REQUEST FOR QUALIFICATIONS

TO DEVELOP, DESIGN, CONSTRUCT, FINANCE, OPERATE AND MAINTAIN

THE SH 183 MANAGED LANES PROJECT

THROUGH A

PUBLIC-PRIVATE PARTNERSHIP AGREEMENT

TEXAS DEPARTMENT OF TRANSPORTATION

ORIGINALLY ISSUED FEBRUARY 20, 2013
ADDENDUM #1 ISSUED MARCH 8, 2013
ADDENDUM #2 ISSUED MARCH 28, 2013
ADDENDUM #3 ISSUED MAY 14, 2013

Texas Department of Transportation
4777 E. Highway 80
Mesquite, Texas 75150

~~REQUEST FOR QUALIFICATIONS TO DEVELOP, DESIGN, CONSTRUCT, FINANCE, OPERATE AND MAINTAIN THE SH 183 MANAGED LANES PROJECT~~

~~The Texas Department of Transportation ("TxDOT") is pleased to present this Request for Qualifications ("RFQ") for the State Highway ("SH") 183 Managed Lanes Project (the "Project"). TxDOT has made significant changes related to the Project and Project procurement that are reflected in this RFQ:~~

~~Expanded Project~~

~~The Project has been expanded nearly five miles to encompass the development, design, construction, finance, operation and maintenance of tolled managed lanes, general purpose lanes and associated facilities along an approximately 14-mile segment of SH 183 from SH 121 to Interstate Highway 35E ("I-35E"), which includes the portion of SH 183 known as Segment 2E, in Dallas and Tarrant Counties. See Part A, Section 2.~~

~~Potential Additional Connecting Facilities~~

~~Additional connecting facilities may be included in the Project under the terms set forth in the RFQ. TxDOT will provide additional detail to proposers with respect to the potential inclusion of additional facilities in the Project during the RFQ process with final determination on the scope of the Project being provided before issuance of an RFP. See Part A, Section 1.~~

~~Timing of RFQ Response Period~~

~~Proposers have been given an approximately three-month period to form teams and develop responses to this RFQ. See Part A, Section 3.3.~~

~~Changes Related to Key Personnel~~

~~Adjustments have been made to the Key Personnel requirements to focus on principal personnel involved in carrying out the Project. See Part B, Volume 2 Section B, 2) and Part B, Volume 4 Section A, 2).~~

~~Revised Financial Evaluation Criteria~~

~~The financial evaluation criteria have been revised consistent with current market conditions and the expanded scope of the Project. See Part A, Section 5.3.3.~~

~~***Reference Forms***~~

~~TxDOT continues to seek the same number of references from Proposers. However, reference providers are not required to submit reference forms directly to TxDOT. See Part B, Volume 1, Sections D and E, Part B, Volume 2, Section B and Part B, Volume 4, Section A.~~

~~***One-on-one Meetings***~~

~~TxDOT is committed to working with industry to develop further modifications related to the procurement for the Project. TxDOT requests that all industry participants considering responding to this RFQ schedule a one-on-one meeting as described in Part A, Section 3.3 of the RFQ.~~

~~At these meetings TxDOT intends to present to each industry participant specific ideas related to the procurement for this Project, including with respect to:~~

- ~~options related to Project risk allocation;~~
- ~~options related to public funding available for the Project;~~
- ~~alternative methods for structuring and evaluating proposals in relation to the Project RFP;~~
- ~~options for innovative financing structures for the Project;~~
- ~~revising TxDOT's standard documents in relation to the Project;~~
- ~~adjusting the amount of proposer stipends;~~
- ~~pursuing TIFIA and PABs for the Project;~~
- ~~defining the scope of the Project;~~
- ~~developing an appropriate timeframe for procurement of the Project; and~~
- ~~providing additional diligence information with respect to the Project.~~

~~At these meetings TxDOT will also seek specific ideas from industry with respect to the procurement of the Project. Changes related to the procurement of the Project arising out of these one-on-one meetings will be included in an Addendum to this RFQ. See Part A, Section 3.3 for additional information on the one-on-one meetings.~~

~~Potential respondents to this RFQ should review this RFQ in detail in its entirety. TxDOT looks forward to working with industry participants to bring this Project to fruition for the benefit of motorists in the Dallas-Forth Worth region.~~

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PART A BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests the sealed submittal of qualification statements ("QSs") from entities ("Proposers") desiring to develop, design, construct, finance, operate and maintain tolled managed lanes, general purpose lanes and associated facilities along an approximately 14-mile segment of State Highway ("SH") 183 from SH 121 to Interstate Highway 35E ("I-35E"), which includes the portion of SH 183 known as Segment 2E, in Dallas and Tarrant Counties (the "Project"), pursuant to a toll concession Public-Private Partnership Agreement ("P3A"). Development of the Project is a crucial element in responding to severe traffic congestion that exists in the Dallas/Fort Worth Metropolitan area.

TxDOT is issuing this Request for Qualifications ("RFQ") in accordance with the provisions of Chapter 223 of the Texas Transportation Code (the "Code") (which can be found at: http://www.statutes.legis.state.tx.us/Docs/TN/htm/TN.223.htm) Sections 9.6, 27.1-27.10 and 27.90-27.92 of Title 43, Texas Administrative Code (the "Rules") (available at: http://info.sos.state.tx.us/pls/pub/readtac$ext.viewtac); and other applicable provisions of law. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals ("Proposals") in response to a request for detailed proposals ("RFP"). A copy of the Texas Transportation Commission's (the "Commission") Minute Order 113427 (the "Minute Order"), dated January 31, 2013 authorizing issuance of the RFQ is available at: **http://www.txdot.gov/inside-txdot/projects/studies/dallas/sh183/183-rfq.html**.

The Minute Order authorized TxDOT to publish a request for qualifications to develop, design, construct, finance, maintain, and operate all or part of the Project and any additional connecting facilities that are necessary for connectivity and financing purposes. TxDOT may choose to add any such connecting facilities (or any portion thereof) to the scope of the Project only to the extent that the North Texas Tollway Authority ("NTTA") has elected to waive or decline to exercise its option to develop, finance, construct, and operate such connecting facilities and TxDOT has exercised its option to do so, all pursuant to the process set forth in Chapter 373 of the Code. Any such addition of connecting facilities will remain subject to the enactment of legislation authorizing TxDOT to enter into a comprehensive development agreement ("CDA") with respect to such facilities. Further developments related to the potential inclusion of additional connecting facilities will be provided through the issuance of addenda to this RFQ. A final determination on the scope of the Project will be made and communicated to Proposers prior to issuance of the RFP.

Generally, potential additional connecting facilities may consist of: (1) a connecting facility of approximately 5 miles located to the north of the Project between SH 16l and SH 183 in Dallas County with additional estimated initial construction costs of $208 million (2012$), (2) a connecting facility operational improvement of approximately 3.5 miles located to the north of the Project between SH 121/International Parkway and SH 161 in Tarrant and Dallas Counties with additional estimated initial construction costs of $15 million (2012$) and (3) a connecting facility of approximately 2 miles located to the northeast of the Project between SH 183 and I-35E in Dallas County with additional estimated initial construction costs of $125 million (2012$). The construction of any additional connecting facilities would be included in Phase 1 of the Project.

(See a discussion of the three phases of the Project set forth in Part A, Section 2 below). These potential additional connecting facilities have been discussed at previous SB 1420 Committee meetings held in relation to the Project and information from such meetings may be found at: http://www.txdot.gov/inside-txdot/projects/studies/dallas/sh183/sb1420.html. TxDOT has assembled a set of documents relating to the Project and the potential additional connecting facilities 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 at: www.txdot.gov/project_information/projects/dallas/sh183/rfq.htm (the "Project Website"). Proposers may request electronic copies on a memory storage device of available documents by contacting TxDOT at the following address:

Texas Department of Transportation
4777 E. Highway 80
Mesquite, TX 75150
Attn: Mr. John Hudspeth, P.E.
E-mail: TxDOT-DAL-PPP-SH183@txdot.gov

TxDOT will charge $25.00 for the costs of providing electronic copies on a memory storage device.

Please note that the Reference Information Documents and reference to any website (including the Project Website) 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 Website) 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 Website) 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 Website), 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 Website) 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.

TxDOT has determined that giving the private sector optimal flexibility to promote innovation is the best way to encourage cost-effective and expedited delivery of this Project, achievement of Project goals, and needed congestion relief to the public. TxDOT intends to provide evaluation criteria in the RFP for the selection of the Proposal providing the best value to TxDOT.

2. DESCRIPTION OF THE PROJECT

TxDOT, in cooperation with local and regional stakeholders, has developed a project to reconstruct an approximately 14-mile section of SH 183 from SH 121 to I-35E/Trinity Parkway and connecting facilities in Dallas County.

The Project is expected to be completed in 3 phases (Phase 1, Phase 2, and Phase 3), described in more detail below).

Each of the phases of the Project is currently expected to contain generally the following improvements:

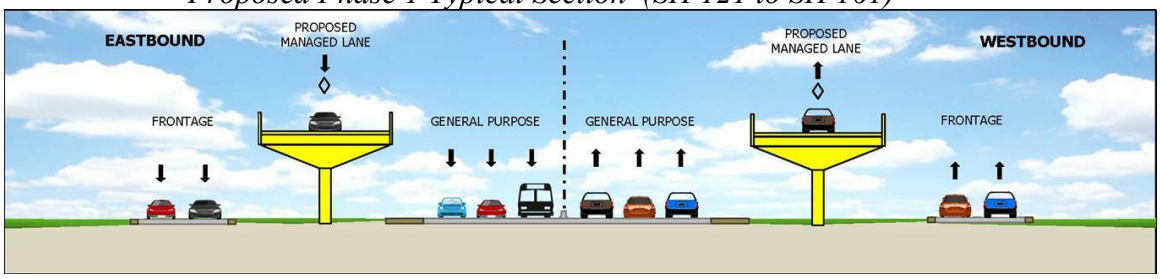
Phase 1 (1+1 Managed Lanes)

TxDOT's current construction cost estimate for the Phase 1 project configuration is approximately $819 million (2012$). This amount excludes costs for remaining right-of-way ("ROW") and costs already incurred by TxDOT for current construction on the Project. Estimated construction costs reflect the currently developed, approved schematic and environmentally studied Project segments. The estimates include toll collection system integration costs.

SH 183 between SH 121 and SH 161: Delivery of the following along SH 183 from SH 121 to SH 161

- Construct one managed lane in each direction. Significant portions of the managed lanes are to be elevated as shown in the Reference Information Documents.
- Reconstruct general purpose lanes and frontage roads, as shown in the Reference Information Documents.

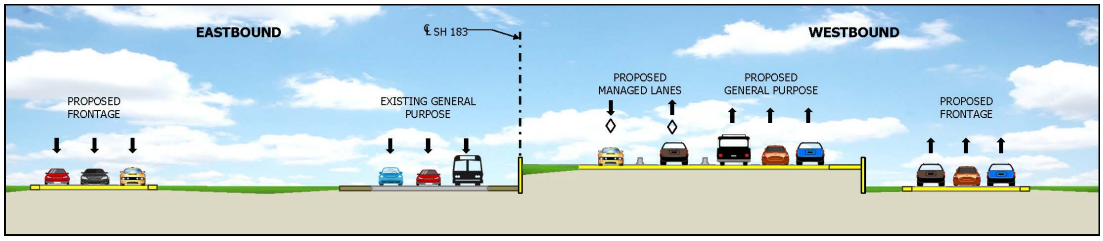
Proposed Phase 1 Typical Section (SH 121 to SH 161)



SH 183 between SH 161 and I-35E: Delivery of the following along SH 183 from SH 161 to I-35E:

- Construct one managed lane in each direction.
- Reconstruct west bound general purpose lanes and 3.7 miles of east bound general purpose lanes, as shown in the Reference Information Documents.
- Construct eastbound and westbound frontage roads as shown in the Reference Information Documents.
- Construct connection ramps between Loop 12 and SH 183 general purpose lanes.
- Construct direct connectors between SH 114 managed lanes and SH 183 managed lanes.

Proposed Phase 1 Typical Section (SH 161 to I-35E)



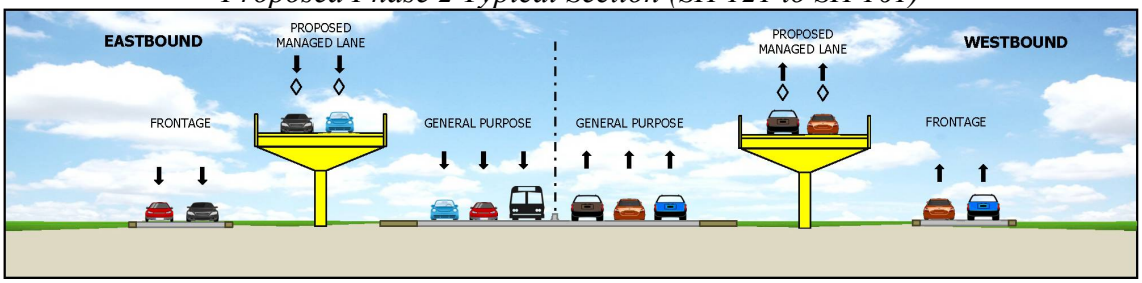
Phase 2 (2+2 Managed Lanes)

TxDOT's current construction cost estimate for the Phase 2 project configuration is approximately $292 million (2012$). This amount excludes costs already incurred by TxDOT for current construction on the Project. Estimated construction costs reflect the currently developed, approved schematic and environmentally studied Project segments. The estimates include toll collection system integration costs. No additional ROW is expected to be required for Phase 2.

SH 183 between SH 121 and SH 161: Delivery of the following along SH 183 from SH 121 to SH 161.

- Construct one additional elevated managed lane in each direction.

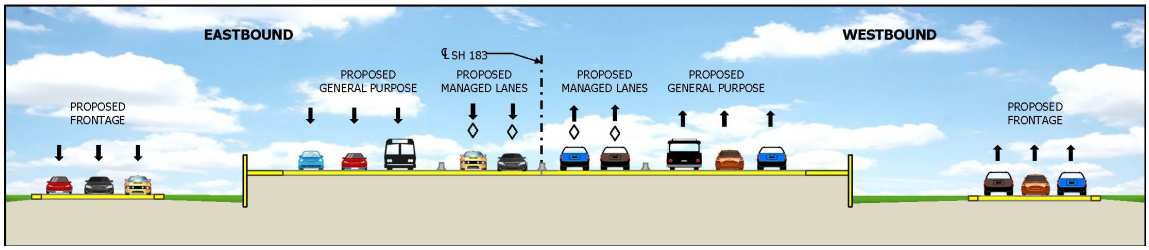
Proposed Phase 2 Typical Section (SH 121 to SH 161)



SH 183 between SH 161 and I-35E: Delivery of the following along SH 183 from SH 161 to I-35E:

- Construct one additional managed lane in each direction as shown in the Reference Information Documents.
- Reconstruct remaining eastbound general purpose lanes not reconstructed in Phase 1 as shown in the Reference Information Documents.
- Reconstruct remaining frontage road lanes not reconstructed in Phase 1 as shown in the Reference Information Documents.

Proposed Phase 2 Typical Section (SH 161 to I-35E)



Phase 3 (Construction of Ultimate Project Configuration)

Phase 3 would culminate in the ultimate project configuration. The ultimate project configuration would include the reconstruction and widening of the existing SH 183 to provide for two to three managed lanes in each direction, plus exit/entrance ramps at specified locations, four general purpose lanes in each direction, plus auxiliary lanes and exit/entrance ramps, and up to three frontage road lanes in each direction, including left/right turn lanes and related exit/entrance ramps, all as shown in the Reference Information Documents.

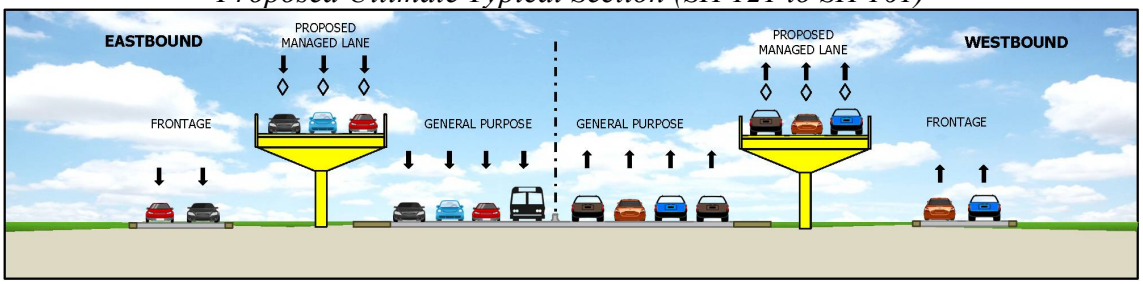
TxDOT anticipates that the ultimate project configuration will be implemented as revenue and available funds permit.

TxDOT's current construction cost estimate for the ultimate project configuration is an additional $1.911 billion (2012$). This amount excludes costs already incurred by TxDOT for current construction on the Project. Estimated construction costs reflect the currently developed, approved schematic and environmentally studied Project segments. The estimates include toll collection system integration costs. No additional ROW is anticipated for Phase 3.

SH 183 between SH 121 and SH 161: Delivery of the following along SH 183 from SH 121 to SH 161:

- Construct one additional elevated managed lane in each direction.
- Construct one additional general purpose lane in each direction

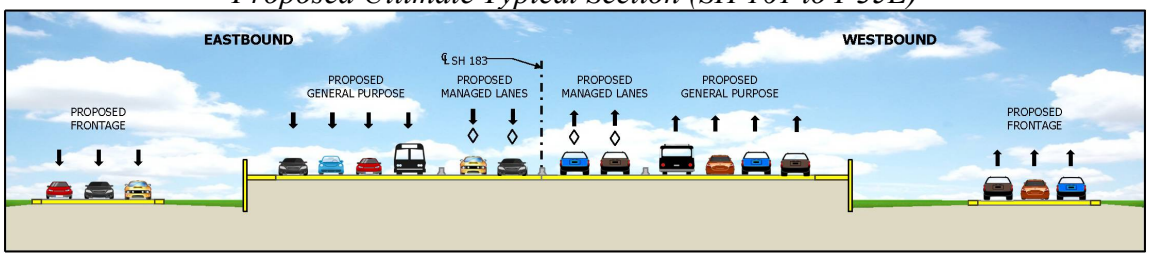
Proposed Ultimate Typical Section (SH 121 to SH 161)



SH 183 between SH 161 and I-35E: Delivery of the following along SH 183 from SH 161 to I-35E:

- Construct one additional managed lane in each direction between SH 114 and I-35E/Trinity Parkway.
- Construct additional westbound and eastbound general purpose lanes.
- Construct frontage road bridges across Trinity Elm Fork.
- Construct grade-separated accesses between managed lanes and frontage roads as shown in the Reference Information Documents.
- Construct the remaining elements of the project to comply with the 2035 Metropolitan Transportation Plan.
- Construct remaining connection ramps for SH 114, Loop 12 and Spur 482.

Proposed Ultimate Typical Section (SH 161 to I-35E)



TxDOT may seek Proposals that include one or both of the following plans of construction:

(i) initial development plans solely for Phase 1 with subsequent triggers for issuance of one or more "notices to proceed" for construction of Phase 2 and Phase 3 of the Project; and

(ii) initial development plans for both Phase 1 and Phase 2 with subsequent triggers for issuance of a "notice to proceed" for construction of Phase 3 of the Project.

2.1 Description of Project Objectives and Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a P3A with a private developer or consortia ("Developer") that will result in the achievement of Project objectives which include but are not limited to the following:

(i) Securing quality design and construction in order to optimize the operational life cycle performance of the Project;

(ii) Expediting delivery of Project improvements;

(iii) Managing mobility within the Project area during construction;

(iv) Improving mobility within the Project area after the construction period;

(v) Implementing safe construction, operation and maintenance;

(vi) Obtaining high quality operation and maintenance meeting or exceeding TxDOT requirements and expectations;

(vii) Facilitating participation by disadvantaged business enterprises ("DBEs"), women-owned business enterprises and minority business enterprises;

(viii) Leveraging available local, regional and state/federal funds and toll revenue to maximize funding for the Project;

(ix) Increasing phased managed lane access opportunities to generate additional revenues for the Project; and

(x) Promoting connectivity of managed lane systems in the region.

TxDOT is seeking proposals for a toll concession P3A as described below. However, TxDOT reserves the right to terminate this procurement prior to issuance of the RFP.

It is anticipated that the P3A for the Project will grant a concession to the Developer for a term of up to 52 years and obligate the Developer to (i) develop, design and construct the Project, (ii) invest equity and provide financing for such improvements, and (iii) operate and maintain the Project and associated frontage roads. The P3A will grant the Developer the right to receive toll revenues from users of the Project during the term, subject to any requirements that Developer share certain toll revenues with TxDOT. Proposers are advised to review the draft Term Sheet for Toll Concession P3A attached as Exhibit C for further details regarding the obligations of the Developer.

2.2 Project Scope

The scope of the Developer's obligations for the Project will include the development, design, construction, financing, maintenance, and operation of the Project under the terms set forth in the P3A. The improvements to be completed by Developer will include design and installation of an open-road electronic toll collection system as necessary to allow for collection of tolls from users of the Project's tolled managed lanes.

2.3 Status of Related Projects; Project Coordination

Certain elements of the Project as well as other projects located within the vicinity of the Project are currently under design and may be constructed using the design-bid-build method under a series of contracts. The status (as of the date of issuance of this RFQ) of these current projects is set forth under the caption "Current Projects" in Table 2-1 below. TxDOT may choose to include all or a portion of the Current Project from the Tarrant County line to Loop 12 as an obligation of Developer in the RFP.

Under the P3A, Developer also will be required to design the Project in a manner consistent with potential future projects and to coordinate with other contractors, TxDOT and other relevant agencies if and when such projects are under construction (to the extent such construction overlaps with the Developer's Project work). The current status (as of the date of issuance of this RFQ) of these future projects is set forth under the caption "Future Projects" in Table 2-1 below.

These related projects are not the additional connecting facilities that may be added to the scope of the Project as described above under Part A, Section 1.

Table 2-1
Related Projects

Project	Length (miles)	Limits	Project Estimate (Nominal$)	Current Status
Current Projects				
Resurface SH 183 Roadway	1.54	From E. Abutment of Trinity River Bridge to I-35 E	$2.2M	Est. Bid Date 4/2013
Resurface SH 183 Roadway	5.85	From Tarrant County line to Loop 12	$11.32M	TBD/ Est. Bid Date 3/2014
Future Projects				
NTTA Trinity Parkway	9	US 175 to I-35E	$1.4B to $2.4B	Environmental Phase
Project Pegasus	Varies	I-35E & I-30 corridor through Downtown Dallas	Not Available	Project Currently Not in 2035 MTP

2.4 Project Environmental Status

Environmental document approvals for segments located within the Project limits are summarized below in Table 2-2.

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Table 2-2
Summary of Previous Environmental Documentation

Environmental Assessment/Project Limits	Environmental Assessment Finding of No Significant Impact (FONSI) Date	Re-Evaluation Date
SH 121/SH 183: From I-20 to SH 161 (Airport Freeway) (Includes the section of SH 183 from SH 121 to SH 161)	October 2009	Revised schematic and EA Memo Re-Evaluation approved in 2011
SH 183: From SH 360 to I-35E (Excludes the section of SH 183 from Carl Rd to SH 114)	February 2004	Revised schematic and EA Re-Evaluation approved in April 2012
Loop 12/I-35E (Includes the section of SH 183 from Carl Rd to SH 114)	December 2002	Revised schematics and EA Re-Evaluation approved in June 2008

Through ongoing coordination, TxDOT and FHWA anticipate the completion of environmental re-evaluations to assess impacts related to changes to the designs and phasing associated with the previously cleared environmental documents. Additional information will be provided in the RFP.

2.5 Estimated Costs of the Project

TxDOT's current construction cost estimates for each phase of the Project are shown in Table 2-3 below. These amounts exclude costs for remaining ROW and costs already incurred by TxDOT for current construction on the Project. Estimated construction costs reflect the currently developed, approved schematic and environmentally studied Project segments. The estimates include toll collection system integration costs.

Table 2-3
Construction Cost Estimates for Each Phase of Project
(2012$ in millions)

Description	Total
Phase 1	$819
Phase 2	$292
Ultimate	$1,911

2.6 Public Funds for the Project

TxDOT intends to make available a certain amount of public funds for the Project. TxDOT has identified various potential sources of these public funds and will provide additional detail with respect to the availability of public funds in the RFP.

The Transportation Infrastructure Finance and Innovation Act ("TIFIA") Program and Private Activity Bonds ("PABs") are two potential sources of financing for the Project and are subject to federal requirements and availability. TxDOT intends to submit a Letter of Interest for the Project to the TIFIA Joint Program Office. TxDOT will also pursue a PABs allocation with respect to the Project. If PABs are used, TxDOT expects that the Texas Private Activity Bond Surface Transportation Corporation would serve as the conduit issuer. TxDOT will provide further details on how proposers are to incorporate TIFIA and PABs into their proposal, should they decide to use either, during the RFP stage of the procurement.

2.7 ROW Acquisition

Existing and proposed ROW maps based on the Project's current approved schematic are included in the Reference Information Documents.

TxDOT is currently in the process of acquiring certain parcels prior to awarding the Project. The list of early acquisition parcels and accompanying schedules will be provided in the RFP as they become available. On a date specified in the RFP, which will be prior to the Proposal due date, TxDOT will cease acquisition of ROW and provide a final list of ROW acquisition for use in developing Proposals to be submitted in response to the RFP. Any remaining ROW acquisition will be the obligation of the Developer under the terms of the CDA. To the extent public funds dedicated to ROW acquisition have not been expended and remain available, TxDOT will provide any such public funds to the Developer for remaining ROW acquisition.

If additional ROW is necessary upon commercial close, the Developer will be responsible for the costs of acquiring any such additional ROW and will be responsible for providing ROW acquisition services in connection with the acquisition of any such additional parcels. TxDOT shall assist the Developer in the necessary acquisition of any additional ROW in accordance with applicable State law. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in connection with that process.

2.8 Geotechnical, Utility Relocation, Hazardous Materials, Aesthetic Treatment and Railroad Coordination

2.8.1 Geotechnical Investigation Program

TxDOT has performed certain geotechnical investigation work for the Project site. The Reference Information Documents include available geotechnical information collected by TxDOT to date.

If Proposers wish to conduct their own geotechnical investigations on TxDOT ROW, Proposers must coordinate their activities with TxDOT. Proposers must obtain permits through TxDOT's normal permitting process prior to performing any drilling on State ROW. A copy of the permit application containing applicable requirements and contact information will be provided in the

Reference Information Documents. Destructive testing or drilling/coring of pavements will not be permitted.

2.8.2 Utility Relocation

Subsurface Utility Engineering ("SUE") data and utility adjustment plans for any completed relocations performed within the Project's ROW that have been obtained by TxDOT to date are included in the Reference Information Documents.

As it relates to eligible utility adjustment/relocation expenses, Proposers should assume toll project designation for the Project unless otherwise directed by TxDOT. It is expected that Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs.

2.8.3 Hazardous Materials

The Reference Information Documents include studies showing the results of hazardous materials investigation relating to the Project. TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be collected and shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

2.8.4 Storm Water Management and Mitigation Plan

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

2.8.5 Aesthetic Treatment

TxDOT has begun discussions with local jurisdictions regarding aesthetic features and anticipates that the P3A will require the Developer to adhere to these aesthetic requirements. The aesthetic details and requirements shall be set forth in the RFP. Current master plans, technical guidelines and active Project designs are included in the Reference Information Documents.

2.8.6 Railroad Coordination

To the extent the Project crosses a railroad right-of-way owned by an operating railroad, Developer shall coordinate the railroad-related work for the Project with the operating railroad. Developer shall be responsible for obtaining the required approvals, permits, and agreements as required for the railroad-related work and shall coordinate the design and installation of all railroad warning devices and traffic signals with the appropriate governmental entities and operating railroads.

Railroad crossings within the Project limits are identified below in Table 2-4.

Table 2-4

SH 183 Station	Owner	Proposed Facilities Crossing RR
405+00	BNSF & DART/T	Main lanes, managed lanes and frontage roads

2.8.7 USACE Coordination

A portion of the Project crosses a wide floodplain on the Elm Fork of the Trinity River. As a result, the Project will require coordination with the U.S. Army Corps of Engineers ("USACE"), the jurisdictional federal agency for the floodplain. It is anticipated that the Project will be authorized by RGP-12, Modifications and Alterations of Corps of Engineers Projects with respect to the required approvals for the Project under Section 408 and subsequently Section 404. A pre-construction notification will be required. Construction activity shall not commence until notification in writing is received from USACE stating that the Project meets the terms and conditions of RGP-12 and any special conditions added by the USACE.

USACE approval under Section 408 will be initiated by TxDOT; however, any subsequent revisions to the initial submittal package will be the responsibility of the Developer. The Developer will remain responsible for obtaining USACE construction approval prior to initiating construction activities within the floodway even if there are no appreciable changes to the preliminary design plans submitted for Section 408 approval, as determined by the USACE. Furthermore, although USACE approval under Section 408 may be provided, construction approval is also required and is the responsibility of the Developer. Section 404 mitigation will be the responsibility of the Developer.

2.9 Traffic and Revenue Data

A draft Level 2 Traffic and Revenue Study, dated March 2010, was completed for the ultimate project configuration for SH 183 from SH 161 to I-35E. In addition, sketch level traffic and revenue forecasts for the segment of the project between SH 121 and SH 161 are included in the Reference Information Documents. Additional traffic and revenue information may be added to the Reference Information Documents when available and as applicable.

Responsibility for and timing of any additional traffic and revenue studies shall be set forth in the RFP and discussed during industry review. Proposers are advised that they may not engage in traffic surveying and related activities associated with this Project without prior written approval from TxDOT.

2.10 Toll Rate Policy

The Regional Transportation Council ("RTC") has established policies relating to the design and operation of tolled managed lanes that are included in the Reference Information Documents.

2.11 Role of North Texas Tollway Authority (NTTA)

The Proposers are advised that, pursuant to Section 366.038 of the Code, the NTTA is required to provide, for reasonable compensation, customer service and other toll collection and enforcement

services for the Project. As set forth in Part A, Section 6.1, until the RFP is issued, communications between the Proposers and the NTTA regarding the Project are prohibited, with contact after issuance only to the extent authorized in the RFP and under the terms and conditions described therein.

2.12 Performance Evaluations

Recently adopted Sections 27.3(q) and 9.152(p) of the Rules require TxDOT to evaluate the performance of private entities that enter into a CDA or a design-build contract with TxDOT as well as any such private entity's major team members, consultants, and subcontractors. The Rules require TxDOT to consider the results of such performance evaluations in evaluating QSs and Proposals.

TxDOT is in the process of implementing this new performance evaluation process. To the extent the performance evaluation process is implemented during the QS submittal process, such evaluations will be used in reviewing the QSs that are submitted as described in more detail in Part A, Section 5.3 below.

2.13 SB 1420 Committee

As required by Section 228.103 of the Code, a committee was formed to determine the distribution of the Project's financial risk, the method of financing for the Project, and the tolling structure and methodology to be used for the Project. The committee included representatives from TxDOT, NTTA, NCTCOG, the City of Irving, the City of Dallas, the City of Euless, and Dallas County. The Commission has adopted rules (see 43 Texas Administrative Code Section 27.90 *et seq.*) to define the processes and procedures under which the committee was required to operate. The committee held one meeting prior to issuance of the RFQ, and issued its determination that a toll concession public-private partnership agreement (as contemplated in this RFQ) is to be the delivery methodology for the Project, provided that such determination as it relates to any additional connecting facilities is subject to (1) NTTA's election to waive or decline to exercise its option to develop, finance, construct, and operate any such connecting facility and TxDOT's exercise of its option to do so, all pursuant to the process set forth in Chapter 373 of the Code; (2) any such connecting facility being in or added or amended to the North Central Texas Council of Governments Metropolitan Transportation Plan – Mobility 2035; and (3) the enactment of legislation authorizing TxDOT to enter into a CDA for any such connecting facility. A copy of the committee's findings is in the Reference Information Documents.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 Procurement Phases

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

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

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

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

After consideration of industry input, and if authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. The RFP will include a scope of work, P3A contract documents and the objective methodology for determining the overall best value Proposal.

Following receipt and evaluation of Proposals, the Commission may select a Proposer for negotiations, based on a determination of apparent best value, to finalize a P3A for award and execution. See Part A, Section 3.1.2 for additional details regarding the RFP evaluation process. If negotiations are not successful with the apparent best value Proposer, TxDOT may negotiate with the next highest rated Proposer. Alternatively, TxDOT may terminate the procurement.

3.1.2 RFP Procedure and Evaluation

The Commission has given TxDOT broad direction on the content and methodology for the solicitation of Proposals from shortlisted Proposers, the selection of a Proposer whose Proposal offers the apparent best value to TxDOT and the terms and conditions a P3A must contain to be deemed satisfactory. TxDOT staff and consultants intend to work with the Commission during the RFQ process to define the RFP and negotiation process with specificity, which may include, at an appropriate time, industry review of a draft RFP and contract documents, among other information. Proposers are advised that the evaluation criteria and weightings for the evaluations of the Proposals may differ from the criteria set forth herein to evaluate QSs.

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

3.2 Payment for Work Product

As contemplated by Section 223.203(m) of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a maximum stipulated amount not exceeding the value of the work product contained in its Proposal that TxDOT determines can be used in performance of its functions. Specific provisions regarding payment of the stipulated amount shall be included in the RFP. There will be no payment to Proposers who are not shortlisted.

3.3 Procurement Schedule

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

Issue Request for Qualifications	February 20, 2013
Dates for First Round of Industry One-on-One Meetings/Conference Calls	April 17-18, 2013, or such other dates as are agreed by TxDOT
Industry Webinar	May 13, 2013
Dates for Second Round of Industry One-on-One Meetings/Conference Calls	May 22-24, 2013, or such other dates as are agreed by TxDOT
Deadline for questions regarding the RFQ	~~April 22,~~June 14, 2013
Requests relating to any addendum issued after ~~April 22,~~June 14, 2013	Three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	12:00 p.m. Central Time ~~May 15,~~June 20, 2013
Shortlist Announced	July 25, 2013
Issue RFP for Industry Review	August 2013

TxDOT requests that industry participants considering responding to this RFQ schedule a one-on-one meeting either in person in Austin, Texas or by conference call with TxDOT officials and the Project team for the purpose of discussing the various aspects of the scope of the Project, the RFQ and the overall procurement process.

~~At these meetings TxDOT intends to present to each industry participant specific ideas related to the procurement for this Project, including with respect to:~~

- ~~options related to Project risk allocation;~~
- ~~options related to public funding available for the Project;~~

- ~~alternative methods for structuring and evaluating proposals in relation to the Project RFP;~~
- ~~options for innovative financing structures for the Project;~~
- ~~revising TxDOT's standard documents in relation to the Project;~~
- ~~adjusting the amount of proposer stipends;~~
- ~~pursuing TIFIA and PABs for the Project;~~
- ~~defining the scope of the Project;~~
- ~~developing an appropriate timeframe for procurement of the Project; and~~
- ~~providing additional diligence information with respect to the Project.~~

~~TxDOT also invites and encourages Proposers to submit additional agenda items or questions and ideas specifically related to the items described herein or otherwise related to the Project.~~

~~TxDOT will prepare a specific agenda for these one-on-one meetings, which will be provided in advance to each industry participant requesting a one-on-one meeting. Changes related to the procurement of the Project arising out of these one-on-one meetings will be included in an Addendum to this RFQ.~~

Industry participants must email TxDOT at the address set forth in Part A, Section 3.4 in order to schedule a one-on-one meeting. The email should include: (1) the requested date and time for the one-on-one meeting for consideration by TxDOT (the preferred dates are set forth above); (2) a draft agenda and list of participants for the meeting~~ and additional information or questions to be discussed at the meeting~~; and (3) the name of and contact information for the primary contact person for the industry participant for purposes of confirming logistics and schedule for the meeting.

Industry participants are encouraged to schedule a time for a one-on-one meeting not later than ~~Wednesday, April 10,~~Monday, May 20, 2013. TxDOT may, in its sole discretion, accommodate scheduling requests for one-on-one meetings received after ~~April 10,~~May 20, 2013.

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue an industry review draft of the RFP shortly after selection of the shortlisted Proposers and to proceed with the procurement to a P3A award thereafter. TxDOT anticipates awarding and executing a P3A for the Project in early 2014.

3.4 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 contact, Mr. John Hudspeth, as follows:

Texas Department of Transportation
4777 E. Highway 80
Mesquite, Texas 75150
Attn: Mr. John Hudspeth, P.E.
E-mail: TxDOT-DAL-PPP-SH183@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 will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.3. TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the Project Website.

TxDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the QS Due Date. TxDOT will post any addenda to this RFQ on the Project Website.

Proposers are responsible for monitoring the Project Website 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.

3.5 Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. Subject to the cut-off date 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, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's contact as identified in Part A, Section 3.4 above. TxDOT's designated ombudsman for this procurement is:

Becky Blewett, Esq.
Associate General Counsel
125 E. 11th Street
Austin, Texas 78701
E-mail: Becky.Blewett@txdot.gov

3.6 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 P3A must conform to requirements of applicable federal law, regulations and policies. TxDOT anticipates that certain federal procurement requirements will apply, including but not limited to Equal Opportunity requirements (Title VI of the Civil Rights Act of 1964, as amended), requirements applicable to Disadvantaged Business Enterprises ("DBEs") (Title 49 Code of Federal Regulations Part 26, as amended), Small Business requirements (United States Code Sections 631 *et seq.*), Buy America requirements (49 Code of Federal Regulations Part 661) and Davis-Bacon wage rates. TxDOT reserves the right to modify the procurement process described herein to address any concerns, conditions or requirements of federal agencies, including FHWA. Proposers shall be notified in writing via an addendum of any such modifications.

3.7 Liability, Insurance, Bonds and Letters of Credit

TxDOT anticipates that the Developer will be required to assume liabilities, to provide bonds or letters of credit (or both) and insurance coverage and to indemnify and defend TxDOT against third party claims as specified in the P3A. TxDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by State law. TxDOT is prohibited by State law from indemnifying any Proposer. The State of Texas and TxDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding/letters of credit, insurance and indemnity will be set forth in the RFP and the P3A.

3.8 DBE Requirements

TxDOT has determined that DBE requirements apply to design and construction of the Project, and has adopted rules to provide DBEs opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Texas Administrative Code Section 9.50 *et seq.*). TxDOT has adopted the definition of DBEs set forth in 49 C.F.R § 26.5. Information regarding DBE requirements and goals will be included 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.

3.9 Standards and Specifications

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

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

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

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

4.2 Format

(a) Number of copies: Each responding Proposer shall submit one original and 15 copies (for a total of **16**) of its QS plus one digital copy in a read-only format on a CD contained in sealed packages. Each QS shall be separated in four loose-leaf three ring binders, one for each volume. The original of each QS must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 15 on its spine. The Proposer's name and volume number must also be clearly marked on the spine. The Proposer's name must be clearly marked on the CD.

(b) General format requirements: Submittals must be prepared on 8-1/2" x 11" sized, white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed (and included in the page counts contained in Volume 2 and Volume 4) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.

(c) Volume 1 requirements: Volume 1 (as described in **Part B**) shall have all pages sequentially numbered. Volume 1 does not have page limitation or type font size requirements.

(d) Volume 2 requirements: Volume 2 (as described in **Part B**) shall have all pages sequentially numbered and not exceed 75 pages. Each printed side shall be considered one page. The font size shall be no smaller than 12 point font, except for tables, which may be prepared using 10 point font. Pages submitted to meet the requirements of the following sections of Volume 2 do not count toward the page limit listed above:

- Section B (2) (a) d), relevant licensing and registrations and/or application for licenses where applicable;
- Section B(2)(b), Express Commitment Regarding Technical Key Personnel; and
- Section B (4), Information Regarding Equity Members and Major Non-Equity Members.

(e) Volume 3 requirements: Volume 3 (as described in **Part B**) does not have page numbering, page limitation or type font size requirements.

(f) Volume 4 requirements: Volume 4 (as described in **Part B**) shall have all pages sequentially numbered and shall not exceed 25 pages. Each printed side shall be considered one page. The font size shall be no smaller than 12 point font, except for tables, which may be prepared using 10 point font. Pages submitted to meet the requirements of the following section of Volume 4 do not count toward the page limit listed above:

- Section A (2) (a) d), relevant licensing and registrations and/or application for licenses where applicable; and
- Section A (2) (b), Express Commitment Regarding Financial Key Personnel.

(g) Marketing materials and licenses: Standard corporate brochures, awards, licenses and marketing materials should not be included in a QS, although proof of license in good standing will be required as a condition to award for licensed professionals proposed to work on the Project.

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in **Part B**. If a Proposer is compelled to include material in addition to the information specifically requested, the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limitations set forth in Part A, Section 4.2, as applicable. Each volume may be subdivided as needed; dividers do not count as pages with respect to page limitations noted herein.

4.4 QS Submittal Requirements

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

Response to the
Request for Qualifications
for the SH 183 Managed Lanes Project
through a Public-Private Partnership Agreement

QSs shall be delivered by hand or courier to:

Texas Department of Transportation
4777 E. Highway 80
Mesquite, Texas 75150
Attn: Mr. John Hudspeth, P.E.
E-mail: TxDOT-DAL-PPP-SH183@txdot.gov

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

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

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each QS will be reviewed for:

(a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the QS;

(b) conformance to the RFQ instructions regarding organization and format; and

(c) the responsiveness of the Proposer to the requirements set forth in this RFQ.

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

In order for project experience provided in any QS to be considered responsive, Forms D-1, D-2 and D-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the equity investment, engineering, construction, operations and maintenance experience is respectively the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm or a parent company of an Equity Member. Project experience provided by a parent or sister company of the Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm shall not be considered responsive to this RFQ.

Key Personnel may be employed by: (a) the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm; or (c) a parent company of an Equity Member; *provided, however,* that the Project Finance Lead(s) may also be employed by an external Financial Advisor.

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 – Form A Transmittal Letter.

(b) The Proposer or Lead Contractor is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to $1,122,000,000, which is the current estimated cost for construction of Phase 1 and Phase 2 of the Project, or, alternatively, letters of credit in equivalent amounts (or a combination of a bond and a letter of credit in the required amounts) from a surety or bank, as applicable, rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best and Company. In the event the scope of the Project is expanded as described in Part A, Section 1, the amount of such bonds or letters of credit may increase by up to $400,000,000.

(c) Neither the Proposer nor any other entity that has submitted Form C as required by this RFQ (1) has been disqualified, removed, debarred or suspended from performing or bidding on work for the State of Texas or any local government within Texas where such disqualification, removal, debarment or suspension has resulted in the Proposer or other entity being currently disqualified, removed, debarred or suspended from performing or bidding on TxDOT contracts, or (2) is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or at least three other states.

(d) Each of the Equity Member(s) and the Lead Contractor of the Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it as demonstrated by the materials provided in Volume 3 of the QS (see Part B, Volume 3).

(e) The information disclosed in Form C and/or in response to Part B, Volume 1, Section C Legal Qualifications does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it.

(f) The Proposer makes the express, written commitments regarding Key Personnel as required in Part B, Volume 2, Section B, 2)(b) and Part B, Volume 4, Section A, 2)(b).

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. TxDOT will evaluate responsive QSs according to the criteria in this Part A, Section 5.3. The relative weighting or importance of the evaluation criteria within each category is described in Part A, Sections 5.3.1 through 5.3.5 below and is summarized below;

- Technical Qualifications and Capability (35% Weighting)
- Statement of Technical Approach (10% Weighting)
- Project Finance Qualifications and Capability (35% Weighting)
- Conceptual Project Finance Discussion (10% Weighting)
- Safety Qualifications (10% Weighting).

In addition to the criteria set forth below, TxDOT intends to utilize performance evaluations for Proposers and any of their team members that have been completed with respect to prior or ongoing contracts entered into with TxDOT for either a CDA or a design-build contract in accordance with the process described in Part A, Section 2.13 above. Any available performance evaluations will be used in the QS evaluation process to provide additional information on some or all of the evaluation criteria set forth below as appropriate based on the contents of each performance evaluation.

5.3.1 Technical Qualifications and Capability (35% Weighting)

The background and experience of the Proposer, individual team members, and technical Key Personnel in developing, designing, constructing, operating and maintaining comparable projects will be evaluated in accordance with the criteria in this Section 5.3.1. The evaluation criteria within Subsection (a) are of equal importance to the evaluation criteria in Subsection (b) and of greater importance than the evaluation criteria in Subsection (c).

(a) Experience of the Proposer team firms

The extent to which the Proposer team demonstrates the following:

i. Lead Contractor

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

(A) At least two transportation projects, each with a value greater than $400 million, completed or substantially completed in the last ten years; and

(B) At least one transportation project with a value greater than $250 million that has received a "Notice to Proceed with major construction" in the last seven years.

Note: For the above referenced Lead Contractor evaluation criteria, the relevant experience must be on projects where the relevant

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

2. Completed or substantially completed work performed by design-build contracting and/or design-build-finance-operate-maintain contracting or any variation thereof that included a design-build component.

3. Experience in managing construction on time to demanding schedule for large, complex projects with multiple stakeholders and significant environmental constraints.

4. The extent and depth of Proposer's experience delivering additional scope in a limited funds environment through the use of the ATC process and other innovative means.

5. Experience in constructing managed and/or general toll projects, including toll collection system design and toll systems integration.

ii. Lead Engineering Firm

1. The extent to which the Lead Engineering Firm satisfies or exceeds the requirements (as evidenced in submission of completed Forms D-1 and E; and Part B, Volume 2, Section B, 1) (b)) for relevant technical capability as follows: final design of at least one transportation project in the United States with a construction value of $200 million or more that reached completion or substantial completion within the last ten years.

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

2. Experience with design-build contracting and/or design-build-finance-operate-maintain contracting design-build-finance-operate-maintain contracting or any variation thereof that included a design-build component.

3. Experience in design of projects that included integrated design and ROW services and complex utility interfaces.

4. Experience in the design of managed and/or general toll projects that included toll collection system design and toll systems integration.

5. Experience in design coordination for large, complex projects with multiple stakeholders and significant environmental constraints.

6. The extent and depth of Lead Engineering Firm's experience delivering additional scope in a limited funds environment through the use of the ATC process and other innovative means.

iii. Lead Operations and Maintenance Firm

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

Note: Proposers shall note that for above referenced Lead Operations and Maintenance Firm evaluation criteria the relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the responsibility for the listed operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint venture, the experience must be from joint venture members that will perform at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

2. Experience with design-build-finance-operate-maintain contracting.

3. Experience in toll operations.

4. Experience in managing operations and maintenance interfaces with operators of adjacent roadways/facilities.

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

(b) Experience of the Technical Key Personnel

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

i. Developer's Project Manager and Superintendent for Lead Contractor

1. Length and depth of experience in managing construction projects of similar scope and complexity to the Project;

2. Experience in coordination with relevant regulatory agencies including projects with environmental constraints in which challenges were successfully overcome; and

3. Experience in completing projects that required coordination with concurrent construction projects in the vicinity undertaken by other parties.

iii. Lead Quality Manager

1. Length and depth of experience developing, implementing, and maintaining quality management systems; and

2. Relevant education, training and certification.

iv. Design Manager

1. Length and depth of experience in managing design of projects of similar scope and complexity to the Project; and

2. Evidence of design or design management experience of projects with challenges similar to those of the Project, including coordination with the concurrent design of other projects.

v. O&M Manager

1. Experience in operations and maintenance of projects with challenges similar to those of the Project.

Note: A project of "similar scope and complexity to the Project" includes any regionally significant highway project with multiple travel lanes and major interchanges.

(c) Management Approach and Team Structure

i. Depth of experience of team members working together successfully as an integrated team; and

ii. The extent to which the proposed organization demonstrates stability and is capable of functioning as a well-integrated design-build-finance-operate maintain team that will effectively manage all Project risks, resolve issues at

the Project level and work with TxDOT to achieve timely delivery of a high quality Project.

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

5.3.2 Statement of Technical Approach (10% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the criteria in this Section 5.3.2. The evaluation criteria are listed in order of importance with Subsection (a) of greatest importance and Subsection (d) of least importance except that any two sequential criteria may be of equal importance.

(a) The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity;

(b) The extent to which the Statement of Technical Approach demonstrates an understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases, including design, construction, operation and maintenance;

(c) The extent to which the Statement of Technical Approach demonstrates how the ATC process and other project innovations can be used to maximize available public funds; and

(d) The extent to which the Statement of Technical Approach articulates the Proposer's approach to public-private partnership ("PPP") contracting and successfully delivering the Project using PPP contracting.

5.3.3 Project Finance Qualifications and Capability (35% Weighting)

The Proposer's project finance experience and capability will be evaluated in accordance with the criteria in this Section 5.3.3. The evaluation criteria within Subsections (a) through (g) are listed in order of importance with Subsection (a) of greatest importance and Subsection (g) of least importance except that any two sequential criteria may be of equal importance.

(a) Success in reaching financial close for surface transportation design-build-finance-operate-maintain or design-build-finance-maintain projects of approximately $400 million or more.

(b) Experience in structuring and securing financing commitments for surface transportation design-build-finance-operate-maintain or design-build-finance-maintain projects of approximately $400 million or more, including raising equity capital from internal sources, investment funds or other external sources.

(c) Level of readiness, flexibility and availability of funds to invest equity consistent with the scope and nature of the Project.

(d) Depth of experience of the Proposer's financial Key Personnel (consisting of one or more Project Finance Leads) as described below:

i. Project Finance Lead(s)

1. Length and depth of experience in financing greenfield or brownfield toll concession projects including experience with managed toll lane and/or general toll lane projects; and

2. Demonstrated ability to develop finance plans and secure debt and equity financing for projects with credit characteristics similar to the Project.

(e) Experience in closing transactions utilizing a wide range of financing and funding tools and instruments, such as bank debt, TIFIA, PABs, other revenue bonds and credit enhancement instruments and use of public funds.

(f) Experience securing credit ratings necessary for project debt.

(g) Experience or expressed ability to manage events or challenges that could arise and affect the achievement of financial close.

Project and personnel references, as well as the information provided as required in Part B, Volume 4, Section A, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the Project Finance Qualifications and Capability evaluation category.

5.3.4 Conceptual Project Financing Discussion (10% Weighting)

The conceptual project financing discussion will be evaluated in accordance with the criteria in this Section 5.3.4. The evaluation criteria within Subsection (a) is of equal importance to the evaluation criteria in Subsection (b).

(a) Demonstrated knowledge and understanding of the current project financing markets, with specific reference to the availability of project financing for a managed lane toll concession project of the proposed scope and complexity of the Project; and

(b) Demonstrated in-depth understanding of the tools, requirements and critical considerations involved in developing and implementing a financing plan for the Project.

5.3.5 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 G submitted by the Lead Contractor and each Construction Team Member, will be evaluated in accordance with the criteria in this Section 5.3.5. The evaluation criteria within Subsections (a) through (c) are of equal importance.

(a) The strength and consistency of the Proposer's and individual team member's safety records.

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

(c) The experience and qualifications of the Safety Manger.

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission based upon such analysis. At various times during the deliberations, TxDOT may issue one or more requests for written clarification to the individual Proposers. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis, for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs.

TxDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its QS. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, TxDOT. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. If required, interviews shall be scheduled at a later date. Upon receipt of requested clarifications and additional information as described above, if any, the QSs will be re-evaluated to factor in the clarifications and additional information.

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

5.5 Changes in Proposer Organization

TxDOT wants to ensure that Proposers are able to develop and attract the broad expertise necessary to participate in this procurement and optimally develop, design, construct, finance, operate and/or maintain the Project in an innovative, effective and efficient manner. Accordingly, TxDOT shall permit Proposers to add team members and reorganize the Proposer entity through the procurement process until submittal of the Proposals, except in the event of potential organizational conflicts of interest and/or deficiencies in qualifications and experience for the proposed role. Notwithstanding

the foregoing, following submittal of the QSs, the following actions may not be undertaken without TxDOT's prior written consent:

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

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

The following rules of contact shall apply during the procurement for the Project, which began upon the date of issuance of this RFQ and will be completed with the execution of the P3A. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic-mail (e-mail), or formal written communication.

The specific rules of contact are as follows:

(a) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's QS and Proposal, except that team members that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during TxDOT-sponsored informational meetings);

(b) The Proposers shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's and Proposer's designated representatives;

(c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the P3A, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any communications regarding the RFQ, RFP or the procurement described herein with any member of the Commission or any Commission staff or aides or with any TxDOT staff, advisors, contractors or consultants involved with the procurement or Project, except for communications with TxDOT consultants who have completed their services for the Project and been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of the Strategic Projects Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP or the procurement or from participating in public meetings of the Commission or any public or Proposer workshop related to

this RFQ or the RFP. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of TxDOT;

(d) The Proposers shall not contact stakeholders regarding the Project, including employees, representatives and members of the entities listed below, except as specifically approved in advance by TxDOT in writing or as set forth in this Part A, Section 6.1:

- North Texas Tollway Authority (NTTA) (except as provided in subsection (e) below);
- Dallas County;
- City of Irving, Texas;
- City of Dallas, Texas;
- City of Euless, Texas;
- North Central Texas Council of Governments;
- Dallas Area Rapid Transit; and
- TxDOT (except as provided herein).

(e) Until issuance of the RFP, Proposers shall not contact NTTA or any of its employees, representatives or members regarding the Project, with contact after issuance only to the extent authorized in the RFP and under the terms and conditions set forth therein;

(f) Any communications determined to be improper, at the sole discretion of TxDOT, may result in disqualification;

(g) Any official information regarding the Project will be disseminated from TxDOT on Department letterhead. Any official correspondence will be in writing and signed by TxDOT's Authorized Representative or designee; and

(h) TxDOT will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified herein.

6.2 Public Information Act

6.2.1 Disclosure Waiver

Each Proposer, by submitting a QS to TxDOT in response to the RFQ, consents to the disclosures described in this RFQ, including this Part A, Section 6.2, and all other disclosures required by law, and expressly waives any right to contest, impede, prevent or delay such disclosure, or to initiate any proceeding that may have the effect of impeding, preventing or delaying such disclosure, under

Section 223.204 and other applicable sections of the Code, Texas Government Code Chapter 552 (the Public Information Act or the "Act"), the Rules or any other law relating to the confidentiality or disclosure of information. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials. Proposer hereby further agrees to assist TxDOT in complying with these disclosure requirements.

6.2.2 Observers During Evaluation

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

6.2.3 Public Disclosure of QS Documents

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

6.2.4 Disclosure Process for Requests Under the Act

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

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

In the event of any proceeding or litigation concerning the disclosure of any QS or portion thereof, submitted by the Proposer, the Proposer shall be responsible for prosecuting or defending any

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

6.3 Organizational Conflicts of Interest

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

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

- CDM Smith
- CH2M Hill
- Ernst & Young Infrastructure Advisors LLC
- HNTB
- Idcus dba IDC Inc.
- Jacobs Engineering Group, Inc.
- KPMG LLP
- Mayer Brown LLP
- Nossaman LLP
- URS
- Affiliates and subsidiaries of any of the above

Proposers are advised that other TxDOT consultants working on the Project may have an organizational conflict of interest. Proposers are encouraged to review the Rules and discuss potential conflicts of interest with prospective team members. By submitting its QS, each Proposer agrees that, if an organizational conflict of interest is thereafter discovered, the Proposer must make an immediate and full written disclosure to TxDOT that includes a description of the action that the Proposer has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose is determined to exist during the procurement process, TxDOT may, at its discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose exists and the Proposer has entered into a P3A as the Developer, TxDOT will terminate the P3A. In either case, TxDOT shall avail itself of any remedies it may have at law.

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

7. PROTEST PROCEDURES

7.1 Applicability

This Part A, Section 7 and Section 27.6 of Title 43 of the Texas Administrative Code set forth the exclusive protest remedies available with respect to this RFQ and prescribe exclusive procedures for protests regarding:

(1) allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed TxDOT's authority;

(2) a determination as to whether a QS is responsive to the requirements of the RFQ; and

(3) shortlisting determinations.

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in this Part A, Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in Part A, Section 3.4. The written request should include an agenda for the proposed one-on-one meeting. TxDOT will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

(1) Protests concerning the issues described in Part A, Section 7.1(1) must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an Addendum to the RFQ, in which case the protest must be filed no later than 5 business days after the Addendum is issued.

(2) Protests concerning the issues described in Part A, Section 7.1(2) must be filed no later than 5 business days after receipt of the notification of non-responsiveness.

(3) Protests concerning the issues described in Part A, Section 7.1(3) must be filed no later than 10 days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

7.4 Content of Protest

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

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to Mr. John Hudspeth, P.E., 4777 E. Highway 80 Mesquite TX, 75150, with a copy to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, 6th Floor, Austin, Texas 78701, as soon as the basis for protest is known to the Proposer. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

7.6 Comments from other Proposers

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

7.7 Burden of Proof

The Protestant shall have the burden of proving its protest. TxDOT may, in its sole discretion, discuss the protest with the Protestant and other Proposers. No hearing will be held on the protest. The protest shall be decided on the basis of written submissions.

7.8 Decision on Protest

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

7.9 Protestant's Payment of Costs

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

7.10 Rights and Obligations of Proposers

Each Proposer, by submitting its QS, expressly recognizes the limitation on its rights to protest provided in this Part A, Section 7, and expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive. If a Proposer disregards, disputes, or does

not follow the exclusive protest remedies provided in this Part A, Section 7, it shall indemnify and hold TxDOT and its officers, employees, agents, and consultants harmless from and against all liabilities, fees and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Proposer's actions. Each Proposer, by submitting a QS, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

8. TxDOT RESERVED RIGHTS

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

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a P3A to its satisfaction with a Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the Code and other provisions of Texas law as it deems appropriate.

- Cancel this RFQ or the subsequent RFP, in whole or in part, at any time prior to the execution by TxDOT of a P3A, without incurring any cost obligations or liabilities (except for any payment for work product required in accordance with the RFP.)

- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.

- Not issue an RFP.

- Reject any and all submittals, responses and QSs received at any time.

- Modify all dates set or projected in this RFQ.

- Terminate evaluations of responses received at any time.

- Suspend and terminate P3A negotiations at any time, elect not to commence P3A negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.

- Issue addenda, supplements and modifications to this RFQ.

- Appoint evaluation committees to review QSs, make recommendations to the Commission and seek the assistance of outside technical experts and consultants in QS evaluation.

- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.

- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.

- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Proposer without being bound by any provision in its QS or Proposal.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer that changes its submittal without TxDOT approval.
- Not issue a notice to proceed after execution of the P3A.
- Not pursue the TIFIA credit approval on behalf of the Proposers.
- Not seek an allocation for PABs on behalf of the Proposers.
- Exercise any other right reserved or afforded to TxDOT under this RFQ.

This RFQ does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A, Section 3.2, TxDOT and the State of Texas assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

In no event shall TxDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as a P3A, in form and substance satisfactory to TxDOT, has been executed and authorized by TxDOT and, then, only to the extent set forth therein.

PART B QUALIFICATION SUBMITTAL

1. DEFINITIONS

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 a Proposer Team that will contribute shareholders' equity to the Developer as part of the financing plan for the Project.*

Financial Advisor(s) – *The member(s) of the Proposer team responsible for developing the financial model, structuring and implementing a financing plan for the Project.*

Key Personnel – *The personnel listed in Part B, Volume 2 Section B, 2) and Part B, Volume 4 Section A, 2).*

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.*

Lead Operations and Maintenance Firm – *The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the maintenance and operation of the Project.*

Major Non-Equity Member – *Any or all of a Proposer team's Lead Engineering Firm, Lead Contractor, Financial Advisor, Lead Operations and Maintenance Firm, legal advisor and Construction Team Members, except in each case where these entities qualify as an Equity Member, and any other member of Proposer's team identified as a Major Non-Equity Member in its Proposal.*

2. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed and following the outline form contained in this **Part B**. Italics indicate explanations or instructions to the Proposer as opposed to a request for information.

QS Organization

Volume 1 – General Information	
Section A	Form A – Transmittal Letter
Section B	Confidential Contents Index
Section C	Legal Qualifications
Section D	Proposer Information (Forms B-1 and B-2)
Section E	Form C – Certification
Section F	Surety Letters
Volume 2 – Technical Information	
Section A	Executive Summary
Section B	Technical Qualifications
	(1) Project Technical Experience
	(a) Relevant Experience (Forms D-1, D-2 and D-3)
	(b) Project Descriptions
	(2) Technical Key Personnel
	(a) Technical Key Personnel Qualifications
	(b) Express Commitment Regarding Technical Key Personnel
	(3) Management Structure
	(4) Information Regarding Equity Members and Major Non-Equity Members
	(a) The Proposer
	(b) Equity Members
	(c) Major Non-Equity Members
	(5) Technical Reference Summary (Form E)
Section C	Statement of Technical Approach
Section D	Safety Qualifications (Form G – Safety Questionnaire)
Volume 3 – Financial Information	
Section A	Financial Statements and Credit Ratings
Section B	Material Changes in Financial Condition
Section C	Off Balance Sheet Liabilities

Volume 4 – Project Finance Experience and Qualifications	
Section A	(1) Project Financing Experience
	(a) Financial Reference Summary (Form F)
	(b) Case Studies
	(2) Financial Key Personnel
	(a) Financial Key Personnel Qualifications
	(b) Express Commitment Regarding Financial Key Personnel
Section B	Conceptual Project Financial Discussion

VOLUME 1 – General Information

Volume 1 of the QS shall contain the following:

Section A Form A – Transmittal Letter

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

Section B Confidential Contents Index

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

Section C Legal Qualifications

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

1. Legal Issues

Identify and explain any significant anticipated legal issues which the Proposer must resolve in order to carry out the Project and its obligations under a P3A.

2. Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, or any Major Non-Equity Member 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 e-mail address.

3. Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five years between the public owner and the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member or any Major Non-Equity Member and involving an amount in excess of $500,000 related to performance in transportation projects with a contract value in excess of $25 million.

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

Section D Proposer Information (Forms B-1 and B-2)

Provide an executed original of Form B-1 for the Proposer, each Equity Member of Proposer and each Major Non-Equity Member.

Provide a completed Form B-2 for the Proposer. **Proposers are advised that Form B-1 may be released to the public and media.**

Section E Form C – Certification

Provide an executed original of Form C for the Proposer, each Equity Member of Proposer and each Major Non-Equity Member of Proposer.

Section F Surety Letters

Provide evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a performance bond and a payment bond, each in an amount at least each to $1,122,000,000, which is the current estimated cost for construction of Phase 1 and Phase 2 of the Project. In the event the scope of the Project is expanded as described in Part A, Section 1, this amount may increase by up to $400,000,000. Alternatively, in place of providing evidence with respect to either or both of the performance bond and payment bond, the QS may include evidence from a bank indicating that the Proposer is capable of obtaining a standby letter of credit for each of such bonds being replaced in an equivalent amount. The evidence shall take the form of a letter or certificate from a surety/insurance company or bank, as applicable, indicating that such capacity exists for the Proposer or the Lead Contractor. Letters indicating "unlimited" bonding capability or letter of credit capacity are not acceptable.

The surety/insurance company or bank providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by "AM Best & Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company or bank, as applicable, has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding or letter of credit capacity. In instances where the response to Part B, Volume 3, Section B contains descriptions of proposed or anticipated changes in the financial condition of the Proposer or any

other entity for which financial information is submitted as required hereby for the next reporting period, the letter must provide a certification that the surety's/bank's analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds or a letter of credit for the Project. Further, each Proposer must specifically state in its response to this Part B, Volume 1, Section F whether or not the requirement set forth in the immediately preceding sentence applies.

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

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

VOLUME 2 – Technical Information

Volume 2 of the QS shall contain the following:

Section A Executive Summary

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

Section B Technical Qualifications

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

1) Project Technical Experience

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

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

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

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

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

(b) Project Descriptions

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

1. Lead Engineering Firm

2. Lead Contractor

3. Lead Operations and Maintenance Firm

2) Technical Key Personnel

(a) Technical Key Personnel Qualifications

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

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

A minimum of three individual projects and references shall be provided for each resume.

For each of the three projects listed on a resume the following information shall be included:

a) Name of the project, the public owner's contact information (project manager name, phone number, e-mail address), and project number (if any) and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner / agency that played a leadership role for the owner and is familiar with the project. TxDOT may elect to use the information provided to verify the experience claimed for an individual.

b) Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.

c) Description of the work or services provided on projects as it relates to the evaluation criteria defined in Part A, Section 5.

d) Relevant licensing and registration (copies of licenses and / or application for licenses where applicable must be attached).

Technical Key Personnel are listed as follows:

Position	**Description**
Project Manager	Shall lead the Developer's efforts and be responsible for overall design, construction, operation, maintenance and contract administration on behalf of the Developer including safety and environmental compliance for the Project, assigned to the Project full time and co-located/on-site until the completion of the startup period for toll operations.
Superintendent	Responsible for ensuring that the Project is constructed in accordance with the Project requirements, assigned to the Project full time and co-located/on-site until

	substantial completion.
Lead Quality Manager	Responsible for the overall design, construction and life cycle quality of the project, implementing quality planning and training, and managing the team's quality management processes. Reports directly to individual at Lead Contractor who is outside the production team and bears no direct immediate profit and loss responsibility for the Project. Independent of Lead Contractor's production team and has the authority to stop work. May also serve as construction quality manager, but not as design quality manager. Shall be co-located and on-site until final acceptance.
Safety Manager	Responsible for carrying out the Developer's safety plan and all safety-related activities, including training and enforcement of safety operations. Must have project safety experience. Reports directly to the Project Manager and has the authority to stop work.
Design	
Design Manager	Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed, including design activities related to field design changes.
O&M	
O&M Manager	Prior to Service Commencement for each phase, responsible for operation and maintenance. After Service Commencement for each phase, responsible for overall operation, design, construction, maintenance and contract administration matters on behalf of the Developer, including safety and environmental compliance, and interfacing with TxDOT in compliance with the O&M protocols arrangement. If the O&M Manager is not responsible for design and construction after Service Commencement, please identify a responsible person.

(b) Express Commitment Regarding Technical Key Personnel

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

3) Management Structure

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

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

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

- Organization chart showing the Proposer's Equity and Major Non-Equity Members. Indicate the percentage of shareholding among the Equity Members.
- Organization chart showing the Proposer's management structure and "chain of command" with Key Personnel shown together with any other relevant personnel Proposer wishes to identify at this time, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, operating and maintaining the Project. Proposers may submit separate organizational charts for the construction period and the operation and maintenance period of the Project, if needed.

4) Information Regarding Equity Members and Major Non-Equity Members

1. The Proposer

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

2. Equity Members

For each Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state within which it was organized.

3. Major Non-Equity Members

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

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

5) Technical Reference Summary (Form E)

The QS shall contain a completed Form E consolidating all of the references required. This should include references for all project experience listed on Forms D-1, D-2 and D-3.

For purposes of completing Forms D-1, D-2 and D-3 and Form E, Proposers may not include references from any of the TxDOT personnel identified in Table 2-5 below. All other TxDOT personnel (including Dallas District and Fort Worth District personnel not identified below) may be included for such purposes.

Table 2-5

Administration	**Office of General Counsel**	**Dallas District**
John Barton	Jim Bailey	Blake Axen
Russell Zapalac	Claire McGuinness	Ray Fisher
SPD – DFW	**Innovative Financing/Debt Management**	Bill Hale
John Hudspeth	Benjamin Asher	Tim Powers
Joel Mallard	James Bass	Lacey Rodgers
John Nguyen	John Munoz	Vicki Zoch
Dan Peden	Jennifer Rebeaux	**Design Division**
Russell Poer	Jennifer Wright	Ray Thomasian
Strategic Projects Division	**Fort Worth District**	**Toll Operation Division**
Dieter Billek	Brian Barth	Marcy Saenz
Ed Pensock	Maribel Chavez	**Construction Division**
Bill Reichert	**Bridge Division**	Adriana Geiger
	Lloyd Wolff	

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.

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

Section C Statement of Technical Approach

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

(1) Understanding of the Project scope.

(2) Approach to PPP contracting and to successfully delivering the Project using PPP contracting.

(3) Identification and understanding of the top Project risks and potential solutions to address the risk, including:

(i) Risks with consequences arising during design;

(ii) Risks with consequences arising during construction; and

(iii) Risks with consequences arising during the operations and maintenance period.

(4) Experience in utilizing the ATC process and applying other innovative measures to maximize available public funds.

The Statement of Technical Approach may be no longer than **nine (9)** pages.

Section D Safety Qualifications

The QS shall contain a completed Form G for the Lead Contractor and each Construction Team Member.

VOLUME 3 – Financial Information

Volume 3 of the QS shall contain the following:

Section A Financial Statements and Credit Ratings

Financial statements for the Proposer and the Equity Members and Lead Contractor of Proposer for the three most recent completed fiscal years must be provided consistent with the requirements below 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 either the Proposer, an Equity Member or the Lead Contractor.

Financial statement information must include:

a. Opinion Letter (Auditor's Report);

b. Balance Sheet;

c. Income Statement;

d. Statement of Changes in Cash Flow; and

e. Footnotes.

In addition, financial statements must meet the following requirements:

a. **GAAP/IFRS –** Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP") or International Financial Reporting Standards ("IFRS"). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS.

b. **U.S. Dollars –** Financial statements must be provided in U.S. dollars. If financial statements are not readily available in U.S. dollars, the Proposer must convert the financial statements to U.S. dollars and provide a summary of the conversion methods and applicable foreign exchange rates used to do so.

c. **Audited –** Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a certified public accountant). If audited financials are not available for an Equity Member or the Lead Contractor, the QS shall include unaudited financial statements for such Equity Member or Lead Contractor, certified as true, correct and accurate by the chief financial officer ("CFO") or treasurer of the entity.

d. **English –** Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information, including footnotes, must be provided with the original financial statement information.

e. **Newly Formed/Not Yet Formed Entity –** If the Proposer is a newly formed entity or has not yet formed a legal entity and does not have independent financial statements, financial statements for the Equity Members shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity or not yet formed entity, as applicable, and does not have independent financial statements).

f. **Guarantor –** 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 acting as a guarantor with respect to the Proposer's financial capabilities (a "Guarantor") or additional Equity Member is required as a condition of shortlisting.

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, 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. **Confidentiality –** The Proposer shall identify any information which it believes is entitled to confidentiality under Code Section 223.204 and the Act, by placing the word "CONFIDENTIAL" on each page as described in Part B, Volume 1, Section B.

i. **Credit Ratings –** Appropriate credit ratings must be supplied for the Proposer, each Equity Member and the Lead Contractor to the extent such entities have credit ratings. Credit ratings shall also be provided for any Guarantor to the extent a Guarantor is included in Proposer's QS or is required by TxDOT pursuant to subsection (f) above. If no credit ratings exist, include a statement specifying that no credit ratings exists for that entity.

For Equity Members that are funding equity commitments through use of internal resources (e.g., a corporate entity supplying its own capital), financial statements must be provided as described above in this section for the corporate entity supplying the capital. In addition, the Proposer must provide a letter from the chief executive officer, chief financial officer, or treasurer of the corporate entity that certifies the following:

a. Where and how the equity commitment will be sourced;

b. A description of how competing allocation and capacity issues are considered between several project opportunities the entity pursues simultaneously;

c. The investment amount and type (toll concession) meets all corporate strategy and investment policy requirements; and

d. The approval process for such equity investment.

For any Equity Member of Proposer that is an investment fund, the specific fund must be stated. If an Equity Member is a general partner that manages multiple funds, it must specifically identify from which fund it intends to ultimately source the equity investment for the Project and provide the required financial information for that specific investment fund. Additionally, for entities that are fund managers of an investment fund, financial statements must be provided for the fund manager, the limited partnership(s) constituting the investment fund and the general partner(s) of the investment fund. In addition, the Proposer must provide a letter from the chief executive officer, chief financial officer or treasurer of the investment fund that certifies the following:

a. The investment capacity of the fund;

b. The ownership structure of the various entities in the hierarchy of the fund;

c. The investment criteria of the fund and confirmation that the anticipated investment amount and investment type (toll concession) are permitted under the criteria;

d. The approval process for such equity investment; and

e. The description of recent material changes in the organization of the fund.

Section B Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each Equity Member and the Lead Contractor 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 or Lead Contractor, as applicable, shall provide a letter from its CFO or treasurer so certifying.

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

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

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future. If the financial

statements indicate that expenses and losses exceed income in each of the 3 completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

List of Representative Material Changes

1. An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;

2. A change in tangible net worth of 10% of shareholder equity;

3. A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;

4. A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;

5. Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;

6. In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;

7. Other events known to the affected entity, a related business unit or parent corporation of the affected entity which represents a material change in financial condition over the past three years or may be pending for the next reporting period.

Section C Off-Balance Sheet Liabilities

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

VOLUME 4 – Project Finance Experience and Qualifications

Volume 4 of the QS shall contain the following:

Section A Project Financing Qualifications

1) Project Financing Experience

(a) Financial Reference Summary (Form F)

The QS shall contain completed Form F, providing information regarding a minimum total of three and a maximum total of five projects that demonstrate the experience of the Proposer, Equity Members or the Proposer's finance team (including the Project Finance Lead(s) and any external Financial Advisor) with developing and implementing a plan of finance for greenfield or brownfield design-build-finance-operate-maintain or design-build-finance-maintain surface transportation projects of approximately $400 million or more. Proposers are encouraged to provide information with respect to experience with financing of demand risk projects. A case study for each of the projects listed in Form F shall be included in each Proposer's response to Volume 4, Section A, 1) (b). For purposes of completing Form F, Proposers may not include references from any of the TxDOT personnel identified in Table 2-5 set forth in Part B, Volume 2, Section B, 5). All other TxDOT personnel (including Dallas District and Forth Worth District personnel not identified in Table 2-5) may be included for such purposes.

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) Case Studies

Provide case studies describing the financial experience of the Proposer and other members of the finance team. The case studies shall include a brief overview of the project. The case studies shall also describe any particular challenges in financial aspects of the transaction that were encountered and how these challenges were overcome in order to achieve financial close. Responses to this question shall include a case study for each of the projects referenced in Form F. These case studies shall illustrate specific experience with the following:

i. structuring and securing financing commitments for surface transportation design-build-finance-operate-maintain or design-build-finance-maintain projects of approximately $400 million or more, including raising equity capital from internal sources, investment funds or other external sources;

ii. success in reaching financial close for surface transportation design-build-finance-operate-maintain or design-build-finance-maintain projects of approximately $400 million or more;

iii. closing transactions utilizing a wide range of financing and funding tools and instruments, such as bank debt, TIFIA, PABs, other revenue bonds and credit enhancement instruments and use of public funds;

iv. readiness, flexibility and availability of funds to invest levels of equity consistent with the scope and nature of the Project;

v. securing credit ratings necessary for project debt; and

vi. managing events or challenges that could arise and affect the achievement of financial close.

Each case study shall not exceed two (2) pages.

2) Financial Key Personnel

(a) Financial Key Personnel Qualifications

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

Resumes shall be limited to two pages per person (exclusive of licenses and/or license applications).

A minimum of three individual projects and references shall be provided for each resume.

For each of the three projects listed on a resume, the following information shall be included:

i. Name of the project, the public owner's contact information (project manager name, phone number, e-mail address), and project number (if any) and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner / agency that played a leadership role for the owner and is familiar with the project. TxDOT may elect to use the information provided to verify the experience claimed for an individual.

ii. Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.

iii. Description of the work or services provided on projects as it relates to the evaluation criteria defined in Part A, Section 5.

iv. Any relevant licensing and registration.

Financial Key Personnel are listed as follows:

Financial Key Personnel	
Project Finance Lead(s)	The member(s) of the Proposer or financial team including employees of its external Financial Advisors principally responsible for developing the financial model in conformity with the P3A terms, and structuring and implementing a financing plan for the Project.

(b) Express Commitment Regarding Financial Key Personnel

An express, written statement committing that the Financial Key Personnel designated in the QS for the positions or roles described in Part B, Volume 4, Section A, 2)(a) shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior TxDOT approval, in its sole discretion. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

Section B Conceptual Project Financing Discussion

The conceptual Project financing discussion is intended to provide Proposers an opportunity to demonstrate their knowledge and understanding of the tools, requirements and critical considerations involved in developing and implementing a plan of finance for the Project. Provide a summary of the major factors that will influence the development of a finance plan for the Project, including at a minimum a discussion of the following topics:

i. Broadly describe your anticipated financing strategy and general availability of expected debt sources for concession projects with dynamic pricing, demand and revenue risk.

ii. Given the increasing number of infrastructure projects in the United States and globally, and the size and complexity of the Project, discuss the sources of equity capital that are likely to be available for the Project and your approach to securing such commitments.

iii. Describe your understanding of the credit implications and mitigation factors of various risk allocation models in managed lanes toll concession projects.

iv. Description and discussion of the availability of security, bonding, insurance or parent guarantees that may be required to successfully finance the Project.

v. Description and discussion of opportunities specific to financing of the Project as well as risks and challenges related to financing of the Project and strategies to mitigate such risks and challenges.

The Conceptual Project Financing Discussion may be no longer than **seven (7)** pages.

PART C EXHIBITS AND FORMS

EXHIBIT A
REFERENCE INFORMATION DOCUMENTS

1. GENERAL

Loop 12 Environmental

LP12_IH35E_reeval_approval.pdf
LP12_RE_APPENDICES.pdf
LP12_RE_REPORT TEXT.pdf

SH 114 Environmental

0353-04-056 1-4 SH114 Rev EA FNL 07-27-09.pdf
Loop12_SH114_Interchange.pdf

SH 183 Environmental

2004 March - Final EA Files

Appendix A

Appendix A.pdf

Appendix B

Appendix B-0 Cover Page.pdf
Appendix B-1.pdf
Appendix B-2.pdf
Appendix B-3.pdf
Appendix B-4 thru B-9.pdf
B-9 NCTCOG Census Map.jpg
EA_Photo Sheet.pdf

Appendix C

Appendix C.pdf

Appendix D

Appendix D.pdf

Appendix E

Appendix E.pdf

Appendix F

Appendix F.pdf

Appendix G

Appendix G.pdf

Appendix H

Appendix H.pdf

Appendix I

Appendix I.pdf

Final Documentation Attachments

Final Documentation.pdf

Report 2004 Nov rev.pdf
Report Text 2004 January.pdf

SH183 Re-Eval of EA FONSI etc HALFF

FONSI

2012 SH183_FONSI.pdf

SH 183 Public Hearing Documentation

Final SH 183 SA 0094-03-065.pdf

Final SH 183_0094-03-065_PH Documentation.pdf

SH 183 Re-Evaluation

Final SH183 Re-Eval 0094-03-065.pdf

SH 183 Re-Evaluation Appendices

Final SH 183 Appendices.pdf

SH183_EAJan2004.pdf

EA SH121 SH183 NTE.pdf

NTTA primacy waiver.pdf

http://www.dot.state.tx.us/project_information/projects/fort_worth/north_tarrant_express/cda_mdp.htm

2. TRAFFIC AND REVENUE

NTE

2E

4_t_r_forecasts.pdf

Data Collection Project (DRAFT).pdf

Executed Interlocal Agreement for Interoperability of Toll Collection.pdf

Level 2 Traffic and Toll Revenue Study (DRAFT).pdf

Managed Lane Policies - Regional Transportation Council.pdf

Line Diagrams

NTE 2E

NTE 2E Line Diagram - Phase 1.pdf

NTE 2E Line Diagram - Phase 2.pdf

NTE 2E Line Diagram - Ultimate.pdf

SH 114

SH 114 Short line diagram.pdf

SH 183

SH 183 Stick Diagrams with tolling zones draft - 10-23-2012.pdf

Conceptual Traffic and Revenue

Loop 12 Conceptual TR 01-10-2013

NTE 2E Conceptual TR SH 121 to SH 161

SH 114 Conceptual TR SH 161 to Loop 12

SH 183 Conceptual TR from SH 161 to IH 35E

3. DESIGN

Boring Logs

NTE 2E Borings

GEOTECHNICAL INVESTIGATION FOR MASTER DEVELOPMENT PLAN EFFORT - NTE 2E.pdf

0094-03-088SH183.clg

0094-03-104.clg
0094-03-104SH 183 Frontage Aug 2009.clg
0094-03-105.pdf
Belt Line Road.pdf
CJS0094-03-094 Nov 2006.clg
CJS0094-03-104.pdf
Drilling Log SH 183.pdf
Drilling Log Spur 348.pdf
Elm Fork.pdf
Esters Road.pdf
Loop 12 and SH 183 logs.pdf
SH 161-183 D (15292-15307) Oct 2005.clg
SH 183.pdf
SH 183-LP 12-1000 -.clg
SH 183-LP 12-4000.clg
SH 183-LP 12-6000.clg
SH 356 Connector.pdf
SH161 at SH183 - surface Exploration - Hole B-32 thruB-48.pdf
SH161 at SH183 - surface Exploration - Hole B-49 thruB-65.pdf
SH161 at SH183 - surface Exploration - Hole B-66 thruB-81.pdf
SH161 at SH183 - surface Exploration - Hole B-82 thruB-98.pdf
SH161 at SH183 - surface Exploration - Hole B-99 thruB-176.pdf
SH183 and Beltline Dec 2005.clg
SH183 and SH161 A Borings jan 2004.clg
SH183&SH161 G Borings.clg
St LSF &T RR.pdf
Valley View Road.pdf

Hydrology and Hydraulics

SH 183 Master Drainage Study 1 of 2.pdf
SH 183 Master Drainage Study 2 of 2.pdf

Interface with Other Projects

Diamond

Exhibit1_Phase1.pdf
Exhibit2_Phase2.pdf
Exhibit3_Ultimate.pdf

Loop 12

Loop 12 Schematics

DGN

Resource Files

acadlsty.rsc
aclstyle.rsc
A-Tranportation.rsc
Autocad Line Style.rsc

Frisco.rsc
GEN-LC.rsc
GuidSIGN.rsc
H_LEROY.rsc
Halff GC Exist Multiline.rsc
Halff GC Exist Utilities.rsc
Halff GC Multiline.rsc
Halff GC Prop Multiline.rsc
Halff GC Prop Utilities.rsc
Halff GC Styles.rsc
Halff LA Styles.rsc
Halff SC.rsc
HalffFonts.rsc
Halffln.rsc
landsscape.rsc
lstyle.rsc
Tranportation.rsc
TR-V7.rsc

114Chains.dgn
114segment3_plan.dgn
474R_LP12 Traffic.dgn
474R-ExRow.dgn
474Rgs01.dgn
474Rname.dgn
474R-s183sc01.dgn
474R-s183sc02.dgn
474R-s183sc03.dgn
474R-s183sc04.dgn
474R-s183SPR1.dgn
474R-s183SPR2.dgn
474R-s183SPR3.dgn
474R-s183SPR4.dgn
2274tpr1.dgn
2274tpr2.dgn
BASELINE-LP12-474R.dgn
DISPLACMNT474R.dgn
FILE DIRECTORY.pdf
job74L.gpk
LEGEND474R.dgn
PPAV-EAST.474R.dgn
PPAVE-LP12-474R.dgn
PPAVE-MID474R.dgn
profile-LP12-474R.dgn
prowCDA-474R.dgn
s183tbr1-474R.dgn

s183typs-474R.dgn
shapes-474R.dgn

PDF

PREV APPROVED LP12-IH35E (NOT IN REEVAL)

758SC1_1.pdf
758SC1_2.pdf
758SC1_3.pdf
758SC1_a.pdf
758SC1_b.pdf
758SC1_c.pdf
758SC1_d.pdf
758SC2_1.pdf
758SC2_2.pdf
758SC2_a.pdf
758SC2_b.pdf
758SC2_c.pdf
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2274gs04.pdf
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2274pr9.pdf
2274sc01.pdf
2274sc02.pdf
2274sc03.pdf
2274sc04.pdf
2274sc05.pdf
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474Rgs01.pdf
474R-s183sc01.pdf
474R-s183sc02.pdf
474R-s183sc03.pdf
474R-s183sc04.pdf
474R-s183SPR1.pdf
474R-s183sPR2.pdf
474R-s183SPR3.pdf
474R-s183sPR4.pdf

Loop12_IH35_interface

LBJrdwyschm_01.pdf

NTE Segment 2E Schematic

NTE 2E Schematics

DGN

7a604c61-4583-462a-80ab-!Naf50b57f6a
00691profileEB.dgn
aecom_shade_ NTEERDWY_PAVE.dgn
aecom_shade_HalffFPAV.dgn
HALFF _AUGNMENT.dgn
HALFF PLAN.dgn
HALFF _ TOPO.dgn
HalffFPAV-474R(08-0516).dgn
HOV_Details.dgn
job2e.gpk
NTEERDWY_ALGN.dgn
NTEERDWY_PAVE.dgn
NTEESCHM_PROF.dgn
PGBT Seg V topo.dgn
Seg2E_Align.dgn
Seg2E_Bents.dgn
Seg2E_Border.dgn
Seg2E_Cogo-T ables.dgn
Seg2E_Drainage.dgn
SEG2E_Easements.dgn
Seg2E_Models.dgn
Seg2E_ORTHO.dgn
SEG2E_Pave.dgn
Seg2E_Prof.dgn
Seg2E_Row.dgn
Seg2E_Row-Tables.dgn
Seg2E_R-Wall.dgn
Seg2E_R-Wall-Tables.dgn
Seg2E_Schem_01.dgn
Seg2E_Schem_02.dgn
Seg2E_Schem_03.dgn
Seg2E_Schem_03A.dgn
Seg2E_Schem_04.dgn
Seg2E_Schem_05.dgn
Seg2E_Schem_06.dgn
Seg2E_Schem_07.dgn
Seg2E_Schem_08.dgn
Seg2E_Schem_09.dgn
Seg2E_Shade.dgn
Seq2E_Shape.dqn

Seg2E_Sheet- Txt.dgn
Seg2E_Sheet- Txt_Frtg.dgn
Seg2E_Streets.dgn
Seg2E_Super-Tables.dgn
Seg2E_ Topo.dgn
Seg2E_Typsec.dgn
Seg2E_Typsec-XS.dgn
SEG2E_Utilities.dgn

PDFs

seg2e_schem_01.pdf
seg2e_schem_02.pdf
seg2e_schem_03.pdf
seg2e_schem_03a.pdf
seg2e_schem_04.pdf
seg2e_schem_05.pdf
seg2e_schem_06.pdf
seg2e_schem_07.pdf
seg2e_schem_08.pdf
seg2e_schem_09.pdf

SH 114

SH 114 Schematics

DGN

HOV 2-2 114_Bridge.dgn
HOV 2-2 114arrows.dgn
HOV 2-2 114chains.dgn
HOV 2-2 114controlaccess.dgn
HOV 2-2 114existingCOA.dgn
HOV 2-2 114existing- row.dgn
HOV 2-2 114PBrow.dgn
HOV 2-2 114Profiles.dgn
HOV 2-2 114Profiles-grids.dgn
HOV 2-2 114proprow.dgn
HOV 2-2 114segment1_plan.dgn
HOV 2-2 114segment2_plan .dgn
HOV 2-2 114segment3_plan .dgn
HOV 2-2 114shading.dgn
HOV 2-2 114topo.dgn
HOV 2-2 114topo2.dgn
HOV2-2 114typicalsections.dgn

PDFs

1523-08-schematic-01.pdf
1523-08-schematic-02.pdf
1523-08-schematic-03.pdf
1523-08-schematic-04.pdf
1523-08-schematic-05.pdf

1523-08-schematic-06.pdf
1523-08-schematic-07.pdf
1523-08-schematic-08.pdf
1523-08-schematic-09.pdf
1523-08-schematic-10.pdf
1523-08-schematic-11.pdf
1523-08-schematic-12.pdf
1523-08-schematic-13.pdf
1523-08-schematic-14.pdf
1523-08-schematic-15.pdf
1523-08-schematic-16.pdf
1523-08-schematic-17.pdf
1523-08-schematic-18.pdf
1523-08-schematic-19.pdf
1523-08-schematic-20.pdf
1523-08-schematic-21.pdf
1523-08-schematic-22.pdf
1523-08-schematic-23.pdf

Trinity

Trinity183_Connection to Existing.pdf

Pavement Conditions

SH 183 and LP 12 Pavement Condition.pdf

SH 183 Design Exceptions

SH 183-DESIGN EXCEPTIONS_SEG 1.pdf
SH 183-DESIGN EXCEPTIONS_SEG 2.pdf
SH 183-DESIGN EXCEPTIONS_SEG 3-5.pdf

SH 183 Schematics

Draft Schematics July 2012

SH183-LOOP12_MTG.pdf
SH183-SECT1-PLOT-1_1+1.pdf
SH183-SECT1-PLOT-1_2+2.pdf
SH183-SECT1-PLOT-2_1+1.pdf
SH183-SECT1-PLOT-2_2+2.pdf
SH183-SECT1-PLOT-3_1+1.pdf
SH183-SECT1-PLOT-3_2+2.pdf
SH183-SECT2-PLOT_1+1 PROFILE.pdf
SH183-SECT2-PLOT_1+1.pdf
SH183-SECT2-PLOT_2+2 PROFILE.pdf
SH183-SECT2-PLOT_2+2.pdf
SH183-SECT3&4&5-PLOT_1+1.pdf
SH183-SECT3&4&5-PLOT_2+2.pdf

NEPA Environmental Re-Eval Schematic Final

BNSF Pedestrian Crossing

2012-0117 Public Coord Meeting

Meeting Exhibits

474R-EXH-PM-BNSFX-1.pdf
474R-EXH-PM-BNSFX-2.pdf
474R-EXH-PM-BNSFX-3.pdf
474R-PED-BNSF1.pdf
474R-schem04.pdf
474R-schem04A.pdf
SH183_Project_Corridor_Map_Mar2011.pdf

M12-0117 Minutes Summary.pdf
SH 183 Ped Crossing Public Meeting 2012-01-17-SLIDES.

Final

474R-EXH-OM-BNSFX-4.pdf

DGN

Resource Files

acadlsty.rsc
aclstyle.rsc
A-Tranportation.rsc
Autocad Line Style.rsc
FONT.rsc
FONTLIB.rsc
Frisco.rsc
GEN-LC.rsc
GuidSIGN.rsc
H_LEROY.rsc
HA Source
Halff GC Exist Multiline.rsc
Halff GC Exist Utilities.rsc
Halff GC Multiline.rsc
Halff GC Prop Multiline.rsc
Halff GC Prop Utilities.rsc
Halff GC Styles.rsc
Halff LA Styles.rsc
Halff SC.rsc
HalffFonts.rsc
HALFFLN.rsc
landsscape.rsc
lstyle.rsc
nmdot_lstyle.rsc
SUETD1LN.rsc
Tranportation.rsc
TR-V7.rsc
tsgpke.rsc
WINNT.rsc

057URBAN.dgn
100YPF-474R.dgn
220urban.dgn
474R-EXH-BDR.dgn
474R-EXH-PM-BNSFX-4.dgn
474R-schem01.dgn
474R-schem01A.dgn
474R-schem02.dgn
474R-schem02A.dgn
474R-schem02B.dgn
474R-schem03.dgn
474R-schem03A.dgn
474R-schem04.dgn
474R-schem04A.dgn
474R-schem05.dgn
474R-schem05A.dgn
BASELINE-EAST-474R.dgn
BASELINE-LP12-474R.dgn
BASELINE-MID-474R.dgn
BASELINE-WEST.474R.dgn
Bdrsch01-474R.dgn
Bdrsch01a-474R.dgn
Bdrsch02-474R.dgn
Bdrsch02A-474R.dgn
Bdrsch02B-474R.dgn
Bdrsch03-474R.dgn
Bdrsch03A-474R.dgn
Bdrsch04-474R.dgn
Bdrsch04A-474R.dgn
Bdrsch05-474R.dgn
Bdrsch05A-474R.dgn
COA474R.dgn
culverts.dgn
displace474R.dgn
FPAV-474R.dgn
GUIDE SIGNS-474R.dgn
IRBLDG.dgn
IRROAD.dgn
m88_08.dgn
mee_31.dgn
m88_32.dgn
noisewalls474R.dgn
NTE-ALIGN(2010-0921).dgn
NTE-PLAN(2010-0921).dgn
NTE-PROFILE_EB(2010-1026)-V7.dgn

NTE-PROFILE_RAMPS(2010-1024)-V7.dgn
NTE-PROFILE_WB(2010-1026)-V7.dgn
PART_1.dgn
PART_2.dgn
PPAV-EAST-474R.dgn
PPAV-LP12-474R.dgn
PPAV-MID-474R.dgn
PPAV-MID-474R-BNSF4.dgn
PPAV-WEST-474R.dgn
PROFILE-EAST-474R.dgn
PROFILE-MID-474R.dgn
PROFILE-WEST-474R.dgn
property-474R.dgn
PROROW-474R.dgn
PROTSEC-474R.dgn
RDTX474_LRG.dgn
rralign.dgn
SH 183 VOLKS lines.dgn
SHPALN-EAST-474R.dgn
SHPALN-MID-474R.dgn
SHPALN-WEST-474R.dgn
Traffic-Diagram_474R.dgn
TRINITY-PEGASUS-474R-V7.dgn
xutil474.dgn

GPK

job74E.gpk
job74M.gpk
job74w.gpk
merge.tin

Schematic PDFs

474R-schem01(12-0313).pdf
474R-schem01A(12-0313).pdf
474R-schem02(12-0313).pdf
474R-schem02A(12-0313).pdf
474R-schem02B(12-0313).pdf
474R-schem03(12-0313).pdf
474R-schem03A(12-0313).pdf
474R-schem04(12-0313).pdf
474R-schem04A(12-0313).pdf
474R-schem05(06-0531).pdf
474R-schem05(12-0313).pdf
474R-schem05A(06-0531).pdf
474R-schem05A(12-0313).pdf

Subsurface Utility Exploration

360 to Loop

12.pdf
East of Loop12 to West End of Elm Fork.pdf
West End of Elm Fork Trinity River to IH35.pdf

4.
ROW

Diamond Proposed ROW

Diamond ROW Map status color.pdf
Diamond ROW Map status map.pdf
Diamond ROW Map.pdf
Diamond ROW status.pdf

SH 183 Proposed ROW

SH_183_ROW Maps.pdf
SH_183_ROW_status.pdf

5. AESTHETICS

Aesthetic References

2010-10-12. NTE ALP after CRM-0.pdf
City_of_Irving_SH183_Aesthetic_Concepts.pdf
Diamond_Bridge Aesthetic Details.pdf
Diamond_Sign_Columns.pdf
Diamond_Wall Aesthetic Details.pdf
SH 183 - Sound Walls Aesth.pdf
Aesthetic_Concepts_RFQ_SH183.20120724.pdf

EXHIBIT B
PROJECT MAP

Please see the map of the Project set forth on Slide 8 of the SB 1420 Committee presentation located in the SB 1420 Committee materials available at: http://www.txdot.gov/inside-txdot/projects/studies/dallas/sh183/sb1420-meetings.html.

EXHIBIT C
P3A TERM SHEET

[Provided separately.]

FORM A

TRANSMITTAL LETTER

PROPOSER:_____

QS Date: [Insert Date]

Texas Department of Transportation
4777 E. Highway 80
Mesquite, Texas 75150
Attn: Mr. John Hudspeth, P.E.

The undersigned ("Proposer") submits this qualification statement (this "QS") in response to that certain Request for Qualifications dated as of February 20, 2013 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct, finance, operate and maintain tolled managed lanes, general purpose lanes and related facilities along SH 183 in Tarrant and Dallas Counties (the "Project"), through a Public-Private Partnership Agreement ("P3A"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

Volume 1: General Information;

Volume 2: Technical Information;

Volume 3: Financial Information; and

Volume 4: Project Finance Experience and Qualifications.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT's Project Website (as defined in the RFQ) and the following addenda and sets of questions and answers to the RFQ:

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

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

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

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

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

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

Proposer's business address:

_____

(No.) (Street) (Floor or Suite)

_____

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By:_____

Print Name:_____

Title:_____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By:_____

Print Name:_____

Title:_____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By:_____

Print Name:_____
Attorney in Fact

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-1

INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS

(for Public Release)

Name of Proposer:_____

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

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

Name of Entity Completing Form B-1:

_____

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-1:_____

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 Working on Project:_____
Contact Telephone Number:_____

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

_____
_____
_____
_____

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

Name

_____
_____
_____
_____

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

By:_____ Print Name:_____

Title:_____ Date:_____

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

FORM B-2

SUMMARY INFORMATION REGARDING PROPOSER

Name of Proposer:_____

List of all Equity Members:

_____

_____

_____

_____

_____

List of all Major Non-Equity Members:

_____

_____

_____

_____

_____

_____

List of other team members:

_____

_____

_____

_____

_____

_____

FORM C

CERTIFICATION

Proposer:_____

Name of Firm:_____

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

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

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

   ☐ Yes ☐ No

   If yes, please explain:

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

   ☐ Yes ☐ No

   If yes, please explain:

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

   ☐ Yes ☐ No

   If yes, please explain:

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

☐ Yes ☐ No

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

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

☐ Yes ☐ No

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

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

☐ Yes ☐ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Texas Department of Labor (or its

equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☐ No

If yes, please explain:

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

☐ Yes ☐ No

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

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

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

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

FORM D-1 - TECHNICAL EXPERIENCE – DESIGN

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

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

Notes:

(1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Engineering Firm.

(2) Only list projects on which the Lead Engineering Firm worked within the past ten (10) years.

(3) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering work. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential design and engineering work for the Project.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2013, including the benchmark on which the exchange rate is based.

(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

(6) Show company's participation in terms of money and percentage of the design and engineering work for the listed project.

(7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, and explain why the experience the company gained on the project is relevant.

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

FORM D-2 - TECHNICAL EXPERIENCE – CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS

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

Notes:

(1) A maximum of three projects may be included. In the case of experience provided by a company related to the Lead Contractor (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Contractor.

(2) Only list projects on which the Lead Contractor worked within the past ten years.

(3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction work. If the Lead Contractor is a joint venture, only list projects from joint-venture members that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2013, and identify the benchmark on which the exchange rate is based.

(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

(6) Show company's participation in terms of money and percentage of the construction work for the listed project.

(7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, and explain why the experience the company gained on the project is relevant.

FORM D-3 - TECHNICAL EXPERIENCE – OPERATIONS AND MAINTENANCE

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	LENGTH OF ROAD AND NUMBER OF LANE MILES UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

Notes:

(1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Operations & Maintenance Firm (as permitted in Part A, Section 5.1), specify its relation to the Lead Operations & Maintenance Firm.

(2) Only list projects on which the Lead Operations & Maintenance Firm worked within the past ten years.

(3) Only list projects where the Lead Operations & Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the operations and maintenance work. If the Lead Operations & Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least fifty percent (50%) of the Lead Operations & Maintenance Firm's potential operations and maintenance work for the Project.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2013, including the benchmark on which the exchange rate is based.

(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

(6) Show company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.

(7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). **The description should, at a minimum, give an overview of the project, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project and explain why the experience the company gained on the project is relevant.**

FORM E

TECHNICAL REFERENCE SUMMARY

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

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

FORM F

FINANCIAL REFERENCE SUMMARY[1]

References who are unable to be contacted may be disregarded by TxDOT at its own discretion.

Project Name and Size	Dates of Conditional Award and Financial Close	Capital Structure ($debt & $equity)	Contact Name	Company/Agency	Current Address	Phone Number	E-mail

[1] The information provided in this Form F must conform to the requirements set forth in Part B, Volume 4, Section A, 1)(a).

FORM G

SAFETY QUESTIONNAIRE

Name of Proposer: _____

Name of entity completing this Form G: _____

Role of entity completing this Form G:

□ 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 G may add additional lines within each subject area as appropriate. Form G has no QS page limitation.

Part A

1. Please provide the total number of fatalities and the **incidence rates** for Heavy and Civil Engineering Construction, as defined by the North American Industry Classification System (NAICS 237), for each of the cases listed below for the past three years for all projects nationwide. Please note that the incidence rate is calculated as follows: Rate = (Number of cases*200,000)/total employee hours worked.* Additional information on how to calculate these incidence rates is available in the instructions on completing "OSHA Forms for Recording Work-Related Injuries and Illnesses" (OSHA Forms 300, 300A, 301). Further information regarding Heavy and Civil Engineering Construction (NAICS 237) industry data may be found via the United States Department of Labor website: http://www.bls.gov/iag/tgs/iag237.htm.

Item	2010	2011	2012
Number of Fatalities			
Incidence Rate of Injury and Illness Cases per 100 Full-Time Workers	**2010**	**2011**	**2012**
Total Recordable Cases			
Cases with Days Away from Work, Job Transfer or Restriction			
Cases with Days Away from Work			
Cases with Job Transfer or Restriction			
Other Recordable Cases			

* Note: 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.

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. Additionally, you must include with this Form G, an NCCI letter or a letter from an insurance agent identifying the firm's NCCI Experience Modifier.

Item	2010	2011	2012
NCCI Experience Modifier			

Part B

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

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

Position	Monthly	Quarterly	Annually	Other (specify)

2. Do you hold site meetings for supervisors? Yes _____ No _____

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

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

   If yes, who conducts them? _____

   _____

   How often? Weekly ___ Biweekly ___ Monthly ___

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

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

   If yes, what safety items are included? _____

   _____

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

   Yes _____ No _____

   If yes, does it include instruction of the following?

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

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

Yes _____ No _____

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

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

Yes _____ No _____

If yes, describe such programs or practices. _____

_____

Part C

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

_____

Document comparison by Workshare Compare on Tuesday, May 14, 2013 11:52:12 AM

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Document 2 ID	interwovenSite://AMEDMS/AMECURRENT/705038955/36
Description	#705038955v36<AMECURRENT> - SH 183 Expanded Scope RFQ as amended by Addendum 3 - Schedule Changes Only [MB Draft 5-14-2013]
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Style change	
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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

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