

EXHIBIT F

REQUIREMENTS FOR PROJECT MANAGEMENT PLAN AND QUALITY MANAGEMENT PLAN

1 PROJECT MANAGEMENT PLAN

A. The Project Management Plan (PMP) shall describe the Developer's managerial approach and strategy, and give details on how the Developer plans to implement the Project and achieve the project requirements.

B. The PMP shall address how Key Personnel and the Developer's organization will manage the Project in the following areas, individually and collectively (but only to the extent the Developer or its affiliates are to perform such functions):

1. Planning (including all planning work under the CDA for the Project and each Facility prior to "Close of Finance");
2. Permitting;
3. Financing;
4. Right-of-way acquisition;
5. Design;
6. Construction;
7. Operation;
8. Maintenance;
9. Equipment and systems procurement;
10. Public liaison and community relations;
11. Government relations;
12. Coordinating with utility owners;
13. Environmental compliance (including management of the Developer's role and involvement in the NEPA process);
14. Contract administration;
15. TxDOT and OSHA health and safety compliance;
16. Quality management; and
17. Reaching Close of Finance/Facility Implementation.

- C. The PMP shall clearly illustrate the Developer's capabilities to:
1. Control and coordinate its Subcontractors, financial and legal advisors, and Affiliates;
 2. Interface and collaborate with TxDOT and its consultants;
 3. Interface with third parties as well as support public involvement and marketing;
 4. Control costs and support the timely implementation of the Project including all Facilities;
 5. Comply with applicable Laws and regulations;
 6. Provide experienced personnel, offices and office equipment, Project financial management and other controls, and related information systems required to successfully complete the Project; and
 7. General management schedule for Project offices and personnel during the term of the CDA.

The information presented in the PMP shall apply to all phases of Work.

1.1 CONTENTS OF THE PMP

Table F-1 indicates minimum content of the PMP required from the Developer and each of the parties performing Work or services for or on behalf of the Developer. The columns other than that labeled "**Developer**" apply only to the extent the Developer or its Affiliates are to perform such functions. Other Parties shall comply with the PMP requirements as they apply to the Work performed by such Other Parties. For this purpose, the term "**Other Parties**" means all Subcontractors of any tier whether or not employed directly by the Developer.

Table F-1 -- Contents of the PMP

Description	Developer	Contractor Design	Contractor Construction	Operator
The PMP shall include the following in the introduction:				
• <i>Executive Summary;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Purpose;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Confidentiality Statement;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Scope of Work; and</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Deliverables</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The PMP shall provide details of:				
a. Organizational structure covering the activities to be performed in accordance with the CDA and the lines of communication with other parties both on and off site;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Developer's main contractual arrangements and those of its Subcontractors including financial and legal advisers;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Responsibilities of Subcontractors and Affiliates in accordance with the CDA;	<input type="checkbox"/>			
d. Names, titles, job roles, and specific experience required for the following Key Personnel:				
• <i>Deputy Project Manager</i>	<input type="checkbox"/>			
• <i>Preliminary design and feasibility manager</i>	<input type="checkbox"/>			
• <i>Financial advisers</i>	<input type="checkbox"/>			
e. Names and contact details of key personnel for Subcontractors and any third party with which the Developer will coordinate its activities with respect to the Project;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. A list of project specific management procedures and the methodology that will be followed to ensure effective management and implementation of the activities to be undertaken for all relevant technical aspects of the Project (excluding commercial, legal and financial aspects), indicating any amendments required to its standard practices;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g. Method statements for each major activity whether directly undertaken or subcontracted to include;				
• <i>General approach to management</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Work breakdown structure and schedule</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Liaison with TxDOT and its consultants</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Resource allocation by task</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Contract administration system and</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Location of Work</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h. A logically linked timetable, supported by descriptions of the scope of work for each activity, including the estimation of work completed;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i. Any other measures to demonstrate how the party will meet its project management obligations.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Description	Developer	Contractor Design	Contractor Construction	Operator
The PMP shall detail the arrangements for:				
j. Interfacing with the Developer's quality management system;	<input type="checkbox"/>			
k. Direct reporting to the Developer by parties not immediately contracted to the Developer of any matter referred to in this <u>Exhibit F</u> ;	<input type="checkbox"/>			
l. External/internal communications procedures	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
m. Consultation with and taking due account of the views of competent authorities, and interested parties;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
n. Liaison, document control, and reporting among the Developer, TxDOT, competent authorities and other interested parties, including arrangements that allow TxDOT to oversee activities;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
o. Liaison with the public, press, media and similar parties in accordance with the press media policy of the TxDOT;	<input type="checkbox"/>			
p. Providing information that may be required by TxDOT relative to statements or responses to questions or issues raised by or on behalf of the Governor or Governor's staff, State legislature or any member thereof or the Commission or any member thereof with respect to the Project or a Facility, and that is within the possession of the Developer or Affiliate or any of their respective directors, officers, employees, servants or agents.	<input type="checkbox"/>			

1.2 TXDOT AND DEVELOPER PLAN REVIEWS

TxDOT and the Developer shall meet regularly, and at least quarterly, to discuss the Developer's PMP and verify compliance with the criteria set out in this Exhibit F.

2 QUALITY MANAGEMENT PLAN

The Quality Management Plan shall meet the requirements of this Section 2 of Exhibit F using generally accepted guidelines such as ISO 9000. The QMP shall:

- A. Describe the Developer's quality management system and procedures for the Project, including preparation of the Master Development Plan and Master Financial Plan and subsequent Facility Implementation Plans.
- B. Describe how the Developer's quality management system interrelates with other elements of the Developer's organization, and how the Developer will ensure all Subcontractors involved in the Project are integrated into the Developer's quality management system.
- C. Integrate TxDOT into the quality management system, and enable TxDOT to monitor and measure the Developer's performance in the management, design, construction, operation, and maintenance of the Project and Facilities.
- D. Set forth minimum standards, criteria and procedures for the preparation and content of management plans for each Facility for which the Developer or its Affiliates will perform any or all of design, construction, operations and maintenance.
- E. Facility-specific quality management plans must also identify how the Developer's management approaches will allow TxDOT to oversee the level of service being provided to Project and Facility stakeholders. In this regard, each Facility-specific QMP shall include, but not be limited to, standards, criteria and procedures for performance in the following areas:
 1. Quality system and integration of TxDOT oversight;
 2. Environmental compliance;
 3. Traffic data collection and verification;
 4. Other environmental aspects, including air quality, vibration and noise abatement;
 5. The provision and maintenance of facilities for any users who may require specific accessibility considerations (including, but not limited to ADA accessibility, pedestrians, bicyclists, etc., who may use or cross a Facility);
 6. Coordination with Project stakeholders such as municipalities, counties, MPOs, RMAs, utilities, etc.; and
 7. File management and document control (i.e., prepare and maintain Project files).

2.1 CONTENTS OF THE QMP

Table F-2 indicates minimum content of the QMP required from the Developer and each of the parties performing work or services for or on behalf of the Developer. The columns other than that labeled “Developer” apply only to the extent the Developer or its Affiliates are to perform such functions. Other Parties (as defined above) shall comply with the QMP requirements as they apply to the Developer.

Table F-2 -- Contents of QMP

Description	Developer	Contractor Design	Contractor Constructio	Operator
The QMP shall include the following in the introduction:				
• <i>Executive Summary;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Purpose;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Confidentiality Statement;</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Scope of Work; and</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• <i>Deliverables</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The QMP shall describe the quality management system, which includes:				
a. A quality manual describing the overall quality management system;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Quality control for monitoring any work and testing undertaken by subcontractors and suppliers both on and off site, including a resource table;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Quality control for monitoring any services undertaken in the design office and on site including resource table, design review and certification, verification plans, etc;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Identification of, dealing with, recording and reporting to the Developer the occurrence of any matter that constitutes or may constitute a breach by the Developer of its obligations under the CDA or any Facility Agreement, including non-conforming work or products and on-site problems together with corrective and preventive action reporting in accordance with the CDA;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Where applicable, a description of any joint venture quality management system to be operated;		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f. Auditing and management review of the Developer’s own and its Subcontractors’ activities and quality management systems (including timing and scope);	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The QMP shall provide details of:				
g. Name of the Developer’s representative with defined authority for establishing, maintaining and reporting on the quality management system during the different stages or sub-stages of the Facility development;	<input type="checkbox"/>			
h. Reporting relationships and how the Developer’s quality	<input type="checkbox"/>			

Description	Developer	Contractor Design	Contractor Constructio	Operator
management system will function as a separate and independent process within the Developer's organization;				
i. Interfacing between the Developer and Subcontractors including any design engineer, any quality reviewer and similar parties and their respective quality management systems during planning and design;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j. How submittals to TxDOT and other governmental agencies will be implemented, in order to ensure accuracy, completion, and quality;				
k. A list of quality records required and retention periods;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
l. A list of particular key reference documents, databases, standards, performance and design input criteria;		<input type="checkbox"/>		
m. Method for managing and controlling changes and modifications to the QMP;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
n. Any other measures as necessary to meet the Developer's quality objectives and those imposed by the Developer on its Subcontractors.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2.2 TXDOT AND DEVELOPER PLAN REVIEWS

TxDOT and the Developer shall meet regularly, and at least quarterly, to discuss the Developer's QMP and verify compliance with the criteria set out in this Exhibit F.

3 SMALL BUSINESS MENTORING PROGRAM

The Small Business Mentoring Program shall include the following components:

1. Approaches the Developer will employ under the Small Business Mentoring Program, to provide mentoring opportunities by the Developer, its Affiliates and principal suppliers and to transfer knowledge and understanding in each of the following headings:
 - a. Public-private partnership contracts and organizational structures and how they differ from traditional contracting
 - b. Contract requirements between the Developer and its affiliates for the Facility and DBE or small businesses
 - c. Resource and equipment needs, allocation and scheduling
 - d. Procurement procedures and supply chain management
 - e. Design under a public-private partnership including constructability, life-cycle cost analysis and value engineering

- f. Cost estimating and risk management
 - g. Schedule management and document control
 - h. Bonding and insurance
 - i. Diverse construction activities including quality control and quality assurance
 - j. Operations
 - k. Maintenance
 - l. Project safety
 - m. Human resources
2. Criteria for participation in the Small Business Mentoring Program, including:
- a. The application process for small businesses and any documentation or criteria they must provide or satisfy to be eligible for the program.
 - b. Application review process, including identification of individuals from the Developer's, Affiliates' or principal suppliers' organizations who will be responsible for evaluation and selection of participants and the criteria by which they will make selection decisions.
 - c. Approximate numbers of mentoring participants the Developer contemplates will be accommodated under each of the headings above.
 - d. TxDOT's role in evaluating and selecting participants.
3. The Developer's approach, process and procedures for implementing the Small Business Mentoring Program, including:
- a. A statement of commitment to the Small Business Mentoring Program from the Developer's leadership.
 - b. Functional groups and individual job titles and roles within the organizations of the Developer, its Affiliates' and its principal suppliers in which mentoring opportunities will be provided, with an explanation if the Developer is unable to offer mentoring opportunities within a particular organization or functional group.
 - c. Procedures setting forth the role of a mentor including mechanisms to record and act on the expectations of participants.
 - d. Monitoring and reporting procedures to record each participant's progress and involvement in the program.
 - e. Procedures to document a participant's completion of the program, and TxDOT's role in the completion process.
 - f. Presentation and organization of monthly reports to TxDOT describing the status of the Small Business Mentoring Program.

