpage at:

<http://www.txdot.gov/business/partnerships/current-cda/sh-249.html> (the “Project Webpage”).

The Texas Transportation Commission’s (the “Commission”) Minute Order 114242 dated April 30, 2015 authorized issuance of an RFQ to design, construct and maintain approximately 24 miles of a new tolled facility consisting of up to four new toll lanes (two in each direction) from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1), and two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration) from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2). A copy of that order is available on the Project Webpage. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals (“Proposals”) in response to a Request for Proposals (“RFP”). 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 as set forth in Exhibit A hereto (the “Reference Information Documents”). The Reference Information Documents will be made available to prospective Proposers upon issuance of this RFQ on the Project Webpage. Proposers may request electronic copies on a memory storage device of available documents by contacting “TxDOT’s Authorized Representative” at the following address:

Mr. Dieter Billek, P.E.
Director, Procurement and Implementation Coordination Section
Strategic Projects Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752
Email: TxDOT-HOU-PPP-SH249@txdot.gov

TxDOT will charge \$25.00 (check only) for the costs of providing electronic copies on a memory storage device. The Proposer must contact TxDOT by email at: TxDOT-HOU-PPP-SH249@txdot.gov one (1) day prior to pickup in order to ensure that storage device is available for pickup. "Day of request" pickups cannot be guaranteed.

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

2. DESCRIPTION OF PROJECT OPPORTUNITY

2.1 Description of the Proposed Contracting Opportunity

TxDOT has entered into a Construction, Operation and Maintenance Agreement and Memorandum of Understanding with Montgomery County and the City of Navasota, respectively, for the development, operation and maintenance of the Project. Both Agreements provide that TxDOT will be responsible for Project development, financing, construction, maintenance and operations, including toll collection and toll operations.

Per the Construction, Operations and Maintenance Agreement with Montgomery County, the County will obtain a portion of the required ROW for Segment 1 and transfer the acquired ROW to TxDOT. Montgomery County will also deliver stream and wetland mitigation credits for the Segment 1 limits of the Project. TxDOT will obtain the environmental clearances for the Project, and will acquire certain additional ROW in Montgomery County that is not acquired and donated by Montgomery County. It is anticipated that a portion of the ROW acquisition services will be performed by the Design-Build Contractor.

TxDOT intends, through this procurement, to enter into a DBA that will result in cost-effective and expedited completion of all elements of the Project. The DBA will obligate the selected Proposer (the "Design-Build Contractor") to design and construct the Project. It is anticipated that the Project will be tolled. The Design-Build Contractor will be responsible for the construction of the tolling infrastructure and TxDOT's statewide toll systems integrator (the "Systems Integrator") will perform the installation and maintenance of the tolling equipment on the Project.

The DBA will include a fixed price to complete the Project. The DBA will set forth the terms of the Design-Build Contractor compensation, which will be based on progress payments with a maximum payment curve. A draft DBA Term Sheet is attached as [Exhibit C](#) for additional details

of the Design-Build Contractor's anticipated obligations and responsibilities in connection with the design and construction of the Project.

TxDOT currently anticipates that, in addition to the DBA, the selected Proposer will enter into a COMA, as the "Maintenance Contractor". It is currently anticipated that the COMA will be composed of an initial mandatory five-year term and four subsequent five-year options, exercisable by TxDOT, in its sole discretion, to require the Maintenance Contractor to perform routine and capital maintenance on the Project. The exercise of one option shall not require TxDOT to exercise a further option. Further, TxDOT will not exercise subsequent comprehensive maintenance options if a prior option has not been exercised.

The COMA will require the Maintenance Contractor to maintain the new SH 249 Extension elements for a minimum of five years, up to 25 years at TxDOT's sole discretion. A draft COMA Term Sheet is set forth in Exhibit D. Further terms, conditions and parameters describing the nature of the parties' responsibilities, including maintenance, will be set forth in more detail in the RFP. The following objectives have been developed for the Project:

- Provide efficient system linkage through a previously undisturbed location;
- Complete the Project on schedule and to the highest degree of quality possible;
- Sustain and enhance economic opportunities in the region by improving mobility and connectivity of the highway network, minimizing conflict with planned development and addressing local accessibility within the Project area;
- Reduce safety risks to the traveling public by improving congestion, access, providing a safer, more efficient route for regional traffic, and addressing hurricane evacuation needs;
- Facilitate participation by disadvantaged business enterprises ("DBEs");
- Maintain a safe environment for all Project personnel and the public at all times;
- Minimize inconvenience and manage mobility to adjacent and surrounding communities during construction; and
- Minimize environmental impacts.

2.2 Project Scope

Project scope components include the design, construction and maintenance of approximately 24 miles of a new tolled facility consisting of up to four new toll lanes (two in each direction) from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1), and two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration) from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2), as shown in the Preliminary Project Schematics located on the Project Webpage. TxDOT may elect to include additional scope components (referred to herein as potential Option Work and described in Exhibit A) to be more specifically identified in the RFP.

Per the executed Construction, Operation and Maintenance Agreement between TxDOT and Montgomery County, the Montgomery County Authority will develop a portion of SH 249 from the Harris/Montgomery County line to FM 1774 in Pinehurst, Texas, consisting of six toll lanes, three in each direction. See Exhibit A for further information regarding this aspect of the Project.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Procurement Process

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 canceling the procurement.

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

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

After consideration of input from shortlisted proposers, and if authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. If TxDOT moves forward with the procurement, the final RFP will include a scope of work, contract documents and the objective methodology for determining the overall best value Proposal, which may include an evaluation based in part on the amount of scope each Proposer offers to complete, including any potential Option Work (see Exhibit A) identified by TxDOT in the RFP.

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 DBA and COMA for award and execution. 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.

Proposers are advised that the evaluation criteria and weightings for the calculations of the Proposals may differ from the criteria set forth herein to evaluate Qs.

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

3.2 Payment for Work Product

As contemplated by Texas Transportation Code Section 223.249, and if authorized by the Commission, TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a payment for work product up to a maximum stipulated amount set forth in the RFP, and 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 amounts will 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	May 15, 2015
Industry Workshop (TxDOT Houston District, Conference Auditorium, Houston)	May 29, 2015 at 9:00 a.m.
Deadline for questions regarding the RFQ	July 2, 2015 at 5:00 p.m.
Questions relating to any addendum issued after July 2, 2015	Three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	July 17, 2015 at 12:00 p.m.

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 the RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a DBA award thereafter. TxDOT anticipates awarding and executing a DBA for the Project in mid-2016.

3.4 Industry Workshop

TxDOT intends to hold an industry workshop at the TxDOT Houston District, 7600 Washington Avenue, Houston, Texas 77007 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 Webpage.

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 regarding this procurement in writing to TxDOT's Authorized Representative via email at: TxDOT-HOU-PPP-SH249@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 Project. TxDOT may make edits in addenda to this RFQ in response to clarification requests. Alternatively, TxDOT may respond to those questions that TxDOT deems to be material and not adequately addressed through potential addenda to the RFQ. TxDOT will post any such responses and/or addenda to this RFQ on the Project Webpage.

Proposers are responsible for monitoring the Project Webpage 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. Subject to the deadline for questions regarding the RFQ set forth in Part A,

Section 3.3, a Proposer may submit confidential communications to the ombudsman, including questions, comments or complaints regarding the procurement, if the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications regarding the procurement process, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's Authorized Representative as identified in Part A, Section 1. TxDOT's designated ombudsman for this procurement is:

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

3.7 Federal Requirements

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

3.8 DBE Requirements

TxDOT has determined that DBE requirements will apply to the Project. TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. The overall DBE goal for the Project will be set forth in the RFP. In responding to this RFQ, a Proposer team may include and identify 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. Specific provisions concerning DBE requirements will be set forth in the RFP and the DBA.

3.9 Liability, Insurance and Security

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

concerning forms of security, bonding, guarantees, insurance and indemnity will be set forth in the RFP, DBA, and COMA.

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. Except for original documents expressly required in Volume 2, Section A, 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 nine hard copies (for a total of **10**) of Volume 1 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed package, labeled as Volume 1. Each responding Proposer shall also submit one original and three hard copies (for a total of **4**) of Volume 2 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed package, labeled as Volume 2. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered Copy 1 of 9 through Copy 9 of 9, as applicable, on its face and spine. In addition, each Proposer shall include (i) one digital copy of Volume 1 of its QS in a read-only format on a CD, DVD or USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 1 and (ii) one digital copy of Volume 2 of its QS in a read-only format on a CD, DVD or USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 2. The Proposer's name must be clearly marked on each CD, DVD or USB drive. For Proposers submitting financial information for more than one entity, the information required to be included in Volume 2 on CDs, DVDs or USB drives may be submitted on separate CDs, DVDs or USB drives for each entity, with all CDs, DVDs or USB drives to be included together in a clear plastic pouch on the inside cover of the original Volume 2.
- (b) General format requirements: Submittals must be prepared on 8-1/2" x 11" sized white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed for schematics, organizational charts, other drawings tables and/or schedules. 11" x 17" pages may not include narrative text, except for brief captions necessary to title or describe graphics. Any other narrative text included on a 11" x 17" page may be disregarded by TxDOT. Each 11" x 17" page will be counted as a single page. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials. Forms shall not be modified other than to include requested information.
- (c) Volume 1 requirements: Volume 1 (as described in Part B) shall have all pages numbered including any 11" x 17" pages (insofar as they are allowed as stated in Part A, Section 4.2) and must conform to the page limitations identified in Part B.

Section 2 (Organization) of this RFQ. Each printed side shall be considered one page for purposes of the page limits for certain sections of Volume 1 set forth in Part B. The font size in Volume 1 shall be no smaller than twelve-point. Volume 1 must be presented in Arial (not Arial Narrow), twelve-point font, other than in diagrams, organization charts and other such graphics, which may be in Arial, ten-point font.

- (d) Volume 2 requirements: Volume 2 (as described in Part B) does not have page numbering, page limitation or type font size requirements.
- (e) Standard corporate brochures, awards and marketing materials shall not be included in the QS, and TxDOT does not commit to review any materials included in a QS that are not specifically required by the RFQ.

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in Part B. Each volume may be subdivided as needed; dividers do not count as pages subject to page limitations noted herein, but content on any dividers will not be evaluated.

4.4 QS Submittal Requirements

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

Response to the Request for Qualifications
for the SH 249 Extension
through a Design-Build Agreement

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

Mr. Dieter Billek, P.E.
Director, Procurement and Implementation Coordination Section
Strategic Projects Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

QSs will be accepted only at this address. TxDOT will not accept facsimile or other electronically submitted QSs. Acknowledgment of receipt of QSs 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 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.3. QSs not received prior to such time on the QS Due Date at the above address shall be rejected and will not be considered by TxDOT for evaluation or shortlisting.

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

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 and D-2 shall list only projects for which the corporate entity (company, joint venture, partnership or consortium) providing the engineering or construction experience is respectively the Equity Member, Lead Engineering Firm or Lead Contractor itself; a controlled subsidiary of such Equity Member, Lead Engineering Firm or Lead Contractor; or a parent company of the Equity Member if that parent company is serving as a Guarantor (as those terms are defined in Part B, Section 1). Project experience provided by a sister company of the Lead Engineering Firm or Lead Contractor shall not be considered responsive to this QS.

Other than the Lead Quality Assurance Manager and Lead Maintenance Manager, Key Personnel must be employed by either: (a) Equity Member, Lead Engineering Firm or Lead Contractor itself; or (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm or Lead Contractor, or (c) a parent company of an Equity Member 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 pass/fail criteria set forth below. 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(a).
- (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 \$410 million from a surety rated in the top two categories by two nationally recognized rating agencies or rated at least A minus (A-) or better and Class VIII or better by A.M. Best and Company, as evidenced by the Surety Letter provided in Part B, Volume I, Section I.
- (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 the State of 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 2 of the QS (see Part B, Volume 2).
- (e) The information disclosed in Form C does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it.
- (f) The QS includes an express written statement from the Proposer committing that the Key Personnel designated in the QS for the positions or roles described in Part B, Volume 1, Section H shall be available to serve the role so identified in connection with the Project.
- (g) The Lead Maintenance Manager meets the requirements as set forth in Part B, Volume 1, Section H.

While TxDOT recognizes personnel availability and scheduling impact the Proposers, Proposers are urged only to identify and proffer personnel 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.

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the "pass/fail" qualification requirements set forth above 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, 5.3.2 and 5.3.3 below.

5.3.1 Project Qualifications and Experience (65% Weighting)

The background and experience of the Proposer, individual team members and Key Personnel with developing, designing, fabricating, and/or constructing comparable projects will be evaluated in accordance with the criteria set forth in this Section 5.3.1. For these purposes, TxDOT considers a comparable project to be any road project of similar size, scope and complexity, whether or not such project was delivered through a DBA or otherwise.

- (a) The extent, depth, strength and likelihood of success of the Proposer's and its individual team members' experience with developing, designing and/or constructing comparable projects as shown in Proposer's response to Part B, Volume 1, Sections D and E. Design-build experience is not a prerequisite for a proposal to be considered responsive. A brief description of the design-build

management approach that the Proposer commits to implementing must be provided in response to Part B, Volume 1, Section D (30 points);

- (b) The strength and depth of experience of the Key Personnel for the Project listed in Proposer's response to Part B, Volume 1, Section H (30 points); and
- (c) Responsiveness toward the DBE involvement, objectives and goals in response to Part A, Section 3.8, including any description of innovative approaches, unique outreach or marketing concepts used successfully by the Proposer or its team members to encourage DBE participation (5 points).

Project and Key Personnel references, as well as the information provided as required in Part B, Volume 1, Sections D, E and H, will be used, as deemed appropriate by TxDOT. In addition, performance evaluations prepared by TxDOT in accordance with Title 43, Texas Administrative Code, Section 9.152 of the Rules, or other performance evaluations prepared by TxDOT that are determined to be relevant to the Project will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the criteria set forth in Part A, Section 5.3.1(a) to the extent that such evaluations concern the performance of the Proposer or any individual team members.

5.3.2 Statement of Technical Approach (25% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the following criteria:

- (a) The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity (15 points); and
- (b) The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership of such risks, that may arise during all Project phases, including design, construction and maintenance (10 points).

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, will be evaluated to assess the strength and consistency of the Proposer's and individual team members' safety records, as demonstrated by:

- (a) Fatal injury rate per 100,000 full-time workers (3 points);
- (b) Incidence rate of injury and illness cases per 100 full-time workers (4 points); and
- (c) National Council on Compensation Insurance ("NCCI") experience modifier (3 points).

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. 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. Evaluations and rankings of QSs are subject to the sole discretion of TxDOT. TxDOT will make the final determinations of the Proposers to be shortlisted in its sole discretion, and in the best interests of the State of Texas. 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.

Proposers are advised that, following the submission of QSs, the following organizational changes are not permitted without TxDOT approval: (1) deletion or substitution of a Proposer team member identified in the QS; (2) deletion or substitution of an equity owner of the Proposer, a Guarantor or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and (3) other changes in the equity ownership or team membership of a Proposer, including the addition of new subcontractors and other team members not identified in the QS. Proposers are further advised that the evaluation and weightings for the evaluation of the Proposals under the RFP may differ from the criteria set forth in this RFQ for the evaluation of QSs. Proposers are further advised that persons nominated for Key Personnel positions in the QS may not be changed without TxDOT approval.

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 DBA and COMA. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic mail (email) or formal written communication.

The specific rules of contact are as follows:

- (a) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's QS or 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 Authorized Representative and Proposer's designated representative.
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the DBA and COMA (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any communications regarding the RFQ, RFP or the procurement except as expressly authorized herein. No communications shall be permitted with any member of the Texas Transportation Commission, any

Commission staff or aides, or with any TxDOT staff, advisors, contractors or consultants involved with the procurement or the Project, except for communications with TxDOT consultants who have completed their services for the Project and have been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by the 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 this RFQ, the 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.

- (d) The Proposers shall not contact stakeholders regarding the Project, including elected or appointed officials, employees, representatives and members of the entities listed below, except as specifically approved by TxDOT in writing:
- TxDOT (except as provided herein);
 - City of Pinehurst;
 - City of Magnolia;
 - City of Todd Mission;
 - City of Yarboro;
 - City of Navasota;
 - Montgomery County;
 - Montgomery County Toll Road Authority;
 - Grimes County;
 - Harris County;
 - Harris County Toll Road Authority;
 - Businesses and property owners associated with the Project;
 - Utility companies with facilities associated with the Project;
 - Railroad companies with facilities associated with the Project;
 - Houston-Galveston Area Council;
 - Texas Parks and Wildlife Department;
 - United States Army Corps of Engineers;
 - United States Fish and Wildlife Service; and
 - Federal Highway Administration.
- (e) Any communications determined to be improper, at the sole discretion of TxDOT, may result in disqualification.
- (f) Any official information regarding the Project only will be disseminated from TxDOT's office on TxDOT letterhead or on the Project Webpage. Any official correspondence will be in writing and signed by TxDOT's Authorized Representative or designee. TxDOT will not be responsible for any oral exchange or other information exchange that occurs outside of the official processes specified herein.

6.2 Public Information Act

6.2.1 Disclosure Waiver

Each Proposer, by submitting a QS to TxDOT in response to this RFQ, consents to the disclosures described in this RFQ, including this Part A, Section 6.2, and all other disclosures required by law, and expressly waives any right to contest, impede, prevent or delay such disclosure, or to initiate any proceeding that may have the effect of impeding, preventing or delaying such disclosure, under Texas Government Code Chapter 552 (the “Public Information Act” or the “Act”), the Code, 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 Montgomery County Toll Road Authority and local governmental entities, 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 2 may be publicly disclosed by TxDOT at any time and at TxDOT’s sole discretion. Proposers may not label material included in Volume 1 as confidential.

6.2.4 Disclosure Process for Requests under the Act

If a request is made under the Act for disclosure of Volume 2 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 nondisclosure 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, 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, the Code, the Rules and any other provisions of the Texas Administrative Code 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 Section 9.155 *et seq.* regarding organizational conflicts of interest apply to this Project. Proposers are advised that these Rules may preclude certain firms and their subsidiaries and affiliates from participating on a Proposer team.

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

- Ramos Consulting, LLC;
- CDM Smith, Inc.;
- RS&H, Inc.;
- Jacobs, Inc.;
- Klotz Associates;
- CJ Hensch & Associates, Inc.;
- EPR, LLC;
- Halff Associates;
- H & H Resources, Inc.;
- Surveying and Mapping, LLC;
- The Clifford Group, Inc.;
- Keville Enterprises, Inc.;
- HVJ Associates, Inc.;
- Entech Civil Engineers, Inc.;
- Restoration Systems, LLC;
- KPMG LLP;
- HNTB Corporation;
- Nossaman LLP; and
- Affiliates or 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 or terminate the DBA. Proposers are also advised that TxDOT's policy is in addition to 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

Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code sets forth the exclusive protest remedies available with respect to this RFQ and prescribes exclusive procedures for protests regarding:

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

Any Proposer wishing to file a protest must do so in accordance with Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code.

Protests concerning the issues described in clause (a) above 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 five business days after the addendum is issued. Protests concerning the issues in clause (a) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in the Rules. Protests concerning the issues described in clause (b) above must be filed no later than five business days after receipt of the notification of non-responsiveness. Protests concerning the issues described in clause (c) above must be filed no later than ten business days after the earliest of the notification of the shortlist and the public announcement of the shortlisting determination.

Protests shall be filed by hand-delivery on or before the applicable deadline to TxDOT's Authorized Representative at the address set forth in Part A, Section 1 with a copy to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, Texas 78701-2483, as soon as the basis for the protest is known to the Proposer. Except for protests concerning the issues described in clause (a) above, 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.

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.

8. TXDOT RESERVED RIGHTS

TxDOT reserves all rights described herein and available at law, including, without limitation, all rights described in Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code. Proposers are advised to review Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code.

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, TxDOT and the State of Texas assume no obligations, responsibilities or 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 DBA and COMA, 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 QUALIFICATIONS STATEMENT

1. DEFINITIONS OF PROPOSER TEAM MEMBERS

The following terms describe the members of the Proposer's team that are required to be named in the QS:

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 – The entity providing a guarantee pursuant to Part A, Section 5.1 or Part B, Volume 2, Section A(f).

Key Personnel – The personnel listed in Part B, Volume 1, Section H.

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 – The Proposer team's Lead Engineering Firm and Lead Contractor, to the extent they are not Equity Members.

2. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed and following the outline form contained in this Part. Page limits and responsible parties for each element or form are indicated below. "NFP" means that a form is not provided by TxDOT; the required format or documentation is stated in the RFQ. Forms shall not be modified other than to include requested information.

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Responsible Party
Volume 1				
Section A – General	(a) Form A – Transmittal Letter	N/A	Form A	Proposer
	(b) Executive Summary	2 pages	NFP	Proposer
Section B – Proposer Team Information	Form B – Proposer Team Information	N/A	Form B	Proposer, Equity Members, Major Non-Equity Members, Guarantors, and Construction Team Members
Section C – Certification	Form C – Certification	N/A	Form C	Proposer Equity Members Major Non-Equity Members Guarantor
Section D – Proposer Information/ Project Experience	Management Structure/ Organizational Charts	7 pages total, including up to 3 organizational charts; organizational charts shall be limited to 1 per page	NFP	Proposer

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Responsible Party
Volume 1				
Section E – Technical Qualifications	(a) Forms D-1 and D-2 – Relevant Experience	N/A	Form D-1 Form D-2	Lead Engineering Firm (Form D-1) Lead Contractor (Form D-2)
	(b) Form E – Project Descriptions	2 pages per project (10 pages total)	Form E	Proposer Equity Member Major Non-Equity Member Guarantor
Section F – Statement of Technical Approach	Statement of Technical Approach	5 pages	NFP	Proposer
Section G – Safety Qualifications	Form F – Safety Questionnaire	N/A	Form F	Lead Contractor Construction Team Members
Section H – Personnel Qualifications	Form G – Resumes and References	2 pages per Key Personnel (14 pages total, excluding license applications and commitment statements)	Form G	Key Personnel
Section I – Surety Letter	Surety Letter	N/A	Exhibit B	Proposer Surety Provider
Volume 2				
Section A	Financial Information	N/A	NFP	Proposer Equity Members Lead Contractor Guarantor
Section B	Material Changes in Financial Condition	N/A	NFP	Proposer Equity Members Lead Contractor Guarantor

VOLUME 1

Volume 1 of the QS shall contain the following:

Section A General

(a) Form A – Transmittal Letter:

A duly authorized official of the Proposer or lead firm must execute the transmittal letter. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal letter shall have appended to it letters on the letterhead stationery of each Equity Member, 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 such Equity Member, are correct, and accurately represent the role of the Equity Member's firm in the Proposer team.

(b) Executive Summary:

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

Section B Form B – Proposer Team Information

Originals of Form B completed and executed on behalf of each of the following: the Proposer, each Equity Member, each Major Non-Equity Member, each Guarantor and any Construction Team Member. If any of the foregoing is a joint venture or newly formed entity (formed within the past two years), complete a separate Form B for each member of or partner in such joint venture or newly formed entity. Proposers are advised that Form B may be released to the public and media.

Section C Form C – Certification

Originals of Form C (Certification) completed and executed on behalf of each of the following: the Proposer, each Equity Member, each Major Non-Equity Member and each Guarantor. If the Proposer, an Equity Member, Major Non-Equity Member or Guarantor is a joint venture or newly formed entity (formed within the past two years), complete a separate Form C for each member of or partner in such joint venture or newly formed entity.

Section D Proposer Information/Project Experience/Management Structure

A narrative describing the Proposer's teaming arrangements, its management structure and design-build management approach. The narrative should include, at a minimum, a discussion of the following: (i) how the Proposer will institutionally operate, particularly in light of the complexity and sequencing of the Project's development; (ii) the experience of the team members working together on other comparable projects and the results of that experience; and (iii) how the management structure will facilitate the management of the Project risks.

An organizational chart showing the Proposer's Equity Members, Major Non-Equity Members and any Construction Team Members. Indicate the percentage of equity interest among the

Equity Members. In instances where the Lead Contractor or Lead Engineering Firm is a joint venture, also indicate the percentage of equity interest for each equity participant in the joint venture. In addition, any Proposer required to provide a Guarantor shall provide a table of organization showing the relationship between the applicable Equity Member or Major Non-Equity Member and its Guarantor, including any intermediary companies. (See Part B, Volume 2, Section A(f) for instances where a guarantee may be required.)

An organizational chart showing the Proposer's Management Structure and "chain-of-command" with Key Personnel shown together with other relevant positions, and identifying major functions to be performed and their reporting relationships in designing and constructing the Project. Other relevant personnel may also be shown in the organizational chart; however, only the qualifications of Key Personnel shall be submitted (in accordance with Part B, Volume 1, Section H) and evaluated by TxDOT.

The organizational description and charts may not exceed seven pages including up to three organizational charts; organizational charts shall be limited to one per page.

Section E Technical Qualifications

Provide the following information relevant to qualifications of the Proposer, its Equity Members and any Major Non-Equity Members, as applicable.

(a) Forms D-1 and D-2 – Relevant Experience

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

Form D-1: Technical Experience – Lead Engineering Firm: Provide details for a maximum of two projects in compliance with the requirements set forth in Form D-1 and best meeting the evaluation criteria set forth in Part A, Section 5.

Form D-2: Technical Experience – Lead Contractor: Provide details for a maximum of three projects in compliance with the requirements set forth in Form D-2 and best meeting the evaluation criteria set forth in Part A, Section 5.

For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to 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.

(b) Form E – Project Descriptions

Volume 1, Section E(b) of the QS shall include the project descriptions for those projects listed on Forms D-1 and D-2. These descriptions shall be a maximum of two pages per project and shall be presented using Form E. Form E is extracted from the federal form SF330. These descriptions should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant to this procurement. Proposers are advised that TxDOT may, in its sole discretion, contact the listed owner contact for these projects for a reference.

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.

Section F 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 and delivery using design-build contracting.
2. Understanding of the Project scope and maintenance with respect to comprehensive maintenance services.
3. Identification and understanding of the top Project risks and potential solutions to address the risk throughout the Project lifecycle.

The Statement of Technical Approach may be no longer than five pages.

Section G Form F – Safety Qualifications

The QS shall contain a completed Form F for the Lead Contractor and any Construction Team Members.

Section H Form G – Personnel Qualifications

Proposers are required to provide a separate Form G (Resumes and References) for each Key Personnel. Form G shall be limited to the two pages provided in Form G per person (exclusive of any license applications that must be attached for individuals who are required to have, but do not have, a Texas P.E. license and any commitment statement regarding obtaining qualification requirements); only one individual shall be designated to fill each position. Three individual projects and references shall be provided for each resume. In completing Form G, Proposers should note:

- (a) Name of the project, location of the project, project type, description of the work or service provided, the role on the project and the time period for the work. If one or more role was played, identify the dates and duration of each role.
- (b) The project owner's contact information (project manager name, phone number, email address), the project's value and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative

contact at the owner/agency who played a leadership role for the owner during the dates work was performed on the project and who is familiar with the project.

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

Key Personnel and applicable requirements are listed as follows:

Key Personnel Category	Description of Position and Requirements
Project Manager	Responsible for overall design, construction, maintenance and contract administration (DBA and COMA) for the Project.
Construction Manager	Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Responsible for managing the Design-Build Contractor construction personnel, scheduling of the construction quality acceptance personnel and administering all construction requirements of the DBA.
Design Manager	A Professional Engineer* responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Responsible for managing the Design-Build Contractor design personnel and administering all design requirements of the DBA.
Lead Quality Control Manager	<p>Responsible for the overall design, construction and life cycle quality of the Project, implementing quality planning, training and managing the team's quality management processes.</p> <ul style="list-style-type: none"> • Must have a minimum of five years of experience in quality management, including preparation and implementation of quality plans and procedures in both design and construction. • Must be a Professional Engineer.* • Must be an American Society for Quality-certified quality manager or become certified within six months of Notice to Proceed 1 issued under the DBA. • Must be organizationally independent of direct scheduling and production activities. <p>Reports directly to the Design-Build Contractor's Project Manager. Shall be co-located and on-site until final acceptance. May, but is not required to be employed by the independent quality acceptance firm.</p>
Lead Quality Assurance Manager	<p>Responsible for overseeing the quality acceptance, assurance and audit functions for both Professional Service and Construction activities.</p> <ul style="list-style-type: none"> • Must have a minimum of five years of experience in quality management, including preparation and implementation of quality plans and procedures in both design and construction. • Must be a professional Engineer.*

Key Personnel Category	Description of Position and Requirements
	<ul style="list-style-type: none"> • Must be an American Society for Quality-certified quality manager or become certified within six months of Notice to Proceed 1 issued under the DBA. • Must be employed by an independent quality assurance or acceptance firm. <p>Reports jointly to Design-Build Contractor’s corporate management team and to TxDOT. Shall be co-located and on-site until final acceptance and shall have the authority to stop work.</p>
Safety Manager	<p>Responsible for carrying out the Design-Build Contractor safety plan and all safety-related activities, including training and enforcement of safety operations.</p> <ul style="list-style-type: none"> • Must have at minimum ten years of progressive heavy construction experience, five years of which must be safety management experience on complex, heavy civil projects. <ul style="list-style-type: none"> ○ Current certification as a Construction Health and Safety Technician (“CHST”) by the Board of Certified Safety Professionals, or current certification as a Certified Safety & Health Official (“CSHO”) may be substituted for two years of safety management experience. CHST and CHSO certifications are not required if the Safety Manager has at least five years of safety management experience. • Must have a current certification for having completed the Occupational Safety and Health Administration (“OSHA”) #500 – Trainer Course in OSHA Standards for Construction. • Must possess a current certification for CPR and First Aid. • Must have a current certification for having completed training for flaggers in the work zone and work zone traffic control. • The position reports directly to the Design-Build Contractor’s corporate management team. • The position has the authority to stop all work on the Project. <p>If a proposed Safety Manager does not meet the qualification requirements set forth above as of the QS Due Date, Proposer shall submit to TxDOT with its QS a written statement, signed by Proposer and the proposed Safety Manager, committing to meet such qualifications of the Safety Manager not later than the execution of the DBA.</p>

Key Personnel Category	Description of Position and Requirements
Lead Maintenance Manager	<p>Responsible for all matters of comprehensive maintenance on the Project on behalf of the Design-Build Contractor, including, ensuring the Design-Build Contractor's design and construction is accurately reflected in the Design-Build Contractor's life cycle maintenance program throughout the term of the contract, and interfacing with TxDOT in compliance with the COMA.</p> <ul style="list-style-type: none"> • Must be a Professional Engineer.* • Must have a minimum three years of experience on maintenance projects. • Must have a minimum two years of managerial experience in design, construction, or maintenance on any road project of similar size, scope, and complexity. <p>Shall be co-located/on-site as needed beginning 90 days prior to Substantial Completion and throughout the term of the COMA.</p>

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

In addition to Form G for each identified Key Personnel (and related license applications and/or commitment statements regarding obtaining applicable qualification requirements), the QS shall include an express written statement from the Proposer committing that the Key Personnel designated in the QS for the positions or roles described in this Part B, Volume 1, Section H shall be available to serve the role so identified in connection with the Project.

Proposers are advised that additional Key Personnel may be required to be identified at the RFP stage.

Section I Surety Letter

Evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a performance bond and a payment bond, each in an amount at least equal to \$410 million. The evidence shall take the form of a letter from a surety/insurance company indicating that such capacity exists for the Proposer or the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. A form letter has been provided as Exhibit B.

The surety/insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by "AM Best & Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity.

If the 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 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.

However, the aggregate amount of bonding capacity reflected in such letter or letters must equal the amounts specified above.

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 amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A Financial Statements

All Proposers, Equity Members, Lead Contractor and Guarantors must provide financial statements for the three most recent completed fiscal years 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 Proposer, Equity Member, Lead Contractor or Guarantor.

Financial statement information must include:

1. Opinion Letter (Auditor's Report);
2. Balance Sheet;
3. Income Statement;
4. Statement of Changes in Cash Flow; and
5. Footnotes.
6. A copy of Form B as required in Part B, Volume 1, Section B, of this RFQ.
7. A copy of the Surety Letter as required in Part B, Volume 1, Section I, of this RFQ.

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, Equity Member, Lead Contractor or Guarantor must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
- (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 the Proposer, an Equity Member, Lead Contractor or a Guarantor, the QS shall include unaudited financial statements for such entity, 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 or precertification for the Equity Members shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity, or not yet formed entity, and does not have independent financial statements).
- (f) **Guarantor** – If financial statements of a parent company or affiliate company (“Guarantor”) are provided to demonstrate financial capability of the Proposer or Equity Members, additional information regarding the Guarantor shall be provided as specified in this RFQ. Proposers shall note that TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable parent company or other affiliate company act as a Guarantor by providing a guarantee of the Design-Build Contractor’s financial capabilities under the DBA in a form acceptable to TxDOT in its discretion, or that an additional Equity Member be required as a condition of shortlisting. In addition, if the Design-Build Contractor will be a newly formed or limited liability entity, all Equity Members will be required to be Guarantors.
- (g) **SEC Filings** – If the team or any other entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission (“SEC”), 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. Instead of providing hard copies of such forms, Proposers may submit digital copies of such information in a read-only format on CD with each submission.
- (h) **Credit Ratings** – Appropriate credit ratings must be supplied for the Proposer, each Equity Member, the Lead Contractor and any Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B Material Changes in Financial Condition

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

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

At the discretion of TxDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement

describing each material change in detail, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent of the changes likely to be experienced in the periods ahead. Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the CFO or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative 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 three 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; and
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.

PART C EXHIBITS AND FORMS

EXHIBIT A PROJECT INFORMATION AND STATUS

Map of Project Area

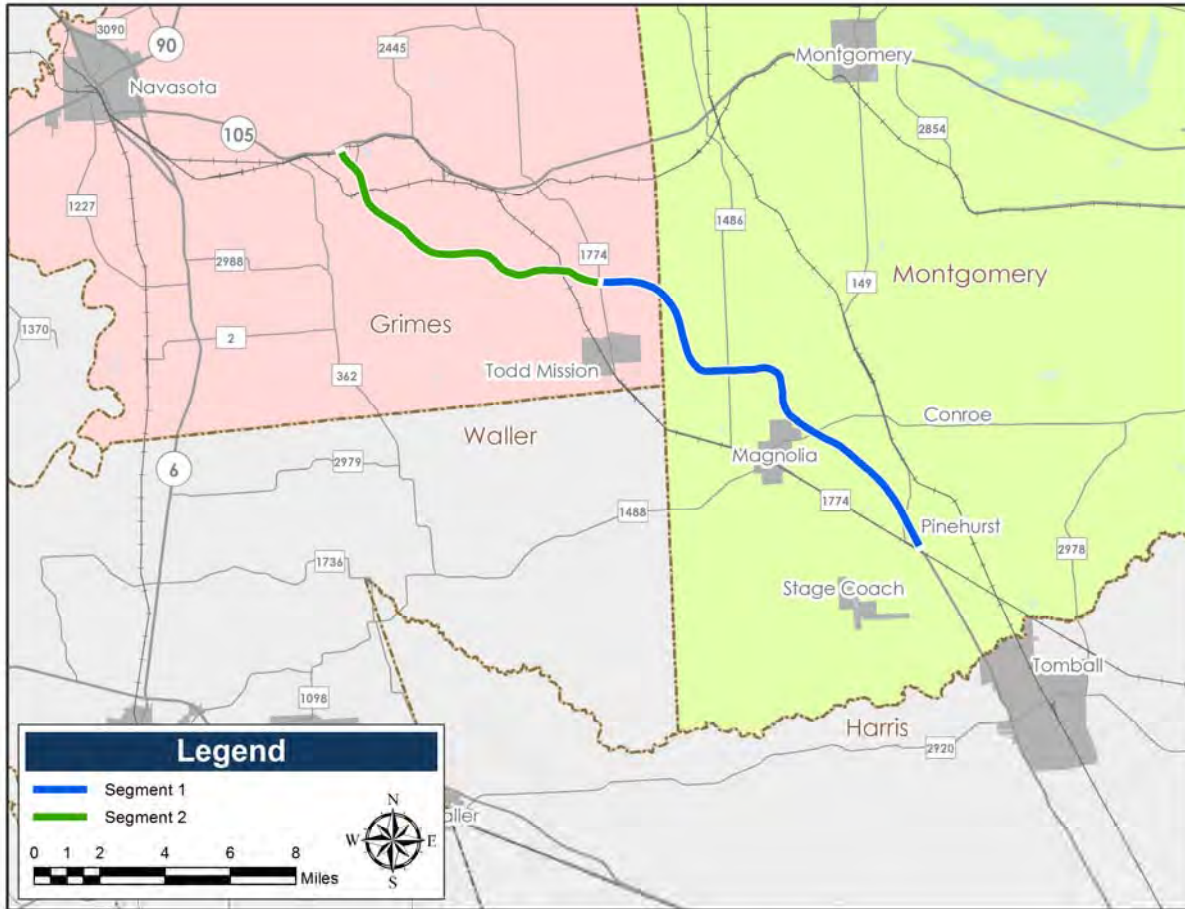


Figure A.1

1. Project Description/Information

The Project limits include approximately 24 miles of a new tolled facility consisting of up to four new toll lanes (two in each direction) from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1), and two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration) from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2).

The Project components include the design and construction of the roadways shown on the Preliminary Project Schematics located on the Project Webpage, which includes the following:

- Segment 1: SH 249 from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (approximately 14 miles).
 - Design and construction of up to four new toll lanes (two in each direction);

- Design and construction of entrance and exit ramps, access roads, and on-system and off-system street connections at FM 149, FM 1488, FM 1486, and FM 1774; and
- Design and construction of railroad crossing grade separations.
- Segment 2: SH 249 from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas (approximately 10 miles).
 - Design and construction of two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration);
 - Design and construction of entrance and exit ramps, access roads, and on-system and off-system street connections at FM 1774, CR 304, CR 306, and SH 105; and
 - Design and construction of railroad crossing grade separations.

TxDOT may also elect to add Option Work to the Project scope to be priced separately and included at TxDOT's option. A final determination of the Project scope including details of any Option Work will be made and communicated to Proposers in the RFP.

Segment 1 Base Scope consists of the construction of a Super 2 configuration for the entire Segment 1 limits. Segment 1 Base Scope plus Option 1 consists of the addition of 2 lanes from FM 1774 near Pinehurst, Texas to FM 1488 near Magnolia, Texas, and Segment 1 Base Scope plus Option 2 consists of the addition of two lanes for the entire limits of Segment 1.

Segment 2 Base Scope consists of the construction of a Super 2 configuration for the entire limits of Segment 2.

2. Status of Project Design and Construction

Preliminary engineering for the Project is in development. A draft schematic of the Preferred Alternative from FM 1774 in Pinehurst, Texas to FM 1774 in Todd Mission, Texas (Segment 1) was presented at a public hearing held on February 18, 2015. TxDOT will present the Segment 2 draft schematic of the Preferred Alternative at the anticipated August 2015 public hearing. TxDOT anticipates that Project schematics will be approved prior to or in conjunction with the completion of the environmental process. Additional information regarding Project design status will be provided in the RFP. TxDOT anticipates that draft schematics will be provided for review in the Reference Information Documents when they become available.

3. Project Environmental Status

TxDOT is developing an Environmental Impact Statement (EIS) for an Ultimate four-lane section from FM 1774 at FM 149 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1). The Draft EIS was approved on January 5, 2015 and a public hearing presenting the Preferred Alternative was held on February 18, 2015. Development of the Final EIS is in progress, and receipt of a Record of Decision is anticipated in August 2015. Additional information regarding environmental status will be provided in the RFP.

TxDOT is developing an Environmental Assessment for a Super 2 section from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2). An open house public meeting was held on April 3, 2014 to present the recommended alignment to the public. Satisfactory for further processing is anticipated in May 2015, and a public hearing to present the Preferred Alternative is anticipated in August 2015. A Finding of No Significant Impact is

anticipated in October 2015. Additional information regarding environmental status will be provided in the RFP.

The environmental review, consultation, and other actions required by applicable federal environmental laws for this Project are being, or have been, carried out by TxDOT pursuant to 23 U.S.C. 327 and a Memorandum of Understanding dated December 16, 2014, and executed by FHWA and TxDOT.

4. Project Cost Estimates

TxDOT's current total design-build estimate for the improvements, including Option Work, to be developed as described in Part A, Section 2.2 is approximately \$410 million. This estimate is inclusive of all costs to design and construct the Project, and estimated costs reflect the currently developed schematic and environmentally studied project components at current construction prices.

5. Funding Available for Project Costs

TxDOT intends to fully fund the design and construction of the Project, and private financing is not anticipated. 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. Further details regarding constraints on the Maximum Payment Schedule will be set forth in the RFP.

6. Right-of-Way Acquisition

Per the Construction, Operations and Maintenance Agreement with Montgomery County, Montgomery County will obtain a portion of the required ROW for Segment 1 and transfer the acquired ROW to TxDOT. TxDOT and the Design-Build Contractor will acquire the necessary ROW that is not acquired and donated by Montgomery County.

TxDOT anticipates the need for ROW acquisition services for this Project. Detailed ROW requirements are in development, and no ROW has been acquired at this time for the Project. Preliminary ROW maps based on the Project Schematic are anticipated to be included in the Reference Information Documents during the RFP period.

As TxDOT identifies detailed ROW requirements for the Project, a list of necessary parcels and an accompanying acquisition schedule will be provided during the procurement process. At this time, it is anticipated that TxDOT will acquire as much ROW as possible prior to execution of the DBA. 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 requirements for use in developing Proposals to be submitted in response to the RFP. For additional ROW that will be necessary upon final award of the DBA, TxDOT will be responsible for the cost to purchase any additional ROW within the approved schematic ROW limits and the Design-Build Contractor 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 Design-Build Contractor 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 Design-Build Contractor in connection with that process.

7. Geotechnical, Utility Investigation, Hazardous Materials Investigations and Railroad Coordination

(a) Geotechnical Investigation Program

TxDOT may conduct limited geotechnical investigations for the Project. The Proposers will be allowed to conduct geotechnical investigation activity on TxDOT ROW or available private property (pursuant to a right of entry granted to TxDOT), during the procurement. Such activities will require the appropriate coordination with TxDOT as specified by TxDOT during the procurement process (i.e., permitting, traffic control, notification etc.). Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW. TxDOT may provide geotechnical information during the procurement process.

(b) Utility Investigation

As it relates to eligible utility adjustment/relocation expenses, Proposers should assume toll designation for the Project unless otherwise noted (see Texas Administrative Code Rule §21.23). The DBA will require the Design-Build Contractor to be responsible for performing or causing to be performed necessary utility relocations/adjustments in accordance with applicable standards and, with limited exceptions specified in the DBA, for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. TxDOT may provide, as necessary, to the shortlisted Proposers subsurface utility engineering (“SUE”), at a Quality Level A-D as determined for the project.

(c) Hazardous Materials Investigations

At this time, limited hazardous materials investigations are being conducted. Due to this, a determination of hazardous materials impacts to the Project cannot be made at this time. Limited hazardous materials investigations will be conducted during the development of the NEPA documents to determine the extent of any hazardous materials impacts associated with the Project. Additional subsurface investigations may be required during the ROW acquisition process. If any potential hazardous material impacts are identified during the procurement process, the appropriate data will be provided to Proposers. Additional details and requirements will be set forth in the RFP.

(d) Railroad Coordination

Railroad coordination has been recently initiated with the necessary railroad entities by TxDOT. TxDOT will begin and advance the railroad coordination process, and the Design-Build Contractor will be responsible for completing all remaining railroad coordination efforts for the Project. Below is a description of currently proposed work to be completed at railroad crossings requiring coordination.

- Union Pacific Railroad
 - Grade separation at FM 1774 in Montgomery County
 - Grade separation west of FM 1774 in Grimes County
 - Grade separation at SH 105 in Grimes County
- Burlington Northern Santa Fe Railway
 - Grade separation at FM 306 in Grimes County

(e) Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part C, Exhibit A, Sections 7(a) through 7(d) will be provided. The

shortlisted Proposers may be asked to provide input on this topic.

8. List of Reference Information Documents

- Segment 1 Preliminary Schematic
- Segment 2 Reasonable Alternative Diagrammatics
- Segment 1 Hydrologic and Hydraulic Analysis
- Segment 1 Approved Draft Environmental Impact Statement
- Executed TxDOT-City of Navasota MOU
- Executed TxDOT-Montgomery County Construction, Operations and Maintenance Agreement
- Executed TxDOT-FHWA NEPA Assignment MOU
- Segment 1 Public Involvement Records
- Segment 2 Public Involvement Records

EXHIBIT B
FORM OF SURETY LETTER (RFQ)¹

[LETTERHEAD OF SURETY PROVIDER]

[DATE]

Mr. Dieter Billek, P.E.
Director, Procurement and Implementation Coordination Section
Strategic Projects Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

With respect to [NAME OF PROPOSER/PROPOSER TEAM], we provide the following surety letter as required by [Volume 1, Section I] of the Request for Qualifications issued by the Texas Department of Transportation on [DATE] (the "RFQ") for [PROJECT NAME]. [INSERT NAME OF PROPOSER/PROPOSER TEAM AND A BRIEF DESCRIPTION OF THE RELATIONSHIP BETWEEN SURETY PROVIDER AND PROPOSER TEAM]. Our AM Best & Company rating is [INSERT RATING]².

In connection with [PROPOSER/PROPOSER TEAM]'s response to the RFQ, we confirm that we have read and reviewed the RFQ. In addition, we have evaluated [PROPOSER/PROPOSER TEAM]'s backlog and work-in-progress in determining [PROPOSER/PROPOSER TEAM]'s bonding capacity. Based on such review and evaluation, [PROPOSER/PROPOSER TEAM] is capable of obtaining a performance bond and a payment bond, each in the amount of at least equal to [INSERT AMOUNT FROM RFQ].

Sincerely,

[SURETY PROVIDER]

[ATTACH EVIDENCE OF AUTHORIZATION AND/OR POWER OF ATTORNEY]

¹ NOTE: Additional language in the letter is permitted provided that the assurances required and given herein are not impacted, modified or diminished.

² NOTE: The rating must be at least A- or better or Class VIII or better. Alternatively, the surety must be rated in one of the two top categories by two nationally recognized rating agencies.

EXHIBIT C

[See attached term sheet]

EXHIBIT D

[See attached term sheet]

**FORM A
TRANSMITTAL LETTER**

PROPOSER: _____

QS Date: *[Insert date]*

Mr. Dieter Billek, P.E.
Director, Procurement and Implementation Coordination Section
Strategic Projects Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

The undersigned (“Proposer”) submits this qualification statement (this “QS”) in response to that certain Request for Qualifications dated as of [DATE] (as amended, the “RFQ”), issued by the Texas Department of Transportation (“TxDOT”) to design, construct and maintain approximately 24 miles of a new tolled facility consisting of up to four new toll lanes (two in each direction) from FM 1774 in Pinehurst, Texas (Montgomery County) to FM 1774 in Todd Mission, Texas in Grimes County (Segment 1), and two new toll lanes (one in each direction) with periodic passing lanes (Super 2 configuration) from FM 1774 in Todd Mission, Texas to SH 105 near Navasota, Texas in Grimes County (Segment 2) (referred to herein as the “Project”), pursuant to a Design-Build Agreement (“DBA”). 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: Transmittal Letter (this Form A), Executive Summary, Forms B, Forms C, Proposer Information, Technical Qualifications (Forms D-1, D-2 and E), Statement of Technical Approach, Safety Qualifications (Form F), Personnel Qualifications (Form G), and Surety Letter; and

Volume 2: Financial Information.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT’s website with respect to the Project

<http://www.txdot.gov/business/partnerships/current-cda/sh-249.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 commits that the Key Personnel designated in the QS for the positions described in the

RFQ will be available to serve the role so identified in connection with the Project. Procedures concerning changes of such personnel will be set forth in the RFP; however, the Proposer understands that requests to implement any such change will be subject to prior TxDOT approval, and failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

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.

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]

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

4. Sample signature block for a Proposer not yet formed as a legal entity:

[Insert lead team member entity name], on behalf of itself and the other team members expected to be a part of [Insert Proposer's expected name]

By: _____

Print Name: _____

Title: _____

FORM B
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS, GUARANTORS AND
CONSTRUCTION TEAM MEMBERS

(for Public Release)

Name of Proposer: _____

Entity (check all applicable boxes for the entity completing this Form B):

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

Lead Contractor; Lead Engineering Firm; Construction Team Member;

Other _____

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: _____

Contact Telephone Number: _____

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

- C. If the entity completing this Form B is a joint venture or newly formed entity (formed within the past two years), identify the names of the members or partners of such joint venture or newly formed entity 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 C
CERTIFICATION AND LEGAL QUALIFICATIONS**

Proposer: _____

Name of Firm: _____

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

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

The entity completing this form (the "Responding Party") shall respond either "yes" or "no" to each of the following questions. If the response is "yes" to any question(s), a detailed explanation of the circumstances shall be provided in the space following the questions. The Responding Party shall attach additional documentation as necessary to fully explain said circumstances. Failure to either respond to the questions or provide adequate explanations may preclude consideration of the proposal and lead to rejection. With respect to the firm, the term "Affiliates" includes (i) parent companies of the firm, (ii) subsidiary companies of the firm, and (iii) joint venture members or partners in which the firm has more than a 15% financial interest.

Within the past ten years, has the Responding Party, any affiliate, or any officer, director, responsible managing officer or responsible managing employee of such entity or affiliate:

1. Been charged with, sued for or convicted of (in a civil or criminal action) fraud, bribery, collusion, conspiracy or any act in violation of local, state or federal law or foreign law or antitrust law, in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity, or any other felony?

Yes No

If yes, please explain:

2. Sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

3. Been disqualified, removed, debarred or suspended from performing work or otherwise prevented from bidding or proposing on or completing work for the United States government, or any state or local government in the United States?

Yes No

If yes, please explain:

4. Failed to comply with safety rules, regulations or requirements in effect within the United States multiple times or in repeated fashion in the performance of any construction project performed or managed by the firm, or, to the knowledge of the undersigned, any affiliate involved?

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.

5. Been found, adjudicated or determined by any United States 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:

6. 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:

7. With respect to each of Questions 1-6 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 Responding Entity that alleges any of the charges described therein?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-6 above.

8. Provide a list and a brief description of all instances during the last ten years involving transportation projects in which the Responding Party or any affiliate 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 and email address.

9. 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 ten years between a public owner and Responding Party or any affiliate and involving an amount in excess of \$300,000 related to performance in capital transportation projects with a contract value in excess of \$10 million.

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, METHOD OF DELIVERY AND LOCATION (2) & (3)	PROJECT COST (4), (5) & (6)	START/END DATES	% OF WORK COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY'S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

- (1) A maximum of two projects may be included.
- (2) Only list projects on which the Lead Engineering Firm worked within the past ten years.
- (3) Only list projects where the Lead Engineering Firm held a minimum of 30% of the ultimate responsibility for the design and engineering experience. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least 30% of the Lead Engineering Firm's potential design and engineering work for the Project.
- (4) The "Cut-Off Date" is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.
- (5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (defined in (4) above), including the benchmark on which the exchange rate is based.
- (6) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (7) Show company's participation in terms of money and percentage of the design and engineering work for the listed projects. 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, METHOD OF DELIVERY AND LOCATION (2) & (3)	PROJECT COST (4), (5) & (6)	START/END DATES	% OF WORKS COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY'S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

- (1) A maximum of three projects may be included.
- (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 of 30% of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint venture, only list projects from joint-venture members that will perform at least 30% of the Lead Contractor's potential construction work for the Project.
- (4) The "Cut-Off Date" is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.
- (5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (defined in (4) above), and identify the benchmark on which the exchange rate is based.
- (6) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (7) Show company's participation in terms of money and percentage of the work. For projects/contracts listed for lead contractors that were 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 E
PROJECT DESCRIPTION FORM**

A. TITLE AND LOCATION (*City and State*):

B. YEAR COMPLETED, OR MONTH AND YEAR SCHEDULED FOR COMPLETION:

C. PROJECT OWNER'S INFORMATION

Project Owner:	Point of Contact ("POC") Name:
Responsible Department:	POC Telephone Number:
	POC Email Address:

D. BRIEF DESCRIPTION OF PROJECT AND RELEVANCE TO THIS CONTRACT (*Include scope, size, delivery mechanism and any other relevant feature or aspect of the project.*)

E. PROJECT COST AND SCHEDULE (*Discuss the basis for any variances between the contracted and actual delivery amount and schedule.*)

Contracted Project Amount	Actual Amount Received or Anticipated to Receive Upon Project Delivery	Variance
\$ _____	\$ _____	\$ _____
Contracted Project Schedule	Actual Project Schedule	Variance
_____ months ____ days	_____ months ____ days	_____ months ____ days

F. FIRMS FROM PROPOSER TEAM INVOLVED WITH THIS PROJECT

FIRM NAME	FIRM LOCATION(<i>City/State</i>)	ROLE

G. DBE APPROACH, IF APPLICABLE (*Include any innovative approaches or unique outreach or marketing concepts used successfully by the Proposer's team member to encourage DBE participation*)

Contract Goal	Actual	Variance

**FORM F
SAFETY QUESTIONNAIRE**

Name of Proposer: _____

Name of entity completing this Form F: _____

Role of entity completing this Form F:

- Lead Contractor; or Construction Team Member

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.

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

The **Fatal Injury Rate** is calculated as follows:

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

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

Example:

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

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

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

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

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

Example:

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

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

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

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

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

Data Series	Year 201_*	Year 201_*	Year 201_*	Average (AVG)
Fatalities				
Number of Fatal Work Injuries (FWI)	FWI	FWI	FWI	AVG
Fatal Injury Rate per 100,000 full-time workers				
Hours-Based Construction Fatal Injury Rate (FIR)	<i>Rates per 100,000 full-time employees</i>			
	FIR	FIR	FIR	AVG
Incidence Rate of Injury and Illness Cases (“IR”) per 100 Full-Time Workers				
Rate of Total Recordable Cases (A + B)	<i>Rates per 100 full-time employees</i>			
	IR	IR	IR	AVG
A. Rate of Cases with Days Away from Work, Job Transfer or Restriction (A = 1 + 2)	IR	IR	IR	AVG
1. Rate of Cases with Days Away from Work	IR	IR	IR	AVG
2. Rate of Cases with Days of Job Transfer or Restriction	IR	IR	IR	AVG
B. Rate of Other Recordable Cases	IR	IR	IR	AVG

*Proposer should include data for the three most recent years for which annual data is available, but should not include any data from years earlier than 2010.

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

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

- Occupational Safety & Health Statistics, BLS Handbook Chapter 9 - www.bls.gov/opub/hom/pdf/homch9.pdf

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

Table 2. National Council on Compensation Insurance Experience Modifiers.

Item	Year 20_*	Year 20_*	Year 20_*	Average
NCCI Experience Modifier				

*Proposer should include data for the three most recent years for which annual data is available, but should not include any data from years earlier than 2010.

**FORM G
KEY PERSONNEL RESUME AND REFERENCES**

Name:		Degree: <input type="checkbox"/> Associate <input type="checkbox"/> Undergraduate <input type="checkbox"/> Graduate <input type="checkbox"/> Doctoral	Field/Program: <input type="checkbox"/> Engineering <input type="checkbox"/> Construction Management <input type="checkbox"/> Architecture <input type="checkbox"/> Other: _____
Firm:			
Position: <i>(Select one)</i>		College/University <i>(Name and Location):</i>	
<input type="checkbox"/> Project Manager <input type="checkbox"/> Construction Manager <input type="checkbox"/> Design Manager <input type="checkbox"/> Lead Quality Control Manager	<input type="checkbox"/> Lead Quality Assurance Manager <input type="checkbox"/> Safety Manager <input type="checkbox"/> Lead Maintenance Manager		
Years of Experience: <i>(Relative to selected position.)</i>			
Licenses/Certifications: <i>(Select all that apply. Provide the license/certification number and expiration date.)</i>			
<input type="checkbox"/> Professional Engineer (Date Since: _____) State: _____ LIC. No. _____ Texas P.E. License Application Attached, if applicable <input type="checkbox"/> ASQ – American Society of Quality <input type="checkbox"/> CQI <input type="checkbox"/> CQE <input type="checkbox"/> CQM LIC. No. _____ Exp. _____ OSHA – Construction Safety & Health (30 hours) LIC. No. _____ Exp. _____		CPR and First Aid LIC. No. _____ Exp. _____ CHST – Construction Health & Safety Technician by the Board of Certified Safety Professionals LIC. No. _____ Exp. _____ CSHO – Certified safety and health official LIC. No. _____ Exp. _____ Other(s):	
Additional Relevant Information:			

Project Description/Role	Project Value	Project Type	Project Owner/Manager
Project Name: Project Location: Start Date: End Date: Project Description:	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Services Value* <hr/>	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project: 			
Project Name: Project Location: Start Date: End Date: Project Description:	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Services Value* <hr/>	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project: 			
Project Name: Project Location: Start Date: End Date: Project Description:	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Services Value* <hr/>	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project: 			

* Provide the value of the work performed under your supervision (i.e., design, construction, ROW, etc.)