



Texas Department of Transportation

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

December 8, 2006

RE: North Tarrant Express

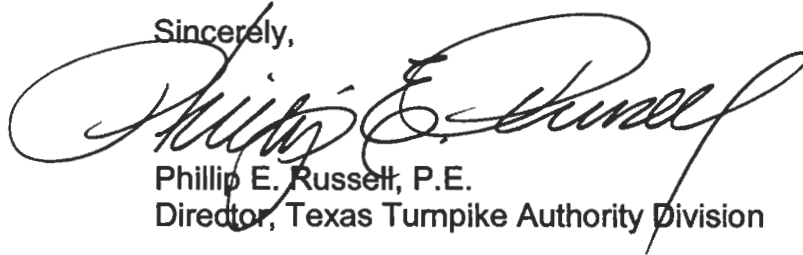
To Whom It May Concern:

The Texas Department of Transportation (TxDOT) is pleased to release this Request for Qualifications (RFQ) issued on December 8, 2006, in connection with the above-referenced Project. TxDOT is inviting qualifications statements (QS) from teams interested in developing, designing, constructing, financing, operating and maintaining tolled managed lanes, new general purpose lanes, and associated facilities along portions of the following highways in North Tarrant County in the vicinity of Fort Worth: Interstate Highway 820, State Highway 183, and Interstate Highway 35W. Through this procurement, TxDOT intends to select a team to enter into a Comprehensive Development Agreement (CDA) that will include: (1) a concession to develop, design, construct, finance, operate and maintain an identified first phase of the Project; and (2) pre-development activities for the remainder of the Project.

Teams interested in responding to the RFQ may submit questions and requests for clarification regarding this RFQ in writing to the address shown in Part A, Section 3.6 of the RFQ. TxDOT must receive any such correspondence not later than January 31, 2007. TxDOT will post its responses on the Website.

Proposers must submit a QS no later than 2:00 P.M. Central Standard Time on March 1, 2007. TxDOT looks forward to receiving and reviewing your QS, to receiving detailed proposals from the short listed Proposers and to working with the selected Proposer in the successful development of the Project.

Sincerely,



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

Attachment

**REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE AND MAINTAIN
THE
NORTH TARRANT EXPRESS
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT**

TEXAS DEPARTMENT OF TRANSPORTATION

Request for Qualifications

ISSUED December 8, 2006

Qualifications Statements Due: March 1, 2007 at 2:00 PM CST

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

TABLE OF CONTENTS

	Page
PART A. BACKGROUND AND INSTRUCTIONS	4
1. EXECUTIVE SUMMARY	4
2. DESCRIPTION OF OPPORTUNITY	4
2.1 The Opportunity	4
2.2 Project Description	6
2.3 Description of Proposed Contracting Opportunity	8
2.3.1. Concession Opportunity.....	9
2.3.2. Pre-Development Opportunity.....	9
2.4 Improvements to be Completed by Developer	10
2.4.1. Improvements Under Concession Opportunity	10
2.4.2. Improvements to be Completed Under the Pre-Development Opportunity	11
2.5 Project Environmental Status	11
2.6 Preliminary Estimates of Construction Costs	11
2.7 Funding Available for Development Costs.....	12
2.8 ROW Acquisition.....	13
2.9 TxDOT Technical Requirements, Geotechnical, Utility Investigation and Relocation, Hazardous Materials Investigations, Aesthetic Treatment and Railroad Coordination	13
2.9.1. Technical Requirements	13
2.9.2. Geotechnical Investigation Program	14
2.9.3. Utility Investigation and Relocation	14
2.9.4. Aesthetic Treatment.....	14
2.9.5. Railroad Coordination.....	14
2.9.6. Other Due Diligence Activities.....	15
2.10 Traffic and Revenue Forecast.....	15
2.11 Toll Collection System Development and Operation	15
2.11.1. Role of North Texas Tollway Authority.....	16
2.11.2. Toll Systems Integrator CDA.....	16
2.12 Legal Authority and Requirements.....	17
2.12.1. Legal Authority	17
2.12.2. CDA Requirements.....	17
2.12.3. Federal Requirements	18
2.12.4. Liability, Insurance, Bonds and Letters of Credit	18
2.12.5. DBE Requirements.....	18
2.13 Project Financing.....	18
3. DESCRIPTION OF PROCUREMENT PROCESS	19
3.1 Overall Process	19
3.2 Project Documents	20

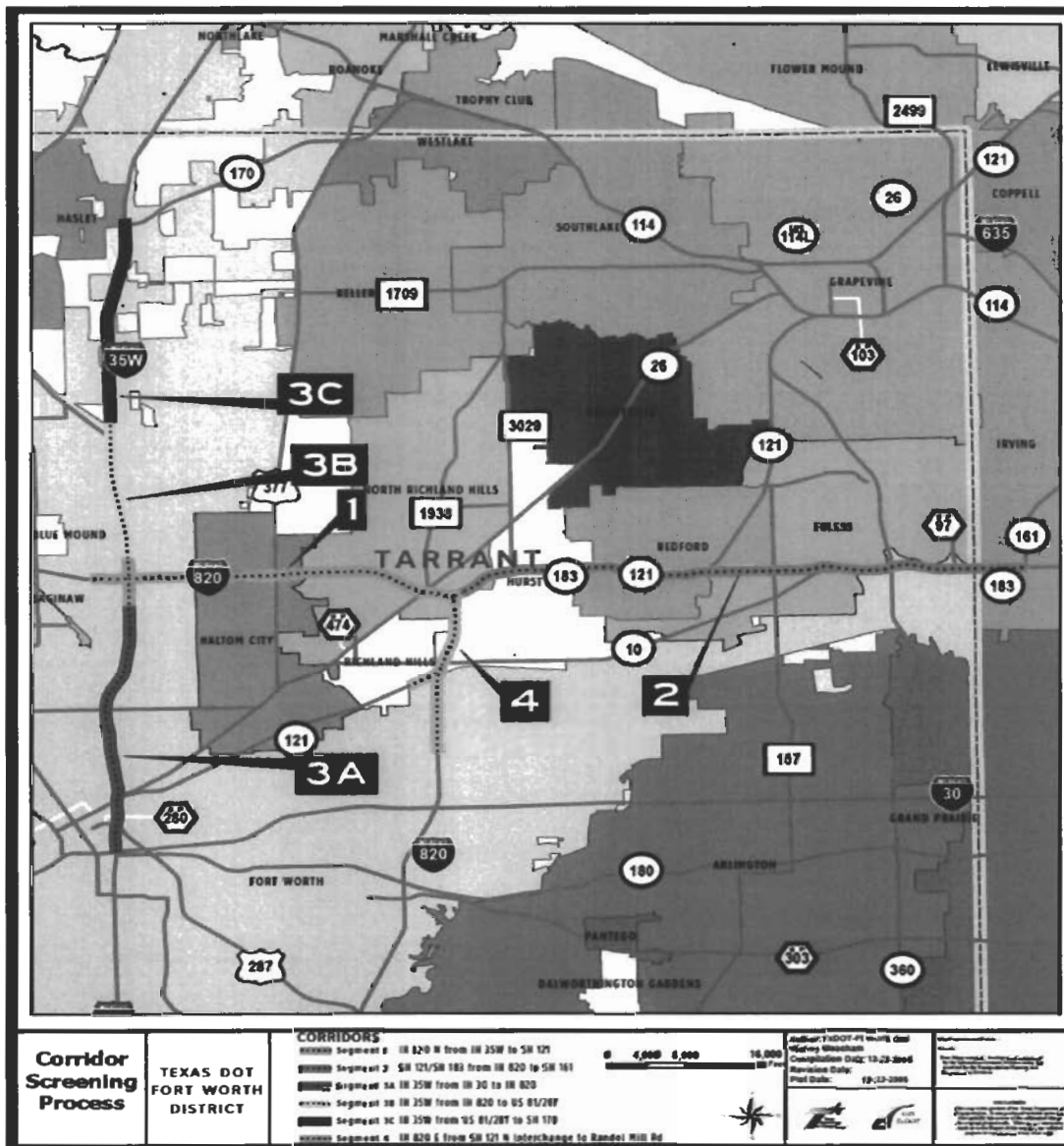
3.3	Payment for Work Product	20
3.4	Procurement Schedule	20
3.5	Pre-QS Workshop	21
3.6	Designated Project Representative; Questions and Requests for Clarification; Addenda	21
3.7	Ombudsman	22
4.	QS CONTENT AND SUBMITTAL REQUIREMENTS	23
4.1	General	23
4.2	Format	23
4.3	Contents and Organization	23
4.4	QS Submittal Requirements	24
5.	EVALUATION PROCESS AND CRITERIA	24
5.1	Responsiveness	24
5.2	Pass/Fail Review	25
5.3	Qualifications Evaluation Criteria and Weighting	26
	5.3.1. General/Experience (70% Weighting)	26
	5.3.2. Conceptual Project Development Plan (30% Weighting)	26
5.4	QS Evaluation Procedure	27
5.5	Changes in the Conceptual Project Development Plan	28
5.6	Changes in Proposer Organization and Key Personnel	28
5.7	RFP Procedure and Evaluation	29
6.	COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST	29
6.1	Improper Communications and Contacts	29
6.2	Public Information Act	31
6.3	Organizational Conflicts of Interest	32
7.	PROTEST PROCEDURES	34
7.1	Applicability	34
7.2	Required Early Communication for Certain Protests	34
7.3	Deadlines for Protests	34
7.4	Content of Protest	35
7.5	Filing of Protest	35
7.6	Comments from other Proposers	35
7.7	Burden of Proof	35
7.8	Decision on Protest	35
7.9	Protestant's Payment of Costs	35
7.10	Rights and Obligations of Proposers	36
8.	TxDOT RESERVED RIGHTS	36
PART B.	QUALIFICATION SUBMITTAL	1

VOLUME 1.....	1
General.....	1
1. General/Experience	2
1.1 The Proposer	2
1.2 Equity Members	2
1.3 Major Identified Non-Equity Members.....	2
1.4 Management Structure	2
1.5 Organizational Chart.....	2
1.6 Relevant Experience	3
1.7 Project References	4
1.8 Key Personnel	4
1.9 Legal Qualifications	5
1.9.1. Legal Issues	5
1.9.2. Legal Liabilities	5
1.9.3. Legal Proceedings.....	5
2. Conceptual Project Development Plan	6
2.1 General Approach to Concession Work.....	6
2.2 General Approach to Pre-Development Work.....	7
2.3 Integration of Resources and Scheduling	7
2.4 Relationships, Roles and Responsibilities.....	7
2.5 Availability of Resources	8
2.6 Opposition	8
2.7 Potentially Competing Facilities and Projects	8
VOLUME 2.....	1
Section A. Financial Statements and Credit Ratings.....	1
Section B. Material Changes in Financial Condition	2
Section C. Off-balance Sheet Liabilities	4
VOLUME 3.....	1
Section A. Forms B and C	1
Section B. Surety Letter.....	1
Section C. Personnel Qualifications.....	2
Section D. Project Descriptions.....	2
PART C. EXHIBITS AND FORMS	1
EXHIBIT A LIST OF PROJECT DOCUMENTS.....	2
EXHIBIT B PROJECT MAP	3
FORM A TRANSMITTAL LETTER	4
Form B INFORMATION REGARDING PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS	7
Form C CERTIFICATION	9

PART A. BACKGROUND AND INSTRUCTIONS

1. EXECUTIVE SUMMARY

The North Tarrant Express (the "Project") includes improvements on 6 distinct Segments along Interstate Highway 820, State Highway 183 and Interstate Highway 35W. The Project includes the development of additional general purpose lanes as well as tolled, managed lanes and associated facilities. Together, the Segments comprise a network of related improvements to address critical congestion issues in North Tarrant County in the Fort Worth region. The Segments are depicted on the following map:



The total length of the Project is approximately 36.2 miles.

TXDOT has concluded that an identified first phase of the Project, Segment 1 on IH-820, with an approximate length of 6.4 miles, is ready for development through a concession. TXDOT plans to enter into a comprehensive development agreement ("CDA") with the selected Proposer ("Developer") to develop, design, construct, finance, operate and maintain this Segment. The other segments of the Project are not currently ready for immediate development. TXDOT has concluded that employing private sector creativity through pre-development activities is the best way to ensure cost-effective and expedited delivery of the other segments. Given the importance of an integrated approach to complete all elements of the Project, TXDOT intends to use this procurement process to select a Developer and to award a CDA for both the concession and predevelopment opportunities related to the Project.

The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of the mobility solution for the region through a concession and to help develop solutions for the rest of the Project through pre-development activities, which includes a potential first opportunity to participate in future development efforts for some or all of those remaining segments. This is a major Project. TXDOT's preliminary construction estimate for Segment 1 (exclusive of design, right-of-way, toll collection system, utility, environmental, finance, or operations and maintenance) is \$410 million. The preliminary construction cost estimates for the pre-development Segments total approximately \$1.6 billion.

Key elements of this opportunity include:

- A clear recognition of the need for the Project and strong support among local governments and elected officials for rapid implementation.
- Significant dedicated public funding for the Project which can be combined with other sources of funds, including toll revenues, to finance the development of the Project.
- The Project addresses acute and growing congestion issues and will tie into a wider system of highway improvements in the Dallas -- Fort Worth area which together will help to increase access to the Project.
- TXDOT is recognized as a leader in the nation-wide trend of partnering with the private sector for the delivery of necessary transportation infrastructure. TXDOT has a proven track record of success in implementing transportation solutions in collaboration with the private sector.
- TXDOT has developed programmatic approaches for a range of key issues, and defined clear relationships with the other key public entities involved with the Project.

TxDOT has initiated a two step process for the selection of a Developer to complete this Project. The first step includes the release of this Request for Qualifications. The purpose of this step is to identify a shortlist of qualified Proposers based on their experience and background and their conceptual approach to the development of the Project. The second step will include the release of a draft and a final Request for Proposals. The purpose of the second step is to select the apparent best value Proposer for the award of the Project through a CDA.

Short-listed Proposers will have the opportunity to provide input on a wide range of issues related to the Procurement prior to the release of the final RFP.

The key dates for the RFQ are as follows:

- RFQ Release Date – December 8, 2006
- Pre-QS Workshop – January 10, 2007
- QS Due Date – March 1, 2007

2. DESCRIPTION OF OPPORTUNITY

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, is pleased to present this Request for Qualifications ("RFQ") to any entities or groups of entities ("Proposers") interested in submitting qualifications statements ("QSs") to develop, design, construct, finance, operate and maintain tolled, managed lanes, new general purpose lanes and associated facilities along designated portions of Interstate Highway 820, State Highway 183 and Interstate Highway 35W, as further described below (referred to herein as the "North Tarrant Express" or the "Project"). Development of the Project is crucial to reducing severe traffic congestion that exists in this portion of Tarrant County in the Fort Worth area and is an important part of TxDOT's Statewide Mobility Program. TxDOT has concluded that harnessing private-sector creativity through a concession and predevelopment agreement is the best way to ensure cost-effective and expedited delivery of this Project and provide needed congestion relief to the public.

2.1 The Opportunity

The North Tarrant Express is being proposed to relieve the severe congestion currently being experienced in the Fort Worth area. After final completion, the Project will add four to six tolled, managed lanes on IH-820, SH-183, and IH-35W. As part of the Project, new general purpose lanes and frontage roads will be added and existing facilities (including interchanges and connections) will be reconstructed to meet existing and forecasted travel demands within the IH-820/SH-183/IH-35W system.

The Project is divided into a number of specific sections ("Segments") as described below. The specific limits of the Project will be further identified in the request for proposals which will be issued to short-listed Proposers (the "RFP").

The selected Proposer ("Developer") will develop, design, construct, finance, operate and maintain an identified first phase (Segment 1) through a Comprehensive Development Agreement ("CDA"). The Developer will have the opportunity to generate revenues through tolling of the managed lanes on Segment 1. The Developer will also conduct pre-development activities for the remaining Segments under a CDA. The Developer may have an opportunity to develop one or more of the remaining Segments when they are ready for development, pursuant to the terms of the CDA.

This RFQ marks the first time that TxDOT has initiated a single procurement for both concession and pre-development opportunities. In this Project, TxDOT intends to select a single private entity both to develop an identified first phase of the Project through a concession, and to perform pre-development work to bring the additional phases forward for development.

As further described below, TxDOT has concluded that one Segment of the Project (Segment 1) is ready for immediate development and the Developer will perform all Work associated with the development, design, construction, financing, operation and maintenance of that Segment through a concession arrangement. The CDA may allow the Developer to use toll revenues from the managed lanes, as well as identified public funding, to support financing of the Project. For other Segments of the Project, TxDOT currently believes that employing private sector creativity through pre-development activities is the best way to bring those Segments to the point that they are ready for design, construction, financing, operation and maintenance. This combined approach reflects TxDOT's conclusion that a system-wide solution is needed to address existing and projected congestion problems in the Fort Worth region. The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of the transportation solution for the region and to help develop solutions for the rest of the Project, with a potential first opportunity to participate in future development efforts for some or all of those Segments.

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

- **Strong Public and Local-Government Support.** The Project improvements will provide needed capacity to address significant congestion problems, provide significant travel time savings and generate significant economic benefits for the region. There is a clear recognition of the need for the Project and strong support among local governments and elected officials for rapid implementation.
- **TxDOT Is a Strong Public Partner with a Proven Record of Success.** TxDOT is the recognized leader in the growing trend to utilize private sector resources and creativity to address congestion issues. TxDOT has real experience using agreements with private sector partners to achieve benefits for all parties. TxDOT is committed to providing the transportation improvements in this corridor using comprehensive development agreements with private partners.
- **Funding.** Identified public funding exists which, if necessary, can be combined with toll revenues and private financing, to allow completion of the planned first phase of this Project under a concession opportunity and support pre-development efforts for the remainder of the Project.
- **Opportunity for Toll Revenues from an Existing and Rapidly Growing User Base.** One of the key elements of this opportunity involves the potential to share in future tolling revenues and the ability to leverage those revenues to finance Project development. The Project will serve a congested system of highways that have exceeded their defined capacity for more than 20 years. This system serves an area of North Tarrant County that is one of the most rapidly growing regions in the State.

- **Project Will Tie Into and Support System of Related Improvements Being Implemented Through TxDOT.** The Project improvements will address a system of highways that are closely connected to other potential improvement projects in the Dallas/Fort Worth Metroplex. Other potential regional roadway improvement projects, including the improvements to SH-121, SH-161, SH-114/SH-121 (“the Funnel”), and the TTC-35 High Priority Trans Texas Corridor – will increase access to and demand for the mobility improvements being implemented through this Project.
- **TxDOT Has a Defined Tolling Approach and Toll Collection Strategy.** Through its extensive policy development and work on other Projects in the region and throughout the State, TxDOT has already addressed many of the key policy and technical issues relating to the collection of tolls on state projects. This prior work increases public acceptance for the Project and reduces process risk.
- **TxDOT Has Developed Defined Relationships with Other Key Public Entities.** TxDOT has been able to use its experience on other projects to develop clear roles and responsibilities for many of the public agencies that will be key to Project success, including the Regional Transportation Council (“RTC”), the North Texas Tollway Authority (“NTTA”) and affected cities.

2.2 Project Description

The Project includes the following Segments, as defined below and other facilities that TxDOT determines are needed for connectivity, mobility, safety and financing. The limits of the individual Segments are summarized below in Table 1.

Table 1: Summary of Project Segments and Proposed Improvements

SEG	Roadway and Limits	Existing Configuration (Number of General Purpose Lanes Each Direction)	Configuration Following Proposed Improvements*		Approx. Length of Segment (Miles)	Approx Length of Tolloed Portion (Miles)
			General Purpose Lanes (each dir.)	Tolloed Managed Lanes (each dir.)		
1	IH-820 from IH-35W (including the IH-820/IH-35W Interchange) east to the interchange with SH-121N/SH-183.	2	3	2	6.4	6.4
2	SH-183 from the interchange with IH-820 west to the interchange with SH-161	3	3	3	11.3	11.3
3A	IH-35W from the interchange with IH-820 south to the interchange with IH-30	2 - 3	4	2	6.5	5.6
3B	IH-35W from the interchange with IH-820 north to the interchange with US 81/287	2	4	2 - 3	3.3	3.3
3C	IH-35W from US 81/287 north to SH-170	2	3	2	5.0	5.0
4	IH-820 from the interchange with SH-121N/SH 183 south to the interchange with Randol Mill Road (immediately north of the IH-820/IH-30 interchange)	2 - 4	5 (from SH-121N to SH-121S)	1 (from SH-121N to SH-121S)	3.7	2.6
* Note: All segments will include one way frontage roads at identified locations and connections to all existing and proposed improvements						

All sections will include tolled, managed lanes that are barrier-separated, with one way frontage roads and connections to all existing and proposed improvements. Further description of these Segments and existing technical information, and available Project design information is contained in the Project Documents available as described in Part A, Section 3.2.

The roadway improvements described above, including the managed lanes, are being incorporated within the next Metropolitan Transportation Plan developed for the Dallas-Fort Worth region ("*Mobility 2030*"). The development of this Plan is currently underway and is targeted for final federal approval by Spring 2007.

The Segments have been advanced to various levels of preliminary design, environmental approvals, and public involvement processes. Development of design and public involvement efforts are progressing for Segment 1 and Segment 2 with public meetings held during the spring of 2006. These efforts are also advancing for Segment 3A with a public meeting held in October 2006. Segment 3B and Segment 3C will be developed together in a preliminary design document with these efforts currently being initiated. The preliminary design was previously approved for Segment 4 based upon a design concept that included a reversible high occupancy vehicle facility. The design for Segment 4 will be revised to include managed lanes and this work effort has not been initiated at this time.

2.3 Description of Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into one or more CDAs that will result in the cost-effective, expedited completion of all of the elements of this Project as described above. TxDOT currently intends to enter into a CDA that includes both of the following elements:

- a concession relating to Segment 1 (the "Concession Opportunity"), under which Developer will provide for development, design, construction, financing, operation and maintenance of Segment 1; and
- pre-development activities for the remaining Segments ("the "Pre-Development Opportunity"), under which the Developer will participate as a strategic partner with TxDOT in advancing the other Segments forward for development.

TxDOT is taking this approach for this Project because the Segments are at different levels of definition, have different schedules for anticipated environmental clearances, and have varied levels of identified public funding. In the RFP, TxDOT shall indicate whether both the concession and predevelopment opportunities will be combined in a single CDA or included in separate agreements. In either case, TxDOT intends that this procurement will result in selection of a single Developer for both contracting opportunities. For purposes of clarity, these contracting opportunities are described separately below.

2.3.1. Concession Opportunity.

TxDOT currently anticipates that it will enter into a CDA providing a concession for Segment 1. TxDOT anticipates that the CDA will: (a) obligate the Developer to (i) develop, design and construct Segment 1, (ii) invest equity and provide financing for such improvements, and (iii) operate and maintain the Project and associated frontage roads and (b) grant the Developer the right to retain toll revenues from users of the tolled portions of the Project for a maximum period to be specified in the RFP, subject to any revenue sharing with or other payments to TxDOT.

2.3.2. Pre-Development Opportunity.

TxDOT currently anticipates entering into a CDA providing for pre-development rights and obligations for Segments 2, 3A, 3B, 3C, and 4 (the "Pre-Development Segments"). Under the CDA, the Developer will become a strategic development partner with TxDOT, helping TxDOT to analyze, identify, plan, and advance these Segments so they are ready for development.

The Developer will be expected to manage successful development of the Pre-Development Segments consistent with the requirements of the RFP. TxDOT currently anticipates that the Developer's initial scope of work for pre-development activities would include preparing a master development plan, master financial plan, project management plan, and quality management plan. The Developer will also support any TxDOT activities related to preliminary engineering, environmental approvals and the public involvement process as will be described further in the RFP. As a specific Segment or group of Segments approaches readiness for design, construction and financing (i.e., environmental clearance has been obtained or is imminent, a specific plan of finance for the Segment has been developed and approved, and the development of the Segment under the CDA is otherwise ready for procurement, financing and construction), TxDOT and the Developer may have several delivery options under the CDA for the development, design, construction, financing, operation and maintenance of one or more of such Segments.

It is anticipated that the CDA will provide the Developer with a limited right of first negotiation for certain work; however the CDA will not unconditionally provide that the Developer will be entitled to undertake, design, construct, finance, operate and/or maintain, with its own forces, a specific set of facilities or construction value. The CDA will provide the framework for a long-term collaborative relationship between TxDOT and the Developer for the conceptual, preliminary, intermediate and final planning of the Project and individual facilities. The CDA will set forth a range of potential roles and responsibilities of the Developer, to be determined by mutual agreement between TxDOT and the Developer, during the term of the CDA, in the management and performance of facility development, design, construction, finance, operation and maintenance. Pre-Development Segment facilities that may be developed under the

CDA may include any or all of (i) facilities identified in this RFQ that are consistent with the environmental approvals for the applicable Segments; and (ii) such other facilities that either TxDOT or the Developer may identify during the term of the CDA that are consistent with the terms thereof, including any facilities necessary for connectivity, mobility, safety and financing of the Pre-Development Segments.

2.4 Improvements to be Completed by Developer

2.4.1. Improvements Under Concession Opportunity

TxDOT anticipates that the improvements to be completed by Developer under the CDA with respect to the concession for Segment 1 will include improvements on IH-820 from IH-35W east to the interchange with SH-121 N/SH-183, by providing a minimum of three continuous and unobstructed general purpose lanes per direction plus two tolled, managed lanes per direction, plus required operational, merge, acceleration and deceleration lanes as identified in the reference schematics. In addition, all required overpasses/underpasses will be designed and constructed by the Developer to support these main lanes and managed lanes and connect them to existing facilities. The Developer will be responsible for required upgrades to frontage roads. As part of Segment 1, the Developer will also be responsible for developing, designing, constructing, financing, operating and maintaining the following improvements to TxDOT's facilities within Segment 1:

- Crossings for Dallas Area Rapid Transit ("DART") and the Union Pacific Railroad ("UPRR"), as well as crossings needed to accommodate pedestrian access.
- Improvements to the interchange of IH-35W and IH-820, including providing a minimum of three continuous and unobstructed general purpose lanes per direction plus two tolled, managed lanes per direction, plus required operational, merge, acceleration and deceleration lanes as identified in the reference schematics.
- Identified on and off ramps as depicted in the Project documents. These on and off ramps will include all approaches and departures of the connectors to ensure existing connectors are preserved.
- An open-road electronic toll collection system as necessary to allow collection of tolls from users of the managed lanes as depicted in the Project documents.
- Other potential facilities that may be identified in the RFP to the extent necessary for connectivity, mobility, safety, and financing.

2.4.2. Improvements to be Completed Under the Pre-Development Opportunity

The improvements to be completed on the Pre-Development Segments will be defined through the pre-development work, as generally described in Part A, Section 2.3.2 above.

2.5 Project Environmental Status

The environmental documents under the National Environmental Policy Act ("NEPA") are being pursued for each Segment by TxDOT in coordination with the preliminary design efforts described in Part A, Section 2.2. The documents are at varying levels of progress with different schedules expected for environmental clearance of each of the Segments. The documents for all of the Segments are expected to be advanced as Environmental Assessments at this time.

Development of the environmental documents and public involvement efforts are progressing for Segment 1, Segment 2, and Segment 3A on an individual basis. TxDOT currently anticipates the environmental approval for Segment 1 to be obtained by Summer 2007. Segment 3B and Segment 3C will be developed within the same environmental document with this effort recently being initiated. For Segment 4, a Finding Of No Significant Impact was issued by the Federal Highway Administration on March 18, 2004, which was based upon the previous design concept of a reversible high occupancy vehicle facility. TxDOT has not yet initiated the review of the environmental documents for the proposed managed lanes for Segment 4.

The proposed roadway improvements, as described in Part A, Section 2.2, for all of the Segments will be modeled for air quality conformity through preparation of *Mobility 2030*. The *Mobility 2030* Plan is currently being prepared by the North Central Texas Council of Governments and is expected to receive federal approval by Spring 2007.

2.6 Preliminary Estimates of Construction Costs

Based on TxDOT's current, preliminary estimates, construction of Segment 1 will cost approximately \$410 million.

The current preliminary estimates for construction costs for the Pre-Development Segments are as follows:

- Segment 2 -- \$756 million
- Segment 3A -- \$442 million
- Segment 3B -- \$93 million

- Segment 3C -- \$134 million
- Segment 4 -- \$157 million

The estimated construction costs reflect the currently developed schematic and environmentally studied project segments at current construction prices. The current estimates **do not include** design, right-of-way ("ROW") acquisition, toll collection system installation or integration, utility adjustment, environmental mitigation, finance, or operations and maintenance costs. These estimates should be used for informational purposes only and are not a substitute for the Proposers' own estimates of project costs.

2.7 Funding Available for Development Costs

Proposers are advised that while significant public funding exists to support the development of the Project, TxDOT expects that private participation and funding is essential to complete all project elements under the CDA. The Proposer's experience in securing private financing for this Project will be a key element considered in this RFQ and the RFP. Further, while TxDOT will not make any decisions on the final evaluation of Proposals until the issuance of the RFP to the short listed teams, minimizing TxDOT's financial contribution while maximizing the delivery of the Project will likely be a critical evaluation component of the RFP and Proposals.

TxDOT also anticipates assisting the Developer in accessing the Transportation Infrastructure Finance and Innovation Act (TIFIA) Program and Private Activity Bonds (PABs) and other potential sources of funding which are subject to federal requirements and availability. TxDOT currently anticipates making applications for these sources of funding during the RFP phase, subject to FHWA regulations and guidelines.

Any public funding contributed for this Project may take many forms, including, without limitation, payment of Project ROW acquisition costs, periodic payments to the Developer (including payments for pre-development services), milestone-based payments to the Developer during the design and construction of the Project, availability or performance-based payments to the Developer during the concession term, or a combination of some or all of the foregoing. Further details regarding potential public funding will be presented in the RFP.

Based on the 2007 Statewide Mobility Program, approximately \$502 million of public funds are identified as being currently available to support development of the Project. An additional \$20 million of TxDOT Ft. Worth District funding has been potentially identified as available to support the Project. Proposers should be advised that TxDOT may combine or reallocate funding for particular Segments to support the expedited development of Segment 1 or the Pre-Development Segments, to the extent allowed by law and by any agreements with the entities providing funding. Public funding may also be subject to appropriation or reallocation prior to commitment by the Texas Transportation Commission (the "Commission"). The RFP will provide further details

regarding anticipated public funding and TxDOT's expectations relating to Project financing.

The following amounts of public funding have been identified for the major elements of the project. The total funding currently identified for Segment 1, Segment 2, and Segment 4 that comprise essential east-west roadway improvements consists of approximately \$416.5 million. This amount includes identified funding for improvements of the IH 820/IH 35W interchange. The total funding currently identified for Segment 3A, Segment 3B, and Segment 3C that are essential to north-south roadway improvements consists of approximately \$105.5 million.

2.8 ROW Acquisition

Proposers should note that the Project will require acquisition of significant amounts of new right-of-way. Available information on right-of-way currently owned by TxDOT can be found at www.dot.state.tx.us/local_information/fort_worth_district, by following the link for "Right-of-Way Application." TxDOT anticipates that the Developer will be responsible for the costs of acquiring all new right-of-way and will be responsible for providing right-of-way acquisition services in connection with the acquisition of any such parcels. TxDOT shall assist the Developer in the necessary acquisition of right-of-way, at the Developer's expense, as prescribed in Transportation Code Section 206.066-.069. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in that process.

2.9 TxDOT Technical Requirements, Geotechnical, Utility Investigation and Relocation, Hazardous Materials Investigations, Aesthetic Treatment and Railroad Coordination

2.9.1. Technical Requirements

It is anticipated that, with respect to Segment 1, 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 Segment 1 to be completed in accordance with certain standards and specifications agreed by TxDOT and the Developer to apply to Segment 1. The final RFP will contain programmatic and Project-specific technical specifications and requirements that will apply to all work performed on the Project. TxDOT's current draft of the programmatic technical requirements for concession projects may be found at <http://www.dot.state.tx.us/business/book2b.htm>. Project-specific technical requirements will be developed for the final RFP with input during industry review by short-listed Proposers.

The RFP may permit Proposers to propose, for TxDOT consideration, alternative technical concepts, exceptions and deviations from certain of these standards. The alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All requests for deviations shall

follow the requirements set forth in the RFP. Proposers should note, however, that, because federal funds may be included in the final plan of finance, there may be restrictions on deviations from federally-mandated construction standards.

2.9.2. Geotechnical Investigation Program

TxDOT has performed certain geotechnical investigation work regarding Segments 1 and 2. The documents available to Proposers for review as provided in Part A, Section 3.2 (the "Project Documents"), include geotechnical information collected by TxDOT to date. TxDOT does not anticipate that Proposers will need to conduct any additional geotechnical investigation in order to respond to this RFQ. To the extent that any Proposer desires additional information, however, such Proposer will need to coordinate with TxDOT prior to conducting any investigation (i.e. permitting, traffic control, notification etc.) Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW. Short-listed Proposers may, during the industry review process, be asked to provide input on what, if any, additional geotechnical investigation information will be collected. TxDOT may decide to perform additional geotechnical investigation based on the input it receives during the industry review process.

2.9.3. Utility Investigation and Relocation

TxDOT has conducted Level B Subsurface Utility Engineering (SUE) investigations on Segments 1, 2 and 4. Available SUE data is included in the Project Documents.

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

2.9.4. Aesthetic Treatment

TxDOT has had preliminary discussions with the Cities of North Richland Hills and Hurst regarding aesthetic requirements for Segments 1 and 2 of the Project. The Developer will be expected to work with all cities crossed by the Project regarding aesthetic treatments and follow guidelines developed by the Fort Worth District. Additional details and requirements will be set forth in the RFP.

2.9.5. Railroad Coordination

The Project crosses the following railroads:

- Segment 1 crosses DART and the UPRR;
- Segment 3A crosses the Trinity Railway Express, DART, and the UPRR; and

- Segment 4 crosses the Trinity Railway Express.

TxDOT anticipates that the CDA will require the Developer to design the crossings and coordinate with the affected railroads.

2.9.6. Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part A, Sections 2.9.1 - 2.9.6 will be provided. The short-listed Proposers may, during the industry review process, be asked to provide input on this topic.

2.10 Traffic and Revenue Forecast

In 2005, Wilbur Smith and Associates completed a preliminary traffic and revenue data mining analysis for an earlier procurement that included some sections of roadway included in this Project. This analysis, entitled the "IH-820/SH-183 Traffic Data Collection Project," is included in the Project Documents.

In the summer of 2006, PBS&J completed a preliminary level one analysis of traffic and revenue for various Project Segments based on a number of different scenarios. This analysis is included in the Project Documents.

TxDOT is in the process of initiating additional data mining activities relating to traffic and revenue for the Project, which will include origin and destination surveys, traffic counts, speed and delay information, stated preference surveys, and additional data. These data are anticipated to be made available to short-listed Proposers by the Spring of 2007. Responsibility for and timing of any additional traffic and revenue studies shall be set forth in the RFP and discussed during industry review. Proposers are advised that they may not engage in data mining activities associated with this Project without TxDOT approval.

2.11 Toll Collection System Development and Operation

Design and installation of the toll collection system for the tolled managed lanes within the Project will be included in the Developer's scope of work. The Developer will be required to coordinate system design and toll collection operations with local and regional authorities, including statewide interoperability. It is anticipated that the tolled managed lanes will be tolled through a 100% electronic barrier-free system requiring no reduction in speed. The Regional Transportation Council has established policies relating to the design and operation of tolled managed lanes which are included in the Project Documents. The RFP will establish the toll collection system requirements, including tolling policy, toll rate regulations and methodology, interoperability requirements and business rules.

2.11.1. Role of North Texas Tollway Authority

Proposers are advised that the North Texas Tollway Authority ("NTTA") and TxDOT, entered into two memoranda of understanding ("MOUs") on October 25, 2006. These MOUs, entitled "Memorandum of Understanding Between TxDOT and NTTA Regarding Cooperative Planning and Development of Toll Roads" (the "Protocol MOU") and "Amended and Restated Memorandum of Understanding (CDA Projects and TxDOT Toll Projects Procurements)" (the "CDA MOU"), are included in the Project Documents. The following summary is provided for informational purposes only and only for the purposes of this RFQ and Proposers are advised to review the terms of these MOUs.

The Protocol MOU specifically identifies delivery of the Project through a CDA as a mutual goal of TxDOT and NTTA. The CDA MOU provides that the NTTA will act as the exclusive provider of certain, mandatory operation and toll collection services for five years after the date on which revenue operations first commences for any portion of the Project under the CDA. After that initial five-year period, the Developer and the NTTA will attempt to negotiate mutually acceptable terms regarding the continuation of the mandatory services or, failing that, the Developer is free to choose another alternative. The Developer may also choose, at its option, to have NTTA provide certain optional services. The scope of mandatory and optional services are defined in the CDA MOU.

As provided under the CDA MOU, TxDOT and the NTTA intend to negotiate the terms of a tolling services agreement for the Project which will set forth the terms and conditions concerning the NTTA's scope of services, performance standards and compensation relating to the Project. It is anticipated that a draft of this document will be available to Proposers for input during industry review.

Any communications between prospective and short-listed Proposers and the NTTA regarding the Project are governed by Sections 5 and 6 of the CDA MOU. These sections generally require NTTA to treat all Proposers fairly and equitably, to provide advance written notification to TxDOT of any individual or direct communication, and to provide TxDOT with copies and summaries of any communication. Any contact with NTTA regarding the Project, this procurement, or the NTTA's provision of mandatory or optional services shall only occur consistent with the terms and conditions described in Sections 5 and 6 of the CDA MOU and Part A, Section 6.1 (E) of this RFQ.

2.11.2. Toll Systems Integrator CDA

TxDOT has entered into a comprehensive development agreement (the "Raytheon CDA") with Raytheon Company ("Raytheon"), under which Raytheon may design, install, operate and maintain open-road toll collection systems on projects designated by TxDOT, which may include the Project. The Raytheon CDA is included in the Project Documents. Pursuant to the Raytheon CDA, Raytheon is obligated to provide such services to Proposers under a "Project Segment Supplement," which would include, among other things, pricing, an implementation schedule and a scope of work for

Raytheon's services relating to the Project. The Raytheon CDA obligates Raytheon to treat all Proposers equitably, and prohibits Raytheon from entering into any exclusive arrangement with any Proposer. Furthermore, the Raytheon CDA includes certain requirements relating to communications with Raytheon. At this time, Raytheon and TxDOT have not yet determined whether Raytheon will be eligible to provide services to all Proposers on the Project. Until such time as a Project Segment Supplement is provided to Proposers or TxDOT determines that Raytheon will not be eligible to provide services to all Proposers on the Project, Proposers are prohibited from communicating with Raytheon about the Project. If offered on this Project, these services will be offered for the Proposers' convenience and at each Proposer's election. Proposers are free to use any other service provider. Further information concerning the role of Raytheon will be made available to short-listed Proposers in the RFP.

2.12 Legal Authority and Requirements

2.12.1. Legal Authority

TxDOT is issuing this RFQ in accordance with the provisions of Chapter 223 of the Texas Transportation Code (the "Code") (which can be found at <http://tlo2.tlc.state.tx.us/statutes/tn.toc.htm>); Sections 27.1-27.6 of Title 43, Texas Administrative Code (the "Rules") (available at: [http://info.sos.state.tx.us/pls/pub/readtac\\$ext.viewtac](http://info.sos.state.tx.us/pls/pub/readtac$ext.viewtac)); and other applicable provisions of law. Proposers should be aware that the Commission approved proposed amendments to the Rules on November 16, 2006, which were published in the Texas Register for public notice and comment on December 1, 2006. <http://www.sos.state.tx.us/texreg/pdf/currview/1201prop.pdf>. These proposed amendments will apply to this procurement if and when they are adopted.

TxDOT is issuing this RFQ pursuant to Minute Order # 110468 approved by the Commission on March 30, 2006. This Minute Order can be reviewed at http://www.dot.state.tx.us/publications/commission/2006_meetings/mar30_min.pdf.

Proposers are advised that this is an entirely new solicitation. Although portions of the Project overlap with a prior RFPQ that was initiated in response to an unsolicited proposal that was submitted for the IH-820/SH-183 corridor, that procurement was cancelled. Short-listed proposers for that previous procurement have no special status in this RFQ.

2.12.2. CDA Requirements

The terms of the CDA for this Project will be set forth in the RFP following industry review and input by short-listed Proposers. TxDOT's current programmatic term sheet for CDAs may be found at: ftp://ftp.dot.state.tx.us/pub/txdot-info/tta/programmatic_term_sheet.pdf. This document summarizes key terms and conditions for CDAs for roadway concessions; however certain terms may be modified in the CDA to reflect the specific requirements of this Project.

2.12.3. Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project will remain eligible for federal-aid funds, including any federal portion of the anticipated funding identified in Part A Section 2.6. Therefore the procurement documents and any agreements thereunder must conform to requirements of applicable federal law, regulations, and policies. TxDOT reserves the right to modify the procurement process described in this RFQ to address any concerns, conditions or requirements of federal agencies, including FHWA.

2.12.4. Liability, Insurance, Bonds and Letters of Credit

TxDOT anticipates the Developer will be required to assume liabilities, to provide bonds or letters of credit (or both) and insurance coverage and to indemnify and defend TxDOT against third party claims as specified in the 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/letters of credit, insurance and indemnity will be set forth in the RFP and the CDA.

2.12.5. DBE Requirements

TxDOT has determined that Disadvantaged Business Enterprises ("DBEs") requirements apply to design and construction of the Project, and has adopted rules to provide DBEs opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Texas Administrative Code Section 9.50 et seq.). TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. The DBE policy of TxDOT applies to all TxDOT contracts and purchases paid with any funds received from the United States Department of Transportation ("USDOT") through the Federal Highway Administration ("FHWA"), the Federal Transit Administration, and the Federal Aviation Administration. Information regarding DBE requirements and goals will be included in the RFP.

In responding to this RFQ, a Proposer team may include team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations.

2.13 Project Financing

TxDOT anticipates that the CDA will grant a franchise or concession to the Developer for Segment 1. The Developer will be solely responsible for Project financing; provided, however, that TxDOT is prepared to facilitate the potential availability and use of federal

assistance programs, including TIFIA credit assistance and the issuance of PABs, should the Developer wish to pursue such programs.

TxDOT currently intends to apply for a waiver under FHWA's SEP-15 program of certain federal requirements associated with USDOT's TIFIA program in order to facilitate the potential use of TIFIA in a Proposer's plan of finance. If the waiver is granted by the FHWA, the Proposers may have the option of utilizing the TIFIA conditional credit approval in connection with its final Project finance plan and will be solely responsible for execution of a final TIFIA credit agreement and satisfaction of USDOT requirements in connection therewith. This may include, among other things, obtaining an investment grade rating of debt senior to TIFIA and a credit opinion regarding the risks associated with the repayment of the TIFIA loan. Use of a conditional TIFIA credit commitment by a Proposer in its Proposal or plan of finance is not mandatory and is within the sole discretion of the Proposer.

In addition to potential TIFIA credit assistance, TxDOT may apply for an allocation for PABs for potential use by a Proposer in its plan of finance. As with TIFIA, use of PABs allocation by a Proposer in its Proposal or plan of finance is not mandatory and is within the sole discretion of the Proposer. Further information regarding the process for obtaining a TIFIA commitment and a PABs allocation will be provided to short listed Proposers.

TxDOT is interested in the Proposers' approach to compensation and revenue sharing, including use of any value generated to fund development of additional Project Segments. 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 funds (as opposed to Project revenues, revenue bond proceeds, loans, etc.), Proposers should be aware that such state and federal funds may be subject to legislative appropriation by the State of Texas.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

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

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

If only one responsive QS is received, TxDOT may either (a) proceed with the procurement and request a Proposal from the sole Proposer or (b) terminate this procurement. Following the short-listing of Proposers, TxDOT anticipates releasing for industry review and comment a draft RFP, including a scope of work, a pro forma finance plan to be used by TxDOT in drafting the TIFIA application, 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 short listed Proposer teams. Specific details concerning the industry review process will be made available to the short-listed Proposers following the short-listing announcement.

After consideration of industry input, TxDOT plans to issue a RFP to the short-listed Proposers.

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

3.2 Project Documents

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

3.3 Payment for Work Product

In accordance with Texas Transportation Code Section 223.203(m), TxDOT intends to pay each unsuccessful, short listed Proposer that submits a Proposal responsive to the RFP, a maximum stipulated amount not exceeding the value of the work product contained in its Proposal that TxDOT determines can be used in performance of its functions. Specific provisions regarding payment of the stipulated amount shall be included in the RFP. No payment will be made to Proposers who are not short-listed, fail to submit responsive Proposals, or are disqualified from the process prior to award, and no payment shall be made in connection with this RFQ.

3.4 Procurement Schedule

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

Issue Request for Qualifications	December 8, 2006
Pre-QS workshop	10 a.m. Central Time January 10, 2007
Deadline for questions and requests for clarification regarding the RFQ	2:00 Central Time January 31, 2007

Questions and requests for clarification relating to any Addendum issued by TxDOT after January 26, 2007

three days after the Addendum is issued (but no later than the QS Due Date)

QS Due Date

2:00 p.m. Central Time
March 1, 2007

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

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

3.5 Pre-QS Workshop

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

3.6 Designated Project Representative; Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification in writing to TxDOT's designated Project representative, except as provided in Part A, Section 3.7, below. TxDOT's designated Project representative is:

Texas Department of Transportation
P.O. Box 6868
2501 S.W. Loop 820
Fort Worth, Texas 76115-0868
Attn: Mr. Mohammad Al Hweil
Email: mhweil@dot.state.tx.us
Fax: (817)370-6787

Proposers shall provide a copy of all correspondence to:

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Ms. Diana Vargas

Email: dvargas@dot.state.tx.us

Fax: (512) 936-0974

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. TxDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.4. TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the following website:

<http://www.dot.state.tx.us> (the "Website"). Specific information on this procurement may be obtained through the following link:

http://www.dot.state.tx.us/services/texas_turnpike_authority/notice_intent.htm.

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

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

3.7 Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. Proposers may submit confidential communications to the ombudsman, including questions, comments, or complaints regarding the procurement, where they believe in good faith that confidentiality is essential. After receiving such confidential communications the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's authorized representative as identified in Part A, Section 3.6 above. The designated ombudsman for this procurement is:

Joanne Wright, Esq.
Associate General Counsel
Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
E-mail Address: jwright@dot.state.tx.us

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

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

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

4.2 Format

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

Submittals must be prepared on 8-1/2" x 11" sized, white paper, and shall be double-sided. Volume 1 (as described in Part B) shall have all pages sequentially numbered and not to exceed 60 pages. Each printed side shall be considered one page. The font size in Volume 1 shall be no smaller than twelve-point. Volumes 2 and 3 (as described in Part B) do not have page numbering, page limitation or type font size requirements. 11" x 17" pages are allowed (included in the page count contained in Volume 1) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.

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

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in Part B. If a Proposer is compelled to include material in addition to the information specifically requested; the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limitation. Each volume may be subdivided as needed.

4.4 QS Submittal Requirements

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

Response to the
Request for Qualifications
for the North Tarrant Express
through a Comprehensive Development Agreement

QSs shall be delivered by hand or courier to:

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

TxDOT will not accept facsimile or other electronically submitted QSs.

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

QSs will be accepted and must be received by TxDOT during normal business hours before 2:00 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.4. Any QSs received after that date and time will be rejected and returned to the sending party unopened.

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

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each QS will be reviewed for (a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the QS, (b) conformance to the RFQ instructions regarding organization and format, and (c) the responsiveness of the Proposer to the requirements set forth in this RFQ. Those QSs not responsive to this RFQ may be excluded from further consideration and the Proposer will be so advised. TxDOT may also exclude from consideration any Proposer whose QS contains a material misrepresentation.

5.2 Pass/Fail Review

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

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

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

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

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

The evaluation will take into account the following considerations

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

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

(f) The information disclosed in FORM C and/or in response to, Part B, Volume 1, Section 1.9 does not materially adversely affect the Proposer's ability to carry out the Project responsibilities that will be allocated to it should it be selected.

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

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the “pass/fail” qualification requirements set forth above will be evaluated and scored according to the criteria set forth below. The order in which the evaluation criteria appear within each category (i.e., General/Experience, Conceptual Project Development Plan, etc.) is not an indication of weighting or importance.

5.3.1. General/Experience (70% Weighting)

The background and experience of the Proposer, individual team members, and key personnel with developing, designing, constructing, financing, operating and maintaining comparable projects, and their specific experience with concession/toll projects and pre-development activities will be evaluated in accordance with the following criteria:

- The extent and depth of the Proposer’s and its individual team members’ experience with, and degree of success related to developing, designing and constructing comparable projects;
- The extent and depth of the Proposer’s and its individual team members’ experience with, and degree of success related to financing comparable projects;
- The extent and depth of the Proposer’s and its individual team members’ experience with, and degree of success related to operating and maintaining comparable projects;
- The stability, strength, and likelihood of success of the proposed management structure and team; and
- The extent and depth of experience of the management team and key personnel for the Project listed in Proposer’s response to Part B, Volume 3, Section C.

Project and personnel references, as well as the information provided in Part B, Volume 1, Sections 1.7-1.9 and Part B, Volume 3, Section A, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the General/Experience category.

5.3.2. Conceptual Project Development Plan (30% Weighting)

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

- The extent to which the Conceptual Project Development Plan for Segment 1 shows a sound approach to completing development and demonstrates a comprehensive understanding of
 - the activities to be undertaken under the CDA;;
 - risks associated with the design, construction and management; ,
 - a clear and feasible scheduling approach, and
 - the provision of sufficient materials, equipment and qualified personnel.
- The extent to which the Conceptual Project Development Plan demonstrates an understanding of the strategies and tools for completing the pre-development activities, including transportation planning, financing, design and construction, and demonstrates an integrated approach for managing and marshalling resources to perform the work required for pre-development activities on Segments 2, 3A, 3B, 3C and 4, while developing Segment 1;
- The extent and depth to which the Conceptual Project Development Plan demonstrates knowledge of available financing tools and structures for comparable projects and identifies key financial issues for the Project as a whole;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of operations, maintenance, and total life cycle costs; and
- The efficiency and effectiveness of the Conceptual Project Development Plan in presenting an approach to integrating TxDOT into all phases of Project development, managing risk efficiently, and in structuring the roles and relationships of TxDOT/Proposer/third parties.

5.4 QS Evaluation Procedure

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

TxDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its QS. The scope,

length and topics to be addressed shall be prescribed by, and subject to the discretion of, TxDOT. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. If required, TxDOT may schedule additional interviews at a later date. Upon receipt of requested clarifications 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 short listed, as it deems appropriate, in its sole discretion, and in the best interests of the State of Texas.

5.5 Changes in the Conceptual Project Development Plan

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

5.6 Changes in Proposer Organization and Key Personnel

TxDOT wants to ensure that Proposers are able to develop and attract the greatest range and depth of expertise as may be necessary to participate in this procurement and develop, design, construct, finance, operate and/or optimally maintain the Project in an innovative, effective and efficient manner. Accordingly, TxDOT shall permit Proposers to add team members and reorganize the Proposer entity through the procurement process until submittal of the Proposals, except in the event of potential organizational conflicts of interest and/or deficiencies in qualifications and experience for the proposed role. Notwithstanding the foregoing, following submittal of the QSs, the following actions may not be undertaken without TxDOT's prior written consent:

- deletion or substitution of a Proposer team member identified in its QS;
- deletion or substitution of personnel identified in Part B, Volume 3, Section C of its QS;
- deletion or substitution of an equity owner of Proposer, a guarantor of Proposer or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and
- other changes in the equity ownership or team membership of a Proposer.

5.7 RFP Procedure and Evaluation

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

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

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

The specific rules of contact are as follows:

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

(B) The Proposers shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's and Proposer's designated representatives. TxDOT's designated Project representative shall be as identified in Part A, Section 3.6; provided that Proposers may correspond with TxDOT's ombudsman identified in Part A, Section 3.7 regarding confidential questions, complaints or concerns relating to the procurement to the extent authorized in that Section.

(C) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the CDA, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any ex parte communications regarding the RFQ, RFP, the CDA, or the procurement

described herein with any member of the Texas Transportation Commission or with any TxDOT staff, advisors, contractors or consultants involved with the procurement, except for communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of the Texas Turnpike Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict Proposers from communicating with regard to matters unrelated to the RFQ, RFP, CDA or the procurement or from participating in public meetings of the Commission or any public or Proposer workshop related to this RFQ or the RFP. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of TxDOT;

(D) The Proposers shall not contact the following identified stakeholders regarding the Project, including employees, representatives and members of the entities listed below:

- North Central Texas Council of Governments;
- Regional Transportation Council;
- Tarrant County;
- City of Fort Worth;
- City of North Richland Hills;
- City of Richland Hills;
- City of Hurst;
- City of Bedford;
- City of Euless;
- Haltom City;
- Dallas Area Rapid Transit ("DART");
- Dallas/Fort Worth International Airport; and
- Fort Worth Transportation Authority

(E) Proposers may only communicate with the North Texas Tollway Authority regarding the Project, this procurement, or the NTTA's provision of mandatory or optional toll collection services for the Project to the extent provided in and consistent with the procedures established in Part A, Section 2.11.1 and the CDA MOU, Sections 5 and 6. Prior to any individual or direct contact with NTTA regarding optional services, TxDOT must receive reasonable advance written notification regarding the time, place and purpose of the proposed meeting, or the time, phone number and purpose for the

call. TxDOT may participate in any such meeting or call at its discretion. The Proposer shall copy TxDOT on any written or email communication and shall provide a reasonably detailed written summary of items discussed at the meeting/call, the outcome of any decisions and any future action items.

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

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

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

(I) Proposers shall not contact any FHWA project or program office, representative or FHWA consultant regarding any issues relating to the Project, including the TIFIA application process, credit decisions, form of term sheet, form of credit agreement, other matter relating to TxDOT's potential application for TIFIA credit assistance for the Project, the PABs allocation for the Project, or any environmental, SEP-15 or other applications that may be submitted to FHWA or USDOT.

6.2 Public Information Act

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

All written correspondence, exhibits, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to TxDOT during this procurement process, including as part of the response to this RFQ, become the property of the State of Texas upon their receipt by TxDOT and will not be returned to the submitting parties. Except as provided by Section 223.204 of the Code, these materials are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and Section 223.204 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. 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 and any applicable Rules. All Qs 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. Information submitted by Proposers may be made available to TIFIA representatives. TxDOT intends to follow procedures established by FHWA to avoid disclosure of such information under the Freedom of Information Act.

6.3 Organizational Conflicts of Interest

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

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

- Berg-Oliver Associates, Inc.
- Carter Burgess
- Ecological Communications Corporation
- Electronic Toll Collection Consultants (ETCC)

- Engineering Management Services
- Goldman Sachs
- HDR
- HNTB
- Hardy, Heck, Moore, Inc.
- KPMG
- Lockwood, Andrews & Newnam, Inc
- Lopez-Garcia Group
- Nossaman, Guthner, Knox & Elliott, LLP
- PBS&J
- S&B Infrastructure, LTD
- URS
- Wilbur Smith and Associates

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

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

7. PROTEST PROCEDURES

7.1 Applicability

This Part A, Section 7, and Section 27.6 of the Texas Administrative Code set forth the exclusive protest remedies available with respect to this RFQ. To the extent that any provisions in this Part A, Section 7 are inconsistent with those set forth in Section 27.6 of the Texas Administrative Code, as it may be amended, the provisions in the Administrative Code that are current at the time of the protest shall govern. These provisions prescribe the exclusive procedures for protests regarding:

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

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in this Part A, Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in Part A, Section 3.6. The written request should include an agenda for the proposed one-on-one meeting. TxDOT will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

- (1) Protests concerning the issues described in Part A, Section 7.1(1) must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an Addendum to the RFQ, in which case the protest must be filed no later than 5 business days after the Addendum is issued.
- (2) Protests concerning the issues described in Part A, Section 7.1(2) must be filed no later than 5 business days after receipt of the notification of non-responsiveness.
- (3) Protests concerning the issues described in Part A, Section 7.1(3) must be filed no later than 10 days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

7.4 Content of Protest

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

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to the Assistant Executive Director for Engineering Operations, with a copy to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, as soon as the basis for protest is known to the Proposer. For any protests filed after the QS submittal date, the Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

7.6 Comments from other Proposers

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

7.7 Burden of Proof

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

7.8 Decision on Protest

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

7.9 Protestant's Payment of Costs

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

7.10 Rights and Obligations of Proposers

Each Proposer, by submitting its QS, expressly recognizes the limitation on its rights to protest provided in this Part A, Section 7, and Section 27.6 of the Texas Administrative Code, and expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive. If a Proposer disregards, disputes, or does not follow the exclusive protest remedies provided in this section, it shall indemnify and hold TxDOT and its officers, employees, agents, and consultants harmless from and against all liabilities, fees and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Proposer's actions. Each Proposer, by submitting a QS, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

8. TxDOT RESERVED RIGHTS

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

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

- Exclude any potential Proposer from submitting any response to the RFQ or RFP based on failure to comply with any requirements of those documents.
- Suspend and terminate CDA negotiations at any time, elect not to commence CDA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.
- Issue addenda, supplements and modifications to this RFQ.
- Appoint evaluation committees to review QSs, make recommendations to the Commission and seek the assistance of outside technical experts and consultants in QS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Proposer without being bound by any provision in its proposal.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer that changes its submittal without TxDOT approval.
- Disqualify any Proposer under this RFQ, the RFP or during the period between the RFQ and the RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from TxDOT.
- Award one or more CDAs as a concession opportunity, a pre-development opportunity, or a combination of the foregoing.
- Award one or more CDAs for the entire Project, for any Segments, or for any other portions of the Project in TxDOT's sole discretion.
- Add or eliminate Segments to or from the Concession Opportunity or to or from the Pre-Development Opportunity;

- Not issue a notice to proceed after execution of any CDA.
- Not pursue the TIFIA credit approval on behalf of the Proposers.
- Not seek an allocation for PABs on behalf of the Proposers.
- Develop some or all of the Project itself.
- Exercise any other right reserved or afforded to TxDOT under this RFQ.

This RFQ does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A, Section 3.3, TxDOT and the State of Texas assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

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

PART B. QUALIFICATION SUBMITTAL

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

VOLUME 1

Volume 1 of the QS shall contain the following:

General

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

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

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

1. General/Experience

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

1.1 The Proposer

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

1.2 Equity Members

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

1.3 Major Identified Non-Equity Members

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

1.4 Management Structure

Describe the Proposer's management structure, including its teaming arrangements and how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Project development. Describe how the Proposer's management structure will facilitate completion of all work required under the CDA for Segment 1 and the Pre-Development Segments. Describe the prior experience (if any) of the Proposer, equity members and Major Non-Equity Members working together within a consortium.

1.5 Organizational Chart

Provide an organizational chart which sets forth the Proposer structure, teaming arrangements and reporting requirements that covers all aspects of Project

development, including the concession and pre-development opportunities. Please also address key personnel.

1.6 Relevant Experience

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

- i. design or construction of turnpike/highway improvements, including interchanges, with a construction value of \$75 million or more;
- ii. design-build, joint owner/contractor development, public-private partnership, comprehensive development, pre-development and exclusive development agreements for transportation projects to which such entity has been party with a contract value of \$75 million or more;
- iii. successful raising of finance and financing of comparable projects as a principal, financial advisor and/or lead arranger/underwriter
- iv. operation and maintenance of toll roads and/or interstate facilities with a construction value of \$75 million or more;
- v. operation and maintenance of public-private transportation projects;
- vi. development of comparable projects (including toll roads and public-private partnership transportation projects) utilizing traffic and revenue studies; and
- vii. project and risk management.

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

1.7 Project References

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

For projects listed in response to clause (iii) of Part B, Section 1.6, also provide information on the lenders, finance raised and the finance structure.

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

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

Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, TxDOT may elect to exclude the experience represented by that project in determining the Proposer's qualifications. For any entity identified in the QS for which experience and qualifications have not been provided pursuant to Part B, Section 1.6, the Proposer may, but is not required to, briefly describe their qualifications and experience in performing the role that Proposer proposes to allocate to them. The description need not be lengthy or go into the level of detail sought in Part B, Section 1.6.

1.8 Key Personnel

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

1.9 Legal Qualifications

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

1.9.1. Legal Issues

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

1.9.2. Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any equity member, or any Major Non-Equity Member was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

1.9.3. Legal Proceedings

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

Include a similar list for all projects included in the response to Part B, Section 1.6, regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Proposer's team. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

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

2. Conceptual Project Development Plan

The Proposer's conceptual plan for development of the improvements and operation and maintenance of the Project, including both Segment 1 and the Pre-Development Segments, shall be submitted, including:

2.1 General Approach to Concession Work

A description of the Proposer's conceptual plan to develop, design, construct, finance, operate and maintain Segment 1, including a discussion of life cycle cost analysis for alternatives, commitment of resources, and the use of subcontractors and suppliers. The description should include:

- (a) A synopsis of the Proposer's general approach to advancing Project Development for Segment 1.
- (b) Conceptual development and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance, project phasing (as applicable) and other major milestones.
- (c) An overview of the Proposer's approach to the management of development, design, construction, operation and maintenance, including quality control/quality assurance.
- (d) An overview of the Proposer's approach to expeditiously resolve disputes within its team organization and between itself and the Project owner, including successful techniques in partnering and avoiding and mitigating disputes before they become significant and disruptive.
- (e) Approach for other key Project functions for Segment 1, including safety, traffic management, permit procurement, utility relocation, right-of-way acquisition, and adjustment services, environmental protection, connecting facilities, ITS capabilities and public relations;
- (f) Identify key areas of risk relating to developing Segment 1 and discuss methods to mitigate and appropriately allocate and manage risk for Segment 1;
- (g) A discussion of options and strategies for financing Segment 1 and the key financial issues for the Concession work; and
- (h) Description of key assumptions.

2.2 General Approach to Pre-Development Work

A synopsis of Proposer's plan to undertake activities under the CDA for the Pre-Development Segments leading to expedited and cost-effective delivery of the entire Project that maximizes TxDOT's objectives. The synopsis should include sufficient details in order to allow TxDOT to determine:

- (a) The proposed conceptual approach for the pre-development activities under the CDA;
- (b) The proposed approach to addressing financial feasibility of the Pre-Development Segments;
- (c) The actions required to ensure expedited Project delivery under the CDA for the Pre-Development Segments;
- (d) The major challenges and risks relating to completing the activities identified and strategies to mitigate these challenges and risks; and
- (e) Description of key assumptions.

2.3 Integration of Resources and Scheduling

A synopsis of the proposed approach to integrating work under the CDA for Segment 1 and the Pre-Development Segments into a single effort. The synopsis should describe the Proposer's approach to integrating management and technical resources and schedule activities in a way that advances all elements of the Project in a timely and efficient manner. The synopsis should demonstrate an understanding of the time durations needed for individual activities and the interrelationships between those activities.

2.4 Relationships, Roles and Responsibilities

The Proposer's view of the roles and responsibilities of TxDOT, the Proposer and third parties in connection with the Project (in terms of allocation of work, facility implementation/delivery, and long-term operations and maintenance) must be stated. Describe the anticipated TxDOT/Developer relationship and the nature of TxDOT participation sought by the Proposer in connection with Project development under both the Concession Opportunity and the Pre-Development Opportunity and how it varies, if at all, from the relationship established in the programmatic documents referenced in Volume 1, Sections 2.9.1 (programmatic technical requirements (Book 2B)) and 2.12.2 (programmatic CDA term sheet).. The Proposer may wish, but is not required, to address some or all of the following areas:

- Environmental Clearance and Planning (including a description of the process for obtaining any new or modified environmental approvals, should they be needed, and

ensuring compliance with Title 43, Texas Administrative Code, secs. 27.3(h) and (i))

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

2.5 Availability of Resources

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

2.6 Opposition

Describe recommended approach to dealing with anticipated Project opponents, if any, and addressing identified social, economic and environmental impacts.

2.7 Potentially Competing Facilities and Projects

Identify any potentially competing facilities and projects and recommended approach to deal with such facilities and projects.

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A. Financial Statements and Credit Ratings

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

Financial Statement information must include:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow
- v. Footnotes audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP).

In addition, Financial Statements must meet the following requirements:

- a. **GAAP:** Financial Statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP). If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.
- b. **U.S. Dollars:** Financial statements must be provided in **U.S. dollars**. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
- c. **Audited:** Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an equity owner, the QS shall include unaudited financial statements for such member, certified as true, correct and accurate by the chief financial officer or treasurer of the entity.
- d. **English:** Financial Statement information must be prepared in English. If audited financial statements are prepared in a language other than English,

translations of all financial statement information must be provided with the original financial statement information.

- e. **Newly Formed Entity:** If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements).
- f. **Guarantor Letter of Support:** If Financial Statements of a parent company or affiliate company ("Guarantor") are provided to demonstrate financial capability of the Proposer or equity members of the Proposer, an appropriate letter from the Guarantor must be provided confirming that it will financially support all the obligations of the Proposer or equity member of the Proposer with respect to the Project. Proposers shall note that TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor is required as a condition of shortlisting.
- g. **SEC Filings:** If the team or any other entity for whom financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- h. **Confidentiality:** The Proposer shall identify any information which it believes is entitled to confidentiality under Section 223.204 of the Code and the Act, by placing the word "confidential" on each page as described in Part A, Section 6.
- i. **Credit Ratings:** Appropriate credit ratings must be supplied for each Proposer, equity member, and Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B. Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each equity owner, and Guarantor for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer, equity owner, or Guarantor as applicable, shall provide a letter from its 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. Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the CFO or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

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

List of Representative Material Changes

- An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
- A change in tangible net worth of 10% of shareholder equity;
- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
- A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;
- Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
- In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss;

(ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or
(iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;

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

Section C. Off-balance Sheet Liabilities

A letter from the 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.).

VOLUME 3

Volume 3 of the QS shall contain the following:

Section A. Forms B and C

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

Section B. Surety Letter

Evidence from a surety or an insurance company indicating that the Proposer is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. Alternatively, the QS may include evidence from a bank indicating that the Proposer is capable of obtaining a standby letter of credit in the amount of at least \$250 million. The evidence shall take the form of a letter from a surety/insurance company or bank, as applicable, indicating that such capacity exists for the Proposer or the team member with the primary responsibility for construction. Letters indicating "unlimited" bonding capability or letter of credit capacity are not acceptable.

The surety/insurance company or bank providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by "AM Best Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company or bank, as applicable, has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding or letter of credit capacity. In instances where the response to Part B, Volume 2, Section B contains descriptions of proposed or anticipated changes in the financial condition of the Proposer or any other entity for which financial information is submitted as required hereby for the next reporting period, a certification that the surety's/bank's analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds or a letter of credit for the Project.

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

TxDOT has not yet determined the specific amount or form of security that it will require for the Project. Proposers are advised that the RFP may require payment, 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 RFP.

Section C. Personnel Qualifications

Separate resumes for the following key personnel and management staff:

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

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

Proposer shall include an express, written commitment that the individuals designated in the QS for the positions or roles described in clauses (i)-(vi) of this Part B, Section C shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be reviewed very carefully by TxDOT and shall be subject to prior TxDOT approval. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

Section D. Project Descriptions

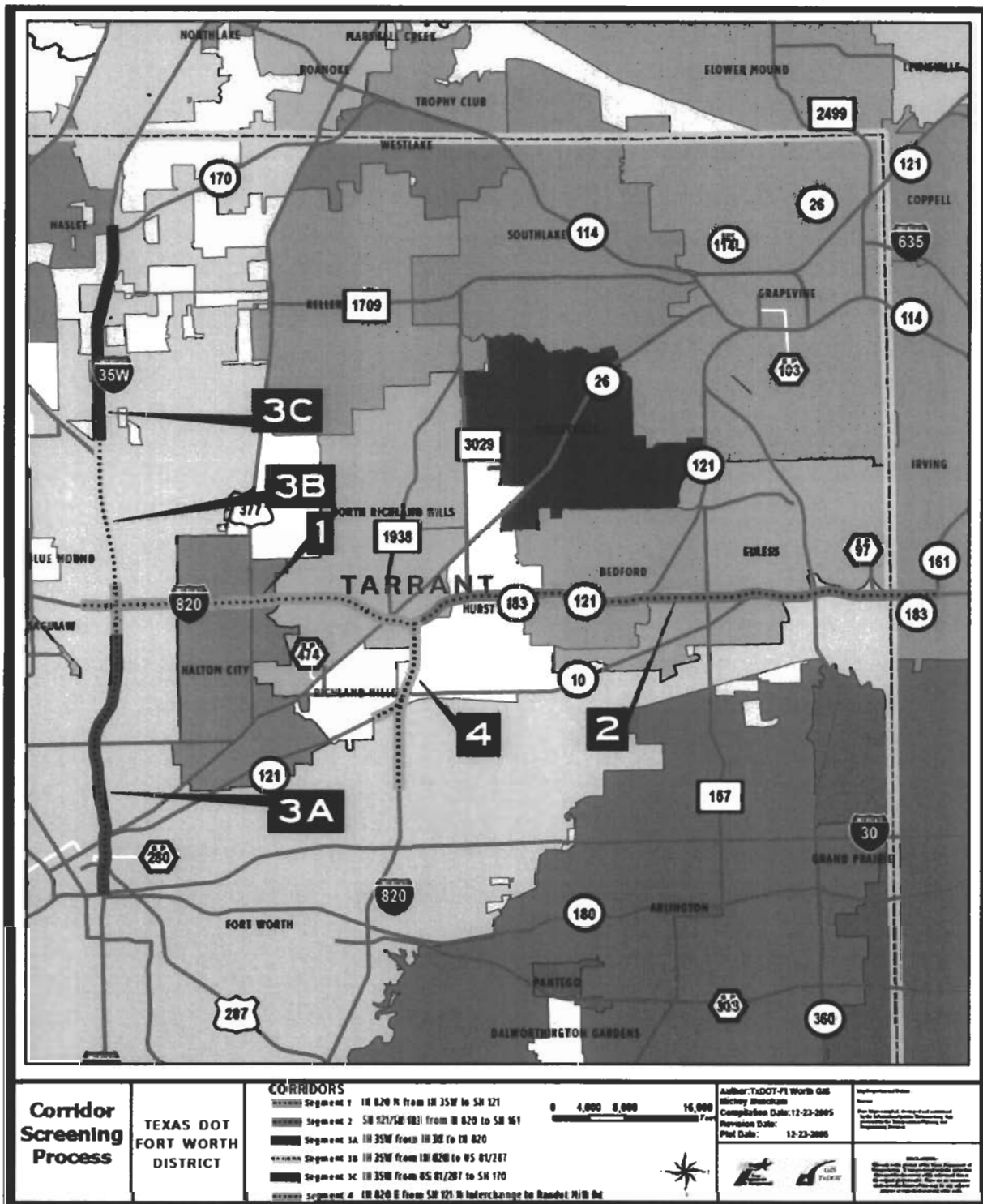
Volume 3 of the QS may include the project descriptions identified in Part B, Volume 1, Section 1.6.

PART C. EXHIBITS AND FORMS

EXHIBIT A
LIST OF PROJECT DOCUMENTS

1. Commission Minute Order Approving Procurement for Project;
2. Environmental Document for Segment 4;
3. Level I Traffic and Revenue Analysis for IH-820/SH-183/IH-35W (PBS&J, 2006);
4. IH 820/SH 183 Traffic Data Collection Project (Wilbur Smith Associates, 2005);
5. Regional Transportation Council ("RTC") Managed Lane Policies;
6. Project Preliminary Design Information; ;
7. Project Preliminary Construction Cost Estimates;
8. Geotechnical Information;
9. SUE Reports;
10. Memoranda of Understanding Between TxDOT and the North Texas Tollway Authority ("NTTA):
 - Amended and Restated Memorandum of Understanding(CDA Projects and TxDOT Toll Projects Procurements) (October 25, 2006);
 - Memorandum of Understanding between TxDOT and NTTA Regarding Cooperative Planning and Development of Toll Roads (October 25, 2006); and
11. Raytheon CDA.

EXHIBIT B PROJECT MAP



FORM A

TRANSMITTAL LETTER

PROPOSER: _____

QS Date: [Insert Date]

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

Austin, Texas 78701

Attn: Mr. Phil Russell, P.E.

The undersigned ("Proposer") submits this proposal and qualification submittal (this "QS") in response to that certain Request for Qualifications dated as of December 8, 2006 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to develop, design, construct, finance, operate and maintain tolled managed lanes and related facilities within the North Tarrant Express, as described in the RFQ. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

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

Proposer acknowledges receipt; understanding and full consideration of all materials posted on the Website (<http://www.dot.state.tx.us>) as set forth in Part A, Section 3.6, and the following addenda and sets of questions and answers to the RFQ:

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

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

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

Proposer further understands that all costs and expenses incurred by it in preparing this QS and participating in the Project procurement process will be borne solely by the Proposer, except, to the extent of any payment made by TxDOT for work product following short-listing, as described in Part A, Section 3.3 of the RFQ.

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

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

Proposer's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

Form B
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
(for Public Release)

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

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

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

Name of Official Representative (if applicable): _____

Business Organization (check one):

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

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each member firm in the space below. Complete a separate Information form (FORM A) 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

Proposer: _____

Name of Firm: _____

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

Yes No

If yes, please explain:

2. Has the firm or any affiliate* sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

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

result of the inquiry.

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

Yes No

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

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including 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 within the past ten years, including 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 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 within the past ten years governing prevailing wages (including payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

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

Yes

No

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

*The term "Affiliates" includes parent companies, subsidiary companies, and partners in the reporting entity, and other financially liable parties for that entity.

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

By: _____

Print Name: _____

Title: _____

Date: _____