December 23, 2011

RE: Grand Parkway Project

To Whom It May Concern:

Attached is Addendum #1 to the Request for Qualifications which was issued November 18, 2011 (RFQ) for the above-referenced project.

In response to industry comments and other information, this Addendum #1 amends the terms of the RFQ as noted in this addendum.

The Texas Department of Transportation looks forward to receiving and reviewing your Qualification Statement and to working with the shortlisted proposers in the next phase of the procurement.

Sincerely,

Eddie Sanchez, P.E.
Director of the Major Projects Office,
Houston District

Attachments

REQUEST FOR QUALIFICATIONS

TO DEVELOP, DESIGN AND CONSTRUCT, AND POTENTIALLY TO FINANCE, OPERATE AND/OR MAINTAIN

THE
GRAND PARKWAY PROJECT

THROUGH A

PUBLIC PRIVATE PARTNERSHIP AGREEMENT

TEXAS DEPARTMENT OF TRANSPORTATION

ADDENDUM #1
ISSUED AS OF DECEMBER 23, 2011
ORIGINALLY ISSUED NOVEMBER 18, 2011

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

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<u>Exhibits</u>:

Exhibit A Project Map
Exhibit B-1 Term Sheet for DBA
Exhibit B-2 Term Sheet for CMA
Exhibit B-3 Term Sheet for Toll Concession P3A
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Forms:

Form A	Transmittal Letter
Form B	Information Regarding Proposer, Equity Members, Major Non-Equity Members and Major Identified Non-Equity Members
Form C	Certification
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Form E-1	Technical Experience - Design
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Form E-3	Technical Experience - Operations and Maintenance/Capital Maintenance
Form F	Financial Reference Summary

PART A
BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests the sealed submittal of qualifications ("QSs") from entities ("Proposers") desiring to develop, design and construct, and to, potentially, finance, operate and maintain tolled main lanes and associated facilities along a portion of the State Highway (SH) 99, the Grand Parkway (referred to herein as the "Project"), pursuant to a Public-Private Partnership Agreement ("P3A"). Development of the Project is a crucial element in responding to severe traffic congestion that exists in the Houston 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://www.statutes.legis.state.tx.us/Docs/TN/htm/TN.223.htm); Sections 9.6, 27.1-27.9 and 27.90-27.92 of Title 43, Texas Administrative Code (the "Rules") (available at: http://info.sos.state.tx.us/pls/pub/readtac$ext.viewtac); 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 112629 dated March 31, 2011 authorizing issuance of the RFQ is available at http://www.txdot.gov/about_us/commission/2011_meetings/documents/minute_orders/mar31/7b.pdf. A copy of the Commission's Minute Order 112725 dated June 30, 2011 authorizing development of the portion of the Grand Parkway located within Montgomery County is available at http://www.txdot.gov/about_us/commission/2011_meetings/documents/minute_orders/jun30/7b.pdf.

TxDOT has determined that giving the private sector optimal flexibility to promote innovation is the best way to encourage cost-effective and expedited delivery of this Project, achievement of Project goals, and needed congestion relief to the public. Through the RFP, TxDOT will seek Proposals to develop the Project through design-build and/or full toll concession delivery approaches.

This RFQ provides private sector developers the opportunity to submit one or two QSs (for one or both of the two delivery methods under consideration.) **Proposers must submit a full and complete separate QS, meeting the requirements herein, for each delivery model for which they wish to be considered for**

shortlisting. A Proposer may submit no more than one QS for each delivery model for which it wishes to be considered for shortlisting.

TxDOT has assembled a set of documents relating to the Project (the "Project Documents"). The Project Documents will be made available to prospective Proposers upon issuance of this RFQ at www.txdot.gov/grandparkway.htm ("Project Website"). Proposers may request electronic copies on compact disks of available documents by contacting TxDOT at the following address:

Texas Department of Transportation
Major Projects Office
7721 Washington Ave. Houston, Texas 77007
Attn: Mr. Eddie Sanchez, P.E.
E-mail: TxDOT-HOU-PPP-GrandParkway@txdot.gov

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

2. DESCRIPTION OF GRAND PARKWAY PROJECT OPPORTUNITY

SH 99 is a proposed 180-mile circumferential highway traversing seven counties in the Houston metro area. It is divided into 11 segments designated A through I-2 as depicted on the map included as Exhibit A ("Grand Parkway Map"). All segments together are referred to in this RFQ as the "Grand Parkway." The Grand Parkway segments vary in complexity, status of environmental approvals and targeted schedule for implementation and with respect to which governmental entity has the authority over their development and operation. As described herein, TxDOT has been authorized to oversee the development and operation of the portion of the Grand Parkway that is the subject of this RFQ.

In accordance with Texas Transportation Code Section 228.0111, TxDOT and the counties in which the Grand Parkway is situated entered into a Market Valuation Waiver Agreement ("MVW Agreement"). The March 25, 2009 MVW Agreement defines the "Minimum Scope" and the "Ultimate Scope" of the Grand Parkway. In addition, the MVW Agreement includes certain terms, conditions and guidelines for development, construction and operation of the Grand Parkway. A copy of the MVW Agreement is included in the Project Documents.

2.1 Project Goals

The following priorities have been developed for the Grand Parkway.

1. Build the Grand Parkway Minimum Scope as quickly as possible.

2. Acquire right-of-way to accommodate the Ultimate Scope as quickly as possible.

3. Deliver the Ultimate Scope when demand warrants, revenues are sufficient to cover operations and maintenance costs and improvements can be financed.

The following objectives have been developed for the Project.

1. Efficiently utilize innovative funding resources to deliver a quality project that will serve to enhance the funding of future improvements.

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

3. Improve overall mobility and accessibility within the Project area by providing for additional transportation routes and increased capacity to meet current and future travel demands.

4. Improve system linkages between the Project segments to increase overall level of service to motorists.

5. Increase regional and local safety by minimizing stop-and-go traffic conditions to minimize crash rates and congestion during peak times and in the event of mass emergency evacuations. Divert traffic from parallel roadways with high accident rates.

6. Expand and sustain economic opportunities in the region by improving the mobility of persons and goods, thereby minimizing barriers between business, consumers and transportation infrastructure.

7. Maintain a safe environment for all Project personnel and the public at all times.

8. Minimize inconvenience to surrounding communities during construction.

9. Contribute to air quality attainment goals in the region.

2.2 Description of the Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a P3A with a private developer or consortia ("Developer") that will result in the achievement of Project goals stated above. TxDOT anticipates seeking Proposals for the Project and, after Proposals are evaluated, selecting one of two forms for the P3A: either a design-build P3A or toll concession P3A as described below. Proposers responding to this RFQ may submit a single QS for one of the delivery models under consideration or may submit two QSs, one for each of these potential project delivery options.

2.2.1 Design-Build Opportunity

TxDOT currently anticipates that the design-build P3A will include a design-build agreement ("DBA") and a capital maintenance agreement ("CMA"). The form of the design-build P3A will obligate the Developer to: (1) develop, design and construct the Project; and (2) at TxDOT's sole option, perform capital maintenance for the Project for a period of time to be determined by TxDOT, but not to exceed 15 years. TxDOT currently expects that the DBA will include a fixed price to complete the Project. The DBA will set forth the terms of the Developer's compensation which are currently anticipated to be based on progress payments with a maximum payment curve. Proposers are advised to review the draft Term Sheet for DBA attached as Exhibit B-1 for additional details regarding the Developer's anticipated obligations and responsibilities.

The CMA will address the maintenance of completed Project facilities in one of several ways, including (i) giving TxDOT the sole right to retain all maintenance responsibility; (ii) giving TxDOT the sole right to exercise one or more options to have the Developer assume capital maintenance responsibility for a specified period; and (iii) requiring that the Developer provide certain Project warranties for specified periods. With respect to the capital maintenance options referenced herein, it is currently anticipated that TxDOT will hold three five-year options, exercisable by TxDOT, in its sole discretion, to require that the Developer perform capital maintenance on the Project. The exercise of one option shall not require TxDOT to exercise a further option. Further, TxDOT does not anticipate exercising subsequent capital maintenance options if a prior option has not been exercised. Shortlisted Proposers will be required to provide pricing for the potential capital maintenance work as part of the submission of their Proposals. Proposers are advised to review the draft Term Sheet for CMA attached as Exhibit B-2 for additional details regarding the Developer's anticipated obligations and responsibilities. Further terms, conditions and parameters determining the nature of the parties' maintenance responsibilities will be set forth in more detail in the RFP.

2.2.2 Toll Concession Opportunity

If TxDOT opts to utilize a full toll concession approach, it is anticipated 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 portions of the Project, (ii) invest equity and provide financing for such improvements, and (iii) operate and maintain the Project, including portions currently under construction, and associated frontage roads. The concession P3A will grant the Developer the right to toll revenues from users of the Project during the term, subject to any revenue sharing payment to TxDOT. Proposers are advised to review the draft Term Sheet for Toll Concession P3A attached as Exhibit B-3 for further details regarding the obligations of the Developer.

2.2.3 SB 1420 Committee and Determination of Delivery Model

As required by SB 1420, which was passed in the recent Texas legislative session, a committee (the "SB 1420 Committee"), comprised of representatives from TxDOT, HCTRA, MCTRA and HGAC, was formed to determine (i) the distribution of the Project's financial risk, (ii) the method of financing for the Project, and (iii) the tolling structure and methodology to be used for the Project. The Texas Transportation Commission has adopted rules to define the processes and procedures under which the SB 1420 Committee will operate.

TxDOT, as a member of the SB 1420 Committee, is working with the SB 1420 Committee to make the determinations required by law that will result in the selection among three possible approaches: a design-build procurement, a toll concession procurement or a procurement where the design-build and concession models compete against one another. TxDOT anticipates that the SB 1420 Committee will make its determinations in the near future, prior to issuance of the RFP. If the SB 1420 Committee does not make a determination prior to issuance of the RFP, TxDOT currently intends to move forward with a procurement that solicits both design-build and concession Proposals in the RFP.

If the procurement moves forward with an approach whereby Proposals for both design-build and concession methodologies are solicited, TxDOT intends to publish in the RFP a methodology for evaluating bids in a clear and transparent manner that will result in the selection of the Proposal, regardless of delivery model, that provides the best value to the State. See Part A, Section 3.1 for further information regarding the overall procurement process, the RFP and the Proposal evaluation process.

2.3 Project Scope

2.3.1 Design-Build Scope

Under a design-build approach, the Developer's scope for the Project will include the design, construction and, potentially, capital maintenance of Segments F-1, F-2 and G of the Grand Parkway. The Developer's design, construction and maintenance responsibilities will not include Segments D and E. The Developer will be responsible for coordinating the construction with the Segment E contractor at the east terminus of Segment E.

2.3.2 Toll Concession Scope

Under a full toll concession approach, the scope of the Developer's obligations for the Project include the development, design, construction, financing, maintenance, and operation of portions of the Grand Parkway from the northern most portion of Segment D in Harris County to Segment G in Montgomery County. Portions of the

Grand Parkway to be financed and included in the toll concession Project scope are described as follows:

- Segments for develop, design and construction: Segments F-1, F-2 and G are to be designed and constructed under the P3A.
- Segments for Operation and Maintenance: The portion of Segment D from north of FM 1093 in Fort Bend County, Segment E, Segments F-1, F-2, and G are to be operated and maintained under the P3A. Under separate contracts, TxDOT is completing construction of Segments D and E in Harris County which will be leased to the Developer.

2.3.3 Project Overview

The following table provides additional information regarding the proposed scope for the Project, including segment lengths, limits, direct connectors, status of environmental approvals and target opening dates for segments. Each segment in the proposed scope for the initial Project includes four tolled lanes.

Table 2.1 Project Overview

Segment	Length (miles)	Limits	Initial Direct Connectors	Status of Environmental Approvals	Target Opening Date
Segment D	__	@IH 10	2 @ IH 10 South of IH 10 NB-EB WB-SB	(1) FONSI received in 9/2008 IH 10 re-evaluation approval	Phase 1: Open Phase 2: 1Q 2012
Segment D	0.9	North of Kingsland Blvd to Colonial Parkway		(1) FONSI received in 9/2008 IH 10 re-evaluation approval	Phase 1: Open Phase 2: Summer 2013
Segment D	___	@ IH 10	4 DC's	IH 10 re-evaluation approval	Let 2Q 2012 Open 4Q 2013
Segment E [1]	15.3	IH 10 W to US 290	2 @ IH 10 W 4 @ US 290	(1) ROD received in 6/2008 (2) Reevaluation and revised ROD in 6/2009 (3) Issuance of USACE Section 404 individual permit 6/20/2011	Winter 2014
Segment F-1	12.1	US 290 to SH 249	4 @ US 290	(1) ROD received in 11/2008 (2) Reevaluation and revised ROD in 6/09 (3) Anticipated additional environmental documents TBD because of drainage and minor ROW issues (4) Requires USACE Section 404 individual permit	Summer of 2015

Segment	Length (miles)	Limits	Initial Direct Connectors	Status of Environmental Approvals	Target Opening Date
Segment F-2	12.2	SH 249 to IH 45 N	2 @ IH 45 N	(1) ROD received in 12/2009 (2) Other environmental documents TBD for drainage, alignment revisions and minor ROW issues (3) Requires USACE Section 404 individual permit	Summer of 2015
Segment G	13.5	IH 45 N to US 59 N	2 @ US 59 N	(1) ROD received in 12/2010 (2) Other environmental documents TBD because of drainage, minor ROW issues and wetland delineation needs associated with lack of right of entry (3) Requires USACE Section 404 individual permit	Summer of 2015

1) Segment E Note: Construction of a small portion of Segment D (which will be tolled) from Kingsland Boulevard to IH 10 is also included in a separate construction contract (CSJ 3510-05-010), and is a necessary link to the portion of Segment D of the Grand Parkway being built in Fort Bend County.

2.4 Status of Grand Parkway Project Construction

Segments D and E in Harris County are currently being constructed under a series of design-bid-build contracts that received notices to proceed in September 2011 and are projected to be complete in January 2014.

Following is the status of on-going construction per contract:

Project 1

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 010

LIMITS FROM: 0.490 MI N OF KINGSLAND BLVD
LIMITS TO: 0.120 MI S OF COLONIAL PKWY

CONTRACTOR:
WILLIAMS BROTHERS CONSTRUCTION CO., INC.

CLASS OF WORK:
CONSTRUCT 4-LANE TOLLWAY WITH THIRD LEVEL OVERPASS AT IH 10.

COUNTY: HARRIS
LENGTH: 0.702 MILES
DAYS ALLOWED: 598 WORKING DAYS
ADD'L DAYS: 0
CONTRACT COST: $17,265,150

LETTING DATE: 07/7/11

WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 10/16/11

WORK BEGAN: 10/16/11
ESTIMATED COMPLETION: 9/26/13

Project 1 construction consists of a four-lane tollway with a third level overpass at IH-10.

Project 2

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 018

LIMITS FROM: AT IH 10 (W)
LIMITS TO: N OF COLONIAL PKWY

COUNTY: HARRIS
LENGTH: 0.400 MILES
DAYS ALLOWED: 598 WORKING DAYS
ADD'L DAYS: 0
CONTRACT COST: $32,174,193

CONTRACTOR:
WILLIAMS BROTHERS CONSTRUCTION CO., INC.

CLASS OF WORK:

CONSTRUCT 2 DIRECT CONNECTORS (SEGMENT E) (TOLL)

LETTING DATE: 07/7/11
WORK AUTHORIZATION DATE: 7/6/11
ESTIMATED COMPLETION: 9/26/13

Project 2 construction consists of two tolled direct connectors.

Project 3

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 019

LIMITS FROM: S OF US 290
LIMITS TO: US 290

COUNTY: HARRIS
LENGTH: 0.000 MILES
DAYS ALLOWED: 691
ADD'L DAYS: 0
CONTRACT COST: $63,389,539

CONTRACTOR:
WEBBER, LLC

CLASS OF WORK:

CONSTRUCT 4 DIRECT CONNECTOR RAMPS E, F, G AND H (TOLL)

LETTING DATE: 7/7/11
WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/30/11
ESTIMATED COMPLETION: 1/2/14

Project 3 construction consists of four direct connectors.

Project 4

PROJECT: SH 99

COUNTY: HARRIS

CONTROL: 3510 **SECT:** 05 **JOB:** 026

LIMITS FROM: S OF BRIDGELAND LAKE PKWY
LIMITS TO: N OF LOUETTA

CONTRACTOR:
WEBBER, LLC

CLASS OF WORK:

CONSTRUCT NEW LOCATION FREEWAY (TOLL)

LENGTH: 2.600 MILES
DAYS ALLOWED: 691
ADD'L DAYS: 0
CONTRACT COST: $42,982,503

LETTING DATE: 7/7/11
WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/30/11
ESTIMATED COMPLETION: 1/2/14

Project 4 construction consists of new location tolled freeway.

Project 5

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 027

LIMITS FROM: N OF LOUETTA RD
LIMITS TO: S OF US 290

CONTRACTOR:
WEBBER, LLC

CLASS OF WORK:

CONSTRUCT NEW LOCATION FREEWAY (TOLL)

COUNTY: HARRIS
LENGTH: 0.500 MILES
DAYS ALLOWED: 691
ADD'L DAYS: 0
CONTRACT COST: $9,298,554

LETTING DATE: 7/7/11
WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/30/11
ESTIMATED COMPLETION: 1/2/14

Project 5 construction consists of new location tolled freeway.

Project 6

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 022

LIMITS FROM: N OF COLONIAL PKWY
LIMITS TO: N OF MORTON RD (SEG E)

CONTRACTOR:

:
COUNTY: HARRIS
LENGTH: 2.000 MILES
DAYS ALLOWED: 602
ADD'L DAYS: 0
CONTRACT COST: $32,334,777

HASSELL CONSTRUCTION COMPANY, INC.

CLASS OF WORK:

CONSTRUCT NEW LOCATION FREEWAY (TOLL).

LETTING DATE: 8/9/11
WORK AUTHORIZATION DATE: 8/8/11
TIME STARTS: 10/1/11
WORK BEGAN: 10/1/11
ESTIMATED COMPLETION: 9/17/13

Project 6 construction consists of a new location freeway (toll).

Project 7

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 023

LIMITS FROM: N OF MORTON RD
LIMITS TO: S OF FM 529

COUNTY: HARRIS
LENGTH: 3.000 MILES
DAYS ALLOWED: 650
ADD'L DAYS: 0
CONTRACT COST: $40,073,458

CONTRACTOR:
JD ABRAMS, L.P.

CLASS OF WORK:

CONSTRUCT NEW LOCATION FREEWAY (TOLL).

LETTING DATE: 7/7/11
WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/29/11
WORK BEGAN: 9/29/11
ESTIMATED COMPLETION: 11/10/13

Project 7 construction consists of a new location freeway (toll).

Project 8

PROJECT: SH 99

CONTROL: 3510 **SECT:** 05 **JOB:** 024

LIMITS FROM: S OF FM 529
LIMITS TO: S OF LANGHAM CREEK (SEG E)

COUNTY: HARRIS
LENGTH: 3.200 MILES
DAYS ALLOWED: 650
ADD'L DAYS: 0
CONTRACT COST: $48,665,022

CONTRACTOR:
JD ABRAMS, L.P.

CLASS OF WORK:
CONSTRUCT NEW LOCATION FREEWAY (TOLL).

LETTING DATE: 7/7/11
WORK

AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/29/11
WORK BEGAN: 9/29/11
ESTIMATED COMPLETION: 11/10/13

Project 8 construction consists of a new location freeway (toll).

Project 9

PROJECT: SH 99
CONTROL: 3510 **SECT:** 05 **JOB:** 025
LIMITS FROM: S OF LANGHAM CREEK
LIMITS TO: S OF BRIDGELAND LAKE PARKWAY

CONTRACTOR:
JD ABRAMS, L.P.

CLASS OF WORK:

CONSTRUCT NEW LOCATION FREEWAY (TOLL).

:
COUNTY: HARRIS
LENGTH: 2.700 MILES
DAYS ALLOWED: 650
ADD'L DAYS: 0
CONTRACT COST: $34,154,438

LETTING DATE: 7/7/11
WORK AUTHORIZATION DATE: 7/6/11
TIME STARTS: 9/29/11
WORK BEGAN: 9/29/11
ESTIMATED COMPLETION: 11/10/13

Project 9 construction consists of a new location freeway (toll).

2.5 Project Design Status

Segment	Service Category	Activities	Est. Deliverable Dates
F-1, F-2 & G	Preliminary Engineering	Schematic design	4Q 2011
F-1, F-2 & G	Grade and Drain Package (30% PS&E)	Preliminary drain design, bridge layouts & preliminary roadway plans	1Q 2012
F-1, F-2 & G	Survey	Design Surveys	4Q 2011
F-2 at IH 45 North	Interstate Access Justification Report	FHWA IAJR Report	1Q 2012

2.6 Project Environmental Status

A description of the current environmental status for each of the Project segments is included in Exhibit C. Additional environmental documents are anticipated to be required due to drainage, alignment revisions and minor right-of-way adjustments. TxDOT is currently preparing a Final Environmental Impact Statement (FEIS) Re-evaluation for FHWA action and anticipates FHWA action in the first quarter of 2012. Approved environmental documents are included in the Project Documents and available for review as specified in Part A, Section 1.

2.7 Construction Cost Estimates

TxDOT's current construction cost estimates for the improvements to be developed in Segments F-1, F-2 and G under the P3A are approximately $840 million ($2011) based on the improvements described in Part A, Section 2.2.

The estimated construction costs reflect the currently developed schematic for the environmentally studied initial Project segments at current construction prices. In addition, the estimates do not include design, right-of-way, utility adjustment, toll collection system integration, operations and maintenance costs.

2.8 Funding Available for Development Costs

If a design-build approach is selected, TxDOT intends to finance the design, construction and capital maintenance of the Project through revenue bonds and no funding will be required from the Developer.

TxDOT is responsible for design and construction of Segments D and E. Under a concession approach, minimal or no TxDOT funding will be available for the remainder of the Project. TxDOT intends to apply for a loan through the Transportation Infrastructure Finance and Innovation (TIFIA) Program and also for an allocation for Private Activity Bonds (PABs). Receipt of these potential funding sources for the Project is subject to federal requirements and availability. These programs will be eligible for use by the Proposer if appropriate and completely at their risk. The RFP will provide further details regarding TxDOT's expectations relating to Project financing under each of the delivery models.

2.9 ROW Acquisition

TxDOT has acquired Project right-of-way ("ROW") for Segment D. TxDOT is currently preparing ROW maps for Segments F-1, F-2 and G. ROW maps for Segments F-1, F-2 and G are expected to be available in the fourth quarter of 2011.

TxDOT currently has a $10 million budget for ROW acquisition prior to the P3A execution date and intends to acquire certain strategic parcels prior to the execution date.

Under a design-build approach, the Developer's responsibilities will include ROW acquisition activities for parcels that have not been acquired by TxDOT as of the P3A execution date. TxDOT will be responsible for eminent domain activities with Developer support and for the purchase price for ROW within the NEPA limits.

Under a full toll concession approach, the Developer's responsibilities will include ROW acquisition activities and payment of the purchase price for parcels that have not been acquired by TxDOT as of the P3A execution date. Any unspent funds remaining in the $10 million ROW budget as of the P3A execution date will be available to Developer to pay for the purchase price of ROW after the execution date. TxDOT will be responsible for eminent domain activities with Developer support.

The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in that process.

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

2.10.1 Geotechnical Investigation Program

A full geotechnical investigation is currently being performed for each of the Project segments in accordance with standard TxDOT requirements. This investigation includes borings at stream crossings, proposed detention ponds and overpass locations. The geotechnical report is expected to be available for review by Proposers in early 2012.

TxDOT is currently assessing what, if any, additional geotechnical information will be collected in connection with the Project and may seek input from the shortlisted Proposers in making this assessment. If Proposers wish to conduct their own geotechnical investigations on TxDOT right-of-way, Proposers must coordinate their activities with TxDOT. Proposers must obtain permits through TxDOT's normal permitting process prior to performing any drilling on State right-of-way. If Proposers wish to conduct their own geotechnical investigations within the Project corridor on property not acquired by TxDOT, Proposers must coordinate their activities with the individual property owners and must adhere to TxDOT and other regulatory guidelines for clearing and drilling.

2.10.2 Utility Investigation

TxDOT is currently undertaking Level A SUE investigations within the Project ROW. TxDOT expects SUE information to be available for review by Proposers in early 2012.

As it relates to eligible utility adjustment/relocation expenses, Developers should assume toll project designation for the Project unless otherwise noted. TxDOT anticipates that, under the P3A, the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs.

2.10.3 Hazardous Materials Investigations

The environmental reports listed in the Project Documents include studies describing the results of hazardous materials investigations relating to the Project and are available for review as provided in Part A, Section 1. TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be collected in connection with the Project and may seek input from shortlisted Proposers in making this assessment during the industry review process.

2.10.4 Detention Plan

The Project includes designated wetlands areas. TxDOT will be responsible for stormwater detention design and will obtain the required USACE Section 404 Individual Permit. Additional details and requirements will be set forth in the RFP.

2.10.5 Aesthetic Treatment

TxDOT anticipates that the P3A will require the Developer to follow current TxDOT Houston District aesthetic guidelines within the Project boundaries. Aesthetic guidelines are available on the Project Website. Any additional details and requirements shall be set forth in the RFP.

2.10.6 Railroad Coordination

TxDOT is currently coordinating with affected railroads regarding railroad crossings. TxDOT anticipates that the P3A will require the Developer to take over coordination efforts and design all railroad crossings in accordance with the railroad requirements. Railroad crossings within the Project limits are identified in the table below.

Segment	SH99 Station	Owner	Proposed Facilities Crossing RR	Notes
F1	2418+00	Union	Main lanes, frontage	US 290

		Pacific	roads, direct connectors	Interchange
F2	3155+00	BNSF	Main lanes	E. of Huffsmith-Kohrville Rd
F2	3500+00 to 3650+00	Union Pacific	Main lanes	RR parallels proposed Grand Pkwy
F2	IH-45 Sta 1073+00	Union Pacific	Direct connectors	Crossing is along IH-45 alignment
G	3727+50 to 3743+50	Union Pacific	Main lanes	Nelson St., East Hardy Road and Spring Creek Rd

2.10.7 Project Coordination

The Developer will be required to coordinate the Project improvements with Segments D and E of the Grand Parkway, which are currently under development, and with future projects planned by TxDOT and other entities. The project documents for Segments D and E (construction plans, specifications and contract documents) are included in the Project Documents available for review as specified in Part A, Section 1.

Under a concession P3A, coordination may also include designing the Project in a manner consistent with potential future projects and working 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 future projects may include the following:

- Montgomery County Parkway
- US 290 Widening
- SH 249 Toll Lanes

2.10.8 Other Due Diligence Activities

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

2.11 Traffic and Revenue Forecast

An investment grade traffic and revenue study was completed in August 2011. Traffic and Revenue Data is included in the Project Documents.

2.12 SB 1420 Committee and Toll Rate Policy

If a concession delivery model is selected for the development of the Project, the SB 1420 Committee described in Part A, Section 2.2.3 will determine the tolling structure and methodology to be used for the Project. It is anticipated that the initial toll rates and the methodology for escalating tolls throughout the term of any concession P3A will be consistent with the MVW Agreement.

2.13 Toll Collection System Development

TxDOT anticipates that under the design-build P3A, TxDOT's Statewide Toll Systems Integrator (which is currently being procured) will provide facilities, equipment and services for the toll collection system. TxDOT currently anticipates that the Developer will be required to coordinate its work with that of the Statewide Toll Systems Integrator. Further information regarding the Developer's scope of work for the tolling facilities will be set forth in the RFP.

Under a full toll concession P3A, the Developer will be responsible for installation of the toll collections system and collecting tolls. The RFP will have further information regarding the requirements for the toll collection system to be included in the Developer's scope of work. The Developer will be required to coordinate system design and toll collection operations with local authorities.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 Procurement Phases

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

TxDOT will evaluate the qualifications submittals ("QSs") it receives in response to this RFQ and intends to establish, according to criteria generally outlined herein, a shortlist of Proposers for each Project delivery model (design-build and full toll concession) that are eligible to receive the RFP. Proposers submitting separate QSs for more than one delivery model may be shortlisted for more than one delivery model. In addition, subject to Part A, Section 5.7, a team member of a Proposer for one delivery model may be on a different team for another delivery model.

If only one responsive QS is received for a Project delivery method, TxDOT may either (a) proceed with the procurement and request a Proposal for that delivery model from the sole Proposer or (b) proceed with the procurement for the remaining delivery

model. TxDOT further reserves the right to modify the procurement to terminate consideration of any delivery model 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 for the operative delivery model(s). If TxDOT moves forward with both delivery models, the RFP will include a scope of work, P3A contract documents for each delivery model and the objective methodology for choosing between the delivery models and determining the overall best value Proposal. Following receipt and evaluation of Proposals, the Commission may select a Proposer for negotiations, based on a determination of apparent best value, to finalize a P3A for award and execution. See Part A, Section 3.1.2 for additional details regarding the RFP evaluation process.

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

3.1.2 RFP Procedure and Evaluation

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

If the RFP solicits Proposals for both the design-build and toll concession models (rather than for a single delivery model), TxDOT anticipates a two step evaluation process. The first step will be to evaluate all Proposals received for each delivery model separately against specified criteria to determine the Proposal for each delivery model that provides the best value. The second step will be to compare the best value design-build Proposal with the best value toll concession Proposal in accordance with an objective and transparent formula to be set forth in the RFP to determine which Proposal provides the best overall value to the State.

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 Texas Transportation Code Section 223.203(m), 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	November 18, 2011
Deadline for questions regarding the RFQ	December 15, 2011
Requests relating to any addendum issued after December 15, 2011	three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	3:00 p.m. Central Time January 18, 2012

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue an industry review draft of the RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a P3A award thereafter. TxDOT anticipates awarding and executing a P3A for the Project in late-2012.

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 in writing to TxDOT's contact, Mr. Eddie Sanchez, as follows:

Texas Department of Transportation
Major Projects Office
7721 Washington Ave. Houston, Texas 77007
Attn: Mr. Eddie Sanchez, P.E.
E-mail: TxDOT-HOU-PPP-GrandParkway@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 Grand Parkway Project. TxDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.3. TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the Project Website. TxDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the QS Due Date. TxDOT will post any addenda to this RFQ on the Website.

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

3.5 Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. A Proposer may submit confidential communications to the ombudsman, including questions, comments, or complaints regarding the procurement, where the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's designated Project representative as identified in Part A, Section 3.4 above. TxDOT's designated ombudsman for this procurement is:

Becky Blewett, Esq.
Associate General Counsel
Texas Department of Transportation
150 E. Riverside Drive, 4th Floor North Tower ~~125 East 11th Street~~

Austin, Texas 78704~~1~~
Email: 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 (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, Letters of Credit and Guarantees

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

3.8 DBE Requirements

TxDOT has determined that Disadvantaged Business Enterprises ("DBEs") requirements apply to design and construction of the Project, and has adopted rules to provide DBEs opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Texas Administrative Code Section 9.50 et seq.). TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. TxDOT estimates the goal for design work will be 10% and for construction work will be 5%. Information regarding DBE requirements and goals will be included in the RFP.

In responding to this RFQ, a Proposer team may include team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business

enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations.

3.9 Project Standards

TxDOT anticipates including in the RFP a proposed set of Project-specific standards and specifications, 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. Each Proposer may submit qualifications for one or both of the two delivery models under consideration as set forth herein. Each Proposer must submit a separate QS for each delivery model for which it wishes to be considered and shortlisted.

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 for each delivery model for which the Proposer is submitting qualifications, contained in sealed packages. Each QS shall be separated in three loose-leaf three ring binders, one for each volume. The original of each QS must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 15 on its spine. The Proposer's name, delivery model and volume number must also be clearly marked on the spine. The Proposer's name and delivery model must be clearly marked on the CD.

(b) General format requirements: Submittals must be prepared on 8-1/2" x 11" sized, white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed (and included in the page count contained in Volume 1) 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 and not exceed ~~25~~ 40 pages for design-build submittals and ~~35~~ 50 pages for toll concession submittals. Each printed side shall be considered one page. If applicable, note that the letters required (under Part B, Volume 1, Section A(a)) to be appended to Form A do not count toward the page limits for Volume 1. The font size shall be no smaller than twelve-point, except for tables, which may be prepared using 10-point font size.

(d) Volumes 2 and 3: Volumes 2 and 3 (as described in Part B) do not have page numbering, page limitation or type font size requirements.

(e) 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 limitation. Each volume may be subdivided as needed.

4.4 QS Submittal Requirements

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

Response to the
Request for Qualifications
for the Grand Parkway Project
through a Public Private Partnership Agreement

QSs shall be delivered by hand or courier to:

Texas Department of Transportation
Major Projects Office
7721 Washington Ave.
Houston, Texas 77007
Attn: Mr. Eddie Sanchez, P.E.

TxDOT will not accept facsimile or other electronically submitted QSs.

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

QSs will be accepted and must be received by TxDOT during normal business hours before 3:00 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 the QS to be considered responsive, Forms E-1, E-2, E-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 or capital maintenance experience is respectively the Equity Member, Lead Design Firm, Lead Contractor, Lead Operations & Maintenance Firm or Capital Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Design Firm, Lead Contractor, Lead Operations & Maintenance Firm or Capital Maintenance Firm. Project experiences provided by a parent or sister company of the Lead Design Firm, Lead Contractor, Lead Operations &

Maintenance Firm or Capital Maintenance Firm shall not be considered responsive to this QS, provided that, for the concession model only, project experience provided by a parent company of an Equity Member will be considered responsive..

Key Personnel may be employed by: (a) the Equity Member, Lead Design Firm, Lead Contractor, Lead Operations & Maintenance Firm or Capital Maintenance Firm itself;~~,~~ (b) ~~or~~ a controlled subsidiary of such Equity Member, Lead Design Firm, Lead Contractor, Lead Operations & Maintenance Firm or Capital Maintenance Firm; or, for the concession model only, (c) a parent company of an Equity Member.

5.2 Pass/Fail Review

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

(a) The QS contains an original executed transmittal letter as required in Part B, Volume 1, General(a).

(b) The Proposer or team member with the primary responsibility for construction is capable of obtaining payment and performance bonds or a letter of credit in the amount of $500 million from a surety or bank, as applicable, rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best and Company.

(c) Neither the Proposer nor any other entity that has submitted Form C as required by this RFQ has been disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment or suspension would preclude selection and award under TxDOT's Contractor Sanction Rules (43 Texas Administrative Code Sections 9.100 *et seq.*).

(d) The Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it as demonstrated by the materials provided in Volume 2 of the QS.

(e) The information disclosed in Form C and/or in response to Part B, Volume 1, Section B(e) 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 3, Section D.

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the "pass/fail" qualification requirements set forth above will be evaluated and scored according to the criteria set forth below for the applicable delivery method. TxDOT will evaluate responsive QSs (a) for the design-build delivery model according to the criteria in Part A, Section 5.4, and (b) for the full toll concession delivery model according to the criteria in Part A, Section 5.5. The relative weighting or importance of the evaluation criteria within each category is described in Part A, Sections 5.4 and 5.5.1 through 5.5.4 below.

5.4 Design-Build Evaluation Criteria

Each responsive QS for the design-build delivery model 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. Consecutive ~~factors or~~ subfactors within each category ~~(i.e. Project Experience and Statement of Technical Approach)~~ are set forth in descending order of importance, provided however consecutive ~~factors or~~ subfactors may be of equal value to each other.

5.4.1 Project Experience (70% Weighting)

The background and experience of the Proposer, individual team members, and technical ~~k~~Key ~~p~~Personnel with developing, designing, constructing, and maintaining comparable projects will be evaluated in accordance with the ~~following~~ criteria in this Section 5.4.1.~~:~~ 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:

- The extent and depth of the Proposer's and its individual team members' experience with developing, designing and constructing comparable projects; and
- The extent and depth of the Proposer's and its individual team members' experience with performing capital maintenance on comparable projects.~~;~~

(b) Experience of the Technical Key Personnel

The extent and depth of experience of the management team and technical Key Personnel for the Project listed in Proposer's response to Part B, Volume 3, Section C.

(c) Management Approach and Team Structure

- The stability, strength and likelihood of success of the proposed management structure and team; and
- ~~The extent and depth of experience of the management team and technical Key Personnel for the Project listed in Proposer's response to Part B, Volume 3, Section C; and~~
- The success of the Proposer and individual team members, management team and technical ~~k~~Key ~~p~~Personnel in working together on comparable projects and responsibilities.

Project and personnel references, as well as the information provided as required in Part B, Volume 1, Sections B(a) through B(d) and Part B, Volume 3, Sections A, C, D and E, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the Project Experience category.

5.4.2 Statement of Technical Approach (30% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the ~~following~~ criteria in this Section 5.4.2. The evaluation criterion within Subsection (i) is of greater importance than the evaluation criteria in Subsection (ii).~~:~~

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

(ii) The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases, including design, construction, and capital maintenance.

5.5 Full Toll Concession Evaluation Criteria and Weighting

Each responsive QS for the toll concession delivery model passing all of the "pass/fail" qualification requirements set forth in Part A, Section 5.2 will be evaluated and scored according to the criteria set forth below. Italics indicate explanations or instructions to the Proposer.

5.5.1 Technical Qualifications and Capability (40% Weighting)

The background and experience of the Proposer, individual team members, and technical Key Personnel in developing, designing, constructing, and maintaining comparable projects will be evaluated in accordance with the criteria in this Section 5.5.1. 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 E-1, E-2, and E-3) 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;

   (B) at least one transportation project in the United States with value greater than $250 million that has received "Notice to Proceed with major construction" in the last 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-operate-maintain contracting; and

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

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 E-1, E-2, and E-3) 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 pass-fail 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-operate-maintain contracting;
3. Experience in design of projects that included integrated design and ROW services and complex utility interfaces; and
4. Experience in design coordination for large, complex projects with multiple stakeholders and significant environmental constraints.

iii. Lead Operations and Maintenance Firm

1. Roadway operations and maintenance experience on similar roadways;
2. Experience with design-build-operate-maintain contracting;
3. Experience in toll operations; and
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. Lead Contractor's Project Manager and Superintendent for Lead Contractor

1. Length and depth of experience in managing construction projects of Similar Scope and Complexity; and
2. Experience in coordination with relevant regulatory agencies including projects with environmental constraints in which challenges were successfully overcome.

ii. Environmental Compliance Manager:

1. Experience in coordination with relevant regulatory agencies;

2. Experience in solving complex environmental coordination and mitigation issues; and
3. Experience in environmental compliance of projects with similar permitting challenges.

iii. Lead Quality Manager

1. Length and depth of experience developing, implementing, and maintaining quality management systems; and
2. Relevant education, training and certification.

iv. Design Manager, Lead Roadway Design Engineer, Lead Bridge Design Engineer, Design Quality Manager

1. Length and depth of experience in managing design of projects of Similar Scope and Complexity; and
2. Evidence of design or design management experience of projects with challenges similar to those of the Project.

v. 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 includes any regionally significant highway project with multiple travel lanes and major interchanges.

(c) Management Approach and Team Structure

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

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

Project and personnel references, as well as the information provided as required in Part B, Volume 1, Sections B(a) through B(d) and Part B, Volume 3, Sections A, C, D and E, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the Technical Qualifications and Capability category.

5.5.2 Statement of Technical Approach (10% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the criteria in this Section 5.5.2. The evaluation criterion within Subsection (i) is of greater importance than the evaluation criteria in Subsection (ii).

i. Extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity; and

ii. 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.

5.5.3 Toll Concession Project Finance Qualifications and Capability (40% Weighting)

The Proposer's project finance experience and capability will be evaluated in accordance with the criteria in this Section 5.5.3. The evaluation criteria within Subsections (a) through (d) are of equal importance.

(a) experience in structuring and securing financing commitments for toll revenue projects of similar size to the Project, including raising equity capital from internal sources, investment funds or other external sources;

(b) demonstrated success in the execution of financial plans for tollroad concession projects with demand and revenue risk, including raising and investing equity capital and debt;

(c) demonstrated experience in closing transactions utilizing a wide range of financing tools and instruments, including bank debt, TIFIA loans and/or credit support, Private Activity Bonds, and credit enhancement instruments; and

(d) depth of experience of the Proposer's financial Key Personnel and dedicated financial advisors, including:

(i) Financial Manager

1. Demonstrated proficiency in the oversight or performance of financial management and financial controls during construction for projects of Similar Scope and Complexity of the Project; and

2. Length and depth of experience in overall financial management for toll road project companies or entities during the operating phase of a concession.

(ii) Project Finance Lead

1. Length and depth of experience in financing greenfield tollroad concession projects; and

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

5.5.4 Conceptual Project Financing Discussion (10% Weighting)

The conceptual project financing discussion will be evaluated in accordance with the criteria in this Section 5.5.4. 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, and

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

5.6 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 for each delivery

model, as it deems appropriate, in its sole discretion, and in the best interests of the State of Texas.

5.7 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, and potentially 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, a Guarantor of Proposer or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and
- Other changes in the equity ownership or team membership of a Proposer.

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

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

The specific rules of contact are as follows:

(A) After submittal of 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 Proposal, except that team members that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during TxDOT sponsored informational meetings);

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

(C) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the P3A, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any ex parte communications regarding the RFQ, RFP or the procurement described herein with any member of the Texas Transportation Commission 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 Texas Turnpike Authority 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:

- HCTRA and MCTRA other LTPEs along the Grand Parkway
- Houston Galveston Area Council
- SB 1420 Committee members
- FHWA
- Local city and County governments with jurisdictions within the Project limits
- A-95 Environmental Review agencies
- Grand Parkway Association
- TxDOT (except as provided herein)

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

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

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

6.2 Public Information Act

6.2.1 Disclosure Waiver

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

6.2.2 Observers During Evaluation

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

6.2.3 Public Disclosure of Proposal Documents

Proposers are advised that all portions of the QS other than Volume 2 may be publicly disclosed by TxDOT at any time and at TxDOT's sole discretion.

6.2.4 Disclosure Process for Requests Under the Act

If a request is made under the Act for disclosure of Volume 2 of the QS or information contained therein, TxDOT will submit a request for an opinion from the Office of the Attorney General prior to disclosing any such documents. The Proposer shall then have the opportunity to assert its basis for 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:

- Wilbur Smith Associates
- KPMG
- Halcrow
- Jacobs Engineering Group
- Atkins
- Reynolds, Smith & Hills

- Nossaman, LLP
- Affiliates of any of the above

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

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

7. PROTEST PROCEDURES

7.1 Applicability

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

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

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

(3) shortlisting determinations.

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in this Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the

address specified in Part A, Section 3.4. The written request should include an agenda for the proposed one-on-one meeting. TxDOT will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

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

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

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

7.4 Content of Protest

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

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to Mr. Eddie Sanchez, P.E., Texas Department of Transportation, Major Projects Office, 7721 Washington Ave., Houston, Texas 77007, with a copy to Mr. Jack Ingram, ~~the~~ Office of General Counsel, Texas Department of Transportation, 150 E. Riverside Drive, 4th Floor North Tower, Austin, TX 78704, ~~125 E. 11th Street, Suite 702~~, Austin, TX 7870~~41 2483~~, as soon as the basis for protest is known to the Proposer. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

7.6 Comments from other Proposers

Other Proposers may file statements in support of or in opposition to the protest within 7 days of the filing of the protest. TxDOT shall promptly forward copies of all

such statements to the protestant. Any statements shall be sworn and submitted under penalty of perjury.

7.7 Burden of Proof

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

7.8 Decision on Protest

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

7.9 Protestant's Payment of Costs

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

7.10 Rights and Obligations of Proposers

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

8. TXDOT RESERVED RIGHTS

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

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a P3A to its satisfaction with a Proposer, it may

negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the Code and other provisions of Texas law as it deems appropriate.

- Cancel this RFQ or the subsequent RFP in whole or in part, including with respect to a particular delivery model, 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 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, 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 for the relevant delivery model(s):

Capital Maintenance Firm – For design-build QSs, the member of the Proposer team responsible for maintenance of the Project.

Equity Member –

> For design-build QSs, a member of the Proposer team that is (a) if the Proposer is a joint venture, a member of the joint venture, (b) if the Proposer is or will be a newly formed limited liability entity, an equity owner of the Proposer or (c) if the Proposer is a corporation or other entity that is not newly formed, the Proposer.
>
> For toll concession QSs, 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 – The member of the concession Proposer team responsible for developing the financial model, and structuring and implementing a financing plan for the Project.

Key Personnel – The personnel listed in Part B, Volume 3 Section C.

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 – For QSs submitted for the toll concession model, 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 –

For design-build QSs, any or all of the Proposer teams' Lead Engineering Firm, Lead Contractor, and Capital Maintenance Firm, except where these entities qualify as an Equity Member.

For concession QSs, any or all of the Proposer teams' Lead Engineering Firm, Lead Contractor, Financial Advisor, legal advisor and Lead Operations and Maintenance Firm, except where these entities qualify as an Equity Member.

2. ORGANIZATION

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

Design Build QS Organization

Volume 1	
Section A – General	(a) Form A – Transmittal Letter
	(b) Executive Summary
	(c) Confidential Contents Index
Section B – Proposal Information/ Project Experience	(a) Information Regarding Equity Members, Major Identified Non-Equity Members and Guarantors
	(b) Management Structure
	(c) Forms E-1 to E-3 – Relevant Experience
	(d) Form D – Reference Summary
	(e) Legal Qualifications
Section C – Statement of Technical Approach	Statement of Technical Approach
Volume 2	
Section A	Financial Statements and Credit Ratings
Section B	Material Changes in Financial Condition
Section C	Off-Balance Sheet Liabilities
Volume 3	
Section A	Forms B and C
Section B	Surety Letter
Section C	Personnel Qualifications
Section D	Express Commitment Regarding Key Personnel
Section E	Project Descriptions

Toll Concession QS Organization

Volume 1	
Section A – General	(a) Form A – Transmittal Letter
	(b) Executive Summary
	(c) Confidential Contents Index
Section B – Proposal Information/ Project Experience	(a) Information Regarding Equity Members and Major Identified Non-Equity Members
	(b) Management Structure
	(c) Forms E-1 to E-3 - Relevant Experience
	(d) Form D – Reference Summary
	(e) Legal Qualifications
Section C – Statement of Technical Approach	Statement of Technical Approach
Section D – Project Financing Experience	(a) Relevant Experience (Form F) (b) Case Studies
Section E – Conceptual Project Financial Discussion	Conceptual Project Financial Discussion
Volume 2	
Section A	Financial Statements and Credit Ratings
Section B	Material Changes in Financial Condition
Section C	Off-Balance Sheet Liabilities
Volume 3	
Section A	Forms B and C
Section B	Surety Letter
Section C	Personnel Qualifications
Section D	Express Commitment Regarding Key Personnel
Section E	Project Descriptions

VOLUME 1

Volume 1 of the QS shall contain the following:

Section A General

(a) Form A – Transmittal Letter:

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

(b) 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.

(c) Confidential Contents Index:

A page executed by the Proposer that sets forth the specific items in Volume 2 (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 2 of the QS as public information. Notwithstanding the foregoing, the list required under this Subsection (c) 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 B Proposal Information/Project Experience

(a) Information Regarding Equity Members, Major Identified Non-Equity Members and Guarantors

1. The Proposer

Identify the legal name of the Proposer. If the name is a DBA, identify underlying names. 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 of its organization.

2. Equity Members and Guarantors

For each Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state of organization. In addition, for QSs submitted for consideration under the design-build delivery model, include the name, the entity's legal nature and state of organization for any anticipated Guarantors. (See Part B, Volume 2, Section A(f) for guaranty requirements.) Two Proposers for the same delivery model may not share any common Equity Members, nor may affiliated companies (i.e. parent, sister, subsidiary companies, etc.) serve as Equity Members on more than one Proposer team for any one delivery model.

3. Major Identified Non-Equity Members

Identify each Major Non-Equity Member, plus any other team members that the Proposer wishes to identify in its QS at this time (together, "Major Identified Non-Equity Members"). For each Major Identified Non-Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state of organization.

(b) 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. This will show how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Project development. The narrative will be supported by up to three charts, on paper up to 11" x 17" size, as follows:

- Organization chart showing the Proposer's Equity Members, Major Non-Equity Members and any Major Identified Non-Equity Members. Indicate the percentage of shareholding among the Equity Members. If the Proposer is a design-build joint venture, indicate the interest of each Equity Member under the teaming

agreements. In addition, any Proposer submitting a QS to be considered for evaluation under the design-build model and anticipating that a guaranty will be required shall provide a table of organization showing the corporate relationship between the Proposer, Equity Member or Major Identified Non-Equity Member and the Guarantor.

- Organization chart showing the proposers management structure and "chain of command" with Key Personnel shown together with any other relevant personnel Proposer wishes to identify at this time, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, operating and maintaining the Project.

(c) Forms E-1 to E-3 - Relevant Experience

The QS shall contain completed Forms E-1, E-2, and E-3. Project descriptions for each of the projects listed in Forms E-1, E-2 and E-3 shall be included in Volume 3, Section E.

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

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

3. Form E-3: Technical Experience – Lead Operations and Maintenance Firm/Capital Maintenance Firm: Provide details for a maximum of four projects in compliance with the requirements set forth in Form E-3 and best meeting the evaluation criteria set forth in Part A, Section 5. Form E-3 listing experience for the Lead Operations and Maintenance Firm is required for QSs submitted for evaluation for the full toll concession model. Form E-3 listing experience for the Capital Maintenance Firm is required for QSs submitted for evaluation for the design-build model.

(d) Form D – Reference Summary

The QS shall contain a completed Form D consolidating all of the references required. This should include references for all project experience listed on Forms E-1, E-2 and, E-3 ~~to the project name and contract number, owner's name, address, contact name and current email address, phone and fax numbers, dates of work performed (if~~

~~applicable), brief project description, description of work and percentage actually performed by such member entity, and project outcome or current status~~.

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

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

Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, TxDOT may elect to exclude the experience represented by that project in determining the Proposer's qualifications.

For any entity identified in the QS for which experience and qualifications have not been provided pursuant to Part B, Volume 1, Section B(c), the Proposer may, but is not required to, include relevant project references on Form D~~briefly describe their qualifications and experience in performing the role that Proposer proposes to allocate to them. The description need not be lengthy or go into the level of detail sought in Part B, Volume 1, Section B(c)~~.

(e) 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 ~~involving~~ between the public owner and 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 1, Section B(c), 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 C Statement of Technical Approach

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

(1) understanding of the Project scope;

(2) approach to P3A ~~concession~~ contracting and to successfully delivering the Project using P3A ~~design-build-operate-maintain~~ 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/or maintenance period, as applicable.

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

Section D Project Financing Experience

(a) Relevant Experience (Toll Concession)

The QS shall contain completed Form F, providing information regarding projects that demonstrate the experience of the Proposer, each Equity Member or Proposer's finance team (including the Financial Manager, Project Finance Lead and any external financial advisor) with developing and implementing a plan of finance for greenfield toll road concession projects. Project descriptions for each of the projects listed in Form F shall be included in Volume 3, Section E. Form F shall list no more than a maximum of six projects.

(b) Case Studies

Provide case studies demonstrating the financial experience of the Proposer, or for newly formed entities, its Equity Members and, in particular the financial experience of the Proposer's finance team (including the Financial Manager, Project Finance Lead and external Financial Advisor, if any). The case studies should describe any particular challenges in technical or financial aspects of the transaction and how these challenges were overcome in order to achieve financial close. Responses to this question should include a minimum of two and no more than a maximum of four case studies of projects that are listed on Form F and which illustrate specific experience with the following:

(1) developing plans of finance for toll concession projects with demand and revenue risk involving debt and equity funding;

(2) arranging and coordinating the use of various forms of debt in project financing structures including the use of a broad range of financing instruments, which may include bank debt, TIFIA, Private Activity Bonds, or revenue bonds;

(3) arranging and coordinating equity investments from multiple sources;

(4) coordinating phases of financing for large complex projects with multiple stakeholders;

(5) successfully securing credit ratings necessary for any capital markets debt;

(6) events or circumstances that affected the time until financial close, including a description of any obstacles encountered and how these obstacles were resolved; and

(7) experience securing private financing within challenging financial markets during the past three years (at least one case study must include this information.)

Each case study shall not exceed two pages.

Section E 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:

(1) Broadly describe your anticipated financing strategy and general availability of expected debt sources for greenfield toll concession projects with demand and revenue risk. Please indicate whether you are likely to propose with a committed plan of finance.

(2) Given the increasing number of infrastructure projects in the United States and globally, and the size 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.

(3) Describe your understanding of the credit implications and mitigation factors of various risk allocation models in greenfield toll road projects.

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

(5) Segment E of the Grand Parkway is currently being developed as a Design-Bid-Build project and will be paid for by TxDOT. What, if any, are the credit, financial and commercial implications of including Segment E in the scope of the Project?

The Conceptual Project Financing Discussion may be no longer than **five (5)** pages.

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A Financial Statements and Credit Ratings

Financial statements for the Proposer and equity members of Proposer for the three most recent completed fiscal years must be provided to demonstrate financial capability of the Proposer.

Financial statement information must include:

i. Opinion Letter (Auditor's Report);

ii. Balance Sheet;

iii. Income Statement;

iv. Statement of Changes in Cash Flow; and

v. Footnotes.

In addition, financial statements must meet the following requirements:

a. **GAAP –** Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). If financial statements are prepared in accordance with principles other than U.S. GAAP, 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.

b. **U.S. Dollars** - Financial statements must be provided in U.S. dollars. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.

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

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

e. **Newly Formed Entity** - If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements).

f. **Guarantor** -

(i) Design-build model requirements: If financial statements of a parent company, Equity Member or other affiliate company ("Guarantor") are provided to demonstrate financial capability of the Proposer, a guaranty will be required from such entity as a condition to execution of the P3A. Guarantors will be required for Proposers that are newly formed or limited liability companies or that do not meet specified net worth requirements. In addition, Proposers shall note that TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor is required as a condition of shortlisting.

(ii) Toll concession model requirements: Proposers shall note that TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor or additional Equity Member is required as a condition of shortlisting.

g. **SEC Filings** - If the team or any other entity for whom financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.

h. **Confidentiality** - The Proposer shall identify any information which it believes is entitled to confidentiality under Texas Transportation Code Section 223.204 and the Public Information Act, by placing the word "CONFIDENTIAL" on each page and listed in Part B, Volume 1, Section A(c).

i. **Credit Ratings** - Appropriate credit ratings must be supplied for each Proposer, equity member, and Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each equity owner, and Guarantor for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer, equity owner, or Guarantor, as applicable, shall provide a letter from its CFO or treasurer so certifying.

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

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

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

<u>List of Representative Material Changes</u>

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 (1) the number of ~~all~~ off balance sheet liabilities and (2) the aggregate dollar amount thereof.

Package the information separately for each separate entity with a cover sheet identifying the name of the organization and its role in the Proposer's organization (i.e., equity member, lead design firm, subcontractor, etc.).

VOLUME 3

Volume 3 of the QS shall contain the following:

Section A Forms B and C

Executed originals of Form B and Form C for the Proposer, each equity member of Proposer, each Guarantor and each Major Identified Non-Equity Member. **Proposers are advised that Form B may be released to the public and media.**

Section B Surety Letter

Evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a Performance Bond and Payment Bond in an amount of at least $500 million. Alternatively, the QS may include evidence from a bank indicating that the Proposer is capable of obtaining a standby letter of credit in the amount of at least $500 million. The evidence shall take the form of a letter from a surety/insurance company or bank, as applicable, indicating that such capacity exists for the Proposer or the team member with the primary responsibility for construction. 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 2, 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, 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.

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

TxDOT has not yet determined the specific amount or form of security that it will require for the Project. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

Section C Personnel Qualifications

Proposers are required to provide separate resumes for all Key Personnel, as well as other relevant personnel who are shown in the Organization Chart included in Volume 1, and whose qualifications and experience will be evaluated as described in Part A, Section 5.

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.

Resumes shall include the following information for each project listed:

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

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

Technical Key Personnel (for design-build and concession QSs) are listed as follows.

Position	Description
Project Manager	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 substantial completion
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 the Design Quality Manager. Shall be co-located and on-site until final acceptance.
Environmental Compliance Manager	Responsible for assuring compliance of all on site activities with the requirements of all permits and regulatory requirements. Reports directly to the Lead Individual(s) from the Equity Member. Independent of Lead Contractor's production team and has the authority to stop work.
Design	
Design Manager	Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed, including design activities related to field design changes.
Lead Roadway Design Engineer	Responsible for ensuring that the design of the roadway is completed and design criteria requirements are met. Will be the Engineer of Record for the roadway.
Lead Bridge Design Engineer	Responsible for ensuring that the design of bridges is completed and design criteria requirements are met. Will be the Engineer of Record for the bridges.
Design Quality Manager	Responsible for all aspects of design quality and for implementation of procedures to ensure all design products are accurate and checked before release.
O&M	
O&M Manager	Responsible for overall design, construction, operation,~~al and~~ maintenance and contract administration matters on behalf of the Developer, including safety and environmental compliance following service commencement and interfacing with TxDOT in compliance with the O&M protocols arrangement.

Financial Key Personnel (for concession QSs) are listed as follows.

Financial Key Personnel	
Financial Manager	Responsible for overall financial management and exercise of financial controls for Project, assigned to the Project full time.
Project Finance Lead	The member of the concession Proposer or financial team including external financial advisors responsible for developing the financial model in conformity with the P3A terms, and structuring and implementing a financing plan for the Project.

Section D Express Commitment Regarding Key Personnel

An express, written statement committing that the Key Personnel designated in the QS for the positions or roles described in Part B, Section C 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 E Project Descriptions

Volume 3, Section E~~D~~ of the QS shall include the project descriptions discussed in Part B, Volume 1, Section B and listed on Forms E-1, E-2 and Form E-3. These shall be a maximum two-page narrative description for each project on separate 8-1/2" x 11" sized white paper. The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

PART C
EXHIBITS AND FORMS

EXHIBIT A
PROJECT MAP

November 08, 2011

EXHIBIT B-1
TERM SHEET FOR DBA

[Provided Separately]

EXHIBIT B-2
TERM SHEET FOR CMA

[Provided Separately]

EXHIBIT B-3
TERM SHEET FOR CONCESSION P3A

[Provided Separately]

EXHIBIT C
ENVIRONMENTAL STATUS

Segment A: No environmental work has been undertaken for this Segment.

Segment B: A Draft Environmental Impact Statement (DEIS) is currently under development. A Final Environmental Impact Statement (FEIS) is anticipated to be released in 2013. A request for issuance of a Record of Decision (ROD) by the Federal Highway Administration (FHWA) is anticipated in 2014.

Segment C: A DEIS was released in May 2000. A DEIS re-evaluation received concurrence in July 2011. An FEIS is currently under development.

A request for issuance of ROD by the FHWA is anticipated by late-2012.

A Section 7 consultation with the US Fish & Wildlife Service (USFWS) has been completed regarding a protected species located within the project study area. A Biological Assessment and Biological Opinion have been approved by USFWS.

Wetland delineations and verification by the U.S. Army Corps of Engineers have been completed for the Preferred Alternative Alignment.

Segment D: This Segment has been open to the public since August 31, 1994. Mainlane overpasses from Westpark Tollroad south to US 59 will be constructed as toll facilities by Fort Bend County. An Environmental assessment (EA) Re-evaluation was issued in February 2008 and approved by TxDOT Environmental Affairs Division in September 2008.

Segment E: A DEIS was released in February 2003. The FEIS was signed by FHWA on November 19, 2007. The ROD was issued on June 24, 2008 by FHWA.

An FEIS re-evaluation was approved and a revised ROD was issued by FHWA on June 9, 2009. A FEIS re-evaluation for detention ponds was approved in March 2011.

USACE issued a 404 Permit June 2011.

Segment F-1: A DEIS was released on October 17, 2003. The FEIS was signed by FHWA on April 18, 2008. The ROD was issued on November 20, 2008 by FHWA.

An FEIS re-evaluation was approved on June 11, 2009 by FHWA and a revised ROD was issued by FHWA on June 12, 2009.

Another FEIS re-evaluation will be required for detention ponds included in this Segment.

Segment F-2: A DEIS was released on February 6, 2004. A revised DEIS was released on June 9, 2006. The FEIS was signed by FHWA on July 2, 2008. The ROD was issued on December 31, 2009 by FHWA.

Another FEIS re-evaluation will be required for detention ponds included in this Segment.

Segment G: A DEIS was released in February 2007. The FEIS was signed by FHWA on January 15, 2009. The ROD was issued on December 29, 2010 by FHWA.

Another FEIS re-evaluation will be required for detention ponds included in this Segment.

Segment H & I-1: A combined DEIS was approved by FHWA on May 10, 2011. The FEIS is anticipated to be released in mid-2012. Issuance of a ROD by FHWA is anticipated in 2013.

Segment I-2: A DEIS and FEIS were prepared and FHWA issued a ROD in August 1998.

The first phase of Segment I-2 (IH 10 to FM 1405) was opened to traffic on March 25, 2008. TXDOT is currently working on the design of Segment I-2 from FM 1405 to SH 146. An FEIS re-evaluation is currently under development.

FORM A

TRANSMITTAL LETTER

PROPOSER:_____

QS Date: [Insert Date]

Texas Department of Transportation
Major Projects Office
7721 Washington Ave.
Houston, Texas 77007
Attn: Mr. Eddie Sanchez, P.E.

The undersigned ("Proposer") submits this qualification submittal (this "QS") in response to that certain Request for Qualifications dated as of November 18, 2011 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design and construct, and to, potentially, finance, operate and maintain tolled main lanes and related facilities along portions of SH 99 (the "Project"), through a Public Private Partnership Agreement ("P3A"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

Volume 1: Transmittal Letter (this Form A), Executive Summary, Confidential Information List, Proposer Information/Project Experience, Statement of Technical Approach, [Project Financing Experience and Conceptual Project Financing Discussion];

Volume 2: Financial Qualifications; and

Volume 3: Forms B and C, Surety Letter, Personnel Qualifications, Express Commitment Regarding Key Personnel, and Project Descriptions.

Proposer requests TxDOT to evaluate this QS for the following Project delivery method: [Proposer to list design-build or toll concession].

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT's Project Website (www.txdot.gov/grandparkway.htm) and the following addenda and sets of questions and answers to the RFQ:

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

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

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

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

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

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

Proposer's business address:

_____

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

_____

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____
Attorney in Fact

FORM B

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

(for Public Release)

Name of Proposer: _____

Name of Firm:
_____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

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

North American Industry Classification Code: _____Fax No.: _____

Name of Official Representative (if applicable): _____

Business Organization (check one):

- ☐ Corporation (If yes, then indicate the State and Year of Incorporation.)
- ☐ Partnership (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- ☐ Joint Venture (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- ☐ Limited Liability Company (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- ☐ Other (describe)

A. Business Name: _____

B. Business Address: _____
Headquarters: _____
Office Performing Work: _____
Contact Telephone Number: _____

C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each Equity Member and Major Non-Equity Member firm in the space below. Complete a separate Information form (Form B) for each Equity Member and Major Non-Equity Member firm and attach it to the QS. Also indicate the name and role of each other financially liable party and attach a separate form.

Name of Firm	Role

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

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

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

FORM C

CERTIFICATION

Proposer: _____

Name of Firm: _____

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 and any applicable Texas governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq*.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law?

☐ Yes ☐ No

If yes, please explain:

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

☐ Yes ☐ No

If yes, please explain:

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

by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☐ No

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

---

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

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

REFERENCE SUMMARY

Respondents should consolidate references for all project experience included in their QS within the Table below. References unable to be contacted may be disregarded by TxDOT at its own discretion

Responding Team Member	Project	Contact Name	Company / Agency	Current Address	Phone Number	E-mail	Fax
Lead Contractor	1.						
	2.						
	3.						
	4.						
	5.						
	6.						
Lead Engineering Firm	1.						
	2.						
	3.						
	4.						
Lead Operations & Maintenance Firm **(Required for QSs being evaluated for Toll Concession Delivery Method)** or Capital Maintenance Firm **(Required for QSs being evaluated for Design-Build Delivery Method)**	1.						
	2.						
	3.						
	4.						

FORM E-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 December 31, 2011	LEVEL OF COMPANY'S PARTICIPATION (6) & (8)	ROLE OF COMPANY FOR THE PROJECT (7)

Notes:

~~(2)~~(1) A maximum of four 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.

~~(3)~~(2) Only list projects on which the Lead Engineering Firm worked within the past ten (10) years.

~~(4)~~(3) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering experience. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential design and engineering work for the Project.

~~(5)~~(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of December 31, 2011, including the benchmark on which the exchange rate is based.

~~(6)~~(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

~~(7)~~(6) Show company's participation in terms of money and percentage of the work and provide a brief summary of the role the company played in the listed project (scope of work).

~~(8)~~(7) In Volume 3 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.

~~(9)~~(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 E-2 - TECHNICAL EXPERIENCE - CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2), (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORKS COMPLETED BY DECEMBER 31, 2011	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

Notes:

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

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

(3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. 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 December 31, 2011, and identify the benchmark on which the exchange rate is based.

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

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

(7) In Volume 3 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

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

FORM E-3 - TECHNICAL EXPERIENCE – OPERATIONS AND MAINTENANCE/CAPITAL MAINTENANCE

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

Notes:

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

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

(3) Only list projects where the Lead Operations & Maintenance Firm or Capital Maintenance Firm as applicable, held a minimum fifty percent (50%) of the ultimate responsibility for the operations and/or maintenance experience. If the Lead Operations & Maintenance Firm or Capital Maintenance Firm, as applicable, 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 or Capital Maintenance Firm's, as applicable, potential operations and/or 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 December 31, 2011, and identify the benchmark on which the exchange rate is based.

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

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

(7) In Volume 3 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 F

FINANCIAL REFERENCE SUMMARY

(Required for QSs being evaluated for Toll Concession Delivery Method)

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