REQUEST FOR QUALIFICATIONS

FOR THE I-35 NEX PROJECT

THROUGH A

DESIGN-BUILD CONTRACT AND

CAPITAL MAINTENANCE CONTRACT

TEXAS DEPARTMENT OF TRANSPORTATION
ISSUED MAY 20, 2019
ADDENDUM #1 ISSUED JUNE 21, 2019

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

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BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

1.1. Executive Summary

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests submittal of sealed qualifications statements ("QSs") from private entities ("Proposers") desiring to design, construct and maintain the I-35 Northeast Expansion project, which consists of approximately 15.4 miles of non-tolled improvements along I-35 from approximately I-410 South to FM 1103, referred to as the "I-35 NEX Project" or the "Project," pursuant to a Design-Build Contract ("DBC") and an associated Capital Maintenance Contract ("CMC").

TxDOT is issuing this Request for Qualifications ("RFQ") in accordance with the provisions of Chapter 223, Subchapter F of the Texas Transportation Code (the "Code"), Sections 9.150-9.155 of Title 43, Texas Administrative Code (the "Rules"), and other applicable provisions of Texas and federal law. See the Project webpage at:

https://www.txdot.gov/inside-txdot/division/debt/strategic-projects/alternative-delivery/i35-nex/rfq.html (the "Project Webpage").

The Texas Transportation Commission's (the "Commission") Minute Order 115466 dated April 25, 2019 authorized issuance of an RFQ to design, construct and maintain the Project. A copy of that minute order is available on the Project Webpage. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals ("Proposals") in response to a Request for Proposals ("RFP"). TxDOT intends to provide evaluation criteria in the RFP for the selection of the Proposal providing the best value to TxDOT. TxDOT has assembled a set of documents relating to the Project (the "Reference Information Documents" or the "RIDs") that will be made available upon issuance of this RFQ on the Project Webpage. Proposers are responsible for checking the Project Webpage regularly for Addenda to this RFQ, additional RIDs and other procurement-related information. Proposers may request electronic copies on a memory storage device of available documents by contacting TxDOT's "Authorized Representatives" at the following address:

Daniel Worden, PE, Project Engineer
Sergio Garcia, PE, Area Engineer
Michael Midkiff, PE
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752
Email: TxDOT-SAT-ALTD-I35NEX@txdot.gov

The Proposer must contact TxDOT by email at TxDOT-SAT-ALTD-I35NEX@txdot.gov one day prior to pickup in order to ensure that the storage device is available for pickup. "Day of request" pickups cannot be guaranteed.

RIDs and reference to any website (including the Project Webpage) in this RFQ are provided for reference and background information only. The information contained in the RIDs or set forth in any referenced website (including the Project Webpage) reflects information as of any date or time identified therein. TxDOT has not determined whether the RIDs or information available on any such website (including the Project Webpage) are accurate, complete, pertinent, or of any other value to Proposers. TxDOT makes no representation as to the accuracy, completeness or pertinence of the RIDs or information in any referenced website (including the Project Webpage) and, in addition, shall not be responsible for any interpretations thereof or conclusions drawn therefrom. The statements made in the RIDs or in any referenced website (including the Project Webpage) that are not purely historical are forward-looking statements, including TxDOT's expectations, intentions or strategies regarding the future. These statements are based on information then available to TxDOT, and TxDOT assumes no obligation to update any such forward-looking statements. Upon issuance of the final RFP, the DBC will specify to what extent the RIDs may be relied upon.

1.2. Definitions and Acronyms

Refer to Exhibit A hereto for the meaning of various capitalized terms and acronyms used in this RFQ, and refer to the DBC Term Sheet in Exhibit F or CMC Term Sheet in Exhibit G, as applicable, for the meaning of certain other capitalized terms and acronyms used but not defined herein or in Exhibit A of this RFQ.

2. DESCRIPTION OF PROJECT OPPORTUNITY

2.1. Description of the Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a DBC that will result in cost-effective and expedited completion of all elements of the Project. The DBC is comprised of a Design-Build Agreement ("DBA") for the Project and TxDOT's programmatic DBA General Conditions Items 1-9, which can be found at http://ftp.dot.state.tx.us/pub/txdot/pfd/strategic-contracts/programmatic-docs/db-gencon.pdf.

The contract documents ("DBC Documents") will also include TxDOT's programmatic Design-Build ("DB") Standard Specifications Items 10-28, which can be found at http://ftp.dot.state.tx.us/pub/txdot/pfd/strategic-contracts/programmatic-docs/db-strandspecs.pdf.

The DBC Documents will obligate the selected Proposer (the "Design-Build Contractor" or the "DB Contractor") to design and construct the Project. In addition to the DBC Documents, TxDOT intends, through this procurement, to enter into a CMC. The CMC Documents will obligate the DB Contractor to perform capital maintenance for the Project at TxDOT's election.

The DBC will require development of the Base Component and any deferred work components (each, a "DWC") that are authorized and funded at execution of the DBC

and will include any DWCs that were not included at execution of the DBC that are authorized by TxDOT through issuance of a notice to proceed. The DBC will set forth the terms of the DB Contractor compensation, which will be based on progress payments subject to a maximum payment curve. The DBC is expected to include a one-year general warranty following the completion of each component of the Project.

The CMC will consist of an initial mandatory five-year term with up to two additional five-year optional terms, exercisable by TxDOT, in its sole discretion, to require the DB Contractor to perform capital maintenance on the Project from Final Acceptance. The exercise of one option shall not require TxDOT to exercise a further option. Further, TxDOT will not exercise subsequent capital maintenance options if a prior option has not been exercised.

Proposers are advised to review the draft DBC Term Sheet attached as Exhibit F and the draft CMC Term Sheet attached as Exhibit G for additional details of the DB Contractor's anticipated obligations and responsibilities in connection with the Project. Further terms, conditions and parameters determining the nature of the parties' responsibilities will be set forth in more detail in the RFP.

2.2. Project Objectives

The following objectives have been developed for the Project:

- Improve overall mobility, operational efficiency, accessibility, safety, and emergency response within the Project area by providing additional capacity to meet current and future travel demands.
- Maintain a safe environment at all times throughout construction for the public and Project personnel.
- Complete the Project on schedule, on budget, and to the highest degree of quality possible.
- Facilitate long-term congestion management and relief in the corridor by accommodating the movement of people and goods for multiple modes of travel.
- Minimize delays to the traveling public and inconvenience to the surrounding communities.
- Interact and communicate project status and progress with the public and stakeholders.
- Minimize the impacts to utilities within the Project right of way.
- Facilitate participation by DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises.

2.3. Project Scope

The Project scope components include the design, construction and maintenance of approximately 15.4 miles of non-tolled improvements along I-35 from approximately I-410 South to FM 1103 as shown in the Preliminary Schematic Design located on the Project Webpage. See Exhibit D for further information regarding the Project.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1. Procurement Process

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

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

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

After consideration of input from shortlisted Proposers, and if authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. If TxDOT moves forward with the procurement, the final RFP will include a scope of work, draft DBC Documents and CMC Documents and the objective methodology for determining the overall best value Proposal.

TxDOT anticipates the DBC will require development of a Base Component and any DWCs that are authorized and funded at execution of the DBC. Any remaining DWCs will be added to the scope of work by TxDOT through issuance of notice(s) to proceed as they are authorized. Refer to Section 1 of Exhibit D for a description of the Base Component and DWCs (the “Project Components”).

Following receipt and evaluation of Proposals, based on a determination of apparent best value, the Commission may select a Proposer for negotiations, and authorize TxDOT to finalize the DBC Documents and CMC Documents 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, the procurement may be terminated.

The Commission has given TxDOT broad direction on the content and methodology for the solicitation of Proposals from shortlisted Proposers, the selection of a Proposer whose Proposal offers the apparent best value to TxDOT and the terms and conditions the DBC Documents and CMC Documents must contain to be deemed satisfactory. Proposers are advised that the evaluation criteria and weightings for the scoring of the Proposals may differ from the criteria set forth herein to evaluate QSs.

Award of the DBC Documents and CMC Documents by the Commission will be conditioned upon finalization and execution of the DBC Documents and CMC Documents, and the satisfaction of other conditions that will be set forth in the RFP and Minute Order adopted by the Commission.

3.2. Payment for Work Product

As contemplated by Section 223.249 of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a payment for work product up to a maximum stipulated amount authorized by the Commission and set forth in the RFP, and 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 amounts will be included in the RFP. There will be no payment to Proposers who are not shortlisted.

3.3. Procurement Schedule

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

Issue RFQ	May 20, 2019
Deadline for questions regarding the RFQ	June 7, 2019 at 12:00 noon
Issue Addendum #1 to the RFQ	June 21, 2019
Deadline for questions regarding Addendum #1 to the RFQ	June 26, 2019
Questions relating to any addendum issued after June 21, 2019	Three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	July 29, 2019 at 12:00 noon

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 RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a DBC and CMC award thereafter. TxDOT anticipates conditionally

awarding a DBC and CMC for the Project in May 2020 and executing the contracts in August 2020.

All times set forth herein shall be local Central time in Austin, Texas.

3.4. Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification regarding this procurement in writing to the Authorized Representatives via email to: TxDOT-SAT-ALTD-I35NEX@txdot.gov.

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. TxDOT may make edits in addenda to this RFQ in response to clarification requests. Alternatively, TxDOT may respond to those questions that TxDOT deems to be material and not adequately addressed through potential addenda to the RFQ. TxDOT will post any such responses and addenda to this RFQ on the Project Webpage.

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

3.5. Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. Subject to the deadline for questions regarding the RFQ set forth in Section 3.3, a Proposer may submit confidential communications to the ombudsman, including questions, comments or complaints regarding the procurement, if the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications regarding the procurement process, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's Authorized Representatives as identified in Section 1. TxDOT's designated ombudsman for this procurement is:

Ms. Becky Blewett, Esq.
Associate General Counsel
Texas Department of Transportation
125 E. 11th St.
Austin, Texas 78701
Email: Becky.Blewett@txdot.gov

3.6. Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project will remain eligible for federal-aid funds. Therefore, the procurement documents, including the DBC Documents and CMC

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

3.7. DBE Requirements

TxDOT has determined that DBE requirements will apply to the Project. TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. TxDOT currently estimates that there will be separate DBE goals for construction work and professional services. Information regarding DBE requirements and goals, including percentages, will be included in the RFP. In responding to this RFQ, a Proposer team may include and identify team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations. Specific provisions concerning DBE requirements will be set forth in the RFP.

3.8. Liability, Insurance and Security

The DB Contractor will be required to assume liabilities, to provide bonds and insurance coverage, and to indemnify and defend TxDOT against third party claims as specified in the DBC and CMC. 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 or the DB Contractor. 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 forms of security, bonding, guarantees, insurance and indemnity will be set forth in the RFP, DBC and CMC.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1. General

TxDOT expects QSs submitted in response to this RFQ to provide enough information about the requested items so as to allow TxDOT to evaluate and competitively rank and shortlist the Proposers based on the criteria set forth herein. Except for original documents expressly required in Exhibit B, Section C that exist in a different language, 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.

In the event of any discrepancies between a hard copy and an electronic copy of a document submitted by a Proposer, the hard copy version will prevail.

4.2. Format

(a) Number of Copies: Each responding Proposer shall submit one original and nine hard copies (for a total of 10) of Volume 1 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed package, labeled as Volume 1. Each responding Proposer shall also submit one original and nine hard copies (for a total of 10) of Volume 2 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed package, labeled as Volume 2. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered Copy 1 of 9 through Copy 9 of 9, as applicable, on its face and spine. In addition, each Proposer shall include (i) one digital copy of Volume 1 of its QS in a read-only format on a USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 1 and (ii) one digital copy of Volume 2 of its QS in a read-only format on a USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 2. The Proposer's name must be clearly marked on each USB drive. For Proposers submitting financial information for more than one entity, the information required to be included in Volume 2 on USB drives may be submitted on separate USB drives for each entity, with all USB drives to be included together in a clear plastic pouch on the inside cover of the original Volume 2.

(b) General Format Requirements: Submittals must be prepared on 8-1/2" x 11" sized white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed for schematics, maps, organizational charts, drawings, tables and schedules. However, narrative text cannot be included on such 11" x 17" pages, except for brief captions necessary to title or describe graphics. Any other narrative text included on an 11" x 17" page may be disregarded by TxDOT. Each 11" x 17" page will be counted as a single page. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials. Forms shall not be modified other than to include requested information. If TxDOT issues any addenda to the RFQ that do not change a form except for noting the addendum number and date in the footer, TxDOT will accept an earlier version of the form so long as the earlier version of the form submitted with the QS is otherwise the most up-to-date version of the form. Additionally, solely with respect to Forms H and I, TxDOT will accept the versions of such forms included with the original RFQ or Addendum 1 to the RFQ, notwithstanding that the due date for these forms was revised in the forms included in Addendum 1 to the RFQ.

(c) Volume 1 Requirements: Volume 1 (as described in Exhibit B) shall have all pages numbered consecutively within each Section of the QS, other than Forms which shall be individually numbered, including any 11" x 17"

pages (insofar as they are allowed as stated in Section 4.2) and must conform to the page limitations identified in Exhibit A, Section 2 of this RFQ. Each printed side shall be considered one page for purposes of the page limits for certain sections of Volume 1 set forth in Exhibit A. Volume 1 must be presented in Arial (not Arial Narrow), 12-point font, including in diagrams, organization charts and other such graphics.

(d) Volume 2 Requirements: Volume 2 (as described in Exhibit C) does not have page numbering, page limitation or type font size requirements.

(e) Standard corporate brochures, awards and marketing materials shall not be included in the QS, and TxDOT does not commit to review any materials included in a QS that are not specifically required by the RFQ.

4.3. Contents and Organization

Proposers must organize their QS in the order set forth in Exhibit A. Each volume may be subdivided as needed; dividers do not count as pages subject to page limitations noted herein, but content on any dividers will not be evaluated.

4.4. QS Submittal Requirements

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

Response to the Request for Qualifications
for the I-35 NEX Project
through a Design-Build Contract

QSs shall be delivered by hand or courier to the following address:

Daniel Worden, PE
Project Finance, Debt & Strategic Contracts Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

QSs will be accepted only at this address. 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. A copy of the receipt issued by TxDOT will be provided to the applicable Proposer upon request. QSs will be accepted and must be received by TxDOT during normal business hours before 12:00 noon (Central Time) on the QS Due Date specified in Section 3.3. QSs not received prior to such time on the QS Due Date at the above address shall be rejected and will not be considered by TxDOT for evaluation or shortlisting.

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

(b) responsiveness to the requirements set forth in this RFQ;

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

In order for project experience provided in any QS to be considered responsive, Forms D-1, D-2, D-3 and D-4 shall list only reference projects for which the corporate entity (company, joint venture, partnership or consortium) providing the engineering, construction, independent quality assurance, or maintenance experience on the reference project is respectively: (i) the Lead Engineering Firm, Lead Contractor, Independent Quality Firm (IQF) or Lead Maintenance Firm; (ii) a controlled subsidiary of such Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm; or (iii) if the Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm is a joint venture, a member of such joint venture that will perform at least 30% of the relevant work or a controlled subsidiary of such joint venture member (as those terms are defined in Exhibit A). Experience may be listed for an entity described in clause (i), (ii), or (iii) only on projects in which such entity was ultimately responsible for at least 30% of the relevant work. Project experience provided by a parent or sister company of the Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm, as applicable, shall not be considered responsive to this QS, unless such parent or sister company is a Guarantor in accordance with this RFQ.

Except as set forth in Table 4 in Exhibit B, Key Personnel must be employed by either: (a) an Equity Member, Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm; (c) if the Lead Engineering Firm, Lead Contractor, IQF or Lead Maintenance Firm is a joint venture, a member of such joint venture that will perform at least 30% of the relevant work or a controlled subsidiary of such joint venture member; or (d) a parent or sister company of an Equity Member, if such parent or sister company serves as a Guarantor.

5.2. Pass/Fail Review

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

(a) The QS contains an original executed transmittal letter as required in Exhibit B, Section A(a).

(b) The Proposer or Lead Contractor is capable of obtaining a payment bond and a performance bond, each in the amount set forth in Exhibit B, Section I, from a surety rated in the top two categories by two nationally recognized rating agencies or rated at least A minus (A-) or better and Class VIII or better by A.M. Best and Company, as evidenced by the Surety Letter provided in Volume 1 as required by Exhibit B, Section I.

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

(d) The Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it. In determining the financial capability of the Proposer, TxDOT will consider the materials provided in Volume 2 of the QS (see Exhibit C), the Tangible Net Worth of the Proposer and any Guarantor, and any other information that TxDOT considers relevant. The determination of whether Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it, either with or without a Guarantor, is in TxDOT's sole discretion.

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

5.3. Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the "pass/fail" qualification requirements set forth above in Section 5.2 will be evaluated and scored according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is described in Sections 5.3.1, 5.3.2 and 5.3.3 below.

5.3.1. Project Qualifications and Experience (60% Weighting)

The background and experience of the Proposer, each team member and Key Personnel with developing, designing, fabricating, constructing and maintaining comparable projects will be evaluated in accordance with the criteria set forth in this Section 5.3.1. For these purposes, TxDOT considers a comparable project to be any road project of similar size, scope and complexity, whether or not such project was delivered through a design-build contract or otherwise. Although design-build-maintain experience is not a prerequisite for a Proposal to be considered responsive, a brief description of the design-build-maintain management approach that the Proposer commits to implementing must be provided in response to Exhibit B, Section D.

(a) The extent, depth, strength and likelihood of success of the Proposer's and each team members' experience with designing comparable projects as shown in Proposer's response to Exhibit B, Section E and Form D-1 (7 points);

(b) The extent, depth, strength and likelihood of success of the Proposer's and each team members' experience with constructing comparable projects as shown in Proposer's response to Exhibit B, Section E and Form D-2 (7 points);

(c) The extent, depth, strength and likelihood of success of the Proposer's and each team members' experience with performing quality assurance on comparable projects as shown in Proposer's response to Exhibit B, Section E and Form D-3 (7 points);

(d) The extent, depth, strength and likelihood of success of the Proposer's and each team members' experience with maintaining comparable projects as shown in Proposer's response to Exhibit B, Section E and Form D-4 (4 points);

(e) The stability, strength and likelihood of success of the proposed management structure and team as shown in Proposer's response to Exhibit B, Section D (4 points);

(f) The strength and depth of experience of the following Key Personnel for the Project listed in Proposer's response to Exhibit B, Section H (29 points)

i) Project Manager

ii) Construction Manager

iii) Design Manager

iv) IQF Manager

v) Lead Structural Engineer

vi) Lead Maintenance of Traffic ("MOT") Design Engineer

vii) Professional Services Quality Assurance Manager

viii) Lead MOT Implementation Manager

ix) Utility Manager and

x) Safety Manager;

(g) Responsiveness toward the DBE involvement, objectives and goals in response to Section 3.8, including any description of innovative approaches, unique outreach or marketing concepts used successfully by the Proposer or its team members to encourage DBE participation (2 points).

The subfactors within the criterion for Key Personnel are listed in descending order of importance; provided, however, that a subfactor may have equal importance with the subfactor, as applicable, listed immediately above it. Project and Key Personnel references, submitted Forms H, submitted Forms I and the information provided as required in Exhibit B, Sections D, E and H, will be used, as deemed appropriate by TxDOT. In addition, performance evaluations prepared by TxDOT in accordance with Title 43, Section 27.3 or Section 9.152 of the Rules, or other performance evaluations prepared by TxDOT that are determined to be relevant to the Project will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the criteria set forth in Section 5.3.1(a) – (f) to the extent that such evaluations concern the performance of the Proposer or any team member.

5.3.2. Statement of Technical Approach (30% Weighting)∞

The Statement of Technical Approach will be evaluated in accordance with the following criteria:

(a) The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity, including Project maintenance with respect to capital maintenance services (10 points);

(b) The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership of such risks, that may arise during all Project phases, including design, construction and maintenance (15 points); and

(c) The extent to which the Statement of Technical Approach demonstrates the ability to plan, organize and execute the independent quality assurance program to ensure the quality of the work meets or exceeds the Project requirements, including by having sufficient quality assurance personnel at all times (5 points).

5.3.3. Safety Qualifications (10% Weighting)

This RFQ seeks to identify those Proposers that can demonstrate the ability to develop and implement an effective safety program for the Project that ensures worker safety and protects the traveling public. The safety qualifications of the Proposer, as documented in the Form(s) F submitted by the Lead Contractor and, if applicable, other entities required to submit Form F, will be evaluated to assess the strength and consistency of the Proposer's safety records, as demonstrated by:

(a) Fatal injury rate ("FIR") per 100,000 full-time workers (3 points);

(b) Incidence rate ("IR") of injury and illness cases per 100 full-time workers (4 points); and

(c) National Council on Compensation Insurance ("NCCI") experience modifier (3 points).

If the QS provides more than one Form F in accordance with Exhibit B, Section G, the Proposer's score for each of the criteria set forth in (a), (b) and (c) above will be based on the safety record of the entity with the highest IR for the relevant criterion. The points for each criterion listed in (a), (b) and (c) above will be awarded to the Proposer if the Lead Contractor's (or other entity's, as applicable) rates for all years set forth on Form F for the relevant criterion are less than or equal to the industry averages for such years, as set forth on Form F. The Proposer will receive no points for a particular criterion if the Lead Contractor's (or other entity's, as applicable) rate for such criterion for any of the years set forth on Form F is higher than the industry average for the relevant year set forth on Form F.

5.4. QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission. 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. Evaluations and rankings of QSs are subject to the sole discretion of TxDOT. TxDOT will make the final determinations of the Proposers to be shortlisted in its sole discretion, and in the best interests of the State of Texas. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs.

Proposers are advised that, following the submission of QSs, the following organizational changes are not permitted without TxDOT approval: (1) deletion or substitution of a Proposer team member identified in the QS; (2) deletion or substitution of an equity owner of the Proposer, a Guarantor or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and (3) other changes in the equity ownership or team membership of a Proposer, including the addition of new subcontractors and other team members not identified in the QS. Proposers are further advised that the evaluation and weightings for the evaluation of the Proposals under the RFP may differ from the criteria set forth in this RFQ for the evaluation of QSs. Proposers are further advised that persons nominated for Key Personnel positions in the QS may not be changed without TxDOT approval.

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 DBC and CMC. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, email or formal written communication.

The specific rules of contact are as follows:

(a) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's QS or Proposal.

(b) The Proposers (including all team members) shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's Authorized Representatives' address and email address specified in Section 1 and Proposer's Official Representative.

(1) The Proposer's "Official Representative" shall initially be the person designated in Form B-1 of its QS as the single point of contact for the Proposer. If a Proposer changes its Official Representative at any time, the Proposer shall provide TxDOT's Authorized Representatives with the name, address and email address of such new Official Representative. Failure to identify an Official Representative in writing may result in a Proposer failing to receive important communications from TxDOT. TxDOT is not responsible for any such failure.

(c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the DBC and CMC, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer

or representative thereof shall have any communications regarding the RFQ, RFP or the procurement except as expressly authorized herein. No communications shall be permitted with any member of the Commission, any Commission staff or aides, or with any TxDOT staff, advisors, contractors or consultants involved with the procurement or the Project, except for communications with TxDOT consultants who have completed their services for the Project and have been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of the Project Finance Debt & Strategic Contracts Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to this RFQ, the RFP or the procurement or from participating in public meetings of the Commission or any public or Proposer workshop related to this RFQ or the RFP.

(d) No Proposer or any of its team members shall contact stakeholders regarding the Project, including elected or appointed officials, employees, representatives and members of the entities listed below, except as specifically approved by TxDOT in writing:

- Alamo Area Metropolitan Planning Organization
- Alamo Regional Mobility Authority
- AT&T
- Bexar County
- Bexar County Water WCID #10
- CenterPoint Energy
- CenturyLink / Level 3 Communications
- Cibolo Creek Municiple Authority
- City of Live Oak
- City of San Antonio
- City of Schertz
- City of Selma
- City of Universal City
- City of Windcrest

- Comal County
- Conterra Telecom Services
- CPS Energy
- Enterprise Products Partners, L.P.
- Exxon Mobil
- Federal Highway Administration
- FiberLight, LLC
- Google Fiber
- Grande Communications
- Green Valley Special Utility District
- Grey Forest Utilities
- Guadalupe County
- GVTC
- Koch Pipeline Company, L.P.
- Logix Fiber Networks
- New Braunfels Utilities
- property owners adjacent to the Project, as identified in the RIDs
- San Antonio Pipeline Corporation
- San Antonio Water System
- Spectrum / Charter-Time Warner
- Tel West Network Services Corporation
- TxDOT TransGuide
- Union Pacific Railroad

- United States Army Corps of Engineers
- Verizon / MCI, Inc.
- XO Communications, LLC
- Xspedius Communications, LLC
- Zayo Group.

(e) Each Proposer shall be responsible for ensuring all of its team members comply with the rules of contact.

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

(g) All official information regarding the Project will be disseminated only from TxDOT's office on TxDOT letterhead or on the Project Webpage. All correspondence will be in writing and signed by TxDOT's Authorized Representative. TxDOT will not be responsible for or bound by any oral exchange or other information exchange that occurs outside of the official processes specified herein.

6.2. Public Information Act

6.2.1. Disclosure Waiver

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

6.2.2. Observers During Evaluation

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

6.2.3. Public Disclosure of Proposal Documents

Proposers are advised that all portions of the QS other than Volume 2 may be publicly disclosed by TxDOT at any time and at TxDOT's sole discretion. Proposers may label material included in Volume 2 as confidential. No materials in Volume 1 may be labeled confidential.

6.2.4. Disclosure Process for Requests under the Act

If a request is made under the Act for disclosure of Volume 2 of the QS or information contained therein, TxDOT will submit a request for an opinion from the Office of the Attorney General prior to disclosing any such documents. The Proposer shall then have the opportunity to assert its basis for nondisclosure of such documents and claimed exception under the Act or other applicable law to the Office of the Attorney General within the time period specified in the notice issued by TxDOT and allowed under the Act. However, it is the responsibility of the Proposer to monitor such proceedings and make timely filings. TxDOT may, but is not obligated to, make filings of its own concerning possible disclosure; however, TxDOT is under no obligation to support the positions of the Proposer. By submitting a QS to TxDOT in response to the RFQ, each Proposer consents to, and expressly waives any right to contest, the provision by TxDOT to the Office of the Attorney General of all, or representative samples of, the QS, in accordance with the Act, and each Proposer consents to the release of all such information to the Attorney General for purposes of the Attorney General making a determination in response to a disclosure request under the Act. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials, whether the disclosure is deemed required by law, by an order of court or the Office of the Attorney General, or occurs through inadvertence, mistake or negligence on the part of TxDOT or its officers, employees, contractors or consultants.

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

In the event of any proceeding or litigation concerning the disclosure of any QS, or portion thereof, submitted by the Proposer, the Proposer shall be responsible for prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that TxDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by TxDOT in

connection with any litigation, proceeding or request for disclosure shall be reimbursed and paid by the Proposer whose QS is the subject thereof.

6.3. Organizational Conflicts of Interest

The Rules at Section 9.155 *et seq.* regarding organizational conflicts of interest and 23 C.F.R.§ 635.116 apply to this Project. Proposers are advised that these Rules may preclude certain firms and their subsidiaries and affiliates from participating on a Proposer team.

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

- AC Group, LLC
- Alliance Geotech Group, Inc.
- AmaTerra Environmental, Inc.
- Arcadis
- AtLink Communications, Inc.
- Burns & McDonnell
- Camacho Hernandez & Associates, LLC
- Civil Engineering Consultants
- Cobb Fendley & Associates, Inc.
- Cox McClain Environmental Consulting, Inc.
- Dallas Aerial Surveys, Inc.
- Garver
- Gunda Corporation
- HNTB Corporation
- HVJ Associates, Inc.
- K Friese + Associates
- KPMG

- Nossaman LLP
- Poznecki-Camarillo, Inc.
- Pinnacle Consulting Management Group, Inc.
- Ramos Consulting, LLC
- Ramos-RS&H JV
- RODS Surveying, Inc.
- Rodriguez Transportation Group, Inc.
- RS&H, Inc.
- Sanchez-Salazar & Associates, LLC
- Teague Nall and Perkins, Inc.
- Vickery & Associates, Inc.
- Ximenes and Associates
- Affiliates or subsidiaries of any of the above.

Proposers are advised that other TxDOT consultants working on the Project may have an organizational conflict of interest. Proposers are encouraged to review the Rules and discuss potential conflicts of interest with prospective team members. By submitting its QS, each Proposer agrees that it has no organizational conflict of interest or potential organizational conflict of interest, and if an organizational conflict of interest or potential 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 or terminate the DBC and CMC. Proposers are also advised that TxDOT's policy is in addition to applicable federal and state law. Such applicable law will also apply to Proposer teams and teaming and may preclude certain firms and their related entities from participating on a Proposer team.

7. PROTEST PROCEDURES

The Rules sets forth the exclusive protest remedies available with respect to this RFQ and prescribes exclusive procedures for protests regarding:

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

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

(c) shortlisting determinations.

Any Proposer wishing to file a protest must do so in accordance with the Rules.

Protests concerning the issues described in clause (a) above 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 five business days after the addendum is issued. Protests concerning the issues in clause (a) may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures prescribed in the Rules. Protests concerning the issues described in clause (b) above must be filed no later than five business days after receipt of the notification of non-responsiveness. Protests concerning the issues described in clause (c) above must be filed no later than 10 business days after the earliest of the notification of the shortlist and the public announcement of the shortlisting determination.

Protests shall be filed by hand-delivery on or before the applicable deadline to TxDOT's Authorized Representatives at the address set forth in Section 1 with a copy to the General Counsel Division, Texas Department of Transportation, 125 E. 11th Street, Austin, Texas 78701-2483, as soon as the basis for the protest is known to the Proposer. Except for protests concerning the issues described in clause (a) above, 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.

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.

8. TXDOT RESERVED RIGHTS

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

- Develop the Project in any manner that it, in its sole discretion, deems necessary. If TxDOT is unable to negotiate a DBC or CMC 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 DBC or CMC, without incurring any cost obligations or liabilities (except for any payment for work product required in accordance with the RFP).

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

- Not issue an RFP.

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

- Modify all dates set or projected in this RFQ.

- Terminate evaluations of responses received at any time.

- Suspend and terminate the DBC or CMC negotiations at any time or elect not to commence the DBC or CMC 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 connection with the QS evaluation.

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

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

- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.

- Negotiate with a Proposer without being bound by any provision in its QS or Proposal.

- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.

- Disqualify any Proposer that changes its submittal without TxDOT approval.

- Not issue a notice to proceed after execution of the DBC.
- 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 Section 3.2, TxDOT and the State of Texas assume no obligations, responsibilities or 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 DBC and CMC, in form and substance satisfactory to TxDOT, has been executed and authorized by TxDOT, and then only to the extent set forth therein.

EXHIBIT A. ORGANIZATION OF QUALIFICATIONS STATEMENT

1. DEFINITIONS AND ACRONYMS

1.1. Definitions of Required Proposer Team Members

The following terms describe the members of the Proposer's team that are required to be named in the QS:

Equity Member – A member of the Proposer team that is: (a) if the Proposer is a joint venture, a member of the joint venture; (b) if the Proposer is or will be a limited liability entity, an equity owner of the Proposer; or (c) if the Proposer is a corporation or other entity, the Proposer.

Guarantor – An entity that agrees to provide a guaranty guaranteeing the obligations of the DB Contractor under the DBC Documents and CMC Documents in accordance with this RFQ.

Independent Quality Firm (IQF) – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for managing the quality assurance program for the construction work and performing independent quality assurance material testing, inspection, and audits of the construction quality management plan ("CQMP") for the Project. The IQF and the Professional Services Quality Assurance Firm may be the same entity.

Key Personnel – The personnel listed in Exhibit B, Volume 1, Section H.

Lead Contractor – The member of the Proposer team, whether a single entity, joint venture or Newly Formed limited liability company, primarily responsible for the construction of the Project. If the Lead Contractor is a joint venture or Newly Formed limited liability company, each of the joint venture or limited liability company members shall also be considered a Lead Contractor.

Lead Engineering Firm – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the design and engineering of the Project.

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

Major Participant – The following Proposer team members: (a) the Lead Engineering Firm, Lead Contractor and IQF, to the extent they are not Equity Members, and (b) any other subcontractor identified as of the date of the QS that will have a subcontract in an amount of at least 5% of the estimated price for the DBC or $20 million, whichever is greater.

Professional Services Quality Assurance Firm (PSQAF) – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for managing the quality assurance program for professional services and performing

independent quality assurance reviews of professional service submittals and audits of the professional services quality management plan for the Project. The Professional Services Quality Assurance Firm and the IQF may be the same entity.

1.2. Other Defined Terms and Acronyms

Act has the meaning set forth in Section 6.2.1 of the RFQ.

Addenda/Addendum means supplemental additions, deletions, and modifications to the provisions of the RFQ after the release date of the RFQ.

Authorized Representatives means the official representatives of TxDOT for this procurement who are identified in Section 1.1 of the RFQ and through whom all communications with Proposers regarding the RFQ or Project must be conducted.

Base Component has the meaning set forth in Section 1 of Exhibit D.

Capital Maintenance Agreement ("CMA") means agreement to provide capital maintenance services for the Project for up to 15 years.

Capital Maintenance Contract ("CMC") means the Capital Maintenance Agreement ("CMA") and CMA General Conditions.

CMC Documents means the documents identified in the draft CMC Term Sheet set forth in Exhibit G.

Code has the meaning set forth in Section 1.1 of the RFQ.

Commission means the Texas Transportation Commission.

DBC Documents means the documents identified in the draft DBC Term Sheet set forth in Exhibit F.

Design-Build Agreement ("DBA") means the agreement to develop, design and construct the Project.

Design-Build Contract ("DBC") means the DBA and the DBA General Conditions.

Design-Build Contractor ("DB Contractor") has the meaning set forth in Section 2.1 of the RFQ.

DWC has the meaning set forth in Section 2.1 of the RFQ.

DWC North has the meaning set forth in Section 1 of Exhibit D.

DWC South has the meaning set forth in Section 1 of Exhibit D.

Newly Formed means an entity formed within the two years preceding the date of issuance of the RFQ.

Preliminary Schematic Design means the preliminary design plans for the Project identified in the RIDs.

Project has the meaning set forth in Section 1.1 of the RFQ.

Project Component has the meaning set forth in Section 3.1 of the RFQ.

Project Webpage has the meaning set forth in Section 1.1 of the RFQ.

Proposals means the detailed proposals that will be requested from shortlisted Proposers in accordance with the RFP.

Proposer's Official Representative has the meaning set forth in Section 6.1 of the RFQ.

Proposers has the meaning set forth in Section 1.1 of the RFQ.

QS Due Date means the deadline, both date and time, for submission of QSs specified in Section 3.3 of the RFQ.

Qualifications Statement ("QS") has the meaning set forth in Section 1.1 of the RFQ.

Reference Information Documents ("RIDs") has the meaning set forth in Section 1.1 of the RFQ.

Request for Proposals ("RFP") means any request for proposals issued by TxDOT to the Proposers shortlisted in accordance with this RFQ.

Rules has the meaning set forth in Section 1.1 of the RFQ.

Tangible Net Worth shall mean the difference between (i) the sum of paid-in capital stock plus preferred stock plus retained earnings, less (ii) the sum of treasury stock plus minority interest plus intangible assets, including goodwill, patents, and licenses, all determined in accordance with the U.S. Generally Accepted Accounting Principles and as interpreted by the Securities and Exchange Commission in connection with financial statements filed pursuant to the Securities Exchange Act of 1934.

2. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed, following the outline form contained in this Exhibit A. Page limits and responsible parties for each element or form are indicated below. "NFP" means that a form is not provided by TxDOT; the required format or documentation is stated in the RFQ. Forms shall not be modified other than to include requested information.

Table 1 Organization of QS				
Volume of QS		**Maximum Number of Pages Allowed**	**Applicable Form**	**Firm or Person Responsible for Completing Form**
Volume 1 – Technical and Legal Qualifications				
Section A – General	(a) Form A – Transmittal Letter	N/A	Form A	Proposer (or lead Equity Member)
	(b) Executive Summary	2 pages	NFP	Proposer
Section B – Proposer Team Information	Form B-1 – Information Regarding Proposer Team	N/A	Form B-1	Proposer Equity Member(s) Major Participant(s) Guarantor(s)
	Form B–2 – List of Proposer Team Members	N/A	Form B-2	Proposer
Section C – Certification	Form C – Certification and Legal Qualifications	N/A	Form C	Proposer Equity Member(s) Major Participant(s) Guarantor(s)
Section D – Proposer Information/ Project Experience/ Management Structure	Proposer Information/ Project Experience/ Management Structure	10 pages total, including up to 3 organizational charts; organizational charts shall be limited to 1 per page	NFP	Proposer

Table 1 Organization of QS				
Volume of QS		**Maximum Number of Pages Allowed**	**Applicable Form**	**Firm or Person Responsible for Completing Form**
Section E – Technical Qualifications	Forms D-1, D-2, D-3 and D-4 – Technical Experience	N/A	Form D-1 Form D-2 Form D-3 Form D-4	Lead Engineering Firm named in QS (Form D-1) Lead Contractor named in QS (Form D-2) IQF named in QS (Form D-3) Lead Maintenance Firm named in QS (Form D-4)
	Form E – Project Description Form	3 pages per project	Form E	Lead Engineering Firm Lead Contractor IQF Lead Maintenance Firm
Section F – Statement of Technical Approach	Statement of Technical Approach	7 pages	NFP	Proposer
Section G – Safety Qualifications	Form F – Safety Questionnaire	N/A	Form F	Lead Contractor Guarantors or controlled subsidiaries providing experience
Section H – Key Personnel Identification and Qualifications	Form G-1 – Key Personnel Work Assignment Form	N/A	Form G-1	Proposer

Table 1 Organization of QS				
Volume of QS		**Maximum Number of Pages Allowed**	**Applicable Form**	**Firm or Person Responsible for Completing Form**
	Form G-2 – Key Personnel Resume and References	5 pages per person (excluding licenses, license applications and commitment statements)	Form G-2	Key Personnel
Section I – Surety Letter	Surety Letter	N/A	Exhibit E	Proposer Surety Provider
Volume 2 – Financial Qualifications				
Section A – Financial Statements	Financial Statements	N/A	NFP	Proposer Equity Member(s) Lead Contractor Guarantor(s)
Section B – Material Changes in Financial Condition	Material Changes in Financial Condition	N/A	NFP	Proposer Equity Member(s) Lead Contractor Guarantor(s)
Section C – Off-Balance Sheet Liabilities	Off-Balance Sheet Liabilities	N/A	NFP	Proposer Equity Member(s) Lead Contractor Guarantor(s)

EXHIBIT B. TECHNICAL AND LEGAL QUALIFICATIONS

VOLUME 1

Volume 1 of the QS shall contain the following:

Section A General

(a) Form A – Transmittal Letter:

A duly authorized official of the Proposer or lead Equity Member must execute the transmittal letter on Form A. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal letter shall have appended to it letters on the letterhead stationery of each Equity Member, 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 such Equity Member, 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 two pages. The Executive Summary shall be written in a nontechnical style and shall contain sufficient information for reviewers with both technical and nontechnical backgrounds to become familiar with the Proposer's QS and its ability to satisfy the financial and technical requirements of the Project.

Section B Proposer Team Information

(a) Form B-1 – Information Regarding Proposer Team:

Originals of Form B-1 completed and executed on behalf of each of the following: the Proposer and each Equity Member, Major Participant and Guarantor. If any of the foregoing is a joint venture or Newly Formed entity (formed within the past two years), complete a separate Form B-1 for each member of or partner in such joint venture or Newly Formed entity. Proposers are advised that Form B-1 may be released to the public and media.

(b) Form B-2 – List of Proposer Team Members:

A completed Form B-2 comprised of a list of Proposer team members identified in the QS by proposed role (Equity Member(s), Lead Contractor, Lead Engineering Firm, IQF, Lead Maintenance Firm, Guarantor(s), PSQAF, and other team members, if applicable).

Section C Form C – Certification and Legal Qualifications

Originals of Form C (Certification and Legal Qualifications) completed and executed on behalf of each of the following: the Proposer and each Equity Member, Major Participant and Guarantor. If the Proposer, an Equity Member, Major Participant or Guarantor is a

joint venture or Newly Formed entity (formed within the past two years), complete a separate Form C for each member of or partner in such joint venture or Newly Formed entity.

Section D Proposer Information / Project Experience / Management Structure

(a) A narrative describing the Proposer's teaming arrangements, its management structure and design-build-maintenance management approach. The narrative shall include, at a minimum, a discussion of the following: (i) how the Proposer will institutionally operate, particularly in light of the complexity and sequencing of the Project's development; (ii) the experience of the team members working together on other comparable projects and the results of that experience; (iii) how the management structure will facilitate the management of the Project risks; and (iv) how the Proposer's management structure will facilitate the success of the Project.

(b) An organizational chart showing the Proposer's Equity Members and Major Participants. Indicate the percentage of equity interest among the Equity Members. In instances where the Lead Contractor, Lead Engineering Firm, IQF or Lead Maintenance Firm is a joint venture, also indicate the percentage of equity interest for each equity participant in the joint venture.

(c) In addition, any Proposer required to provide a Guarantor shall provide a table of organization showing the relationship between the applicable Equity Member or Major Participant and its Guarantor, including any intermediary companies. (See Exhibit C, Volume 2, Section A(f) for instances where a guarantee may be required.)

(d) An organizational chart showing the Proposer's management structure and "chain-of-command" with Key Personnel and their employers shown together with other relevant positions, and identifying major functions to be performed and their reporting relationships in designing and constructing the Project. Other relevant personnel may also be shown in the organizational chart; however, only the qualifications of Key Personnel shall be submitted (in accordance with Exhibit B, Volume 1, Section H) and evaluated by TxDOT.

(e) The organizational description and charts may not exceed ten pages including up to three organizational charts; organizational charts shall be limited to one per page.

Section E Technical Qualifications

Provide the following information relevant to qualifications of the Proposer team in accordance with Section 5.1.

(a) Forms D-1, D-2, D-3 and D-4 – Technical Experience

The QS shall contain completed Forms D-1, D-2, D-3 and D-4. Project descriptions for each of the projects listed on Forms D-1, D-2, D-3 and D-4 shall be included immediately following each Form D as discussed below in Section E(b).

Form D-1: Technical Experience – Lead Engineering Firm: Provide details for a maximum of three projects in compliance with the requirements set forth in Form D-1 and best meeting the evaluation criteria set forth in Section 5.

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

Form D-3: Technical Experience – IQF: Provide details for a maximum of three projects in compliance with the requirements set forth in Form D-3 and best meeting the evaluation criteria set forth in Section 5.

Form D-4: Technical Experience – Lead Maintenance Firm: Provide details for a maximum of three projects in compliance with the requirements set forth in Form D-4 and best meeting the evaluation criteria set forth in Section 5.

For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to 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.

(b) Form E – Project Descriptions (Forms H to be separately submitted)

Volume 1, Section E of the QS shall include a completed Form E for each of the three projects listed on Forms D-1, D-2, D-3 and D-4. The three Forms E for the projects referenced in each of Form D-1, Form D-2 Form D-3 and Form D-4 shall be included immediately following the Form D to which they relate. Proposers are advised that TxDOT may, in its sole discretion, contact the listed owner contact for these projects for a reference.

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.

In addition to the foregoing requirements, Proposers shall deliver the Form H Technical Reference Form, with Part I of such Form H completed by Proposers, to each project owner contact for the projects presented using Form E. Proposers shall request that each owner contact submit the completed reference forms directly to TxDOT per the instructions set forth in Form H by no later than the QS Due Date. The QS shall not contain any such completed reference forms. TxDOT will use the completed Technical Reference Forms as it deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Section 5.3.1. For the avoidance of doubt, TxDOT's receipt of completed Technical Reference Forms for each project presented using Form E is not a pass/fail criterion under Section 5.2.

For purposes of completing Form H, Proposers may not identify as a reference any of the TxDOT personnel identified in the table below and Proposers may not contact any such personnel regarding the RFQ or the Project. All other TxDOT personnel (including San Antonio District personnel not identified below) may be contacted for the purpose of completing Form H.

Table 2 – List of Excluded References from Form H		
Project Finance, Debt & Strategic Contracts Division	**San Antonio District**	**General Counsel Division**
Benjamin Asher	Clayton Ripps	Claire McGuinness
Carol Luschen	Dale Picha	Jack Ingram
Michael Midkiff	Daniel Worden	Jim Bailey
Randall Grones	Gregg Granato	**Administration**
Richard Camero	Jessica Castiglione	Bill Hale
	Jonathan Bean	James Bass
	Lea Jacobson	
	Leon Flournoy	
	Lizette Colbert	
	Mario Jorge	
	Mike Coward	
	Ricardo Castaneda	

Table 2 – List of Excluded References from Form H		
Project Finance, Debt & Strategic Contracts Division	**San Antonio District**	**General Counsel Division**
	Sergio Garcia	

Proposers shall notify TxDOT's Authorized Representative if they are unable to identify and contact any reference based on these exclusions, but Proposers shall not omit a reference project from Forms D-1, D-2, D-3 or D-4 solely due to Proposers' inability to contact any TxDOT personnel identified in the table above.

Section F Statement of Technical Approach

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

(a) Understanding of the Project scope and delivery using design-build contracting.

(b) Understanding of the Project scope and maintenance with respect to capital maintenance services.

(c) Identification and understanding of the top Project risks and potential solutions to address the risk throughout the Project lifecycle.

(d) Understanding and demonstration of the importance of the ability to plan, organize and execute an independent quality assurance program throughout the Project lifecycle.

The Statement of Technical Approach may be no longer than seven pages.

Section G Form F – Safety Questionnaire

The QS shall contain a completed Form F for the Lead Contractor or, if applicable, each joint venture or limited liability company member of the Lead Contractor. In addition, if the experience of a controlled subsidiary of the Lead Contractor or Guarantor is provided on Form D-2, the QS shall contain a completed for Form F for such entity.

Section H Key Personnel Identification and Qualifications (Forms I to be separately submitted)

Proposers shall provide a Form G-1 listing the names of the individuals that are proposed to fill the Key Personnel positions. In addition to the list of Key Personnel, Proposers are required to provide a separate Form G-2 for each Key Personnel. Form G-2 shall be limited to the five pages provided in Form G-2 per person (excluding any

license / license applications that must be attached for individuals who are required to have, but do not have, a Texas P.E. license); copies of required licenses (and/or applications for required licenses where applicable), must be attached to the QS as part of Volume 1, Section H. Only one individual shall be designated to fill each position. Three individual projects and references shall be provided for each resume. In completing Form G-2, Proposers should note:

(a) Name of the project, location of the project, project type, description of the work or service provided, the role on the project and the time period for the work. If one or more role was played, identify the dates and duration of each role.

(b) The project owner's contact information (project manager name, phone number, and email address), the project's value and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner/agency who played a leadership role for the owner during the dates work was performed on the project and who is familiar with the project.

In addition to the foregoing requirements, Proposers shall deliver the Form I Key Personnel Reference Form, with Part I of such Form I completed by Proposers, to all of the references identified in each Form G-2 for the following Key Personnel: Project Manager, Construction Manager, Design Manager, IQF Manager, Lead Structural Engineer, Lead MOT Design Engineer, Professional Services Quality Assurance Manager, Lead MOT Implementation Manager, Utility Manager and Safety Manager. Proposers shall request that the reference contact submit the completed reference forms directly to TxDOT per the instructions set forth in Form I by no later than the QS Due Date. The QS shall not contain any such completed reference forms. TxDOT will use the completed Key Personnel Reference Forms as it deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Section 5.3.1. For the avoidance of doubt, TxDOT's receipt of completed Key Personnel Reference Forms for each reference identified in each Form G-2 for Key Personnel identified above is not a pass/fail criterion under Section 5.2.

For purposes of completing Form I, Proposers may not identify as a reference any of the TxDOT personnel identified in Table 3 below and Proposers may not contact any such personnel regarding the RFQ or the Project. All other TxDOT personnel (including San Antonio District personnel not identified below) may be contacted for the purpose of completing Form I.

Table 3 – List of Excluded References from Form I		
Project Finance, Debt & Strategic Contracts Division	**San Antonio District**	**General Counsel Division**
Benjamin Asher	Clayton Ripps	Claire McGuinness
Carol Luschen	Dale Picha	Jack Ingram
Michael Midkiff	Daniel Worden	Jim Bailey
Randall Grones	Gregg Granato	**Administration**
Richard Camero	Jessica Castiglione	Bill Hale
	Jonathan Bean	James Bass
	Lea Jacobson	
	Leon Flournoy	
	Lizette Colbert	
	Mario Jorge	
	Mike Coward	
	Ricardo Castaneda	
	Sergio Garcia	

Proposers should notify TxDOT's Authorized Representative if they are unable to identify and contact any reference based on these exclusions, but Proposers should not omit a reference project from Form G-2 solely due to Proposers' inability to contact any TxDOT personnel identified in the table above.

Proposers are advised that TxDOT may, in its sole discretion, contact the listed reference contacts set forth in each Form G-2 and any reference contacts that submit a Form I for additional reference information to be used as TxDOT deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Section 5.3.1.

Key Personnel and applicable requirements are as follows:

Table 4 – Key Personnel	
Key Personnel Category	**Description of Position and Requirements**
Project Manager	Responsible for overall design, construction, maintenance, contract administration, safety, and environmental compliance on behalf of the DB Contractor for the Project. • Must have recent experience managing the design and construction of projects with a similar level of complexity and experience in project management on design-build project(s). • Individual shall be assigned to the Project full time and co-located/on-site until Final Acceptance.
Construction Manager	Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Responsible for managing the DB Contractor's construction personnel, scheduling of the construction quality acceptance personnel and administering all construction requirements of the DBC. • Must have demonstrated construction management experience on projects of a similar scope and level of complexity, including experience in coordinating with relevant regulatory agencies. • Individual shall be assigned to the Project full time from the start of design until Final Acceptance.
Design Manager	Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Responsible for managing the DB Contractor's design personnel and administering all design requirements of the DBC. • Must be a Professional Engineer* with experience in managing the design of similar highway improvement projects including experience leading multi-disciplinary teams. Must have experience on at least one design-build project.

Table 4 – Key Personnel	
Key Personnel Category	**Description of Position and Requirements**
IQF Manager	Responsible for managing the quality assurance program for the construction work and performing independent quality assurance material testing and inspection in accordance with the DBC Documents and performing audits of the CQMP. • Must have a minimum of five years of experience in quality management, including preparation and implementation of quality plans and procedures in construction; • Must have worked on a project with a similar scope and level of complexity. • Must be a Professional Engineer*; • Must be an employee of the IQF and organizationally independent of direct scheduling and production activities; • Reports directly and jointly to TxDOT and to the DB Contractor's management team; does not report to any individual directly responsible for design or construction production; • Must be co-located and on-site from the commencement of construction activities until Final Acceptance; and • Has the authority to stop work.
Lead Structural Engineer	Responsible for overseeing the design and construction of all structural elements of the Project such that each is complete and design requirements are met. Responsible for coordination of interdisciplinary design reviews in cooperation with leaders of other disciplines. (i) The Lead Structural Engineer or (ii) a Registered Professional Engineer reporting directly to the Lead Structural Engineer shall be the engineer of record for the design of all structural elements on the Project. • Must be a Professional Engineer* with highway bridge design experience on projects with a similar scope and level of complexity and demonstrated experience in the design of other major structures such as retaining wall systems, box culverts, and overhead sign structures and foundations.

Table 4 – Key Personnel	
Key Personnel Category	**Description of Position and Requirements**
Lead MOT Design Engineer	Responsible for ensuring the MOT Plans are completed and design criteria are met. Will work with the lead MOT manager to coordinate with TxDOT, DB Contractor, and appropriate Governmental Entities. • Must be a Professional Engineer* with relevant experience overseeing the development of MOT plans during the design and construction phase of highway projects of a similar scope and level of complexity as the Project.
Professional Services Quality Assurance Manager	Responsible for the management and implementation of the assurance and audit functions as described in the professional service quality management plan. Individual will report jointly to TxDOT's and to the DB Contractor's executive management teams, and have authority to stop Work. • Must be a Professional Engineer* with relevant professional services quality assurance management experience on projects of a similar scope and level of complexity. Must be employed by the independent Professional Services Quality Assurance Firm.
Lead MOT Implementation Manager	Responsible for ensuring the MOT plans are implemented in the field and that design criteria are met during their implementation. Will work with the Lead MOT Design Engineer to coordinate with TxDOT, DB Contractor, and appropriate Governmental Entities. • Must have relevant experience overseeing the implementation of MOT plans during the construction phase of highway projects similar in scope and level of complexity to the Project.

Table 4 – Key Personnel	
Key Personnel Category	**Description of Position and Requirements**
Utility Manager	Responsible for leading utility coordination efforts on behalf of the DB Contractor. • Must have at least five years of experience managing utility coordination and adjustments for transportation projects of a similar scope and level of complexity. • Assigned to the Project full time and co-located/on-site. TxDOT prefers that the Utility Manager be an employee of an Equity Member or Major Participant. • Must have decision making authority regarding utility issues that affect the Project schedule. Shall be authorized by the DB Contractor to approve all financial and technical modifications associated with utility adjustments and modifications to the utility agreements. • In addition to the other entities identified in the RFQ that are permitted to employ Key Personnel, the Utility Manager may be employed by a subcontractor (at any tier) to either the DB Contractor or the Lead Contractor.

Table 4 – Key Personnel	
Key Personnel Category	**Description of Position and Requirements**
Safety Manager	Responsible for carrying out the DB Contractor safety plan and all safety-related activities, including training and enforcement of safety operations. • Must have five years of safety management experience on complex, heavy civil projects. ○ Current certification as a Construction Health and Safety Technician ("CHST") by the Board of Certified Safety Professionals, or current certification as a Certified Safety and Health Official ("CSHO") may be substituted for two years of safety management experience. • Must have a current certification for having completed the Occupational Safety and Health Administration ("OSHA") #500 – Trainer Course in OSHA Standards for Construction. • Must possess a current certification for CPR and First Aid. • Must have a current certification for having completed training for flaggers in the work zone and work zone traffic control. • The position reports directly to the governing body of the Proposer. • The position has the authority to stop all work on the Project. If a proposed Safety Manager does not meet the qualification requirements set forth above as of the QS Due Date, Proposer shall submit to TxDOT with its QS a written statement, signed by Proposer and the proposed Safety Manager, committing to meet such qualifications of the Safety Manager not later than the commencement of construction activities. Individual shall be co-located/on-site from beginning of construction activities through Final Acceptance.

* Professional Engineers must be licensed in the State of Texas, or become licensed in the State of Texas, prior to execution of the DBC.

Proposers are advised that additional Key Personnel may be required to be identified at the RFP stage. While TxDOT recognizes personnel availability and scheduling impact

the Proposers, Proposers are urged only to identify and propose personnel they believe, in good faith, will be available for, and intend to assign to, work on the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior TxDOT approval, in its sole discretion. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

Section I Surety Letter

The QS shall include evidence from a surety or an insurance company, duly authorized in the State of Texas, indicating that the Proposer team is capable of obtaining a performance bond and a payment bond, each in the amount of $1.638 billion. The evidence shall take the form of a letter from a surety/insurance company indicating that such capacity exists for the Proposer. Letters indicating "unlimited" bonding capability are not acceptable. A form letter has been provided as Exhibit E.

The surety/insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- or better and Class VIII or better by "AM Best & Company," and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company has read this RFQ and evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity.

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

EXHIBIT C. FINANCIAL QUALIFICATIONS

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A Financial Statements

Proposer, Equity Members of Newly Formed Proposers, Guarantor(s) and, if the Lead Contractor is not the Proposer or an Equity Member, the Lead Contractor, must provide financial statements for the three most recent completed fiscal years to demonstrate financial capability of the Proposer.

Proposer may include a parent company or other affiliate company as a Guarantor, whose financial information will be considered with respect to the Proposer's financial capabilities. A Guarantor of DB Contractor's obligations under the DBC and CMC is required under the following circumstances: (i) DB Contractor's organization is a Newly Formed limited liability entity (in which case the Equity Members shall each provide guaranties of the DB Contractor's obligations under the DBC and the CMC); (ii) the combined Tangible Net Worth of DB Contractor or, if DB Contractor is a joint venture or partnership, its Equity Members is less than $275,000,000; or (iii) Proposer is advised by TxDOT that based on the financial information submitted with the QS, and any other information that TxDOT considers relevant, TxDOT requires a guaranty as a condition to the shortlisting of Proposer.

If a Guarantor is included, the Proposer must still provide the information required of each Equity Member in addition to providing the information about the Guarantor described below. However, in such event, (a) the Tangible Net Worth of the DB Contractor described in Section A(ii) above shall be determined using the Tangible Net Worth of the Guarantor in place of the Equity Member that is an affiliate of the Guarantor and (b) additional Guarantor(s) will be required until the Tangible Net Worth threshold is met. Tangible Net Worth shall be determined based on audited financial statements for the fiscal year most recently ended.

Information for each entity should be packaged separately and include a cover sheet identifying the name of the organization and its role as Proposer, Equity Member, Guarantor or Lead Contractor (if applicable).

Financial statement information must include:

1. Opinion Letter (Auditor's Report);
2. Balance Sheet;
3. Income Statement;
4. Statement of Changes in Cash Flow;

5. Footnotes;

6. A copy of Forms B-1 and B-2 as required in Exhibit B, Section B of this RFQ; and

7. A copy of the Surety Letter as required in Exhibit B, Section I of this RFQ.

In addition, financial statements must meet the following requirements:

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

(b) **U.S. Dollars** – Financial statements must be provided in U.S. dollars. If financial statements are not available in U.S. dollars, the Proposer, Equity Member, Guarantor or Lead Contractor (if applicable) 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 the Proposer, an Equity Member, Guarantor or Lead Contractor (if applicable), the QS shall include unaudited financial statements for such entity, certified as true, correct and accurate by the chief financial officer ("CFO"), treasurer or equivalent officer 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/Not Yet Formed Entity** – If the Proposer is a Newly Formed entity, or has not yet formed a legal entity, and does not have independent financial statements, financial statements or precertification for the Equity Member(s) shall be provided (and the Proposer shall expressly state that the Proposer is a Newly Formed entity, or not yet formed entity, and does not have independent financial statements).

(f) **Guarantor** – If financial statements of a Guarantor are required pursuant to Section A or provided to demonstrate financial capability of the

Proposer, Lead Contractor or Equity Member(s), additional information regarding the Guarantor shall be provided as specified in this RFQ.

(g) **SEC Filings** – If the team or any other entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission ("SEC"), then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K. Instead of providing hard copies of such forms, Proposers may submit digital copies of such information in a read-only format on a USB drive with each submission.

(h) **Credit Ratings** – Appropriate credit ratings must be supplied for the Proposer, each Equity Member, each Guarantor and the Lead Contractor (if applicable) 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 Member, each Guarantor and Lead Contractor (if applicable) for the past three years and anticipated for the next reporting period must be provided. If no material change has occurred and none is pending, the Proposer, Equity Member, Guarantor or Lead Contractor, as applicable, shall provide a letter from its CFO, treasurer or equivalent officer so certifying. The letter must be dated not earlier than seven (7) calendar days prior to the QS Due Date.

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, treasurer or equivalent officer. 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 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 three completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

List of Representative Material Changes

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

2. A change in Tangible Net Worth of 10% of shareholder equity;

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

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

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

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

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

Section C Off-Balance Sheet Liabilities

A letter from the CFO, treasurer or equivalent officer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying as

applicable each off-balance sheet liability exceeding $10 million and its associated dollar amount and providing explanation for off-balance sheet treatment.

EXHIBIT D. PROJECT INFORMATION AND STATUS

Map of Project Area

See attached Figure D-1

1. Project Description/Information

The Project consists of approximately 15.4 miles of non-tolled improvements along I-35 from approximately I-410 South to FM 1103. TxDOT is considering developing the Project in stages. It is envisioned the DBC will require development of a Base Component and may include one or more DWCs.

The Project Components include the design, construction and maintenance of the roadways shown on the Preliminary Schematic Design located on the Project Webpage, which includes the following:

- Base Component: I-410 North to FM 3009 – the construction of: additional elevated mainlanes comprised of two general purpose (GP) lanes and one High Occupancy Vehicle (HOV) lane in each direction from I-410 North to FM 3009; two additional direct connectors at the I-410 North interchange to connect to the I-35 North elevated lanes, along with operational improvements along approximately three miles of I-410; and four direct connectors for the State Loop (SL) 1604 western connections to the I-35 elevated lanes at the I-35/SL 1604 interchange, along with operational improvements along approximately two miles of SL 1604.

- DWC North: FM 3009 to FM 1103 – reconstruction to provide at-grade additional mainlanes from FM 3009 to FM 1103 comprised of one GP lane and one HOV lane in each direction, along with operational improvements between FM 3009 and FM 1103 to include ramp revisions, frontage road improvements, and intersection improvements.

- DWC South: I-410 South to I-410 North – the construction of: additional elevated mainlanes comprised of two GP lanes and one HOV lane in each direction; four additional direct connectors at the I-410 South interchange to connect to the I-35 elevated lanes, along with operational improvements along approximately four miles of I-35; and two additional direct connectors at the I-410 North interchange to connect to the I-35 South elevated lanes.

I-35 is a major north-south transportation corridor critical for moving people and goods. Portions of this Project are among the 100 most congested roadways in Texas. The proposed improvements would manage vehicle congestion, promote efficient use of existing transportation facilities, minimize impacts to the natural and built environment,

and complement other modes of transportation and economic development initiatives in the region.

2. Status of Project Design and Construction

A Preliminary Schematic Design is provided on the Project Webpage. The Interstate Access Justification Report is under development, and approval is anticipated prior to issuance of the RFP. Design-level survey is provided in the RIDs, and additional supplemental design-level survey will be available prior to issuance of the RFP. A preliminary drainage report is provided in the RIDs, and a final drainage report will be available prior to issuance of the RFP.

3. Project Environmental Status

A Finding of No Significant Impact under the original Environmental Assessment (EA) was issued in July 2015. A re-evaluation of the EA is currently underway and anticipated to be complete August 2019. The DBC will require the DB Contractor to obtain a United States Army Corps of Engineers Section 404 Permit.

4. Project Cost Estimates

TxDOT's current total design-build estimate for the improvements to be developed as part of the Project as described above is approximately $1.938 billion. These estimates do not include TxDOT costs for right of way ("ROW") acquisition, certain other administrative costs of TxDOT and the cost responsibility of utilities, but are inclusive of all other costs to design and construct the Project. These estimated costs reflect the currently developed schematic and environmentally studied Project Components at current construction prices.

5. Funding Available for Project Costs

TxDOT intends to fully fund the costs of the Project, subject to any maximum payment schedules and other requirements set forth in the DBC and CMC. Private financing is not permitted.

6. ROW Acquisition

TxDOT owns the majority of ROW for the Project. TxDOT is currently acquiring additional ROW as presented in the 2015 EA. TxDOT will also begin acquiring additional ROW under the EA re-evaluation. The status of additional ROW being acquired and anticipated to be acquired by TxDOT has been provided in the RIDs. TxDOT will not complete acquisition of all ROW for the Project and the DB Contractor will need to provide ROW acquisition services for this Project to complete ROW acquisition after contract execution.

7. Geotechnical, Utility Investigation, Hazardous Materials Investigations and Railroad Coordination

(a) Geotechnical Investigation Program

TxDOT has conducted certain geotechnical investigations for the Project. All available geotechnical information is included in the RIDs. Additional investigations are underway, and additional information will be provided prior to issuance of the RFP. During the procurement, shortlisted Proposers will be given the opportunity to identify additional boring locations for testing by TxDOT's consultants. In addition, shortlisted Proposers will be allowed to conduct non-destructive geotechnical investigation activity on TxDOT ROW or available private property (pursuant to a right of entry granted to TxDOT). Such activities will require the appropriate coordination with TxDOT as specified by TxDOT during the procurement process (i.e., permitting, traffic control, notification etc.). Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW.

(b) Utility Investigation

The DBC will require the DB Contractor to be responsible for performing or causing to be performed necessary utility relocations/adjustments in accordance with applicable standards and, with limited exceptions specified in the DBC, for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. TxDOT is planning to provide to the shortlisted Proposers subsurface utility engineering ("SUE"), at a Quality Level A-D as determined for the Project. Levels C and D SUE are included in the RID. Levels A and B SUE will be provided prior to issuance of the RFP. During the procurement, shortlisted Proposers will be given the opportunity to request additional SUE work from TxDOT's consultants at locations identified by the Proposers. Submission of locations for additional SUE work should be made within 10 business days after Proposers are notified of the shortlisting determination. TxDOT may not have sufficient time to accommodate requests made later than 10 days after shortlisting notification or voluminous requests. It is the responsibility of each Proposer to perform any additional investigations Proposer deems necessary for preparation of the Proposal.

(c) Hazardous Materials Investigations

The environmental documents to be included in the RIDs include studies showing the results of hazardous materials investigations relating to the Project and will be available for review as provided in Section 1 of the RFQ.

(d) Railroad Coordination

There are seven (7) railroad crossings on the project, and TxDOT has begun coordination with Union Pacific Railroad regarding these crossings. TxDOT will

advance the railroad coordination process until execution of the DBC, and the Design-Build Contractor will be responsible for completing all remaining railroad coordination efforts for the Project including obtaining the required approvals, permits and agreements for the railroad-related work. In addition, the DB Contractor shall be responsible for meeting railroad design criteria for the railroad crossings and bridges, and shall coordinate the design and installation of all railroad warning devices and traffic signals with the appropriate governmental entities and operating railroads.

Railroad crossings and bridges within the Project limits as shown in the Project schematic include the following:

- I-35 grade separation at UPRR near AT&T Center Parkway
- I-410 grade separation at UPRR/FM 78
- SL 1604 grade separation at UPRR near Lookout Rd.
- I-410 N Interchange (these are new crossings as a result of the new direct connectors at I-410 N interchange)
- I-410 East to I-35 South direct connector grade separation at UPRR
- I-35 North to I-410 West direct connector grade separation at UPRR
- I-410 East to I-35 North direct connector grade separation at UPRR
- I-35 South to I-410 West direct connector grade separation at UPRR

(e) Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Exhibit D, Sections 7(a) through 7(d) will be provided. The shortlisted Proposers may be asked to provide input on this topic.

Figure D-1

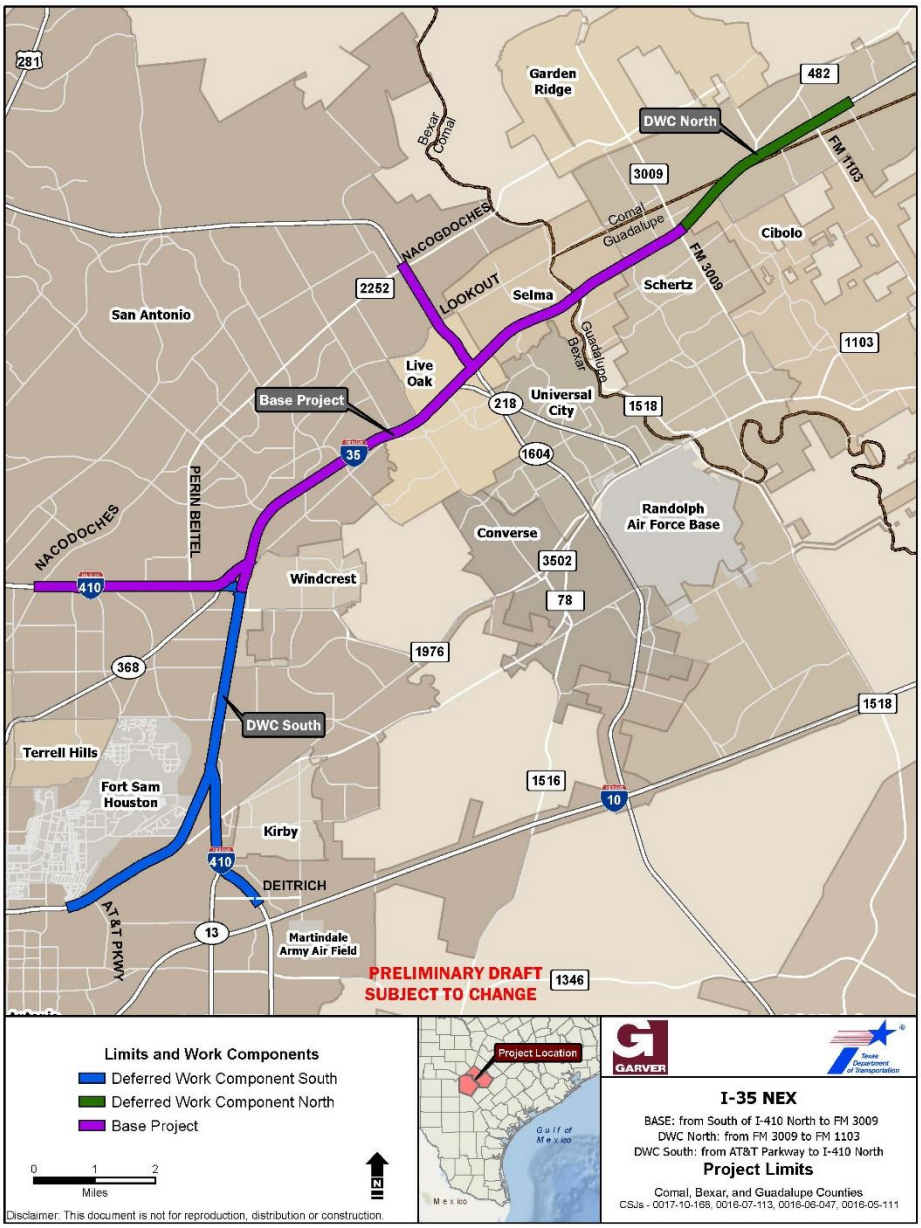
281
482
Garden Ridge
DWC North
Bexar
Comal
3009
FM 1103
Comal
Guadalupe
Cibolo
NACOGDOCHES
FM 3009
2252
LOOKOUT
Selma
Schertz
San Antonio
Bexar
Guadalupe
1103
Live Oak
Base Project
218
Universal City
1518
35
1604
PERIN BEITEL
Randolph Air Force Base
NACODOCHES
Converse
3502
410
Windcrest
78
1976
368
1518
DWC South
Terrell Hills
1516
Fort Sam Houston
10
Kirby
410
DEITRICH
AT&T PKWY
13
Martindale Army Air Field
PRELIMINARY DRAFT
SUBJECT TO CHANGE
1346
Limits and Work Components
Deferred Work Component South
Deferred Work Component North
Base Project
0
1
2
Miles
Disclaimer: This document is not for reproduction, distribution or construction.
Project Location
Gulf of Mexico
Mexico
GARVER
Texas Department of Transportation
I-35 NEX
BASE: from South of I-410 North to FM 3009
DWC North: from FM 3009 to FM 1103
DWC South: from AT&T Parkway to I-410 North
Project Limits
Comal, Bexar, and Guadalupe Counties
CSJs - 0017-10-168, 0016-07-113, 0016-06-047, 0016-05-111

EXHIBIT E. FORM OF SURETY LETTER (RFQ)[1]

[LETTERHEAD OF SURETY PROVIDER]

[*DATE*]

Director
Project Finance Debt & Strategic Contracts Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

With respect to [*NAME OF PROPOSER/PROPOSER TEAM*], we provide the following surety letter as required by Exhibit B, Section I of the Request for Qualifications issued by the Texas Department of Transportation on May 20, 2019, as amended (the "RFQ") for the I-35 NEX Project. [*INSERT NAME OF PROPOSER/PROPOSER TEAM AND A BRIEF DESCRIPTION OF THE RELATIONSHIP BETWEEN SURETY PROVIDER AND PROPOSER TEAM*]. Our AM Best & Company rating is [*INSERT RATING*][2].

In connection with [*PROPOSER/PROPOSER TEAM*]'s response to the RFQ, we confirm that we have read and reviewed the RFQ. In addition, we have evaluated [*PROPOSER/PROPOSER TEAM*]'s backlog and work-in-progress in determining [*PROPOSER/PROPOSER TEAM*]'s bonding capacity. Based on such review and evaluation, [*PROPOSER/PROPOSER TEAM*] is capable of obtaining a performance bond and a payment bond, each in the amount of at least equal to $1.638 billion.

[*IN INSTANCES WHERE THE RESPONSE TO 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, THE LETTER MUST PROVIDE A CERTIFICATION THAT THE SURETY'S ANALYSIS SPECIFICALLY INCORPORATES A REVIEW OF THE FACTORS SURROUNDING SUCH CHANGES AND IDENTIFYING ANY SPECIAL CONDITIONS WHICH MAY BE IMPOSED BEFORE ISSUANCE OF SURETY BONDS FOR THE PROJECT.*]

Sincerely,

_____

[1] NOTE: Additional language in the letter is permitted provided that the assurances required and given herein are not impacted, modified or diminished.

[2] NOTE: The rating must be at least A- or better or Class VIII or better. Alternatively, the surety must be rated in one of the two top categories by two nationally recognized rating agencies.

[*SURETY PROVIDER*]

[*ATTACH EVIDENCE OF AUTHORIZATION AND/OR POWER OF ATTORNEY*]

EXHIBIT F. DESIGN-BUILD CONTRACT TERM SHEET

(See Attached)

EXHIBIT G. CAPITAL MAINTENANCE CONTRACT TERM SHEET

(See Attached)

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: July 29, 2019

Director
Project Finance, Debt & Strategic Contracts Division
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

The undersigned ("Proposer") submits this Qualifications Statement (this "QS") in response to that certain Request for Qualifications dated as of May 20, 2019 (as amended, the "RFQ"), issued by the Texas Department of Transportation ("TxDOT") to design, construct and maintain the I-35 NEX Project, (referred to herein as the "Project"), pursuant to a Design-Build Contract ("DBC") and Capital Maintenance Contract ("CMC"). 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 (Form A), Executive Summary, Information Regarding Proposer Team (Form B-1), List of Proposer Team Members (Form B-2), Certification and Legal Qualifications (Form C), Proposer Information/Project Experience/Management Structure, Technical Experience (Forms D-1, D-2, D-3, D-4), Project Description Forms (Form E), Narrative Project Descriptions, Statement of Technical Approach, Safety Questionnaire (Form F), Key Personnel Work Assignment Form (Form G-1), Key Personnel Resume and References (Form G-2) and Surety Letter; and

Volume 2: Financial Statements, Material Changes in Financial Conditions and Off-Balance Sheet Liabilities

Proposer acknowledges receipt, understanding and full consideration of all materials posted on the Project Webpage with respect to the Project

https://www.txdot.gov/inside-txdot/division/debt/strategic-projects/alternative-delivery/i35-nex/rfq.html

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 commits that the Key Personnel designated in the QS for the positions described in the RFQ will be available to serve the role so identified in connection with the Project. Procedures concerning changes of such personnel will be set forth in the RFP; however, the Proposer understands that requests to implement any such change will be subject to prior TxDOT approval, and failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

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

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.

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 THE FOLLOWING]

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

   [INSERT PROPOSER'S NAME]

   By:_____

Print Name:_____

Title:_____

2. Sample signature block for partnership or joint venture:

[INSERT PROPOSER'S NAME]

By: *[INSERT GENERAL PARTNER'S OR MEMBER'S NAME]*

By:_____

Print Name:_____

Title:_____

[ADD SIGNATURES *OF ADDITIONAL GENERAL PARTNERS OR MEMBERS AS APPROPRIATE]*

3. Sample signature block for attorney in fact:

[INSERT PROPOSER'S NAME]

By:_____

Print Name:_____

Attorney in Fact

4. Sample signature block for a Proposer not yet formed as a legal entity:

[INSERT LEAD TEAM MEMBER ENTITY NAME], ON BEHALF OF ITSELF AND THE OTHER TEAM MEMBERS EXPECTED TO BE A PART OF *[INSERT PROPOSER'S EXPECTED NAME]*

By:_____

Print Name:_____

Title:_____

FORM B-1
INFORMATION REGARDING PROPOSER TEAM

(for Public Release)

Name of Proposer:_____

Entity (check all applicable boxes for the entity completing this Form B):

☐ Proposer ☐ Equity Member ☐ Guarantor
☐ Lead Contractor ☐ Lead Engineering Firm ☐ Independent Quality Firm
☐ Other _____

Name of Entity Completing Form B: _____

Year Established: _____ State of Organization: _____

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

North American Industry Classification Code: _____

Name of Official Representative Executing Form B: _____

Individual's Title: _____

Email Address: _____

Type of Business Organization (check one):

☐ Corporation
☐ Partnership
☐ Joint Venture
☐ Limited Liability Company
☐ Other (describe)

A. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

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

_____

_____

_____

C. If the entity completing this Form B is a joint venture or Newly Formed entity (formed within the past two years), identify the names of the members or partners of such joint venture or Newly Formed entity in the space below.

Name

_____

_____

_____

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

By: _____ Print Name: _____

Title: _____ Date: _____

[PLEASE MAKE ADDITIONAL COPIES OF THIS FORM AS NEEDED.]

FORM B-2
LIST OF PROPOSER TEAM MEMBERS

Name of Proposer: _____

Proposer's Official Representative[3]: _____

Title: _____

Address: _____

Phone Number: _____ **Email Address:** _____

List each Equity Member and its percentage ownership of Proposer:

_____

_____

_____

_____

_____

List each Major Participant and its role:

_____

_____

_____

_____

_____

List each other team member and role on Proposer Team (including any Guarantors):

_____

_____

_____

[3] This should be the same person identified on Forms B-1 and C.

FORM C
CERTIFICATION AND LEGAL QUALIFICATIONS

Proposer: _____

Name of Firm: _____

Entity (check one box for entity completing this Form C as applicable):

☐ Proposer; ☐ Equity Member; ☐ Major Participant; or ☐ Guarantor

The entity completing this Form (the "Responding Party") shall respond either "yes" or "no" to each of the following questions. If the response is "yes" to any question(s), a detailed explanation of the circumstances shall be provided in the space following the questions. The Responding Party shall attach additional documentation as necessary to fully explain said circumstances. Failure to either respond to the questions or provide adequate explanations may preclude consideration of the Proposal and lead to rejection. With respect to the firm, the term "Affiliates" means companies that have performed work in connection with a transportation project (including highway, rail, transit, airport, port and multi modal facilities), as applicable, that are (i) parent companies of the firm, (ii) subsidiary companies of the firm, or (iii) joint ventures or partnerships in which the firm has more than a 15% financial interest. The term "U.S. Affiliates" means Affiliates that are formed or have operations in the United States.

Within the past ten years, has the Responding Party, any Affiliate, or any officer, director, responsible managing officer or responsible managing employee of such entity or affiliate:

1. Been charged with, sued for or convicted of (in a civil or criminal action) fraud, bribery, collusion, conspiracy or any act in violation of local, state or federal law or foreign law or antitrust law, in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity, or any other felony?

   ☐ Yes ☐ No

   If yes, please explain:

   _____

2. Sought protection under any provision of any bankruptcy act in the United States?

   ☐ Yes ☐ No

   If yes, please explain:

3. Been disqualified, removed, debarred or suspended from performing work or otherwise prevented from bidding or proposing on or completing work for the United States government, or any state or local government in the United States?

☐ Yes ☐ No

If yes, please explain:

Within the past five years, has the Responding Party, any Affiliate, or any officer, director, responsible managing officer or responsible managing employee of such entity or affiliate:

4. Failed to comply with safety rules, regulations or requirements in effect within the United States multiple times or in repeated fashion in the performance of any construction project performed or managed by the firm, or, to the knowledge of the undersigned, any affiliate involved?

☐ 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.

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

☐ Yes ☐ No

If yes, please explain:

6. Been found, adjudicated or determined by any state court, state administrative agency, including, but not limited to, the Texas Department of Labor (or its equivalent), federal court or federal agency to have violated or failed to comply

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

☐ Yes ☐ No

If yes, please explain:

---

7. Been assessed liquidated or other damages in excess of $10,000 for one instance or in the aggregate for failure to complete any contract on time in connection with a transportation project in the United States?

☐ 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 Responding Entity that alleges any of the charges described therein?

☐ Yes ☐ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-6 above.

---

9. Provide a list and a brief description of all instances during the last ten years involving transportation projects in which the Responding Party or any U.S. Affiliate 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 email address. If there are no such instances, state "None".

---

10. 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 ten years between a public owner and Responding Party or any U.S. Affiliate and involving an amount in excess of $300,000 related to

performance in capital transportation projects with a contract value in excess of $10 million. If there are no such proceedings, state “None”.

_____

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: _____

Subscribed and sworn to before me this _ day of _____, 20_____.

_____

Notary Public in and for
said County and State

[Seal]

My commission expires: _____

FORM D-1
TECHNICAL EXPERIENCE – DESIGN
EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME, DELIVERY METHOD AND LOCATION (2) & (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORK COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY'S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

(1) A maximum of three projects may be included.

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

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

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (defined in (6) below), including the benchmark on which the exchange rate is based.

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

(6) The “Cut-Off Date” is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.

(7) Show company's participation in terms of money and percentage of the design and engineering work for the listed projects. For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.

FORM D-2
TECHNICAL EXPERIENCE – CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME, DELIVERY METHOD AND LOCATION (2) & (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORK COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY'S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

(1) A maximum of three projects may be included.

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

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

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (as defined in (6) below), and identify the benchmark on which the exchange rate is based.

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

(6) The "Cut-Off Date" is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.

(7) Show company's participation in terms of money and percentage of the work. For projects/contracts listed for lead contractors that were traditional design/bid/build delivery method, the information sought above shall be limited only to the construction contract, rather than any design contract where such entity had limited or no involvement.

FORM D-3
TECHNICAL EXPERIENCE – INDEPENDENT QUALITY
EXPERIENCE OF THE INDEPENDENT QUALITY FIRM IN THE QUALITY ASSURANCE OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME, DELIVERY METHOD AND LOCATION (2) & (3)	PROJECT COST (4) & (5)	START/END DATES	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT	FEES EARNED BY COMPANY ON THE PROJECT (7)	TYPE OF SERVICES FOR WHICH COMPANY PROVIDED QUALITY ASSURANCE WORK (8)

Notes:

(1) A maximum of three projects may be included.

(2) Only list projects on which the Independent Quality Firm has worked within the past ten years.

(3) Only list projects where the Independent Quality Firm held a minimum of 30% of the ultimate responsibility for the quality assurance experience. If the Independent Quality Firm is a joint venture, only list projects from joint-venture members that will perform at least 30% of the Independent Quality Firm's potential work for the Project.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date, and identify the benchmark on which the exchange rate is based. The "Cut-Off Date" is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.

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

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

(7) Provide the amount of fees earned by the Independent Quality Firm for providing quality assurance services for the project.

(8) Indicate the type of services for which the Independent Quality Firm provided quality assurance work, e.g., for professional services or construction related services.

FORM D-4
TECHNICAL EXPERIENCE – MAINTENANCE
EXPERIENCE OF THE LEAD MAINTENANCE FIRM IN THE MAINTENANCE OF REFERENCE PROJECTS

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

Notes:

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

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

(3) Only list projects where the Lead Maintenance Firm held a minimum thirty percent (30%) of the ultimate responsibility for the maintenance work. If the Lead Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least thirty percent (30%) of the Lead Maintenance Firm's, as applicable, potential maintenance work for the Project.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date, and identify the benchmark on which the exchange rate is based. The "Cut-Off Date" is

the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.

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

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

FORM E
PROJECT DESCRIPTION FORM

A. TITLE AND LOCATION (*City and State)*:

_____

B. YEAR COMPLETED, OR MONTH AND YEAR SCHEDULED FOR COMPLETION:

_____

C. PROJECT OWNER'S INFORMATION

Project Owner:	Point of Contact ("POC") Name:
Responsible Department:	**POC** Telephone Number:
	POC Email Address:

D. PROJECT COST AND SCHEDULE *(Discuss the basis for any variances between the contracted and actual delivery amount and schedule.)*

Contracted Project Amount	**Actual Amount Received or Anticipated to Receive Upon Project Delivery**	**Variance**
$	$	$
Contracted Project Schedule	**Actual Project Schedule**	**Variance**
____ months ___ days	____ months ___ days	____ months ___ days

E. FIRMS FROM PROPOSER TEAM INVOLVED WITH THIS PROJECT

FIRM NAME	FIRM LOCATION*(City/State)*	ROLE

F. DBE APPROACH, IF APPLICABLE *(Include any innovative approaches or unique outreach or marketing concepts used successfully by the Proposer's team member to encourage DBE participation.)*

Contract Goal	Actual	Variance

G. DESCRIPTION OF PROJECT AND RELEVANCE TO THIS CONTRACT *(Include scope, size, delivery mechanism and any other relevant feature or aspect of the project.)*

_____

_____

_____

FORM F
SAFETY QUESTIONNAIRE

Name of Proposer: _____

Name of entity completing this Form F: _____

1. **Instructions for completion:** Should additional lines or space be needed to address the subject areas below, the entity completing this Form F may add additional lines within each subject area as appropriate. Form F has no QS page limitation. Please fill out Table 1 below by providing the **fatal injury rates** ("FIR") for all projects in the United States during the years requested. Also, please fill out Table 2 below by providing the **incidence rates** ("IR") of nonfatal occupational injuries and illnesses for "Highway, Street and Bridge Construction", as defined by the North American Industry Classification System ("NAICS 2373"), for each of the cases listed below during the years requested for all projects nationwide. Formulas for calculating the FIR and IR are provided below, as well as sample calculations.

   The FIR is calculated as follows:

$$FIR = \left(\frac{number\ of\ fatal\ work\ injuries\ (FWI)}{total\ employee\ hours\ worked\ during\ the\ calendar\ year}\right) x\ 200{,}000{,}000$$

   The 200,000,000 in the formula represents the equivalent of 100,000 employees working 40 hours per week, 50 weeks per year and provides the standard base for the FIR.

   Example:

   The XYZ Company had 1 fatal work injury ("FWI") and 25,000,000 hours worked by all employees during 2011. Using the formula for FIR above, the FIR would be calculated as follows:

$$FIR = \left(\frac{1}{25{,}000{,}000}\right) x\ 200{,}000{,}000 = 8.0$$

   The IR of Injury and Illness Cases is calculated as follows:

$$IR = \left(\frac{number\ of\ cases}{total\ employee\ hours\ worked\ during\ the\ calendar\ year}\right) x\ 200{,}000$$

   The 200,000 hours in the formula represents the equivalent of 100 employees working 40 hours per week, 50 weeks per year and provides the standard base for the IR.

Example:

The ABC Company has 7 total recordable, non-fatal, injuries and illness cases logged and 400,000 hours worked by all employees during 2012. Using the formula for IR above, the IR would be calculated as follows:

$$IR = \left(\frac{7}{400{,}000}\right) x\ 200{,}000 = 3.5$$

The same formula can be used to compute the IR for the most serious injury and illness cases, defined here as cases that result in workers taking time off from their jobs (i.e., days away from work) or being transferred to another job or doing lighter (restricted) duties. ABC Company had 3 such cases. The IR for these 3 cases is computed as:

$$IR = \left(\frac{3}{400{,}000}\right) x\ 200{,}000 = 1.5$$

Table 1. Work-related Fatalities. Adapted from the United States Department of Labor, Bureau of Labor Statistics ("BLS").

Data Series	**Year 2015**	**Year 2016**	**Year 2017**
FIR per 100,000 full-time workers			
Industry Average – Census of Fatal Occupational Injuries ("CFOI"), Rate of fatal work injuries per 100,000 full-time equivalent workers by industry sector, Construction	*Rates per 100,000 full-time employees*		
	10.1	*10.1*	*9.5*
Lead Contractor – Hours-Based Construction FIR	*Rates per 100,000 full-time employees*		
	FIR	FIR	FIR

Table 2. Work-related Injuries and Illnesses. Adapted from the United States Department of Labor, BLS.

Data Series	Year 2015	Year 2016	Year 2017
IR of Injury and Illness Cases per 100 Full-Time Workers			
Industry Average – Nonfatal occupational injuries and illnesses for "Highway, Street and Bridge Construction", as defined by the NAICS 2373, Total Recordable Cases ("TRC")	*Rates per 100 full-time employees*		
	3.6	*3.5*	*3.1*
Lead Contractor – Rate of TRC	*Rates per 100 full-time employees*		
	IR	IR	IR

Additional information to aid in calculating the rates above is available from the internet links below.

- How to compute a firm's IR, BLS – www.bls.gov/iif/osheval.htm
- OSHA Forms for Recording Work-Related Injuries and Illnesses – https://www.osha.gov/recordkeeping/osha-rkforms-winstr_fillable.pdf
- Industry Injury and Illness Data – www.bls.gov/iif/oshsum.htm
- Hours-based FIR – www.bls.gov/iif/oshcfoi1.htm
- Occupational Safety & Health Statistics, BLS Handbook Chapter 9 – www.bls.gov/opub/hom/pdf/homch9.pdf

2. Please provide the firm's National Council on Compensation Insurance ("NCCI") Experience Modifier for the past three years for all projects in the United States where the NCCI Experience Modifier is applicable. Additionally, you must include with this Form F, an NCCI letter or a letter from an insurance agent identifying the firm's NCCI Experience Modifier.

Table 3. NCCI Experience Modifiers.

Item	Year 20_*	Year 20_*	Year 20_*
Industry Average	1.0	1.0	1.0
NCCI Experience Modifier			

* Proposer should include data for the three most recent years for which annual data is available, but should not include any data from years earlier than four years prior to the date of the RFQ.

FORM G-1
KEY PERSONNEL WORK ASSIGNMENT FORM

Name of Proposer: _____

_____

(a) Key Personnel Assignment[1]	(b) Name of Individual Assigned
Project Manager	_____
Construction Manager	_____
Design Manager	_____
IQF Manager[2]	_____
Lead Structural Engineer	_____
Lead Maintenance of Traffic (MOT) Design Engineer	_____
Professional Services Quality Assurance Manager[3]	_____
Lead Maintenance of Traffic (MOT) Implementation Manager	_____
Utility Manager[4]	_____
Safety Manager	_____

Notes:

1. Except as otherwise set forth in this Form G-1, Key Personnel must be employed by either: (a) an Equity Member, Lead Engineering Firm, Lead Contractor, Lead Independent Quality Firm or Lead Maintenance Firm; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, Lead Independent Quality Firm or Lead Maintenance Firm; (c) if the Lead Engineering Firm, Lead Contractor, Lead Independent Quality Firm or Lead Maintenance Firm is a joint venture, a member of such joint venture that will perform at least thirty percent (30%) of the relevant work or a controlled subsidiary of such joint venture member; or (d) a parent company of an Equity Member, if such parent company serves as a Guarantor.
2. Must be employed by the Independent Quality Firm.
3. Must be employed by an independent Professional Services Quality Assurance Firm.
4. In addition to the other entities identified in note 1, may be employed by a subcontractor (at any tier) to either the DB Contractor or the Lead Contractor.

FORM G-2
KEY PERSONNEL RESUME AND REFERENCES

<table>
<tr><td colspan="2">Name:</td><td rowspan="3">Position: (Select one.)
☐ Project Manager
☐ Construction Manager
☐ Design Manager
☐ IQF Manager
☐ Lead Structural Engineer
☐ Lead Maintenance of Traffic (MOT) Design Engineer
☐ Professional Services Quality Assurance Manager
☐ Lead MOT Implementation Manager
☐ Utility Manager
☐ Safety Manager</td></tr>
<tr><td colspan="2">Firm:</td></tr>
<tr><td>Degree:
☐ Associate
☐ Undergraduate
☐ Graduate
☐ Doctoral</td><td>Field/Program:
☐ Engineering
☐ Construction Management
☐ Architecture
☐ Other: _____</td></tr>
<tr><td colspan="2">College/University (Name and Location):</td><td>_____</td></tr>
<tr><td colspan="2">Years of Experience (Relative to selected position):</td><td>_____</td></tr>
<tr><td colspan="3">Licenses/Certifications: (Select all that apply. Provide the license/certification number and expiration date. Attach applications for Texas P.E. License, if applicable.)</td></tr>
<tr><td colspan="2">☐ Professional Engineer (Date Since: ___)
State: _____
LIC. No. _____
☐ Texas P.E. License Application attached, if applicable
☐ ASQ – American Society of Quality
☐ CQI ☐ CQE ☐ CQM
LIC. No. _____
Exp. _____
☐ OSHA – Occupational Safety and Health Administration (30 hours)</td><td>☐ CPR and First Aid
LIC. No. _____
Exp. _____
☐ CHST – Construction Health and Safety Technician by the Board of Certified Safety Professionals
LIC. No. _____
Exp. _____
☐ CSHO – Certified Safety and Health Official
LIC. No. _____</td></tr>
</table>

LIC. No. _____ Exp. _____	Exp. _____ ☐ Other(s): _____
Additional Relevant Information: _____ _____ _____ _____ _____ _____ _____	

Project Description/Role		Project Value
Project Name:		☐ Below $100M ☐ $100M - $500M ☐ Above $500M
Project Location:		
Project Start Date:		
Project End Date:		
Project Description:		
Project Owner/Manager		**Project Type**
Name:		☐ Availability Payment ☐ Design-Build ☐ Design-Build-Maintain ☐ Design-Bid-Build ☐ Concession ☐ Other: _____
Title:		
Agency:		
Telephone:		
Email:		

Describe role and services provided relevant to this Project, including the start and end dates that you served in each role:

_____
_____
_____
_____
_____
_____
_____

Project Description/Role		Project Value
Project Name:		☐ Below $100M ☐ $100M - $500M ☐ Above $500M
Project Location:		
Project Start Date:		
Project End Date:		
Project Description:		
Project Owner/Manager		**Project Type**
Name:		☐ Availability Payment ☐ Design-Build ☐ Design-Build-Maintain ☐ Design-Bid-Build ☐ Concession ☐ Other: _____
Title:		
Agency:		
Telephone:		
Email:		

Describe role and services provided relevant to this Project, including the start and end dates that you served in each role:

_____
_____
_____
_____
_____
_____
_____

Project Description/Role		Project Value
Project Name:		☐ Below $100M ☐ $100M - $500M ☐ Above $500M
Project Location:		
Project Start Date:		
Project End Date:		
Project Description:		
Project Owner/Manager		**Project Type**
Name:		☐ Availability Payment ☐ Design-Build ☐ Design-Build-Maintain ☐ Design-Bid-Build ☐ Concession ☐ Other: _____
Title:		
Agency:		
Telephone:		
Email:		

Describe role and services provided relevant to this Project, including the start and end dates that you served in each role:

_____
_____
_____
_____
_____
_____
_____

FORM H
TECHNICAL REFERENCE FORM

Texas Department of Transportation
Request for Qualifications for the I-35 NEX Project

The Texas Department of Transportation ("TxDOT") has issued a Request for Qualifications ("RFQ") seeking qualifications of entities (referred to herein as the "Proposer") to design, construct and maintain the I-35 NEX Project, consisting of approximately 15.4 miles of non-tolled improvements along I-35 from approximately I-410 South to FM 1103. The Proposer intends to submit a Qualifications Statement ("QS") in response to the RFQ that will list your organization as a Reference (defined below) with respect to the reference project and the applicable Proposer Entity(ies) (defined below), each as identified by the Proposer in Part I below. The Proposer is responsible for completing Part I of this Form and you, as the Reference, are responsible for completing Part II of this Form in accordance with the instructions set forth below.

PART I: INSTRUCTIONS TO THE PROPOSER

Each Proposer (or its Lead Contractor, Lead Engineering Firm, Independent Quality Firm or Lead Maintenance Firm, as applicable) (each of the foregoing referred to herein as a "Proposer Entity") must prepare a copy of this Form for each of the projects listed on Form E to be submitted with the Proposer's QS. After completing all of the questions in Part I of this Form for each project, the Proposer Entity must deliver a copy of each Form to an individual who was an employee of the project owner at the time the services were performed for each project (each, a "Reference") so that the Reference may complete Part II below and return a completed copy directly to TxDOT by email by the date indicated in Part II below.

Proposer Information:

Proposer Entity Name: _____

Proposer Contact Name: _____

Proposer Contact Telephone No.: _____

Proposer Contact Email: _____

This is a reference for (check one):

- ☐ Lead Contractor (or other entity providing construction experience)
- ☐ Lead Engineering Firm
- ☐ Independent Quality Firm
- ☐ Lead Maintenance Firm

Reference Project Information:

Reference project name: _____

Proposer Entity(ies) involved in the reference project:

_____

Proposer Entity(ies)'s role on the reference project:

_____

Dates of work performed by Proposer Entity(ies) on the reference project:

_____

Please describe the project delivery method:

☐ Design-Bid-Build ☐ Design-Build ☐ Design-Build-Maintain
☐ Concession ☐ Availability Payment
☐ Other (please describe): _____

Please indicate the outcome or current status of the reference project:

☐ Complete ☐ Ongoing (please describe below)
☐ Did not Complete (please describe below)

If "Ongoing," please indicate the percentage of work completed by the Proposer Entity(ies) by [INSERT THE CUT-OFF DATE CALCULATED IN ACCORDANCE WITH FORM D-2]: _____

If "Did not Complete," please describe the status: _____

If "Complete", was the reference project contract completed on time (taking into account all excusable delays)?

☐ Yes ☐ No ☐ Not Applicable

If no, please explain (including the approximate period of delay and number of time extensions):

_____

The approximate percentage of work actually performed by the Proposer Entity(ies):

☐ less than 30% ☐ 30-49% ☐ 50% or greater

The contracted project amount of the reference project: $_____

The actual amount received or anticipated to be received upon project delivery:
$_____

If any variance exists between the contracted project amount and the actual amount received or anticipated to be received upon project delivery, please indicate such variance amount and explain:

_____

The contracted project schedule: _____ months _____ days

The actual project schedule: _____ months _____ days

If any variance exists between the contracted project schedule and the actual project schedule, please indicate such variance amount and explain:

_____

_____

The DBE approach, if applicable:

Contract Goal: _____ Actual: _____ Variance: _____

Please describe any variance and any innovative approaches or unique outreach or marketing concepts used successfully by the Proposer Entity(ies) to encourage DBE participation: _____

_____

Please indicate level of the Proposer Entity(ies)'s participation in terms of money for the reference project (if the reference project uses a design-bid-build delivery method, please limit this information only to the consultant/engineering services contract or the construction contract, as relevant to the Proposer Entity(ies)'s role on the reference project): $_____

PART II: INSTRUCTIONS TO THE REFERENCE

Please complete the questions in this part of the Form, which relate to the reference project and the Proposer Entity(ies) described in Part I above.

Please return a completed copy of this Form by email directly to TxDOT at TxDOT-SAT-ALTD-I35NEX@txdot.gov so that it is received no later than July 29, 2019. Please do NOT send this Form back to the Proposer Entity(ies).

Please provide information for the primary individual completing this Part II:

Reference Contact Name: _____

Reference Organization Name: _____

Reference Contact Title: _____ Telephone No.:_____

Reference Contact Email: _____

Please answer the following questions with regard to the reference project and the Proposer Entity(ies):

To the best of your knowledge, is the Proposer's description of the reference project in Part I of this Form accurate?

☐ Yes ☐ No

If no, please explain: _____

_____

_____

What is the approximate amount of non-owner directed contract modifications and claims (if any) caused by, or attributable to, the Proposer Entity(ies)?

☐ None ☐ less than $1 million ☐ $1-$10 million
☐ $10-$50 million ☐ greater than $50 million

Were any liquidated damages assessed, or funds withheld, for non-performance by the Proposer Entity(ies)?

☐ Yes ☐ No

If yes, what was the approximate amount?

☐ less than $1 million ☐ $1-$10 million ☐ greater than $10 million

Please rate the quality of the services listed below rendered by the Proposer Entity(ies) to your organization:

Service	Excellent	Very Good	Good	Fair	Poor	No Basis
Technical Quality						
Schedule						
Reporting						
Coordination						

Partnering/Owner-Contractor Relationship						
Contract Compliance						
Adequacy and Quality of Staffing						
OVERALL						

Please elaborate as to the reason for each of the ratings set forth above if rated “Fair” or “Poor”:

Technical Quality: _____

_____

Schedule: _____

_____

Reporting: _____

_____

Coordination: _____

_____

Partnering/Owner-Contractor Relationship: _____

_____

Contract Compliance: _____

_____

Adequacy and Quality of Staffing: _____

_____

If given the opportunity, would you contract with the Proposer Entity(ies) again for a similar service?

☐ Yes ☐ No

Please Explain: _____

_____

Would you prefer, or do you believe it is necessary, to discuss any of your responses by phone?

☐ Yes ☐ No

If yes, please include the best time and telephone number at which you can be reached: _____

_____

FORM I
KEY PERSONNEL REFERENCE FORM

Texas Department of Transportation
Request for Qualifications for the I-35 NEX Project

The Texas Department of Transportation ("TxDOT") has issued a Request for Qualifications ("RFQ") seeking qualifications of entities (referred to herein as the "Proposer") to design, construct and maintain the I-35 NEX Project, consisting of approximately 15.4 miles of non-tolled improvements along I-35 from approximately I-410 South to FM 1103. The Proposer intends to submit a Qualifications Statement ("QS") in response to the RFQ that will list you as a Reference (defined below) with respect to the Key Personnel identified by the Proposer in Part I below. The Proposer is responsible for completing Part I of this Form and you, as the Reference, are responsible for completing Part II of this Form in accordance with the instructions set forth below.

PART I: INSTRUCTIONS TO THE PROPOSER

Each Proposer (or its Lead Contractor, Lead Engineering Firm Independent Quality Firm or Lead Maintenance Firm, as applicable) (each of the foregoing referred to herein as a "Proposer Entity") must prepare a copy of this Form for each of the projects listed on Form G-2 to be submitted with the Proposer's QS for each of the following Key Personnel positions: Project Manager, Construction Manager, Design Manager, IQF Manager, Lead Structural Engineer, Lead Maintenance of Traffic (MOT) Design Engineer, Professional Services Quality Assurance Manager, Lead MOT Implementation Manager, Utility Manager and Safety Manager. After completing all of the questions in Part I of this Form for each project, the Proposer Entity must deliver a copy of each Form to an individual who was an employee of the project owner at the time the services were performed for each project (each, a "Reference") so that the Reference may complete Part II below and return a completed copy directly to TxDOT by email by the date indicated in Part II below.

Proposer Information:

Proposer Entity Name: _____

Proposer Key Personnel Position (check one):

☐ Project Manager ☐ Construction Manager
☐ Lead Structural Engineer ☐ Design Manager
☐ Lead MOT Design Engineer ☐ Independent Quality Firm Manager
☐ Professional Services Quality Manager

☐ Lead MOT Implementation Manager ☐ Utility Manager
☐ Safety Manager

Proposer Key Personnel Name: _____

Proposer Key Personnel Firm Name: _____

Proposer Key Personnel Telephone No.: _____

Proposer Key Personnel Email: _____

Reference Information:

Reference Project Name and Location: _____

Reference Project Owner/Manager Name/Title: _____

Reference Project Owner/Manager Agency: _____

Reference Project Owner/Manager Telephone No.: _____

Reference Project Owner/Manager Email: _____

Project delivery method:
☐ Design-Bid-Build ☐ Design-Build ☐ Design-Build-Maintain
☐ Concession ☐ Availability Payment
☐ Other (please describe): _____

Project value:
☐ Below $100M ☐ $100M - $500M ☐ Above $500M

The Key Personnel listed above started working on the project: _____

The Key Personnel listed above stopped working on the project: _____

The role and services that the Key Personnel listed above provided relevant to this Project:

_____

_____

_____

PART II: INSTRUCTIONS TO THE REFERENCE

Please complete the questions in this Part II of the Form, which relate to the Key Personnel and their participation in the reference project described in Part I above.

Please return a completed copy of this Form by email directly to TxDOT at TxDOT-SAT-ALTD-I35NEX@txdot.gov so that it is received no later than July 29, 2019. Please do NOT send this Form back to the Proposer Entity(ies).

Please provide information for the primary individual completing this Part II:

Reference Contact Name: _____

Reference Organization Name: _____

Reference Contact Title: _____ Telephone No.:_____

Reference Contact Email: _____

Please answer the following questions with regard to the reference project and the Key Personnel identified in Part I above:

To the best of your knowledge, is the Reference Information listed in Part I of this Form accurate?

☐ Yes ☐ No

If no, please explain: _____

_____

Please rate the quality of the services listed below rendered by the Key Personnel to your organization:

Service	Excellent	Very Good	Good	Fair	Poor	No Basis
Technical Quality/Aptitude						
Coordination/ Responsiveness						
Partnering/Owner-Contractor Relationship						
Contract Compliance						

OVERALL						

Please elaborate as to the reason for each of the ratings set forth above if rated “Fair” or “Poor”:

Technical Quality/Aptitude: _____

_____

Coordination/Responsiveness: _____

_____

Partnering/Owner-Contractor Relationship: _____

_____

Contract Compliance: _____

_____

If given the opportunity, would you choose to work with this Key Personnel again?

☐ Yes ☐ No

If no, please explain: _____

_____

Would you prefer, or do you believe it is necessary, to discuss any of your responses by phone?

☐ Yes ☐ No

If yes, please include the best time and telephone number at which you can be reached: _____

_____