

May 23, 2005

To whom it may concern:

The Texas Department of Transportation (TxDOT) is pleased to present a Request for Qualifications (RFQ) to teams interested in submitting qualification submittals (a QS) to develop, design, construct, finance, operate and maintain the IH-635 Managed Lanes Project (the Project) through a Comprehensive Development Agreement pursuant to Chapter 361 of the Texas Transportation Code and Title 43, Texas Administrative Code, Sections 27.1-27.5.

TxDOT will make the RFQ available to any party at the following address:

Texas Department of Transportation
125 East 11th Street
Austin, Texas 78701
Attn: Ed Pensock, Jr., P.E.

It will also be published on the following website: <http://www.dot.state.tx.us> by linking through e-Business / Consultant Services / Texas Turnpike Authority to and through the Notice of Intent to Issue a Request for Proposals / Qualifications to the web page: <http://www.dot.state.tx.us/tta/contract/request.htm>.

TxDOT looks forward to receiving and reviewing your QS.

Sincerely,

A handwritten signature in cursive script, appearing to read "Phillip E. Russell".

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

**REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE AND MAINTAIN
THE
IH-635 MANAGED LANES PROJECT
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT**

TEXAS DEPARTMENT OF TRANSPORTATION

ISSUED MAY 23, 2005

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

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Forms:

FORM A	TRANSMITTAL LETTER
FORM B	INFORMATION REGARDING PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
FORM C	CERTIFICATION
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1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests the sealed submittal of qualifications from entities ("Proposers") desiring to develop, design, construct, finance, operate and maintain the IH-635 Managed Lanes Project (the "Project"), a TxDOT project in the Dallas-Fort Worth metropolitan area, through a Comprehensive Development Agreement ("CDA").

TxDOT is issuing this RFQ in accordance with the provisions of Chapter 361 of the Texas Transportation Code ("Code"); Sections 27.1-27.5 of Title 43, Texas Administrative Code ("Rules"); and other applicable provisions of law. Proposers shortlisted in response to this Request for Qualifications ("RFQ") will be invited to submit detailed proposals ("Detailed Proposals") in response to a Request for Detailed Proposals ("RFDP").

TxDOT has assembled a set of documents relating to the Project, a list of which is attached as Exhibit A (the "Project Documents"), which it will make available to prospective Proposers either for review at TxDOT's Dallas District office identified below or by reproduction. Proposers may make an appointment to review the Project Documents or may request electronic copies on compact disks or request reproduction of hard copies of available documents by contacting TxDOT at the following address:

Texas Department of Transportation
Dallas District Office
4777 E. Hwy 80
Mesquite, Texas 75150
Attn: Mr. Matthew E. MacGregor, P.E.
Phone: (214) 319-6570
Fax: (214) 319-6580

TxDOT will charge for the costs of providing electronic or hard copies at its standard rates and for the costs of any contracted printing services.

2. PROJECT OPPORTUNITY

2.1 Project Description

The Project consists of improvements to the existing IH-635 (LBJ Freeway) in the Dallas-Fort Worth metropolitan area and is part of a corridor that is approximately 21 miles long from Luna Road to US 80 (see Exhibit B, Map 1). Municipalities located adjacent to the corridor freeway include Dallas, Farmers Branch, Garland and Mesquite.

The Project includes a portion of the IH-35E facility that extends south of IH-635 to the Loop 12/IH-35E Interchange (Split) as highlighted on Exhibit B, Map 2.

The Project Segment limits are described as a series of letters from "A" to "I" on Exhibit B, Map 2. TxDOT will include requirements regarding the limits and scope of the Project in the RFDP but anticipates that the Project will include Segment ABC and may include one or more of the following Segments: DE, F, G(1), G(2), H and/or I.

The IH-635 Managed Lanes project was developed over a decade long feasibility, planning and extensive public involvement campaign to arrive at a consensus solution. In that vain, TxDOT has worked with the community and its procurement engineer to maintain a project that is founded on four basic goals: safety and mobility, minimizing public impacts, delivering within schedule and budget and utilizing a management plan that fosters communication, coordination and decision-making.

The identified Constraints Chart, Exhibit C, provides a basis for the development of the reference schematic of Segment ABC and a boundary envelope for the project to be proposed by the Proposers. The provided Reference Schematic was additionally based on themes that established the base constraints as resulted from the project goals to the development of the approved West Section schematic. The community was most concerned about impacts to the community, right-of-way, elevation, noise and construction sequencing. The thought behind the mined tunnels was to provide a portion of the facility that would be relatively undisturbed during the construction by deferring some of the surface work until after the managed lane tunnels opened. This would delay or minimize ROW acquisition and utility relocations between Preston and Midway Road. As part of this effort an attempt was made to minimize the overall impact to the most heavily traveled portion of the facility adjacent to the densest development as well. Project cost was not the overriding factor in developing Segment ABC. A trade-off between disruption and an earlier start was deemed to offset higher capital costs. It is anticipated that a more flexible set of constraints applied to all of the project segments will result in a more cost effective and innovative solution.

Certain projects that TxDOT anticipates will be implemented separate from the CDA are indicated on Exhibit D.

2.1.1 Segment ABC

Segment ABC will carve out a representative portion of the IH-635 (LBJ) West Section project to open the managed lanes along IH-635 from US 75 to IH-35E (Segment A). The managed lanes will then connect to planned elevated direct connection ramps (Segment B) for the interchange. These lanes will then extend as proposed as elevated direct connection ramps (Segment C) to the Loop 12/IH-35E Interchange (Split).

Segment ABC consists of:

A – Development of the managed lanes within the IH-635 right-of-way from east of the

IH-35E interchange at Webb Chapel to the IH-635/US 75 Interchange (Dallas High Five or DHF). The managed lanes may consist of surface and subsurface elements. This segment will include the IH-635 main lanes from the DHF to Preston Road. The segment also includes improvements to develop a continuous frontage road system with appropriate ramp connections to and from the existing IH-635 main lanes. The continuous frontage road system consists of new or reconstructed frontage roads from the IH-35E interchange to Midway Road and from Preston Road to Hillcrest Road. The functionality of the existing IH-635 main lanes are not planned to be modified for this segment.

B – Development of direct connector ramps within the limits of the existing IH-635/IH-35E interchange necessary to facilitate traffic movement to and from the IH-635 managed lane system in Segment A. This segment includes the elevated sections of the northbound IH-35E to eastbound IH-635 and westbound IH-635 to southbound IH-35E connector ramps from the IH-635/IH-35E interchange to Webb Chapel Road. Segment B will include some adjustments to the existing roadways to ensure existing connections are preserved.

C – Development of the two elevated direct connector ramps within the proposed IH-35E right-of-way. The elevated roadways will be located adjacent to the existing IH-35E main lanes and will extend from the Loop 12/IH-35E interchange (Split) to the IH-635/IH-35E interchange. This segment also includes connections to/from the elevated ramps at Walnut Hill Road. The IH-35E future main lanes, managed lanes and complete continuous frontage roads are not included in this segment. Segment C may include some adjustments to the existing roadways and additions of short segments of frontage roads to ensure existing connections are preserved.

TxDOT's current (February 2005) construction cost estimate of Segment ABC based on the reference schematic identified on Exhibit A is \$1.5 billion (2004 dollars).

2.1.2 Segment DE

Segment DE, which includes the limits of the DHF and IH-635 from the DHF to east of the DART Garland LRT Line between Skillman Road and Miller Road, consists of:

D – Development of the managed lane components within the limits of the DHF. The DHF infrastructure is currently under construction.

E – Development of IH-635 within the planned right-of-way from the DHF to east of the DART Garland LRT Line. This segment includes the ramp access to the DART LRT station between Skillman Road and Miller Road. In addition, all transition facilities required east of Miller Road will be included.

TxDOT's planning level construction cost estimate of Segment DE is \$150 million (2004 dollars).

2.1.3 Segment F

Development of the remaining IH-635/IH-35E interchange within the planned right-of-way. This segment includes the development of IH-635 within the planned right-of-way from Luna Road to east of the IH-635/IH-35E interchange approaching Webb Chapel and development of IH-35E within the planned right-of-way from Royal Lane to Valley View Lane and other aspects as required up to Valwood Parkway.

TxDOT's planning level construction cost estimate of Segment F is \$300 million (2004 dollars).

2.1.4 Segments G(1) and G(2)

G(1) – Development of IH-635 within the planned right-of-way from east of the DART LRT station between Skillman Road and Miller Road to the IH-635/IH-30 interchange.

G(2) – Development of the IH-635/IH 30 interchange within the planned right-of-way. This segment includes all remaining elements of the IH-635/IH 30 interchange not constructed with Segment G(1) and the phase 2 Mesquite Section (see [Exhibit B](#), Map 1).

TxDOT's planning level construction cost estimate of Segments G(1) and G(2) is \$550 million (2004 dollars).

2.1.5 Segment H

Development of IH-635 within the planned right-of-way from east of the IH-635/IH-35E interchange to Preston Road and any point east of there approaching the DHF. This segment includes all remaining elements of the corridor not constructed with Segments ABC and F and the West Early Frontage Road (as defined on [Exhibit B](#), Map 1 and as Project J on [Exhibit B](#), Map 2).

TxDOT's planning level construction cost estimate of Segment H is \$105 million (2004 dollars).

2.1.6 Segment I

Development of IH-35E within the planned right-of-way from the Loop 12/IH-35E interchange (Split) to Royal Lane. This segment includes all remaining elements of the corridor not constructed with Segments ABC and F.

TxDOT's planning level construction cost estimate of Segment I is \$180 million (2004 dollars).

2.2 Project Environmental Status

Each potential Project segment (Segments ABC, DE, F, G(1), G(2), H and I) has received environmental clearance. TxDOT received a finding of no significant impact (FONSI) for the West Section on April 29, 2004 (includes Segments A, B, F and H). TxDOT received a FONSI for the East Section on January 30, 2003 (includes Segments E, G(1) and G(2)). TxDOT received a FONSI for the Dallas High Five project on October 22, 1993 and received a re-evaluation on January 31, 2001 (includes Segment D). TxDOT received a FONSI for the Loop 12/35E project on December 12, 2002 (includes Segments C and I). Copies of the FONSI are included as available documents on [Exhibit A](#).

2.3 Public Funding

TxDOT anticipates that \$420 million from TxDOT and other public sources will be available for construction of Segment ABC. The RFDP will provide further details regarding the amount of available public funds for the Project.

2.4 Right-of-Way Acquisition

Right-of-way has not yet been completely obtained for the Project. The preliminary assessment of Project right-of-way needs is listed in the EAs. The base mapping for the Project has been initiated by contracted services. An advance right-of-way acquisition for the West Section staging area as indicated in the West Section EA has been completed at the northwest corner of Welch and LBJ. The status of all other Project right-of-way acquisition will be set forth in detail in the RFDP.

The CDA is expected to require the Developer to carry out right-of-way acquisition services in connection with Project right-of-way other than for those parcels where, in TxDOT's judgment, acquisition is already underway in an advanced stage. The required services may include preparation of right-of-way strip maps, plats, legal descriptions, appraisals and such other items as TxDOT deems relevant, as well as coordination of the offer and relocation processes, for the identified parcels. The RFDP will identify the parcels for which TxDOT is in the process of acquiring.

2.5 Geotechnical, Utility Relocation and Hazardous Materials Investigations

2.5.1 Geotechnical Investigation Program

TxDOT is currently undertaking a geotechnical investigation program which began in July 2003 and is comprised of two phases. Phase 1 includes 90+ core holes to supplement prior work efforts to provide information concerning the geological conditions of the Project. The results of these borings are provided in a Geological Data Report (GDR) and is available to Proposers. Other relevant Project geological

information includes the Geological Investigation Program (Phases I and II) scope of work and Geological Field Manual, each of which is included in Exhibit A. Phase 2 includes 40+ cores. Phase 2 also contemplates preparation of a "Geological Baseline Report B (Bidding)" (GBR-B) for the mined tunnel portions of the Project which will be made available to shortlisted Proposers.

Rock core holes for Phases 1 and 2 have been retained for viewing by Proposers at a local facility. See the Website (as defined in Section 3.4) for viewing details or contact the Dallas District Office for viewing detail updates. For the month of June 2005, every Tuesday from 9:00 a.m. to Noon a joint viewing will be held at the stored core location facility.

2.5.2 Utility Investigation

Existing subsurface Project utility information is available to Proposers as a Project Document and is listed on Exhibit A. TxDOT is currently undertaking additional subsurface utility investigation (SUE) work and expects that such work will be completed by May 2005 and will be made available when completed.

2.5.3 Hazardous Materials Investigation

The final EAs include the current levels of Project hazardous materials investigation provided. The results of this effort are available as a Project Document and are included on Exhibit A. TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be provided and shortlisted Proposers will, during the industry review process, be asked to provide input on this topic.

2.5.4 Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Sections 2.5.1 - 2.5.3 will be provided and shortlisted Proposers will, during the industry review process, be asked to provide input on this topic.

2.6 Traffic and Revenue Forecast

An investment grade traffic and revenue study was initiated by TxDOT in July 2003 and is expected to be completed in August 2005 and will be made available when completed. In addition, the results of two preliminary traffic and revenue studies performed for the Project are available to Proposers and are included on Exhibit A. Supplemental traffic and revenue studies and data collection items listed on Exhibit A will be made available to Proposers when completed.

2.7 Toll Collection System Development

The CDA is expected to require the Developer to design and construct the Project's toll collection system. Toll collection system requirements will be set forth in the RFDP.

3. PROCUREMENT PROCESS

3.1 Overall Process

TxDOT reserves 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.

TxDOT will evaluate the qualification submittals ("QSs") it receives in response to this RFQ and will establish, according to criteria generally outlined herein, a shortlist of Proposers eligible to receive the RFDP.

If only one responsive QS is received, TxDOT may either (a) proceed with the procurement and request a Detailed 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 RFDP, 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 Proposer teams. Specific details concerning the industry review process will be made available to the shortlisted Proposer teams following shortlisting.

After consideration of industry input, TxDOT plans to issue a RFDP to the shortlisted Proposers. The Texas Transportation Commission (the "Commission") may select a Proposer for negotiations, based on a determination of apparent best value, 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.

As contemplated by Section 361.3022 of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a responsive Detailed Proposal a maximum stipulated amount not exceeding the value of the work product contained in its Detailed 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 RFDP.

3.2 Procurement Schedule

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

Issue Request for Qualifications	May 20, 2005
Pre-QS workshop date	June 9, 2005
Last date for Proposer clarification requests	July 22, 2005
QS Due Date	September 22, 2005

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 anticipates awarding and executing a CDA for the Project in late 2006.

3.3 Pre-QS Workshop

TxDOT intends to hold a pre-QS workshop at TxDOT's offices at 4777 E. Hwy 80, Mesquite, Texas at 10:00 a.m. local time on the "Pre-QS workshop date" set forth in Section 3.2. Attendance at this workshop is not mandatory and interested parties will remain eligible to submit a QS if they do not attend the workshop.

3.4 Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification in writing to both Ms. Diana Vargas and Mr. Matthew E. MacGregor as follows:

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

Texas Department of Transportation
Dallas District Office
4777 E. Hwy 80
Mesquite, Texas 75150
Attn: Mr. Matthew E. MacGregor, P.E.
Email: mmacgre@dot.state.tx.us
Fax: (214) 319-6580

TxDOT must receive any such correspondence not later than noon local time on the "Last date for Proposer clarification requests" set forth in Section 3.2, provided that

TxDOT must receive any such correspondence regarding an addendum to this RFQ no later than three business days after the addendum is issued (but no later than the QS Due Date (as defined in Section 4.3)). TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the following website: <http://www.dot.state.tx.us> (the "Website") by linking through e-Business / Consultant Services / Texas Turnpike Authority to and through the [Notice of Intent to Issue a Request for Proposals / Qualifications](#) to the web page: <http://www.dot.state.tx.us/tta/contract/request.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 for information concerning this procurement as teams responding to this RFQ will be required to acknowledge that they have received and reviewed all materials posted thereon.

3.5 Federal Requirements

Proposers are advised that the RFDP will be drafted based on the assumption that the plan of finance for the Project will include federal-aid funds and therefore that the procurement documents and CDA must conform to requirements of applicable federal law and FHWA regulations. If the ultimate plan of finance does not include federal-aid funds, the CDA may be revised to remove the federal-aid requirements.

3.6 Liability, Insurance and Bonds

TxDOT anticipates that the CDA will require the Developer to assume liabilities, to provide bonds and insurance coverage 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 Texas law. TxDOT is prohibited by State law from indemnifying any Proposer. The State of Texas and TxDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFDP and the CDA.

3.7 DBE/HUB Requirements

Pursuant to the provisions of Section 361.050(a)(3) of the Code, TxDOT has adopted rules to provide Disadvantaged Business Enterprises ("DBEs") opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Tex. Admin. 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 funds received from the U.S. Department of Transportation through the Federal

Highway Administration, the Federal Transit Administration, and the Federal Aviation Administration.

TxDOT also has adopted the Texas Building and Procurement Commission definition of and certification program for Historically Underutilized Businesses (“HUBs”). The HUB policy of TxDOT applies to all TxDOT contracts and purchases paid with State of Texas or local government entity funds.

TxDOT has not yet determined whether and to what extent DBE and HUB requirements will apply for the Project. Information regarding DBE and HUB requirements and goals will be included in the RFDP.

In responding to this RFQ, a Proposer team need not include team members to satisfy DBE/HUB goals. However, it is the policy of TxDOT to encourage the participation of DBEs, HUBs, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations.

3.8 Development

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 agreed by TxDOT and the Developer to apply to the Project.

TxDOT anticipates including in the RFDP a proposed set of Project-specific standards and specifications. The RFDP may permit Proposers to propose, for TxDOT consideration in TxDOT’s sole discretion, exceptions and deviations from certain of these standards. Proposers should note, however, that there may be restrictions on deviations from federally-mandated design and construction standards.

3.9 TxDOT Procurement Engineers

TxDOT has retained LBJ Mobility Partners to act as its procurement engineers for the Project (the “PcE”). The PcE may assist TxDOT in three general areas: (a) procurement of the Developer; (b) preliminary engineering; and (c) CDA Project oversight.

3.9.1 Procurement of the Developer

The PcE will provide specific, limited and discrete assistance to TxDOT in specified areas with respect to managing the procurement process and work flow of the CDA selection process.

3.9.2 Preliminary Engineering

The PcE's tasks may include: (a) review of past reports and studies; (b) assistance in defining and preparing the GDR (as defined in Section 2.5.1) and GBR-B (as defined in Section 2.5.1); (c) assistance in review of traffic and revenue systems and financial plan development; (d) development of an operational schematic; (e) refinement and development of the Project reference schematic for Segment ABC; (f) development of information concerning tunnel length and design parameters; (g) development of a preliminary integrated communications and control plan for roadway and tunnel operations; (h) development of preliminary tunnel support systems design and performance criteria; (i) establishment of fire and life safety needs and committee formation; (j) preparation of relevant performance specifications for the Project; (k) clarification and development of Project aesthetic design criteria; (l) establishment of third-party agreement committees between appropriate agencies to address fire and life safety, utility and right-of-way issues; and (m) other tasks that TxDOT determines to be to its benefit.

3.9.3 CDA Project Oversight

The PcE may provide certain Project oversight and management services as defined in the CDA through the RFDP process, and TxDOT may perform other Project oversight and management services separately. These services could include: (a) development and implementation of a Project controls process in coordination with the Developer; (b) Project scheduling activities and review; (c) utility coordination and relocation activities; (d) right-of-way coordination and acquisition services; (e) oversight verification testing, oversight inspection, quality assurance and quality control oversight; (f) design and other professional services submittal review; (g) development of a Project web page for inclusion and adaptation by the Developer; and (h) TxDOT's ongoing public information campaign.

3.10 Project Financing

TxDOT anticipates that the CDA will grant a franchise or concession to the Developer allowing it to collect tolls from users of the Project, with the projected stream of toll revenues used to finance design and construction of improvements by the Developer, and with compensation based on maximum toll rates, a return on equity, a return on investment or other mechanisms.

TxDOT intends to solicit industry ideas concerning optimal compensation structures during the industry review process. To the extent that payments under the CDA come from State and/or federal grant 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.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

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

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

4.1 Format

Each responding Proposer shall submit one original and 15 copies (for a total of 16) of its QS in loose-leaf three ring binders, and one electronic copy in "PDF" format, contained in sealed packages. Submittals must be prepared on 8-1/2" x 11" sized, white paper and bound. Volume 1 shall have all pages sequentially numbered and not exceed 70 pages. Each page may be printed on two sides, in which event each side shall be considered one page. The type font size in Volume 1 shall be no smaller than twelve-point. Volumes 2 and 3 do not have page numbering, page limitation or type font size requirements. 11" x 17" pages are allowed (including in the 70-page count and in the 10-page executive summary) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. In so far as is practical or economical, all paper stock shall be recycled.

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

4.2 Contents and Organization

Proposers must organize their QS in the order set forth in this [Section 4.2](#). The QS shall contain at least three separately bound and labeled volumes including the information described in this [Section 4.2](#). Each volume may be subdivided as needed.

4.2.1 Volume 1

Volume 1 of the QS shall contain the following:

4.2.1.1 General

(a) **Form A.** 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) An Executive Summary, which may not exceed 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) 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 361.3023 of the Code or the Act (as defined in 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 Section 4.2.1.1(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 Act or override or modify the provisions of Section 361.3023 of the Code or TxDOT's responsibilities thereunder.

4.2.1.2 Entity Qualifications

The term "Major Non-Equity Member" means the Proposer's lead engineering firm, lead contractor, lead tunnel engineering firm (if not already included as the lead engineering firm), lead tunneling contractor (if not already included as the lead contractor), primary firms providing financial and investment services to the Proposer, firm responsible for traffic and revenue studies, lead firm providing operations services and lead firm providing maintenance services, provided the firm does not hold an equity interest in the Proposer.

(a) The legal nature of the Proposer and the state of its organization. Identify the name, title, address, telephone and fax numbers and email address of the Proposer contact person.

(b) For each equity member and Major Non-Equity Member of the Proposer and any other team member that the Proposer wishes to identify in its QS, whether the entity is an equity member or Major Non-Equity Member, the entity's role and the entity's legal nature and state of organization.

(c) A description of 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.

(d) For the Proposer, each equity member of the Proposer, each Major Non-

Equity Member and any other team member that the Proposer wishes to identify in its QS, a description of their experience for the period covering at least the past five years (specifying the role played by such entity) with:

- i. operation and maintenance of turnpike/highway projects with a construction value of \$75 million or more;
- ii. design and construction of turnpike/highway projects with a construction value of \$75 million or more;
- iii. design-build, joint owner/contractor development, public-private partnership, concession/franchise, comprehensive development and exclusive development agreements for transportation projects to which such entity has been party with a contract value of \$75 million or more;
- iv. cut and cover tunnel and mined/bored tunnel projects with a construction value of \$75 million or more (specifically highlighting any highway, railroad or urban mass transit tunnels with sections equivalent to 20 feet or more in diameter, particularly those including the construction of larger openings such as transit stations or multi-lane highway tunnels and involving sequential excavation methods in rock and those including intersecting vertical shaft structures for access, ventilation and appurtenant facilities for a roadway tunnel and whether the project was undertaken conventionally or by design-build, joint owner/contractor development, public-private partnership, comprehensive development or exclusive development agreement); and
- v. financing of projects comparable to the Project.

(e) With respect to each project identified in Section 4.2.1.2(d), 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), project description, description of work and percentage actually performed by such entity and project outcome or current status. For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement. The response to this Section 4.2.1.2(e) may be included in Volume 3 of the QS under Section 4.2.3.3. 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.

(f) For any entity identified in the QS for which experience and qualifications have not been provided under Section 4.2.1.2(d), 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. The description need not be lengthy or go into the level of detail sought in Section 4.2.1.2(d).

4.2.1.3 Conceptual Project Development Plan

(a) A description of the Proposer's general approach to advancing Project development, the results expected from implementation of the Proposer's Project development plan and the critical factors for the Project's success.

(b) A synopsis of the Proposer's plan to develop, design, construct, operate and maintain the Project, including use of subcontractors and suppliers.

(c) Approach to the development and construction management, including quality control/quality assurance.

(d) Conceptual development cost and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance and other major milestones.

(e) Approach for other key Project functions, including safety, permit procurement, utility relocation and adjustment services, environmental protection, ITS capabilities and public relations.

(f) Description of key assumptions used in developing the Conceptual Project Development Plan and why those assumptions are reasonable.

(g) Description of 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, long-term operations and maintenance and financial/funding commitments). Describe how the Proposer envisions working with TxDOT, the PcE, etc. and the optimal TxDOT/Proposer relationship. Describe the nature of TxDOT participation sought by the Proposer in connection with Project development and how that will achieve success. Activities relating to the plan of finance may be identified as the Proposer deems appropriate to allow the reader to understand the interconnections between the finance process and Project development, but should also be addressed in the Conceptual Project Financing Plan. The Proposer may wish, but is not required, to address some or all of the following areas:

- Environmental Clearance/Planning/Permitting;
- Design and engineering;

- Right of way engineering and acquisition;
- Geotechnical, utility and hazardous materials investigations;
- Utility relocations;
- Feasibility studies;
- Traffic and revenue studies;
- Construction, sequence of construction, traffic control plan and project incentives and disincentives;
- Staging area(s) utilization plan;
- Design and construction quality control/quality assurance;
- Community involvement;
- Local government interaction;
- Facility warranties, maintenance and preservation;
- Operations and maintenance;
- Capital improvements;
- Toll collections and system interoperability;
- Project financing; and
- Any other role or area not described above that the Proposer believes is key to successful Project development.

(h) Address what special risks will be associated with (i) the mined/bored tunnel and (ii) cut/cover box section portions of the Project, methods to minimize TxDOT and Project risk relating to the such portions of the Project and the optimal method to address such risks and allocate them between TxDOT and the Developer.

(i) Statement whether the proposed development plan would require any environmental approvals to be obtained and description of the process for obtaining such approvals, including how compliance with Title 43, Texas Administrative Code, §§ 27.3(h) and (i) will be ensured.

(j) Description of the materials, equipment and qualified personnel resources available to the Proposer which it can and will commit to the Project. Define the

timeframe for design and construction.

(k) A list, if any, of all studies previously completed by Proposer with respect to the Project.

(l) A list of any anticipated Project opponents and a description of potential social, economic and environmental impacts and potentially competing facilities.

(m) Identification and explanation of any significant anticipated legal issues which the Proposer must resolve in order to carry out the Project and its obligations under a CDA.

4.2.1.4 Conceptual Project Financing Plan

(a) Conceptual cost estimates in 2005 dollars on **Form D**. Assume that Segment ABC will be completed by 2013 and the remaining Segments will be completed by 2025. In addition to submitting **Form D** as part of the hardcopy and PDF versions of the Proposal as described in Section 4.1, submit an electronic version of **Form D** based on the electronic version supplied by TxDOT. Explain how the conceptual cost estimates were arrived at and the methodology used.

(b) Proposed sources and uses of funds for the Project, including a description of any proposed concession fee and/or other revenue sharing mechanisms. Proposers are encouraged to creatively explore possible private contributions (debt and equity) towards financing the Project. The Conceptual Project Financing Plan shall be consistent with the Conceptual Project Development Plan, including any phasing/schedule milestones contained therein.

(c) Description of key assumptions used in developing the Conceptual Project Financing Plan and why those assumptions are reasonable.

4.2.2 Volume 2

Volume 2 of the QS shall contain the following:

(a) Financial statements for the Proposer and equity members of Proposer for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP). If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be sufficient (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements). Financial statements must be provided in U.S. dollars. If audited financials are not available for an equity owner, the QS shall include unaudited financials for such member, certified as true, correct and accurate by the chief financial officer or treasurer of the entity. Proposers are advised that if any equity member of

the selected Proposer's team does not have audited financials, or if it fails to meet the minimum financial requirements stated in the RFDP, TxDOT may require a guarantee of the CDA to be provided by a separate entity acceptable to TxDOT. The QS shall identify the proposed guarantor for each equity member which does not have audited financials and shall include audited financials for each proposed guarantor. Proposers shall also note that TxDOT may, in its discretion based upon the review of the information provided under this Section 4.2.2, also specify that an acceptable guarantor is required as a condition of shortlisting.

If the team or any other entity for which financial information is submitted as required 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.

The Proposer shall identify any information which it believes is entitled to confidentiality under Section 361.3023 of the Code or under the Act, by placing the word "confidential" on each page as described in Section 6.2.

Required financial statements:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow
- v. Footnotes

(b) Information on any material changes in financial condition for Proposer and each equity owner for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer and/or equity owner, as applicable, shall provide a letter from its chief financial officer 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. It is recommended that, when appropriate, the affected entity 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.

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 2002, 2003 or 2004, 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.

(c) If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.

(d) A letter from the chief financial officer 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.).

(e) 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 regarding bonding capacity shall take the form of a letter from a surety or insurance company indicating that such capacity exists for the Proposer. Letters indicating "unlimited" bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in the top two categories by two nationally recognized rating agencies or at least A- (A-minus) or better and Class VIII or better by "Best & Company." The letter must specifically state that the surety/insurance company has read this RFQ, evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. In instances where the response to Section 4.2.2(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 is a joint venture, partnership, limited liability company or other association, separate letters for one or more of the individual equity participants are acceptable, as is a single letter covering all equity participants.

TxDOT has not yet determined the specific amount or form of payment and performance bonds and guarantees that it will require for the Project. Proposers are advised that the RFDP may require performance 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 RFDP.

4.2.3 Volume 3

Volume 3 of the QS shall contain the following:

4.2.3.1 General

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

4.2.3.2 Personnel Qualifications

- (a) 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 and Major Non-Equity Member;
 - iv. Proposed lead tunnel constructor;
 - v. Proposed lead tunnel engineer;
 - vi. Any other key members of the Proposer's management team; and
 - vii. Any other individual that the Proposer wishes to identify at this time.

(b) Three references for each of the project manager and the deputy project manager. References shall be previous owners or clients with whom the project manager and the deputy project manager have worked within the past five years and shall include the name, position, company or agency and current addresses and phone and fax numbers.

(c) An express, written statement committing that the individuals designated in the QS for the positions or roles described in clauses (i)-(vi) of Section 4.2.3.2(a) shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFDP; 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.

4.2.3.3 Project Descriptions

Volume 3 of the QS may include the responses to Section 4.2.1.2(e).

4.2.3.4 Legal Qualifications

(a) 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 email address if available).

(b) 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 Section 4.2.1.2(d), 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 email address if available).

(c) With respect to the information solicited in Sections 4.2.3.4(a) and (b), 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, inaccurate 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.

4.3 QS Submittal Requirements

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

Response to the
Request for Qualifications
to Develop, Design, Construct, Finance, Maintain and Operate
the IH-635 Managed Lanes Project
through a Comprehensive Development Agreement

The QS shall be delivered by hand or courier to:

Texas Department of Transportation
125 East 11th Street
Austin, Texas 78701
Attn: Philip 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.

Qs will be accepted and must be received by TxDOT before noon local time on the "QS Due Date" set forth in Section 3.2 (the "QS Due Date"). Any Qs 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 Qs 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 Qs 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 Section 5.3.

(a) The Proposal contains an original executed **Form A** in accordance with Section 4.2.1.1(a).

(b) The Proposer 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 and Company.

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

Administrative Code Sections 9.100 et. seq).

(d) The Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it, as demonstrated by the materials provided in Volume 2 of the QS (Section 4.2.2).

(e) The information disclosed in **Form C** and/or in response to Section 4.2.3.4 does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it.

(f) The Proposer makes the express, written commitments as required in Section 4.2.3.2(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 appears within each category (i.e., General/Experience, Conceptual Project Development Plan and Conceptual Project Financing Plan) is not an indication of weighting or importance.

5.3.1 General/Experience (40% Weighting)

- The extent and depth of the Proposer's and its team members' relevant experience, including its/their success in carrying out comparable projects and responsibilities, independently, with each other and in combination with other firms;
- The stability and likelihood of success of the proposed management structure and team;
- The extent and depth of relevant experience of the management team and key personnel listed as required by Section 4.2.3.2; and
- The technological capability of the Proposer's team.

Project and personnel references, as well as the information provided in Sections 4.2.3.1 and 4.2.3.4, 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 extent to which the Conceptual Project Development Plan is technically feasible;

- The extent to which the Conceptual Project Development Plan demonstrates Proposer’s understanding of the Project, TxDOT’s needs and Project risks;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer’s understanding of the mined/bored tunnel and cut/cover box section portions of the Project, TxDOT’s needs and the special risks associated with such portions of the Project;
- The extent to which the Conceptual Project Development Plan demonstrates the Proposer’s understanding of operations, maintenance and total life cycle costs, including relating to the vehicular tunnels ventilation and lighting portions of the Project;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer’s understanding of the emergency access and incident management aspects of the Project;
- The extent to which the Conceptual Project Development Plan sets forth a realistic and feasible scheduling approach for Project development;
- The extent to which the Conceptual Project Development Plan sets forth management and quality control/quality assurance approaches to Project development that are likely to lead to a high quality end product;
- The extent to which the Conceptual Project Development Plan presents an effective, efficient and desirable approach to integrating TxDOT into Project development and in structuring the roles and relationships of TxDOT/Proposer/third parties (including the level of TxDOT participation);
- The extent to which the Conceptual Project Development Plan demonstrates that the Proposer has access to and will be able to commit the materials, equipment, and qualified personnel resources necessary to develop the Project; and
- The potential benefits of innovation presented in the Conceptual Project Development Plan.

5.3.3 Conceptual Project Financing Plan (30% Weighting)

The Conceptual Project Financing Plan must constitute a financial plan that includes, at a minimum, proposed sources and uses of funds and projected costs. The Conceptual Project Financing Plan will be evaluated in accordance with the following criteria, taking into account the level of currently available Project information, the wide variety of potential financial and funding solutions and options available for the Project and the time period provided in this RFQ for submission of a QS:

- The effectiveness and feasibility of the Conceptual Project Financing Plan and the extent to which the Conceptual Project Financing Plan demonstrates a reasonable basis for projecting costs and funding development, operations and maintenance, including reasonable assumptions;
- The extent to which the Conceptual Project Financing Plan includes opportunities and/or tools that minimize state funding and economic contributions and commitments toward Project development;
- The extent to which the Conceptual Project Financing Plan presents an effective, efficient and desirable approach to financing of the Project;
- The extent to which the Conceptual Project Financing Plan minimizes the financial and project risk of TxDOT and the State of Texas;
- The extent to which the Conceptual Project Financing Plan provides for revenue sharing with TxDOT; and
- The potential benefits of innovation presented in the Conceptual Project Financing Plan.

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission based upon such analysis. At various times during the deliberations, TxDOT may issue one or more requests for written clarification to the individual Proposers. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis, for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs. TxDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its QS. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, TxDOT. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. If required, interviews shall be scheduled at a later date. Upon receipt of requested clarifications and additional information as described above, if any, the QSs will be re-evaluated to factor in the clarifications and additional information.

Evaluations and rankings of QSs are subject to the sole discretion of TxDOT, TxDOT staff and such professional and other advisors as TxDOT may designate. TxDOT will make the final determinations of the Proposers to be shortlisted, 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 and the Conceptual Project Financing Plan

TxDOT understands that as Proposers and TxDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, it is likely that the Conceptual Project Development Plans and the Conceptual Project Financing Plans proposed by Proposers will change and evolve. TxDOT wishes to encourage that evolution and continued focus by Proposers. Accordingly, it is TxDOT's intention to use the Conceptual Project Development Plans and the Conceptual Project Financing Plans only for purposes of evaluating the QSs. Proposers will be given great latitude to modify, alter and enhance their respective Project development plans and Project funding plans in conjunction with their Detailed Proposals, including changing, adding and deleting sources of funds and conceptual cost estimates.

5.6 RFDP Procedure and Evaluation

The Commission has given its staff broad direction on the content and methodology for the solicitation of Detailed Proposals from shortlisted Proposers, the selection of a Proposer whose Detailed 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 RFDP and negotiations process with specificity, which may include, at an appropriate time, industry review of a draft RFDP and contract document, among other information. Proposers are advised that the evaluation criteria and weightings for the calculations of the Detailed Proposals may differ from the criteria set forth herein to evaluate QSs.

6. COMMUNICATIONS AND PUBLIC INFORMATION

6.1 Improper Communications and Contacts

Proposers are required to conduct the preparation of their QSs with professional integrity and free of lobbying activities. Proposers and their respective agents and consultants are not permitted to contact, directly or indirectly, any member of the Commission, TxDOT's administration, TxDOT's staff or TxDOT's consultants identified in Section 1 regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted hereby or approved in advance by the Director of the Texas Turnpike Authority Division or his designee. Any verified allegation that a responding Proposer team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of shortlisted Proposers may be cause for TxDOT to disqualify the Proposer team from submitting a QS, to disqualify the team member from participating in a Proposer team and/or to discontinue further consideration of such Proposer team and to return its QS.

Following shortlisting, TxDOT anticipates that certain communications and contacts will be permitted and the RFDP and/or other written communications from TxDOT will set forth the rules and parameters of such permitted contacts and communications. To the extent any Proposer intends at any time to initiate contact with the general public regarding the Project, the nature of such intended contact and the substance thereof must be approved in writing by TxDOT prior to the commencement of such activities.

6.2 Public Information Act

Subject to the requirements of Section 361.3023 of the Code, the Public Information Act, Texas Government Code Chapter 552 (the "Act") and the terms of this RFQ, QSs will *not* be publicly opened or evaluated.

All written correspondence, exhibits, photographs, 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, are, upon their receipt by TxDOT, the property of the State of Texas, may not be returned to the submitting parties and, except as provided by Section 361.3023 of the Code, are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and Section 361.3023 of the 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, and 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 Code, the Act and any applicable Rules. All QSs shall conform to and contain the detailed information required by the Code and the Rules. Questions on the content and

meaning of the Rules shall be submitted in writing as provided herein.

6.3 Organizational Conflicts of Interest

Proposers are advised that the following entities and individuals are precluded from submitting a QS and from participating as an equity owner, team member or subcontractor/subconsultant to a Proposer:

- LBJ Mobility Partners, comprised of Carter & Burgess, Inc. and Jacobs Civil, Inc.; KBR-Kellogg Brown & Root; Lachel & Associates; STV, Inc.; The Harrell Group; Hayden Consultants, Inc.; Wilbur Smith Associates; and Civil Structures Incorporated;
- Any entity that is a parent or subsidiary of any of the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and
- Any employee or former employee of any of the foregoing entities who was involved with the Project while an employee of such entity.

TxDOT is currently developing a policy regarding organizational conflicts of interest that will apply to all CDA projects, including the Project. TxDOT anticipates that the policy may preclude other firms and their affiliates from being qualified to participate on a Proposer team, including:

- (1) entities that are currently performing procurement advisory services to TxDOT (as a consultant or subconsultant at any tier) on any CDA project, and
- (2) entities that have provided procurement advisory services to TxDOT (as a consultant or subconsultant at any tier) on any CDA project in the past three years.

Procurement advisory services include preliminary engineering services, procurement services, environmental and planning services, traffic and revenue services, project oversight services, financial services and legal services.

Interested entities are advised that the above-described policy will likely preclude members of a Proposer team on the Project and their affiliates from being qualified to provide procurement advisory services to TxDOT on the Project or any other CDA project for which a procurement is commenced during the procurement for the Project.

7. PROTEST PROCEDURES

This Section 7 sets forth the exclusive protest remedies available with respect to this RFQ. Each Proposer, by submitting its QS, expressly recognizes the limitation on its

rights to protest contained herein, expressly waives all other rights and remedies and agrees that the decision on any protest, as provided herein, shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. These provisions are included in this RFQ expressly in consideration for such waiver and agreement by the Proposers. Such waiver and agreement by each Proposer also act as consideration to each other Proposer for making the same waiver and agreement.

If a Proposer disregards, disputes or does not follow the exclusive protest remedies set forth in this RFQ, it shall indemnify, defend and hold TxDOT and its respective directors, officers, employees, agents, representatives and consultants, harmless from and against all liabilities, expenses, costs (including attorneys' fees and costs), fees and damages incurred or suffered as a result of such Proposer's actions. By submitting a QS, each Proposer shall be deemed to have irrevocably and unconditionally agreed to accept such indemnification obligation.

7.1 Protests Regarding RFQ Documents

Proposers may protest the terms of this RFQ on the grounds that (a) a material provision in this RFQ is ambiguous, (b) any aspect of the procurement process described herein is contrary to legal requirements applicable to this procurement, or (c) this RFQ in whole or in part exceeds the authority of TxDOT. Protests regarding this RFQ shall be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT in an effort to remove the grounds for protest.

Protests regarding the RFQ documents shall completely and succinctly state the grounds for protest and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Evidentiary statements, if any, shall be submitted under penalty of perjury.

Protests regarding this RFQ shall be filed by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to the Office of General Counsel, Texas Department of Transportation, 125 East 11th Street, Suite 702, Austin, Texas 78701, as soon as the basis for protest is known to the Proposer, but in no event later than 60 days before the QS Due Date, provided that protests regarding an addendum to this RFQ shall be filed no later than five business days after the addendum is issued (but no later than the QS Due Date, if earlier).

TxDOT will distribute copies of the protest to other identified Proposer teams and may, but need not, request other Proposers to submit statements regarding the protest and may, in its sole discretion, discuss the protest with the protestant. TxDOT may also, at its option, submit a statement regarding the protest. The protestant shall have the burden of proving its protest by clear and convincing evidence.

No hearing will be held on the protest, but it shall be decided, on the basis of the written submissions, by TxDOT's Executive Director or his designee, whose decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. TxDOT's Executive Director or his designee shall issue a written decision regarding any protest to each Proposer. 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.

Notwithstanding the existence of a protest, TxDOT may, in its sole discretion, continue the procurement process or any portion thereof.

The failure of a Proposer to file a basis for a protest regarding the RFQ documents within the applicable period shall preclude consideration of that ground in any protest of a selection or qualification unless such ground was not and could not have been known to the Proposer in time to protest prior to the final date for such protests. TxDOT may extend the QS Due Date, if necessary, to address any such protest issues. If the protest is denied, the Proposer filing the protest shall be liable for TxDOT's costs reasonably incurred in any action 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. If the protest is granted, TxDOT shall not be liable for payment of the protestant's costs. TxDOT shall not be liable for any damages to the Proposer filing the protest or to any participant in the protest, on any basis, express or implied.

7.2 Protests Regarding Responsiveness Determination, Evaluation, Evaluation Process or Shortlisting

Proposers may protest the results of the above-described responsiveness determination, evaluation, evaluation process or shortlisting by filing a protest by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of General Counsel, Texas Department of Transportation, 125 East 11th Street, Suite 702, Austin, Texas 78701. Any protest regarding the determination of responsiveness must be filed within five business days after the earlier of notification of nonresponsiveness. Any protest regarding the evaluation, the evaluation process or shortlisting must be filed within five business days after the earlier of (a) the public announcement of the shortlisted Proposers; or (b) notification of the shortlisted Proposers. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT. The notice of protest shall specifically state the grounds for the protest.

Within 10 days after delivery of the notice of protest to TxDOT, the protestant shall file by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of

General Counsel, Texas Department of Transportation, 125 East 11th Street, Suite 702, Austin, Texas 78701, a detailed statement of the grounds, legal authority and facts, including all documents and evidentiary statements in support of the protest. The protestant shall concurrently file a copy of the detailed statement with the other Proposers. Evidentiary statements, if any, shall be submitted under penalty of perjury. The protestant shall have the burden of proving its protest by clear and convincing evidence. Failure to file a protest within the applicable period shall constitute a waiver of the right to protest a finding of nonresponsiveness, the evaluation, the evaluation process and the shortlisting other than any protest based on facts not reasonably ascertainable as of such date.

Other Proposers may file by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of General Counsel, Texas Department of Transportation, 125 East 11th Street, Suite 702, Austin, Texas 78701, statements in support of or in opposition to the protest within seven days of the filing of the detailed statement of protest. TxDOT shall promptly forward copies of any such statements to the protestant. Any evidentiary statements shall be submitted under penalty of perjury. TxDOT may also, at its option, submit a statement regarding the protest.

TxDOT's Executive Director or his designee will only consider, based on a preponderance of the evidence, whether TxDOT's determination is arbitrary, capricious or contrary to law, and will either affirm TxDOT's original determination or recommend remedial steps, if appropriate, to address the issues raised in the protest. TxDOT's Executive Director or his designee shall issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. The decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. Unless otherwise required by law, no evidentiary hearing or oral argument shall be provided, except, in the sole discretion of TxDOT's Executive Director or his designee, a hearing or argument may be permitted if necessary for the protection of the public interest or an express, legally recognized interest of a Proposer.

If the protest is denied, the entity filing the protest shall be liable for TxDOT's costs reasonably incurred in any action to defend against the protest, including legal and consultant fees, and any unavoidable damages sustained by TxDOT as a consequence of the protest. If the protest is granted, TxDOT shall not be liable for payment of the protestant's costs. TxDOT shall not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

8. TxDOT RESERVED RIGHTS

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

without notice, the right to:

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a 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 RFDP in whole or in part at any time prior to the execution by TxDOT of a CDA, without incurring any cost obligations or liabilities.
- Not issue an RFDP.
- Reject any and all submittals, responses and QSs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Suspend and terminate 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 RFDP.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer which changes its submittal without TxDOT approval.

- Not issue a notice to proceed after execution of the CDA.
- Exercise any other right reserved or afforded to TxDOT under this RFQ and applicable law.

This RFQ does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Section 3.1, 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 RFDP. 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.

EXHIBIT A

LIST OF PROJECT DOCUMENTS

The Project Documents are divided into the following major headings, and are listed below.

- I. GENERAL INFORMATION
 - II. PUBLIC INFORMATION
 - III. STUDIES/REPORTS
 - IV. ENVIRONMENTAL DOCUMENTATION
 - V. SCHEMATICS
 - VI. GEOTECHNICAL INFORMATION
-
- I. GENERAL INFORMATION
 - A. Commission's Minute Order #110052, dated April 28, 2005
 - II. PUBLIC INFORMATION
 - A. North Central Texas Council of Governments (NCTCOG)- Research and Information Services (1994 Demographic Forecast)
 - B. LBJ Alternative Component Definition, Focus Group A, B, C, D Answer Packet; May 4, 1994.
 - C. Citizens Response Coalition, Bulk pack Contents; July 1994.
 - D. LBJ Open House, Total Survey Results, East & West Meetings; Oct. 26, 1995 & November 2, 1995.
 - E. LBJ Preview Meeting (Ratings and Comments), Eastside Preview Meeting May 29, 1996; Westside Preview Meeting, June 5, 1996.
 - F. TxDOT's Pre Letter Of Interest Presentation for Procurement Engineer Contract, Aug 2003
 - G. 2004-2006 Transportation Improvement Program for the Dallas-Fort Worth Metropolitan Area, NCTCOG, May 2003
 - H. Mobility 2025: The Metropolitan Transportation Plan, 2004 Update, NCTCOG, Jan 2004
 - I. TxDOT- Dallas District, Transportation Improvement Program Revisions, Jan 2005
 - J. 2006-2008 Draft Transportation Improvement Program for the Dallas-Fort Worth Metropolitan Area, NCTCOG, April 2005
 - III. STUDIES/REPORTS
 - A. Original Studies/Research
 - 1. LBJ (IH-635) Freeway Origin/Destination Study Final Draft; June 1994.
 - 2. LBJ Study 1990 Validation Results; July 14, 1994.
 - 3. I.H. 635 Corridor, Summary Concept Package; November 15, 1994.

4. LBJ Corridor Study, LBJ Update Forum Presentation; February 21, 1995.
 5. LBJ Corridor Study, LBJ Update Forum Supplemental Information; February 21, 1995.
 6. VE Study Report IH-635 Corridor & Workshop Information, Mar 1999
 7. Informational Tunnel Survey Report, Nov 2000
 8. Planning for the IH-635 HOV/Toll Tunnels, July 2001
 9. Proposals for the Transition of IH-635/US 75 Interchange and IH-635 HOV/T Project, April 2002
 10. LBJ Urban Design Report, Aug 2003
- B. Drainage Reports
1. Draft Drainage Criteria Manual, May 2004
 2. Draft Drainage Design Report (West Section), July 2004
 3. Draft Drainage Design Report (East Section), Nov 2004
- C. LBJ Corridor Major Investment Study
1. I.H. 635 Corridor Major Investment Study, Initial Criteria Set 2 Work Products, June 23, 1995 (Revised June 30, 1995).
 2. Draft - Decision Making Framework For I.H. 635 Major Investment Study, Presented to the LBJ Executive Board; September 21, 1995
 3. I.H. 635 (LBJ) Corridor Major Investment Study (MIS), LBJ Executive Board Meeting Agenda; March 26, 1996
 4. LBJ Executive Board Report - Improvements to the IH-635 (LBJ) Corridor, From Luna Rd to US 80, Sept 5, 1996
 5. Major Investment Study for the IH-635 (LBJ) Corridor, Dec 1996
- D. Traffic Impact and Access Justification
1. LBJ Managed Lanes Traffic & Revenue Study, Phase I, Feb 2000
 2. LBJ Managed Lanes Traffic & Revenue Study, Phase II, Mar 2002
 3. LBJ Managed Lanes – Available Collected Data and Studies, as dated
 4. Access Justification - IH-635 from West of Greenville Ave to North of Town East Blvd (East Section), Oct 2002
 5. Access Justification - IH-635 from Luna Rd to Park Central Blvd (West Section), Aug 2003
 6. LBJ Managed Lanes Traffic & Revenue Study, Phase III, Investment Grade (to be made available after August 2005)
- IV. ENVIRONMENTAL DOCUMENTATION
- A. LBJ West Section (Luna Rd to US 75)
1. Public Hearing - West Section, Jun 2003
 2. Environmental Assessment Package for IH-635 from Luna Rd to US 75, April 2004
- B. US 75/IH-635 Interchange (Dallas High Five)
1. Final Environmental Assessment, U.S. 75/I.H. 635 Interchange, Volume 1; February 1993
 2. Final Environmental Assessment, U.S. 75/I.H. 635 Interchange, Volume 2;

EXHIBIT A

Page 2

February 1993

3. FONSI Re-evaluation Request EA Document for IH-635/US 75 Interchange (High Five), June 2000
 4. FONSI Re-evaluation Request Cover Letter for IH-635/US 75 Interchange (High Five), Feb, 9 2001
- C. LBJ East Section (US 75 to IH 30)
1. Environmental Assessment Package for IH-635 from IH 30 to US 80, Sept 2002 (Mesquite Section)
 2. Public Hearing Presentation - East Section, Oct 2002
 3. Environmental Assessment Package for IH-635 from US 75 to IH 30, Dec 2002
 4. Loop 12 – IH-35E Corridor
 5. Environmental Assessment for Loop 12/IH-35 Corridor, Feb 2002

V. SCHEMATICS

- A. LBJ West Section (Luna Rd to US 75) - Provided by TxDOT
1. West Section - English Topo/DTM Files, Jun 2003
 2. West Section Schematic (Metric-As Approved), Nov 2003
 3. West Section Schematic (On English TOPO), Nov 2003
- B. LBJ East Section (US 75 to IH 30) - Provided by TxDOT
1. East Section - English Topo/DTM Files, Jun 2003
 2. East Section Schematic (Metric), May 2002
 3. East Section Schematic (English conversion on English Topo with Metric Annotation), June 2002
- C. Loop 12/IH-35 Schematic - Provided by TxDOT
1. Loop 12 / IH-35 Schematic (English), May 2004
 2. Subsurface Utility Engineering Report (Available on June 9, 2005)
- D. LBJ West Section Reference Schematic (A, B & C) - PcE Prepared
1. West Section Interim Schematic, Part 1 of 2, April 2005
 2. West Section Interim Schematic, Part 2 of 2, April 2005
 3. West Section Interim Schematic - Microstation Reference Files
 4. West Section Interim Schematic Design Summary Report, April 2005
 5. Subsurface Utility Engineering Report (Available on June 9, 2005)
- E. Right-of-Way – As released for Acquisition
1. East Section Right-of-Way Plans (Available on June 9, 2005)
 2. West Section Right-of-Way Plans (Available on June 9, 2005)
 3. Loop 12 / IH-35E East Section Right-of-Way Plans (Available on June 9, 2005)

VI. GEOTECHNICAL INFORMATION

- A. Pavement Design
1. Pavement Design Report, IH-635 From Greenville Ave. to Town East Blvd (East Section), Nov 2003

2. Pavement Design Report, IH-635 From Luna Rd to East of Park Central Blvd (West Section), Jan 2004
- B. Original Studies
1. Geotechnical Data Report, LBJ Corridor Study Project, Dec 1998
 2. LBJ Corridor Transportation Study, Preliminary Geotechnical Design Basis and Tunnel Design, Cost, and Constructability Report, Mar 2002
- C. Phase I - LBJ West
1. Scope of Work – Phase I – July 2003
 2. Manual of Field Procedures, Geotechnical Investigations for IH-635 West Section, July 2003
 3. Phase I Geotechnical Data Report, IH-635 (West, Section 4) Volume 1 of 2, April 2004
 4. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Appendix A-J, April 2004
 5. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Appendix K, Volume 2 of 2, April 2004
 6. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Figures, April 2004
 7. Phase I Geotechnical Data Report, IH-635 (West, Section 4), Tables, April 2004
 8. Phase I Geotechnical Baseline Report, IH-635 (West, Section 4), May 2004
- D. Phase II - LBJ West
1. Scope of Work – Phase II – Dec 2004
 2. Geotechnical Workshop - Phase II Presentation/Handouts, Dec 2004
 3. Geotechnical Workshop - Phase II Lab Test Handout, Dec 2004
 4. Geotechnical Workshop - Phase II Packer and Piezometer Installation Handout, Dec 2004
 5. Geotechnical Workshop - Phase II Proposed Borings Handout, Dec 2004
 6. Phase II Geotechnical Data Report, IH-635 (West), May 2005
- E. Segments B and C Soil Boring Layouts
1. IH-35E Soil Boring Layout
 2. IH-635 Soil Boring Layout
 3. Segments B & C Geotechnical Report (Available November 2005)

EXHIBIT B
PROJECT MAP 1

EXHIBIT B
PROJECT MAP 2

EXHIBIT C

Constraints Chart

The objective of this Exhibit is to compare the constraints adhered to in the development of the current reference schematic found in Exhibit A to an anticipated set of more flexible constraints in which the Developer may prepare a more cost effective solution.

Issue	Applied to Reference Schematic Segments A, B & C	Anticipated to be applied to Segments A, B, C, D, E, F, G, H & I
1. Managed Lanes	Maintain, as shown in EA schematic the same alignment and arrangement for two managed lane tunnels with three lanes in each direction. The tunnels are a combination of U-wall transitions, Box and Mined sections.	Provide a minimum of six managed lanes, three lanes in each direction between US 75 and IH-35E on IH-635.
2. Right of Way	Avoid any additional linear right-of-way acquisition. Match the approved schematic EA FONSI footprint. Additional acquisition of property outside the planned right-of-way for tunnel support systems is anticipated.	No change.
3. Maintenance of Traffic	Maintain one existing HOV and four general-purpose lanes in each direction during the peak traffic periods. The concept of lane rental, night work and other usual techniques are anticipated.	Maintain four lanes on IH-635 in each direction during the peak traffic periods. Additional IH-635 lane or ramp closures during peak traffic hours will be considered, in accordance with lane rental parameters to be developed. Shoulders on IH-635 mainline will not be required during construction. Additional lane reductions during peak and off peak traffic hours will be considered, conditioned upon demonstration of measurable corridor and facility performance alternatives.
4. Constructability	Assure both interim (ABC) project and ultimate facility constructability.	Assure both interim project(s) and ultimate facility constructability.
5. Access Locations	Maintain access locations in accordance with the approved schematic, Environmental Assessment LOS analysis, the existing interchange access justification and the applied traffic and revenue study (T&R) assumptions.	No change.

Issue	Applied to Reference Schematic Segments A, B & C	Anticipated to be applied to Segments A, B, C, D, E, F, G, H & I
6. Managed Lane Functionality	Incorporate toll/gantry and declaration lanes at every access point to the managed lanes facility. Provide an all-electronic toll collection (ETC) managed lane facility compatible with TTA's statewide, and NTTA's local ETC Systems.	No change. <i>Clarification:</i> Declaration lanes will not be required at access locations to the managed lanes.
7. Future DART Tunnel	Provide an envelope for a possible future transit tunnel(s) north of the IH-635 centerline between Midway Road and Preston Road.	No change.
8. Design Criteria	Develop interim schematic alignments and typical sections to meet TxDOT & FHWA design criteria, including applicable National Fire Protection Association (NFPA) Standards.	No change.
9. Aesthetic Objectives	Use the DHF Interchange urban design components, existing adjacent and connecting facilities, and the LBJ Corridor Urban Design Report as a basis to produce a consistent corridor look.	No change. <i>Clarification:</i> Provide architectural finishes to a minimum 16' 6" height on tunnel walls.
10. Relative Elevation of Improvements to Existing Grade	Ensure elevation of proposed surface roadways stay consistent with those contained within the approved schematic.	No change.
11. Ultimate IH-635 Facility Median Width	Match existing approved EA schematic dimensions for the paved center median (within the limits of subsurface managed lanes in Segment A).	May reduce the center median width of the IH-635 surface, main lane typical section (within the limits of subsurface managed lanes in Segment A) to match existing TxDOT standard for median shoulder widths for the appropriate roadway classification and design speed.

EXHIBIT D

Existing TxDOT Projects

Certain projects that TxDOT anticipates will be separate from the CDA (shown on Exhibit B, Map 1) include:

1. West Early Frontage Road (West 6 and Segment J on Exhibit B, Map 2)
2. East Early Frontage Roads (East 8)
3. Montfort Right Turn Lane (West 5)
4. East Interim HOV Project (East 10)
5. Pedestrian Bridge and Local Access Road (East 9)
6. Mesquite Section Phase 2 (Mesquite 2)

Additional Information:

ID	CSJ	Estimated Letting	Limits From	Limits To	Estimated Construction Cost
1.	West Early Frontage Road				
	2374-01-130	2006-09	Hillcrest Road	Merit Drive	\$18,000,000
2.	East Early Frontage Roads (Multiple Projects – One CSJ Listed)				
	2374-01-133	2007-10	KCS Railroad	Miller Road	\$5,627,553
3.	Montfort Right Turn Lane				
	2374-01-134	2006-04	at Montfort Drive		\$224,000
4.	East Interim HOV Project				
	2374-01-153	2005-11	west of US 75	KCS Railroad (west of SH 78)	\$16,500,000
5.	Pedestrian Bridge and Local Access Road				
	0918-45-640	2006-10	DART Line from Audelia Road Northeast	626 ft bridge to Skillman DART station	\$1,655,862
6.	Mesquite Section Phase II				
	2374-02-110	2005-10	north of Town East Blvd.	US 80	\$31,400,000

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: _____, 2005

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

Ladies and Gentlemen:

The undersigned ("Proposer") submits this qualification submittal (this "QS") in response to that certain Request for Qualifications dated as of May 20, 2005 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct, finance, operate and maintain the IH-635 Managed Lanes Project (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, Conceptual Project Development Plan, Conceptual Project Financing Plan (including Form D);
- Volume 2: Financial Qualifications; and
- Volume 3: Forms B and C, Personnel Qualifications, Project Descriptions, Legal Qualifications.

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 e-Business / Consultant Services / Texas Turnpike Authority to and through the [Notice of Intent to Issue a Request for Proposals / Qualifications](#) to the web page: <http://www.dot.state.tx.us/tta/contract/request.htm> and the following addenda and sets of questions and answers to the RFQ:

[list any addenda to this RFQ and sets of questions and answers by dates and numbers]

Proposer represents and warrants that it has read the QS 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 Section 3.1 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:

<hr/>		
(No.)	(Street)	(Floor or Suite)
<hr/>		
(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.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative:

Business Organization (check one):

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

Name of Firm	Role
_____	_____
_____	_____
_____	_____

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

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

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

FORM C
CERTIFICATION

Name of Submitter: _____

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

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

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

requirements?

Yes No

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

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm or any affiliate* that could result in the firm or affiliate* 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.

* Affiliates, include parent company, subsidiary companies, joint venture members and partners, and other financially liable parties for that entity.

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

By: _____

Print Name: _____

Title: _____

Date: _____

Form D

CONCEPTUAL COST ESTIMATE

[see separate Excel document]