



Texas Department of Transportation

DEWITT C. GREER STATE HIGHWAY BLDG. • 125 E. 11TH STREET • AUSTIN, TEXAS 78701-2483 • (512) 463-8585

December 29, 2006

Re: DFW Connector

To whom it may concern:

The Texas Department of Transportation (TxDOT) is pleased to release this Request for Qualifications (RFQ) issued on December 29, 2006, in connection with the above-referenced Project. TxDOT is inviting qualifications statements (QS) from teams interested in developing, designing, constructing, and, at TxDOT's sole option, maintaining improvements along SH 114 in Tarrant County from SH 114L Business to east of International Parkway and SH 121 from FM 2499 to SH 360 (the "SH 114/SH 121 Corridor") including tolled managed lanes along SH 114 from east of FM 1709 to east of International Parkway (referred to herein as the "DFW Connector" or the Project). Through this procurement, TxDOT intends to select a team to enter into a Comprehensive Development Agreement (CDA) that will obligate the Developer to: (1) design and construct the Project; and (2) at TxDOT's sole option, to perform capital maintenance of the Project for a period of time to be determined by TxDOT, but not to exceed a total of 15 years.

Teams interested in responding to the RFQ may submit questions and requests for clarification regarding this RFQ in writing to the address shown in Part A, Section 3.6 of the RFQ. TxDOT must receive any such correspondence not later than March 13, 2007. TxDOT will post its responses on its website.

Proposers must submit a QS by no later than 12:00 P.M. central time on April 17, 2007. TxDOT looks forward to receiving and reviewing your QS, to receiving detailed proposals from the shortlisted Proposers and to working with the selected Proposer in the successful development of the Project.

Sincerely,

Phillip E. Russell, P.E.
Director, Texas Turnpike Authority Division

**REQUEST FOR QUALIFICATIONS
TO DESIGN, CONSTRUCT AND
POTENTIALLY MAINTAIN
THE
DFW CONNECTOR
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT**

TEXAS DEPARTMENT OF TRANSPORTATION

ISSUED December 29 , 2006

Qualifications Statements Due: April 17, 2007 at 12:00 P.M. Central Time

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

TABLE OF CONTENTS

PART A	1
1 EXECUTIVE SUMMARY.....	1
2 DESCRIPTION OF OPPORTUNITY.....	3
2.1 The Opportunity.....	3
2.2 Project Description.....	4
2.3 Description of Proposed Contracting Opportunity.....	5
2.4 Anticipated Improvements to be Completed by the Developer.....	5
2.5 Status of Project Design and Construction.....	8
2.6 Project Environmental Status.....	8
2.7 Funding Available for Development Costs.....	8
2.8 ROW Acquisition.....	9
2.9 TxDOT Technical Requirements; Geotechnical, Hydrologic/Hydraulic, Utility Investigation and Relocation, Hazardous Materials Investigations, Aesthetic Treatment, Railroad Coordination and Project Coordination.....	9
2.9.1 Technical Requirements.....	9
2.9.2 Geotechnical Investigation Program and Hydrologic/Hydraulic Study ..	9
2.9.3 Utility Investigation and Relocation.....	10
2.9.4 Hazardous Materials Investigation.....	10
2.9.5 Aesthetic Treatment.....	11
2.9.6 Railroad Coordination.....	11
2.9.7 Project Coordination.....	11
2.9.8 Other Due Diligence Activities.....	12
2.10 Traffic Forecast and Information.....	12
2.11 Toll Collection System Development and Operation.....	12
2.12 Legal Authority and Requirements.....	12
2.12.1 Legal Authority.....	12
2.12.2 Federal Requirements.....	13
2.12.3 Liability, Insurance and Bonds.....	13

2.12.4	DBE Requirements	14
2.13	Developer Compensation	14
3	DESCRIPTION OF PROCUREMENT PROCESS	14
3.1	Overall Process	14
3.2	Project Documents	15
3.3	Payment for Work Product	15
3.4	Procurement Schedule	15
3.5	Pre-QS Workshop	16
3.6	Designated Project Representative; Questions and Requests for Clarification; Addenda	16
3.7	Ombudsman	17
4	QS CONTENT AND SUBMITTAL REQUIREMENTS	18
4.1	General.....	18
4.2	Format	18
4.3	Contents and Organization	18
4.4	QS Submittal Requirements	19
5	EVALUATION PROCESS AND CRITERIA	19
5.1	Responsiveness.....	19
5.2	Pass/Fail Review	20
5.3	Qualifications Evaluation Criteria and Weighting	21
5.3.1	General/Experience (70% Weighting).....	21
5.3.2	Conceptual Project Development Plan (30% Weighting)	22
5.4	QS Evaluation Procedure.....	22
5.5	Changes in the Conceptual Project Development Plan.....	23
5.6	Changes in Proposer Organization and Key Personnel	23
5.7	RFP Procedure and Evaluation.....	24
6	COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST	24
6.1	Improper Communications and Contacts.....	24
6.2	Public Information Act	26
6.3	Organizational Conflicts of Interest.....	27
7	PROTEST PROCEDURES.....	28
7.1	Applicability	28
7.2	Required Early Communication for Certain Protests	29
7.3	Deadlines for Protests.....	29
7.4	Content of Protest	29

7.5	Filing of Protest.....	30
7.6	Comments from other Proposers	30
7.7	Burden of Proof.....	30
7.8	Decision on Protest.....	30
7.9	Protestant's Payment of Costs	30
7.10	Rights and Obligations of Proposers.....	30
8	TxDOT RESERVED RIGHTS	31

PART B..... 26

1	General/Experience	27
1.1	The Proposer	27
1.2	Equity Members	27
1.3	Major Identified Non-Equity Members.....	27
1.4	Management Structure	27
1.5	Organizational Chart.....	27
1.6	Relevant Experience	28
1.7	Project References	28
1.8	Key Personnel	29
1.9	Legal Qualifications	29
1.9.1	Legal Issues	29
1.9.2	Legal Liabilities	29
1.9.3	Legal Proceedings.....	30
2	Conceptual Project Development Plan.....	30
2.1	General Approach.....	30
2.2	Relationships, Roles and Responsibilities.....	31
2.3	Availability of Resources	32

PART C..... 1

Exhibits:

Exhibit A	List of Project Documents.....	C-1
Exhibit B	Project Map.....	C-2

Forms:

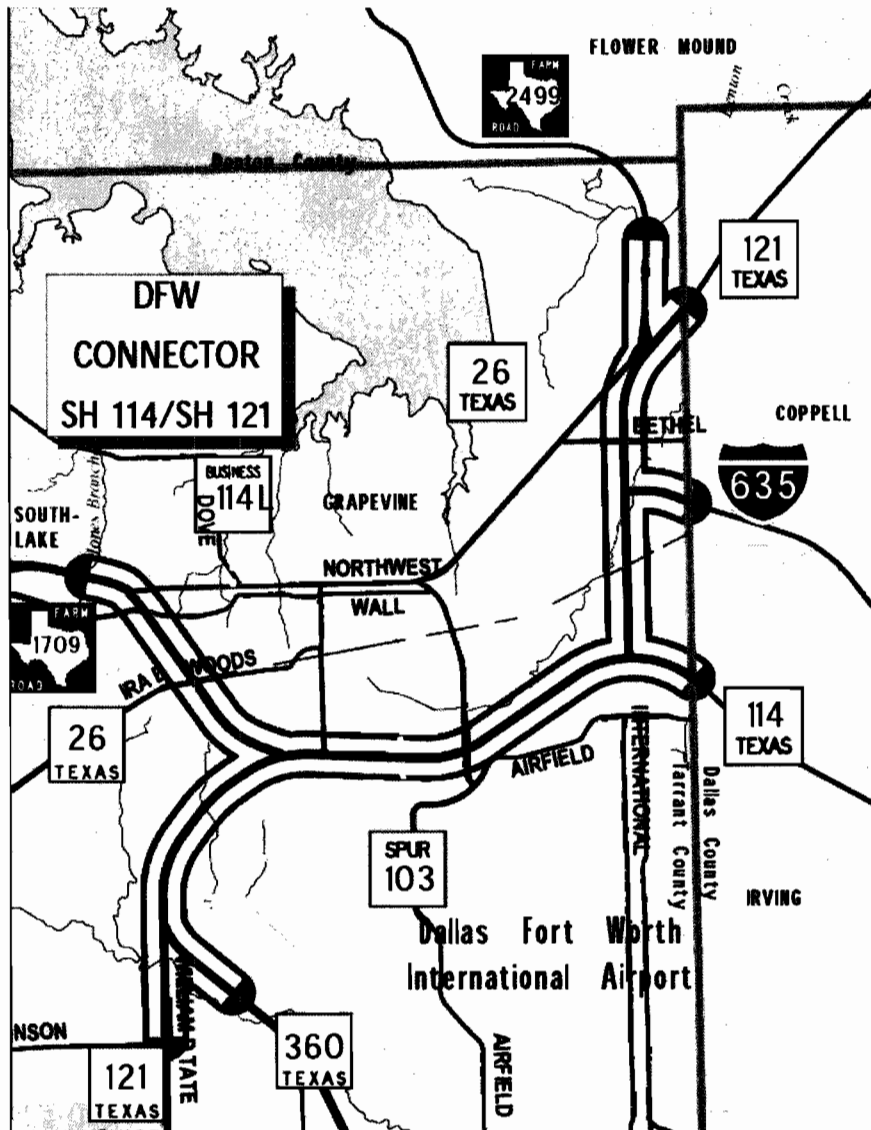
Form A	Transmittal Letter
Form B	Information Regarding Proposer, Equity Members And Major Non-Equity Members

PART A

BACKGROUND AND INSTRUCTIONS

1 EXECUTIVE SUMMARY

The DFW Connector (the "Project") involves improvements to the SH 114/SH 121 Corridor, including the addition of tolled managed lanes to be located along SH 114 from east of FM 1709 to east of International Parkway. The Project improvements are located within the general area of the following map:



TxDOT plans to enter into a comprehensive development agreement ("CDA") with the selected Proposer ("Developer") to develop, design, and construct the Project, and, at TxDOT's sole option, provide capital maintenance for the Project for a period of time to be determined by TxDOT, but not to exceed a total of 15 years. TxDOT has concluded that employing private sector creativity through a CDA approach is the best way to ensure cost-effective and expedited delivery of the Project.

The procurement provides a unique opportunity for a private partner to immediately develop, design, construct and potentially maintain a significant piece of the mobility solution for the region. Key elements of this opportunity include:

- A clear recognition of the need for the Project and strong support among local governments and elected officials for rapid implementation.
- A high profile project for the Developer in the North Texas region due to the Project's proximity to major area attractions.
- Significant identified public funding for the Project.
- Doing business with TxDOT, which is recognized as a leader in the nation-wide trend of partnering with the private sector for the delivery of necessary transportation infrastructure. TxDOT has a proven track record of success in implementing transportation solutions in collaboration with the private sector.
- Use of the programmatic approaches and business models which TxDOT has already successfully implemented for a range of key issues, and defined clear relationships with the other key public entities involved with the Project.
- Generating excellent credentials for future public-private partnership opportunities, both in Texas and throughout North America.

TxDOT has initiated a two step process for the selection of a Developer to complete this Project. The first step includes the release of this Request for Qualifications. The purpose of this step is to identify a shortlist of qualified Proposers based on their experience and background and their conceptual approach to the development of the Project. The second step will include the release of a draft and a final Request for Proposals ("RFP"). The purpose of the second step is to obtain high-quality technical and pricing proposals ("Proposals") in response to the RFP from the shortlisted Proposers and to select the apparent best value Proposer for the award of the Project through a CDA.

Shortlisted Proposers will have the opportunity to provide input on a wide range of issues related to the procurement prior to the release of the final RFP.

The key dates for the RFQ are as follows:

- RFQ Release Date – December 29, 2006
- Pre-QS Workshop – January 30, 2007
- QS Due Date – April 17, 2007

2 DESCRIPTION OF OPPORTUNITY

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, is pleased to present this Request for Qualifications ("RFQ") to any entities or groups of entities ("Proposers") interested in submitting qualifications statements ("QSs") to design, construct and potentially maintain SH 114 in Tarrant County from SH 114L Business to east of International Parkway and SH 121 from FM 2499 to SH 360 (the "SH 114/SH 121 Corridor") including tolled managed lanes along SH 114 from east of FM 1709 to east of International Parkway, as well as other facilities to the extent necessary for connectivity, mobility and safety (referred to herein as the "Project"), pursuant to a Comprehensive Development Agreement ("CDA"). Development of the Project is a crucial element in responding to severe recurrent traffic bottlenecks and congestion that occurs daily in the proposed Project corridor. TxDOT has concluded that harnessing private-sector creativity through a CDA approach is the best way to ensure cost-effective and expedited delivery of this Project and provide needed congestion relief to the public.

2.1 The Opportunity

TxDOT believes the Project is a very attractive business opportunity for the private sector. Key elements of the opportunity include:

- **Strong Public and Local-Government Support.** The Project improvements will provide needed capacity to address significant congestion problems, provide significant travel time savings and generate significant economic benefits for the region. There is a clear recognition of the need for the Project and strong support among local governments and elected officials for rapid implementation.
- **TxDOT Is a Strong Public Partner with a Proven Record of Success.** TxDOT is the recognized leader in the growing trend to utilize private sector resources and creativity to address congestion issues. TxDOT has real experience using agreements with private sector partners to achieve benefits for all parties, including agreements and procurements using essentially the same approach and structure as described in this RFQ. TxDOT is committed to

providing the transportation improvements in this corridor using comprehensive development agreements with private partners.

- **High Profile Project.** The Project represents a high profile opportunity for the Developer in the North Texas region due to the Project's proximity to major area attractions.
- **Project Size and Scope.** The Project is of substantial size and complexity. Within the scope of the Project, there is also a potential opportunity for capital maintenance work for up to 15 years.
- **Successful Programmatic Approaches and Business Model.** The Project makes use of established programmatic approaches which TxDOT has already developed for a range of key issues. Also, the design-build with potential capital maintenance business model has been previously executed and carried out successfully by TxDOT.
- **Identified Funding.** The funding for the Project has been identified and is not dependent on private financing.
- **TxDOT Has Developed Defined Relationships with Other Key Public Entities.** TxDOT has been able to use its experience on other projects to develop clear roles and responsibilities for many of the public agencies that will be key to Project success, including the Regional Transportation Council ("RTC"), the North Texas Tollway Authority ("NTTA"), Dallas-Fort Worth International Airport ("DFW") and affected cities.
- **Future Opportunities.** This Project can provide excellent credentials for future opportunities, both in Texas and throughout North America.

2.2 Project Description

TxDOT is currently planning improvements to the SH 114/SH 121 Corridor, including the addition of tolled managed lanes to be located along SH 114 from east of FM 1709 to east of International Parkway. As described more fully in Part A, Section 2.4 below, the Project involves the reconstruction of, and increased capacity for, SH 114 from SH 114L Business to east of International Parkway and SH 121 from north of FM 2499 to south of SH 360. The proposed improvements include the reconstruction of several directional interchanges, highway merge/diverges, arterial flyover connections and cross-street interchanges. In addition, collector-distributor roads, a managed lane facility, braided ramps, system ramps and frontage road construction are included in the overall Project scope. However, TxDOT does not anticipate that the Developer's scope of work will include the design, installation, operation and maintenance of the

toll collection system for the managed lanes portion of the Project, and the State will be the beneficiary of all tolls collected on the Project.

2.3 Description of Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a CDA that will result in cost-effective and expedited completion of all elements of this Project. The CDA will obligate the Developer to: (1) 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 anticipates that the CDA will address the maintenance of completed Project facilities in 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 had 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. The terms, conditions and parameters determining the nature of the parties' maintenance responsibilities will be set forth in more detail in the RFP.

2.4 Anticipated Improvements to be Completed by the Developer

TxDOT anticipates that the improvements to be completed by the Developer will include design and construction of the following:

- **Directional Interchanges:** A three-level interchange is planned to be constructed at SH 121/IH 635 and a four-level interchange is planned at SH 114/International Parkway. Both of these interchanges will be constructed within the general footprint of existing interchanges and include complex geometry and a connection to a collector distributor roadway. The proposed interchange at SH 121 and SH 114 west of Main Street includes direct connectors (fly-over ramps) proposed on the western portion of the Project to serve traffic heading northbound on SH 121 to westbound on SH 114 and eastbound SH 114 to southbound on SH 121. Currently, this traffic must use William D. Tate Avenue. This flyover connection will utilize proposed right-of-way and be elevated over a car dealership and restaurant parking lots.

- **Highway Merge/Diverge:** Construction is also planned for the highway merge/diverge areas associated with FM 2499 and SH 121, SH 360 and SH 121 and SH 114 and SH 121 west of Main Street.
- **Arterial Flyover Connections:** Flyover connections to four arterials are planned. These connections are located at FM 1709, SH 26 west of Grapevine, SH 26 north of IH 635 and a flyover connection to William D. Tate Avenue.
- **Collector-Distributors (CDs):** Two sets of collector-distributors are anticipated for the Project. The location of these CDs includes the area between SH 360 and SH 114 in the southwest portion of the Project limits and between SH 114 and FM 2499 on the northeast portion of the Project.
- **Toll Managed Lane Facility:** Managed lanes to reduce congestion are planned by providing additional two lanes in each direction on SH 114 extending from east of FM 1709 to east of International Parkway. The managed lanes would be separated from the general purpose main lanes by concrete barriers, with access available only at the west and east ends of the Project. These lanes will adjust to changing traffic conditions by complying with the managed lane policies of the Regional Transportation Council prepared by the North Central Texas Council of Governments. The managed facility includes an additional lane in each direction for approximately one-half mile just west of International Parkway to allow for sorting of traffic through a toll gantry located east of Texan Trail. In addition, a wide shoulder is provided in this area for monitoring and enforcement.

The table below outlines in more detail the proposed improvements for the Project:

Facility	Proposed Limits of Construction		Proposed # Lanes
	From Approximately	To Approximately	
The Funnel	SH 121/SH 114 Merge (near William D. Tate Avenue)	SH 114/SH 121 Interchange with International Parkway	<u>Between Main Street and Texan Trail</u> <ul style="list-style-type: none"> ▪ 6 eastbound and 6 westbound general purpose lanes, with auxiliary lane ▪ 2 managed lanes in each direction (4 total) ▪ 3 to 4 frontage road lanes in each direction*

Facility	Proposed Limits of Construction		Proposed # Lanes
	From Approximately	To Approximately	
			<u>At Toll Gantry</u> <ul style="list-style-type: none"> ▪ 6 eastbound and 8 westbound general purpose lanes ▪ 3 managed lanes in each direction (6 total) ▪ 4 westbound frontage road lanes ▪ 2 eastbound ramp lanes to eastbound SH 114
SH 114	North Kimball Avenue	SH 121/SH 114 Merge (near William D. Tate Avenue)	<u>North of SH 26</u> <ul style="list-style-type: none"> ▪ 4 to 6 main lanes in each direction ▪ 2 to 5 frontage road lanes in each direction
			<u>At William D. Tate Avenue</u> <ul style="list-style-type: none"> ▪ 3 main lanes in each direction ▪ 2 managed lanes in each direction ▪ 2 to 3 frontage road lanes in each direction
SH 121	Hall Johnson Road	SH 121/SH 114 Merge (near William D. Tate Avenue)	<u>South of Mustang Drive</u> <ul style="list-style-type: none"> ▪ 3 to 5 northbound and 3 southbound main lanes ▪ 4 northbound and 3 southbound collector-distributor lanes to/from SH 360 ▪ 3 northbound lanes and 3 southbound frontage road lanes
SH 121	SH 114/SH 121 Interchange with International Parkway	Dallas County Line	<u>Between SH 114 and IH 635</u> <ul style="list-style-type: none"> ▪ 4 to 7 northbound and 3 to 6 southbound main lanes ▪ 3 to 4 northbound lanes and 2 to 6 southbound collector-distributor lanes ▪ 3 southbound frontage road lanes

Facility	Proposed Limits of Construction		Proposed # Lanes
	From Approximately	To Approximately	
SH 26 (Ira E. Woods Avenue)	East of South Kimball Avenue	East of Baylor Parkway (East of SH 114)	<u>South of SH 114</u> <ul style="list-style-type: none"> ▪ 2 to 3 main lanes in each direction
SH 360	South of Stone Myers Parkway	SH 121	<ul style="list-style-type: none"> ▪ 2 to 3 main lanes in each direction
FM 1709	West of Gateway Drive	SH 114	<ul style="list-style-type: none"> ▪ 2 to 3 main lanes in each direction
International Parkway	North Airfield Drive	SH 114	<ul style="list-style-type: none"> ▪ 4 northbound and 4 to 6 southbound main lanes
IH 635	SH 114	West of Royal Lane	<ul style="list-style-type: none"> ▪ 5 to 6 main lanes in each direction
FM 2499	North of Denton Creek	SH 121	<ul style="list-style-type: none"> ▪ 2 main lanes in each direction ▪ 3 frontage road lanes in each direction

*East of Texan Trail, frontage road lanes are proposed only on the north side.

2.5 Status of Project Design and Construction

No portion of the Project is currently under construction, nor is any construction planned on the Project prior to award of the CDA.

2.6 Project Environmental Status

A Finding of No Significant Impact ("FONSI") is expected to be issued for the Project in Fall of 2007. A draft Environmental Assessment ("EA") is currently under review by TxDOT.

Proposers are advised that it is possible that the NEPA process will result in a no-build alternative for the Project or an alignment that differs from the preferred alignment identified in the EA. Nothing contained in this RFQ shall commit TxDOT or a Proposer to the implementation of the Project unless a FONSI is obtained (and then only to the extent set forth in the FONSI) and until a CDA is awarded and executed.

2.7 Funding Available for Development Costs

TxDOT intends to finance the design, construction and capital maintenance of the Project itself. No private funding is required.

2.8 ROW Acquisition

Existing right-of-way maps are available as provided in Part A, Section 3.2 ("Project Documents"). No right-of-way has been acquired for the Project improvements. TxDOT has not yet determined the full scope of the Developer's obligations to participate in right-of-way acquisition. It is anticipated that the CDA will require the Developer to carry out substantial right-of-way acquisition services in connection with the Project, in which case the inclusion and pricing of such services in the Proposals shall be an integral part of the Proposal evaluation process. These services may include preparation of right-of-way strip maps, plats, legal descriptions, appraisals, coordination with landowners, and such other items as TxDOT deems relevant, as well as coordination of the offer and relocation processes. TxDOT shall assist the Developer in the necessary acquisition of right-of-way, at the Developer's expense, as prescribed in Texas Transportation Code Section 206.066-.069. TxDOT also currently anticipates playing a more active role in the acquisition of right-of-way currently owned by DFW. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in that process.

2.9 TxDOT Technical Requirements; Geotechnical, Hydrologic/Hydraulic, Utility Investigation and Relocation, Hazardous Materials Investigations, Aesthetic Treatment, Railroad Coordination and Project Coordination

2.9.1 Technical Requirements

It is anticipated that the CDA will require the Developer, upon receiving a notice to proceed from TxDOT, to assume substantially all development obligations from TxDOT and its consultants arising from and after execution of the CDA, and to cause the Project to be completed in accordance with certain standards and specifications that will be set forth in the CDA. Project-specific technical requirements will be developed for the final RFP with input during industry review by shortlisted Proposers.

The RFP may permit Proposers to propose, for TxDOT consideration, alternative technical concepts, exceptions and deviations from certain of these standards. The alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All requests for deviations shall follow the requirements set forth in the RFP. Proposers should note, however, that, because it is likely that federal funds will be included in TxDOT's plan of finance, there may be restrictions on deviations from federally-mandated construction standards.

2.9.2 Geotechnical Investigation Program and Hydrologic/Hydraulic Study

TxDOT is currently assessing existing information in order to determine whether it will perform any geotechnical investigation work regarding the Project prior to issuing the

RFP, in which case, TxDOT will make the results of such investigation work available to shortlisted Proposers during the RFP stage. A draft Funnel Interchange Master Drainage Study has been prepared for the Project and will be made available for review as part of the Project Documents see Part A, Section 3.2 below). TxDOT is currently assessing existing information in order to determine whether it will perform any additional analyses for drainage crossings regarding the Project prior to issuing the RFP, in which case, TxDOT will make the results of such analyses available to shortlisted Proposers during the RFP stage.

TxDOT does not anticipate that Proposers will need to conduct any geotechnical investigation or drainage studies in order to respond to this RFQ. To the extent that any Proposer desires additional information, however, such Proposer will need to coordinate with TxDOT prior to conducting any investigation (i.e. permitting, traffic control, notification etc.). Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW. Shortlisted Proposers may, during the industry review process, be asked to provide input on what, if any, additional geotechnical investigation information will be collected. TxDOT may decide to perform additional geotechnical investigation or drainage studies based on the input it receives during the industry review process.

2.9.3 Utility Investigation and Relocation

TxDOT is currently preparing a Level B Subsurface Utility Engineering ("SUE") investigation for the Project. This information is expected to be available in June of 2007. TxDOT will assess this existing information in order to determine whether it will perform any additional utility investigation work regarding the Project prior to issuing the RFP, in which case, TxDOT will make the results available to shortlisted Proposers during the RFP stage.

As it relates to eligible utility adjustment/relocation expenses, Developers should assume toll project designation for the Project unless otherwise noted (see Texas Administrative Code Section 21.23). TxDOT anticipates that the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs.

2.9.4 Hazardous Materials Investigation

Information related to hazardous materials is available for review as provided in Part A, Section 3.2.

TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be collected and shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

2.9.5 Aesthetic Treatment

The Developer will be expected to work with all entities crossed by the Project regarding aesthetic treatments and follow guidelines developed by TxDOT and set forth in the RFP. Additional details and requirements will be set forth in the RFP.

2.9.6 Railroad Coordination

The Project crosses a rail line owned by the Dallas Area Rapid Transit ("DART") in three locations. TxDOT anticipates that the CDA will require the Developer to design the crossings and coordinate with the affected railroad.

2.9.7 Project Coordination

The Developer will be required to coordinate the Project improvements with future projects planned by TxDOT and other entities. Coordination may include designing the Project in a manner consistent with these potential future projects and working with other contractors, TxDOT and other relevant agencies if, as 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:

- **SH 121:** SH 121 to the northeast of the Project will be under construction during the Project improvements. The Developer will be required to coordinate its work with the construction of the SH 121 improvements.
- **SH 114:** Future improvements are planned along SH 114 beginning at the east end of the Project. Although it is not currently anticipated that these improvements will be under construction during the construction of the Project improvements, the Developer will be required to coordinate its design with TxDOT.
- **SH 26:** Widening of SH 26 on the west side of the Project may be under construction during the Project improvements. The Developer will be required to coordinate its work with the construction of the SH 26 improvements.
- **Fort Worth Transportation Authority Rail Line:** A rail line is currently scheduled to be under construction by the Fort Worth Transportation Authority during the construction of the Project improvements. The Developer will be required to coordinate its work with the Fort Worth Transportation Authority and its potential project.

- **DART Rail Line:** DART is planning future improvements to its rail line near the southeast portion of the Project near Airfield Road. Although it is not anticipated that these improvements will be under construction during the Project improvements, the Developer will be required to coordinate its design with DART and its potential project.
- **DFW Taxiway:** A perimeter taxiway is currently scheduled to be under construction by DFW during the Project improvements. The Developer will be required to coordinate its work with DFW and its potential project.

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

2.9.8 Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part A, Sections 2.9.1 – 2.9.7 will be provided. The shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

2.10 Traffic Forecast and Information

Traffic forecast and other traffic information is available to Proposers for review as provided in Part A, Section 3.2. Any further traffic studies that may be performed by TxDOT will be made available to shortlisted Proposers.

2.11 Toll Collection System Development and Operation

It is currently anticipated that the design, installation, operation and maintenance of the toll collection system for the managed lanes portion of the Project will not be included in the Developer's scope of work and that TxDOT will retain responsibility for such work. The Developer will be required to coordinate its work with the toll systems installer and integrator retained by TxDOT to perform the toll collection systems work.

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

2.12 Legal Authority and Requirements

2.12.1 Legal Authority

TxDOT is issuing this RFQ in accordance with the provisions of Chapter 223 of the Texas Transportation Code (the "Code") (which can be found at

<http://tlo2.tlc.state.tx.us/statutes/tn.toc.htm>); Sections 9.6, 27.1-27.6 of Title 43, Texas Administrative Code (the "Rules") (available at: [http://info.sos.state.tx.us/pls/pub/readtac\\$ext.viewtac](http://info.sos.state.tx.us/pls/pub/readtac$ext.viewtac)); and other applicable provisions of law. Proposers should be aware that the Texas Transportation Commission ("Commission") approved proposed amendments to the Rules on November 16, 2006, which were published in the Texas Register for public notice and comment on December 1, 2006. The proposed amendments are available at: <http://www.sos.state.tx.us/texreg/pdf/backview/1201/1201is.pdf>. These proposed amendments will apply to this procurement if and when they are adopted.

TxDOT is issuing this RFQ pursuant to Minute Order #110469 approved by the Commission on March 30, 2006. This Minute Order can be reviewed at: http://www.dot.state.tx.us/publications/commission/2006_meetings/mar30_min.pdf.

2.12.2 Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and TxDOT's plan of finance for the Project will remain eligible for federal-aid funds, including any federal portion of the anticipated funding identified in Part A, Section 2.7. Therefore, the procurement documents and any agreements thereunder must conform to requirements of applicable federal law, regulations and policies. TxDOT reserves the right to modify the procurement process described in this RFQ to address any concerns, conditions or requirements of federal agencies, including FHWA.

TxDOT also anticipates that certain other federal procurement requirements will apply. These include Small Business requirements (United States Code Sections 631 et seq.), Buy America requirements (49 Code of Federal Regulations Part 661), Davis-Bacon wage rates and DBE requirements.

2.12.3 Liability, Insurance and Bonds

TxDOT anticipates that the Developer will be required to assume liabilities, to provide bonds or alternate forms of security (or both) and insurance coverages and to indemnify and defend TxDOT against third-party claims as specified in the CDA. TxDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by State law. TxDOT is prohibited by State law from indemnifying any Proposer. There will be no waiver of the sovereign immunity protections of the State of Texas and TxDOT under State law. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFP and the CDA.

2.12.4 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. The DBE policy of TxDOT applies to all TxDOT contracts and purchases paid with any funds received from the United States Department of Transportation (“USDOT”) through the Federal Highway Administration (“FHWA”), the Federal Transit Administration, and the Federal Aviation Administration. 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.

2.13 Developer Compensation

TxDOT currently expects that the CDA will include a fixed price to complete the Project. The CDA 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. Because payments under the CDA come from TxDOT, State and/or federal funds (as opposed to Project revenues, revenue bond proceeds, loans, etc), Proposers should be aware that such state and federal funds may be subject to legislative appropriation by the State of Texas.

3 DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

The procurement involves a two-step process: this RFQ followed by an RFP.

TxDOT will evaluate the QSs it receives in response to this RFQ and will establish, according to criteria generally outlined herein, a shortlist of Proposers eligible to receive and respond to the RFP. If only one responsive QS is received, TxDOT may either (a) proceed with the procurement and request a Proposal from the sole Proposer or (b) terminate this procurement.

Following the shortlisting of Proposers, TxDOT anticipates releasing for industry review and comment a draft RFP, including scope of work, and contract documents or

summaries/term sheets. Following receipt of written comments, TxDOT may schedule one-on-one and/or group meetings to discuss issues and comments identified by the shortlisted Proposers. 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, TxDOT plans to issue a RFP to the shortlisted Proposers.

Following receipt and evaluation of Proposals, TxDOT may select a Proposer for negotiations, based on the evaluation criteria set forth in the RFP, to finalize a CDA for award and execution. If negotiations are not successful with the apparent best value Proposer, TxDOT may negotiate with the next highest rated Proposer. Alternatively, TxDOT may terminate the procurement.

3.2 Project Documents

The available Project Documents are listed in Exhibit A hereto. The Project Documents will be made available to prospective Proposers upon issuance of this RFQ. Proposers may request mailing or may physically pick up electronic copies on compact disks of available documents by contacting TxDOT's designated Project representative as identified in Part A, Section 3.6 at either the Fort Worth District or at the Austin District offices. TxDOT will charge \$50.00 for the costs of providing electronic copies.

3.3 Payment for Work Product

In accordance with Texas Transportation Code Section 223.203(m), TxDOT intends to pay each unsuccessful, shortlisted 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. No payment will be made to Proposers who are not shortlisted, fail to submit responsive Proposals, or are disqualified from the process prior to award, and no payment shall be made in connection with this RFQ.

3.4 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	December 29, 2006
Pre-QS workshop	10 a.m. Central Time January 30, 2007

Deadline for questions and requests for clarification regarding the RFQ	March 13, 2007
Questions and requests for clarification relating to any Addendum issued after March 9, 2007	three days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	12:00 p.m. Central Time April 17, 2007

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ.

TxDOT intends to issue the industry review draft of the RFP shortly after selection of the shortlisted Proposers and to pursue the procurement to a CDA award thereafter. TxDOT currently anticipates awarding and executing a CDA for the Project in March of 2008.

3.5 Pre-QS Workshop

TxDOT intends to hold a pre-QS workshop at TxDOT's offices at Texas Department of Transportation 125 E. 11th Street, Commission Hearing Room Austin, Texas 78701, on the date and time specified in Part A, Section 3.4. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a QS if they do not attend the workshop.

3.6 Designated Project Representative; 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 designated Project representative, except as provided in Part A, Section 3.7 below. TxDOT's designated Project representative is as follows:

Mr. Sam Swan
Texas Department of Transportation
2501 Southwest Loop at McCart
Fort Worth, Texas 76133
Email: sswan@dot.state.tx.us
Fax: (817) 370-6787

Proposers shall provide a copy of all correspondence to:

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Ms. Diana Vargas
Email: dvargas@dot.state.tx.us
Fax: (512) 936-0970

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. TxDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.4. 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 following website: <http://www.dot.state.tx.us> (the "Website"). Specific information on this procurement may be obtained through the following link: http://www.dot.state.tx.us/services/texas_turnpike_authority/notice_intent.htm.

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 Website identified above 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 reviewed all materials posted thereon.

3.7 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 3.6 above. TxDOT's designated ombudsman for this procurement is:

Joanne Wright, Esq.
Associate General Counsel
Texas Department of Transportation

125 East 11th Street, Fifth Floor
Austin, Texas 78701
Email: jwright@dot.state.tx.us

4 QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

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

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

4.2 Format

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

Submittals must be prepared on 8-1/2" x 11" sized, white paper, and shall be double-sided. Volume 1 (as described in Part B) shall have all pages sequentially numbered and not exceed 60 pages. Each printed side shall be considered one page. The font size in Volume 1 shall be no smaller than twelve-point. Volumes 2 and 3 (as described in Part B) do not have page numbering, page limitation or type font size requirements. 11" x 17" pages are allowed (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.

Standard corporate brochures, awards, licenses and marketing materials shall not be included in a QS.

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 DFW Connector
through a Comprehensive Development Agreement

QSs shall be delivered by hand or courier to:

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Phillip E. Russell, P.E.

TxDOT will not accept facsimile or other electronically submitted QSs.

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

QSs will be accepted and must be received by TxDOT during normal business hours before 12:00 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.4. 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.

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.

(b) The Proposer or team member with the primary responsibility for construction is capable of obtaining payment and performance bonds in the amount of \$250 million from a surety rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best 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 Part B, Volume 2 of the QS.

The evaluation of financial capability will take into account the following considerations:

- Profitability
- Capital structure
- Ability to service existing debt
- Other commitments and contingencies

(e) The Proposer team has the development, design, construction and maintenance capacity to carry out all Project responsibilities.

(f) The information disclosed in **Form C** and/or in response to Part B,

Volume 1, Section 1.9 does not materially adversely affect the Proposer's ability to carry out the Project responsibilities that will be allocated to it should it be selected.

(g) The Proposer makes the express, written commitments as required in Part B, Volume 3, Section C.

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. The order in which the evaluation criteria appear within each category (i.e., General/Experience, Conceptual Project Development Plan, etc.) is not an indication of weighting or importance.

5.3.1 General/Experience (70% Weighting)

The background and experience of the Proposer, individual team members, and key personnel with developing, designing, constructing, and maintaining comparable projects will be evaluated in accordance with the following criteria:

- The extent and depth of the Proposer's and its individual team members' experience with developing, designing and constructing comparable projects;
- The extent and depth of the Proposer's and its individual team members' experience with performing capital maintenance on comparable projects;
- The stability, strength and likelihood of success of the proposed management structure and team;
- The extent and depth of experience of the management team and 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 key personnel in working together on comparable projects and responsibilities.

Project and personnel references, as well as the information provided in Part B, Volume 1, Sections 1.6 through 1.9 and Part B, Volume 3, Section A, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the General/Experience category.

5.3.2 Conceptual Project Development Plan (30% Weighting)

The Conceptual Project Development Plan will be evaluated in accordance with the following criteria:

- The extent to which the Conceptual Project Development Plan is technically feasible, including a scheduling approach for project development delineating any proposed phasing of the work and important milestone activities;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of the Project; TxDOT's needs; and risk associated with the development, design, construction, and maintenance of the Project; the activities to be undertaken under the CDA;
- The extent to which the Conceptual Project Development Plan demonstrates the commitment of materials, equipment, and qualified personnel resources necessary to develop the Project;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of maintenance and total life cycle costs; and
- The efficiency and effectiveness of the Conceptual Project Development Plan in presenting an approach to integrating TxDOT into Project development and in structuring the roles and relationships of TxDOT/Proposer/third parties.

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make shortlist recommendations 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, TxDOT may schedule additional interviews at a later date. Upon receipt of requested clarifications as described above, if any, the QSs will be re-evaluated to factor in the clarifications and additional information.

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

5.5 Changes in the Conceptual Project Development Plan

TxDOT understands that as Proposers and TxDOT continue their individual and collective efforts to analyze and develop optimal development plans for the Project, it is likely that the Conceptual Project Development Plans will change and evolve. TxDOT wishes to encourage that evolution and continued focus by Proposers on the best transportation solutions for the Project. Accordingly, it is TxDOT's intention to use the Conceptual Project Development Plans only for purposes of evaluating the QSs. Proposers may modify, alter and enhance their respective Project development plans in conjunction with their Proposals. However, Proposers shall not change their Conceptual Project Development Plans in a way that renders the QS a misrepresentation of the Proposer's intentions and capabilities.

5.6 Changes in Proposer Organization and Key Personnel

TxDOT wants to ensure that Proposers are able to develop and attract the greatest range and depth of expertise as may be necessary to participate in this procurement and to develop, design, construct and potentially 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 personnel identified in its QS in response to Part B, Volume 3, Section C;
- 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.

5.7 RFP Procedure and Evaluation

The Commission has given its staff broad direction on the content and methodology for the solicitation of Proposals from shortlisted Proposers, the selection of a Proposer whose Proposal offers the apparent best value to TxDOT and the terms and conditions a CDA must contain to be deemed satisfactory. TxDOT staff and consultants intend to work with the Commission during the RFQ process to define the RFP and negotiation process with specificity, which may include, at an appropriate time, industry review of a draft RFP and contract documents, among other information. Proposers are advised that the evaluation methodology, criteria and/or weightings for the evaluation of the Proposals may differ from that set forth herein to evaluate QSs. In addition, the rankings, scores and evaluations of the QSs shall not carry over or be used in any way in the evaluation of the Proposals.

6 COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

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

The specific rules of contact are as follows:

(A) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's Proposal, except that subcontractors 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; provided, however, that Proposers may correspond with TxDOT's designated ombudsman regarding confidential communications, including questions, comments, or complaints regarding the procurement, to the extent authorized in Part A, Section 3.7. TxDOT's designated Project representative is identified in Part A, Section 3.6 and TxDOT's designated ombudsman is identified in Part A, Section 3.7;

(C) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the CDA, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any ex parte communications regarding the RFQ, RFP, the CDA 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, except for communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of the Texas Turnpike Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict Proposers from communicating with regard to matters unrelated to the RFQ, RFP, CDA 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) During the RFQ process and until notification to the Proposers of the shortlist, the Proposers shall not contact the following identified stakeholders regarding the Project, including employees, representatives and members of the entities listed below:

- North Texas Tollway Authority;
- Tarrant, Denton and Dallas Counties;
- City of Grapevine;
- City of Southlake;
- City of Coppell;
- City of Colleyville;
- City of Irving;
- City of Euless;
- Any city within a five-mile radius of the Project;
- Utility companies providing service within the Project area;
- Any business within a two-mile radius of the Project;
- RTC;
- North Central Texas Council of Governments;

- DFW;
- Fort Worth Transportation Authority; and
- DART.

(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 and 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;

(I) Proposers shall not contact any FHWA project or program office, representatives or FHWA consultant regarding any issues relating to the Project.

6.2 Public Information Act

Subject to the requirements of Texas Transportation Code Section 223.204, Texas Government Code Chapter 552 (the "Public Information Act" or the "Act") and the terms of this RFQ, QSs will *not* be publicly opened or evaluated.

All written correspondence, exhibits, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to TxDOT during this procurement process, including as part of the response to this RFQ, become the property of the State of Texas upon their receipt by TxDOT and will not be returned to the submitting parties. Except as provided by Section 223.204 of the Texas Transportation Code, these materials are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and Section 223.204 of the Texas Transportation Code. In no event shall the State of Texas, TxDOT, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a QS submitted under this RFQ.

If TxDOT receives a request for public disclosure of all or any portion of a QS, TxDOT will use reasonable efforts to notify the applicable responding Proposer team of the request and give such responding Proposer team an opportunity to assert, in writing and at its sole expense, a claimed exception under the Act or other applicable law within the time period specified in the notice issued by TxDOT and allowed under the Act.

If a Proposer has special concerns about information which it desires to make available to TxDOT but which it believes constitutes a trade secret, proprietary information, or other information excepted from disclosure, such responding Proposer team shall specifically and conspicuously designate that information **by placing "CONFIDENTIAL" in the header or footer of each such page affected**. Nothing contained in this provision shall modify or amend requirements and obligations imposed on TxDOT by the Act or other applicable law. The provisions of the Act or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

All prospective Proposers should obtain and thoroughly familiarize themselves with the Texas Transportation Code and any applicable Rules. All Qs shall conform to and contain the detailed information required by the Texas Transportation Code and the Rules. Questions on the content and meaning of the Rules shall be submitted in writing as provided herein. Information submitted by Proposers may be made available to TIFIA representatives. TxDOT intends to follow procedures established by FHWA to avoid disclosure of such information under the Freedom of Information Act.

6.3 Organizational Conflicts of Interest

Proposers should be aware that the Commission adopted proposed amendments to the Rules on November 16, 2006, which contain specific provisions relating to conflicts of interest and ethics. These proposed amendments were published in the Texas Register for public notice and comment on December 1, 2006 and are available at: <http://www.sos.state.tx.us/texreg/pdf/backview/1201/1201is.pdf>. TxDOT is also currently developing a policy regarding organizational conflicts of interest that will apply to all CDA projects, including the Project. The policy is undergoing an industry review process before it is finalized. TxDOT, however, intends to apply the proposed Rule amendments and the draft policy when reviewing Qs and subsequent Proposer requests to add new team members and key personnel. As such, these documents provide guidance to firms interested in participating on Proposer teams for the Project. Prior to finalizing teaming arrangements, Proposers are advised to carefully review the proposed Rule amendments and the draft policy, which may be found on TxDOT's website at ftp://ftp.dot.state.tx.us/pub/txdot-info/tta/conflict_interest.pdf. The proposed Rule amendments and the draft policy may preclude certain firms and their entities from participating on a Proposer team for the Project. Any firm or entity who has previously performed or is currently performing work for TxDOT concerning the Project will be examined closely for conflicts of interest.

Firms who are restricted from proposing or joining a Proposer team include the following firms and their affiliates:

- HDR;

- Hicks & Company;
- KPMG;
- Nossaman, Guthner, Knox & Elliott, LLP;
- PBS&J;
- Carter Burgess;
- URS;
- Goldman Sachs;
- HNTB; and
- Wilbur Smith and Associates.

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

Proposers are also advised that TxDOT's policy is intended to augment applicable federal and state law, including federal laws and rules related to organizational conflict of interest and NEPA. Such applicable law will also apply to Proposer teams and may preclude certain firms and their entities from participating on a Proposer team.

7 PROTEST PROCEDURES

7.1 Applicability

This Part A, Section 7 and Section 27.6 of the Texas Administrative Code set forth the exclusive protest remedies available with respect to this RFQ. To the extent that any provisions in this Part A, Section 7 are inconsistent with those set forth in Section 27.6 of the Texas Administrative Code, as it may be amended, the provisions in the Texas

Administrative Code that are current at the time of the protest shall govern. These provisions prescribe the exclusive procedures for protests regarding:

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

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in this Part A, Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in Part A, Section 3.6. 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 the Assistant Executive Director for Engineering Operations, with a copy to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, as soon as the basis for protest is known to the Proposer. For any protests filed after the QS submittal date, 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 Assistant Executive Director for Engineering Operations or his 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 Part A, Section 7, and Section 27.6 of the Texas Administrative

Code, 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, 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:

- Modify the procurement process in its sole discretion to address applicable law and/or the best interests of TxDOT and the State of Texas;
- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a CDA to its satisfaction with a Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the Code and other provisions of Texas law as it deems appropriate.
- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by TxDOT of a CDA, without incurring any cost obligations or liabilities.
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Not issue an RFP.
- Reject any and all submittals, responses and Qs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Exclude any potential Proposer from submitting any response to the RFQ or RFP based on failure to comply with any requirements of those documents.

- Suspend and terminate CDA negotiations at any time, elect not to commence CDA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.
- Issue addenda, supplements and modifications to this RFQ.
- Appoint evaluation committees to review QSs, make recommendations to the Commission and seek the assistance of outside technical experts and consultants in QS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Proposer without being bound by any provision in its 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.
- Disqualify any Proposer under this RFQ, the RFP or during the period between the RFQ and the RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from TxDOT.
- Not issue a notice to proceed after execution of the CDA.
- Develop some or all of the Project itself.
- 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 3.3, 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 CDA, in form and substance satisfactory to TxDOT, has been executed and authorized by TxDOT and, then, only to the extent set forth therein.

PART B

Qualification Submittal

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

VOLUME 1

Volume 1 of the QS shall contain the following:

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 (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 Texas Transportation Code or the Public Information 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 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 QS, but in no event shall such list be binding on TxDOT, determinative of any issue relating to confidentiality or a request under the Public Information Act (as described in Part A, Section 6.2) or override or modify the provisions of Section 223.204 of the Texas Transportation Code or TxDOT's responsibilities thereunder.

1 General/Experience

The following information relevant to qualifications of the Proposer, its equity owners, the lead or managing entity member of the Proposer team, all Major Non-Equity Members and any other team members that the Proposer wishes to identify in its QS. The term "Major Non-Equity Members" shall mean the following team members, if such team members do not hold an equity interest in the Proposer: (i) the lead engineering firm, (ii) the lead contractor, and (iii) the lead firm responsible for capital maintenance of the Project. The Proposer must identify all Major Non-Equity Members as defined above.

1.1 The Proposer

Identify the legal name of the Proposer. If the name is a DBA, identify underlying names. Identify an individual who will act as a sole point of contact and include the following information: name, title, address, telephone and fax numbers and electronic mail address. Identify the legal name and form of the Proposer and the state of its organization.

1.2 Equity Members

For each equity member of the Proposer, identify the entity's role and the entity's legal nature and state of organization.

1.3 Major Identified Non-Equity Members

Identify each Major Non-Equity Members and any other team members that the Proposer wishes to identify in its QS at this time ("Major Identified Non-Equity Member"). 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.

1.4 Management Structure

Describe the Proposer's management structure, including its teaming arrangements and how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Project development. Describe how the Proposer's management structure will facilitate completion of all work required under the CDA. Describe the prior experience (if any) of the Proposer, equity members and Major Non-Equity Members working together within a consortium.

1.5 Organizational Chart

Provide an organizational chart which sets forth the Proposer's structure, teaming arrangements and reporting requirements that covers all aspects of Project activities. Please also address key personnel.

1.6 Relevant Experience

Describe relevant experience held by the Proposer, each equity member of the Proposer and each Major Identified Non-Equity Member with:

- i. development, design and construction of toll roads, turnpike, and/or highway improvements and/or renovations, including interchanges, with a construction value of \$150 million or more;
- ii. design-build, joint owner/contractor development, public-private partnership, comprehensive development and exclusive development agreements for transportation projects to which such entity has been a party with a construction value of \$150 million or more.
- iii. capital maintenance of toll roads, turnpike and/or highway facilities;
- iv. capital maintenance of public-private transportation projects; and
- v. project and risk management.

All such projects in which the entity played a significant role during the past five years shall be included. For each project described above, include a brief paragraph under the project description describing the relevance of the project and the entity's experience in the project and why that experience will provide value to TxDOT should the Proposer be selected.

1.7 Project References

With respect to each project identified pursuant to Part B, Section 1.6, include 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, project construction value, annual capital maintenance value if the entity's role involved capital maintenance, description of work and percentage actually performed by such member entity, and project outcome or current status. If lengthy, the project description may be expanded in Volume 3, Section D of the QS, which will not be included in the 60-page limit. Further, with respect to each project, include the initial contract price, final contract price (including the number and value of contract modifications and claims), explanation regarding the causes of contract value adjustments (whether upward or downward), initial contract completion date, final completion date, the number of time extensions sought and received and explanations regarding the causes of the time extensions, and the nature of the contract compensation (i.e., lump sum, fixed price, cost plus, etc.).

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, Section 1.6, the Proposer may, but is not required to, briefly describe their qualifications and experience in performing the role that Proposer proposes to allocate to them, including contact information. The description need not be lengthy or go into the level of detail sought in Part B, Section 1.6.

1.8 Key Personnel

List the Proposer's key personnel for the Project (which must include those individuals identified in Part B, Volume 3, Section C). Describe the relevance of each individual's experience to their identified role in the Project and why that experience will provide value to TxDOT should the Proposer become the Developer.

1.9 Legal Qualifications

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

1.9.1 Legal Issues

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

1.9.2 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 fax number (and e-mail address if available).

1.9.3 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 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 capital 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, Section 1.6, 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 fax number (and e-mail address if available).

With respect to the information solicited in Part B, Section 1.9.1, 1.9.2 and 1.9.3, failure to provide this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling TxDOT to contact owner representatives may, in the sole discretion of TxDOT, lead to a lower evaluation score and/or a "fail" rating for the team or disqualification from the procurement process.

2 Conceptual Project Development Plan

The Proposer's conceptual plan for development of the improvements and maintenance of the Project shall be submitted, including:

2.1 General Approach

A description of the Proposer's plan to develop, design, construct, and maintain (assuming that TxDOT exercises the capital maintenance option) the Project, including a discussion of life cycle costs for alternatives, commitment of resources, assignment of risk, and the use of subcontractors and suppliers. The description shall include:

(a) A description of the Proposer's general approach to advancing Project development through Project completion.

(b) A development and implementation schedule based upon current levels of information, including start of construction, substantial completion, final acceptance, project phasing (as applicable) and other major milestones.

(c) A description of key areas of Project risk and methods to mitigate and appropriately allocate risk for the Project;

(d) An overview of the Proposer's approach to the management of development, design, construction and maintenance, including quality control/quality assurance.

(e) An overview of the Proposer's approach to expeditiously resolve disputes within its team organization and between itself and the project owner, including successful techniques in partnering and avoiding and mitigating disputes before they become significant and disruptive.

(f) An approach for other key Project functions, including the following:

- safety;
- permit procurement;
- utility relocation and adjustment services;
- construction sequencing and traffic control;
- right-of-way acquisition;
- quality control/quality assurance;
- environmental protection;
- coordinating with adjacent facilities;
- ITS capabilities; and
- public relations and involvement.

(g) A description of key assumptions used in developing the Conceptual Project Development Plan.

2.2 Relationships, Roles and Responsibilities

The Proposer's view of the roles and responsibilities of TxDOT, the Proposer and third parties in connection with the Project (in terms of allocation of work, facility implementation/delivery, coordination of work) must be stated. Describe the anticipated TxDOT/Developer relationship and the nature of TxDOT participation sought by the Proposer in connection with Project development and implementation and how that will achieve success. The Proposer may wish, but is not required, to address some or all of the following areas:

- Environmental Clearance/Planning/Permitting (including a description of the process for obtaining any new or modified environmental approvals, should

they be needed, and ensuring compliance with Sections 27.3(h) and (i) of the Rules);

- Right-of-Way acquisition;
- Design and engineering;
- Geotechnical, utility and hazardous materials investigations;
- Utility relocations;
- Technical feasibility studies;
- Construction, sequence of construction, traffic control plan and Project incentives and disincentives;
- Design and construction quality control/quality assurance;
- Community relations and involvement;
- Local government interaction;
- Project warranties, maintenance and preservation;
- Toll collection system installation and interoperability; and
- Any other role or area not described above that the Proposer believes is key to successful Project development and implementation.

2.3 Availability of Resources

Describe the Proposer's approach to ensuring that adequate materials, equipment, and qualified personnel resources are available to the Proposer which it can and will commit to the Project. Discuss the current backlog of the Proposer and its team members and the capacity to perform the work.

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 Letter of Support** - If financial statements of a parent company or affiliate company ("Guarantor") are provided to demonstrate financial capability of the Proposer or equity members of the Proposer, an appropriate letter from the Guarantor must be provided confirming that it will financially support all the obligations of the Proposer or equity member of the Proposer with respect to the Project. 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.
- 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 as described in Part A, Section 6.
- 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.

List of Representative Material Changes

- 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;
- A change in tangible net worth of 10% of shareholder equity;
- 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;
- A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;
- 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;
- 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;

- 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 all off balance sheet liabilities.

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 Non-Equity Member. **Proposers are advised that Form Bs may be released to the public and media.**

Section B Surety

Evidence from a surety or an insurance company indicating that the Proposer is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. The evidence shall take the form of a letter from a surety/insurance company, indicating that such capacity exists for the Proposer. Letters indicating "unlimited" bonding capability are not acceptable. The surety/insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by "AM Best Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. In instances where the response to Part B, Volume 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 analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds for the Project.

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. Proposers are advised that the RFP may require performance, payment and/or guaranty amounts in excess of the \$250 million amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

Section C Personnel Qualifications

Separate resumes for the following key personnel and management staff:

- i. Proposed project manager;
- ii. Proposed deputy project manager;
- iii. Proposed lead individual from each equity team member;
- iv. Proposed lead individual from each Major Non-Equity Member;
- v. Any other key members of the Proposer's management team; and
- vi. Any other individuals that the Proposer wishes to identify at this time (Proposers are encouraged to identify and submit resumes for those individuals that will perform key functions described in the Proposer's Conceptual Development Plan).

Proposer shall include three references for each of the project manager and the deputy project manager and one reference for each of the other individuals identified above. References shall be previous owners or clients with whom the individuals have worked within the past five years and shall include the name, position, company or agency and current addresses and phone and fax numbers.

Proposer shall include an express, written commitment that the individuals designated in the QS for the positions or roles described in clauses (i)-(vi) of this Part B, Volume 3, 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 reviewed very carefully by TxDOT and shall be subject to prior TxDOT approval. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

Section D Project Descriptions

Volume 3 of the QS may include the project descriptions discussed in Part B, Volume 1, Section 1.6.

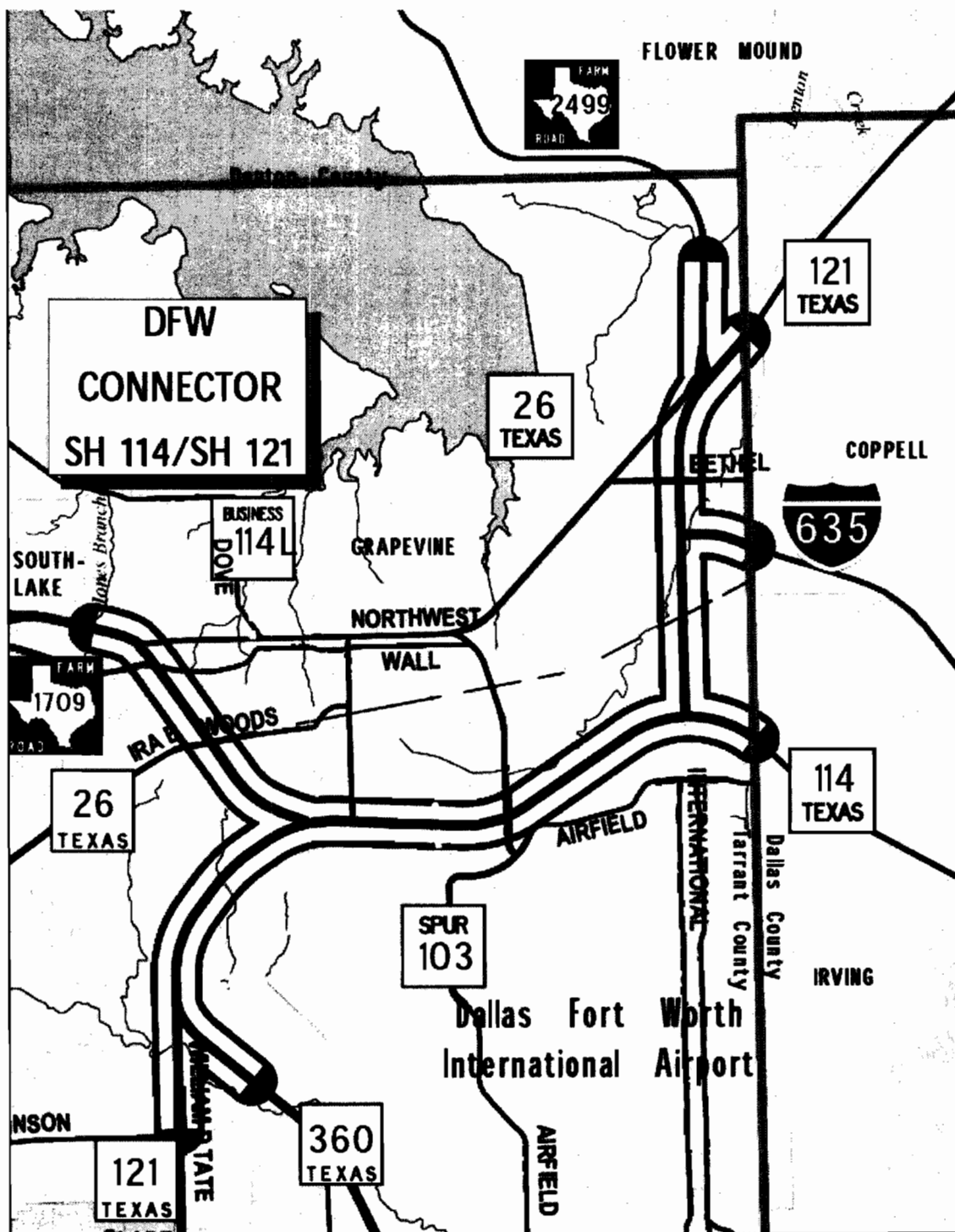
PART C

EXHIBITS AND FORMS

EXHIBIT A LIST OF PROJECT DOCUMENTS

- Overall DFW Connector Plan View Aerial Map
- Hazmat Database Search
- Environmental Documentation with Issued Categorical Exclusion for the Portion of SH 121 from FM 2499 to the Lewisville Bypass – Dallas District
- Approved SH 121 Schematic Design for the Portion of SH 121 from FM 2499 to the Lewisville Bypass, which includes: (i) Horizontal Geometrics; (ii) Vertical Geometrics; (iii) Typical Sections; and (iv) Electronic Files of the Schematic and Geopak Information
- Traffic Information, which includes: (i) 2005, 2025, 2035 Traffic Projections (ADT); (ii) Determined Peaking Factors (K) and Directional Distribution Factors (D); (iii) Traffic Data from the Sketch Level Traffic and Revenue Study
- Preliminary Layout for DFW Airport Perimeter Taxiway
- DFW 3D Glide Slope Electronic Files (as of July 2006)
- 2005 Topographic and Digital Terrain Model Files for the Project
- Existing ROW Delineation Maps for the Project, including Monumentation and Existing Control of Access – Fort Worth District
- Plans for Texan Trail, SH 26 West, SH 114 East and SH 360
- Public Meeting Documentation – February 2006
- Fort Worth Trail Coordination and Proposed Crossing Envelope
- Draft Funnel Interchange Master Drainage Study for SH 114/121

**EXHIBIT B
PROJECT MAP**



FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: [Insert Date]

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

Attn: Mr. Phil Russell, P.E.

The undersigned ("Proposer") submits this qualifications statement (this "QS") in response to that certain Request for Qualifications dated as of December 29, 2006 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct and potentially maintain improvements along SH 114 in Tarrant County from SH 114L Business to east of International Parkway and SH 121 from FM 2499 to SH 360 (the "SH 114/SH 121 Corridor") including tolled managed lanes along SH 114 from east of FM 1709 to east of International Parkway, as well as other facilities to the extent necessary for connectivity, mobility, and safety (referred to herein as the "DFW Connector" or the "Project"), through a Comprehensive Development Agreement ("CDA"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

- Volume 1: Transmittal Letter (this Form A), Executive Summary, Confidential Information List, Entity Qualifications, Legal Qualifications, and Conceptual Project Development Plan;
- Volume 2: Financial Qualifications; and
- Volume 3: Forms B and C, Surety Letter, Personnel Qualifications, Project Descriptions.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT's website with respect to the Project (<http://www.dot.state.tx.us>) by linking through **Services / Texas Turnpike Authority** to and through the link "Request for Proposals" to the web page: http://www.dot.state.tx.us/services/texas_turnpike_authority/notice_intent.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 shortlist any Proposer and may reject each QS TxDOT may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this QS and participating in the Project procurement process will be borne solely by the Proposer, except to the extent of any payment made by TxDOT for work product, as described in Part A, Section 3.3 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 member firm in the space below. Complete a separate Information form (Form B) for each 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.

<u>Name of Firm</u>	<u>Role</u>
_____	_____
_____	_____
_____	_____
_____	_____

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. In the past 10 years, has the firm or any affiliate* sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

3. In the past 10 years, 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?

Yes No

If yes, please explain:

4. In the past 10 years, 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?

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. In the past 10 years, has any construction project performed or managed by the firm or, to the knowledge of the undersigned, by 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. In the past 10 years, 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. In the past 10 years, 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 and partners (in the reporting entity), 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: _____