

**REQUEST FOR QUALIFICATIONS
FOR THE OAK HILL PARKWAY PROJECT
THROUGH A
DESIGN-BUILD CONTRACT**

**TEXAS DEPARTMENT OF TRANSPORTATION
ISSUED OCTOBER 12, 2018**

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

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FORMS:

Form A	Transmittal Letter
Form B-1	Information Regarding Proposer Team
Form B-2	List of Proposer Team Members
Form C	Certification and Legal Qualifications
Form D-1	Technical Experience – Design
Form D-2	Technical Experience – Construction
Form D-3	Technical Experience – Independent Quality
Form E	Project Description Form
Form F	Safety Questionnaire
Form G	Key Personnel Resume and References
Form H	Technical Reference Form
Form I	Key Personnel Reference Form

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 entities (“Proposers”) desiring to design, construct and potentially maintain (i) approximately 7 miles of non-tolled improvements along US 290 from approximately the east end of Circle Drive to Loop 1 (Mopac) and non-tolled improvements along SH 71 from US 290 to Silvermine Drive, and (ii) the reconstruction of the US 290 and SH 71 interchange in Austin and southwest Travis County, referred to as the “Oak Hill Parkway Project,” or the “Project,” pursuant to a Design-Build Contract (“DBC”).

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/oak-hill/rfq.html> (the “Project Webpage”).

The Texas Transportation Commission’s (the “Commission”) Minute Order No. 115335 dated September 27, 2018 authorized issuance of an RFQ to design and construct the Oak Hill Parkway 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”) 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”:

Christiana Astarita, P.E.
Ben Engelhardt, P.E.
Thomas Benz, P.E.
Tooran Khosh, P.E., M.B.A., P.M.P.

TxDOT’s Authorized Representatives may be contacted at the following address:

Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752
Email: TxDOT-AUS-ALTD-OakHillParkway@txdot.gov

The Proposer must contact TxDOT by email at: TxDOT-AUS-ALTD-OakHillParkway@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.

Reference Information Documents 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 Reference Information Documents 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 Reference Information Documents 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 Reference Information Documents 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 Reference Information Documents 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 Reference Information Documents 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 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 for the Project and TxDOT's programmatic Design-Build Agreement General Conditions Items 1-9, which can be found at:

<https://www.txdot.gov/inside-txdot/division/debt/strategic-projects.html>.

The contract documents ("DBC Documents") will also include TxDOT's programmatic Design-Build Standard Specifications Items 10-29, which can be found at:

<https://www.txdot.gov/inside-txdot/division/debt/strategic-projects.html>.

The DBC Documents will obligate the selected Proposer (the "Design-Build Contractor") to design and construct the Project.

The DBC will include a lump sum, fixed price to complete the Project. The DBC will set forth the terms of the Design-Build 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 the Project.

Proposers are advised to review the draft Design-Build Contract Term Sheet attached as Exhibit E for additional details of the Design-Build 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 for additional transportation routes and increased capacity to meet current and future travel demands.
- Facilitate long-term congestion management and relief in the corridor by accommodating the movement of people and goods for multiple modes of travel.
- Expand and sustain economic opportunities in the region by improving the mobility of persons and goods, thereby minimizing barriers between business, consumers and transportation infrastructure.
- Design and construct the Project in an environmentally responsible manner and in conformance with the requirements and commitments in the Record of Decision, Final Environmental Impact Statement and any subsequent environmental evaluations prepared for this Project.
- Maintain a safe environment at all times throughout construction for the public and Project personnel.
- Complete the Project on schedule and to the highest degree of quality possible.
- Interact and communicate project status and progress with the public and stakeholders.

2.3. Project Scope

Project scope components include the design and construction of non-tolled improvements along US 290 from approximately the east end of Circle Drive to Loop 1 (MoPac) and non-tolled improvements along SH 71 from US 290 to Silvermine Drive, and the reconstruction of the US 290 and SH 71 interchange in Austin and southwest Travis County as shown in the recommended roadway schematic 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 contract documents and the objective methodology for determining the overall best value Proposal.

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 a DBC 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 a DBC 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 by the Commission will be conditioned upon finalization and execution of the DBC 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 Texas Transportation Code Section 223.249, 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:

Industry Workshop (TxDOT Austin District Headquarters, Building 7)	October 11, 2018 from 2:00 to 4:00 pm (Central Time)
Issue Request for Qualifications	October 12, 2018
Deadline for questions regarding the RFQ	October 22, 2018 at 12:00 noon (Central Time)
Questions relating to any addendum issued after October 22, 2018	Three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	November 9, 2018 at 12:00 noon (Central Time)

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 award thereafter. TxDOT anticipates conditionally awarding a DBC for the Project in Fall of 2019 and executing the contracts in early 2020.

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

3.4. Industry Workshop

TxDOT held an industry workshop at the TxDOT Austin District Headquarters in Building 7 on the date and time specified in Section 3.3. Attendance at this workshop was not mandatory and interested parties shall remain eligible to submit a QS if they did not attend the workshop. Further information regarding the workshop will be made available on the Project Webpage.

3.5. 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 via email to: TxDOT-AUS-ALTD-OakHillParkway@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.

3.6. 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

3.7. 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, 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.

3.8. 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 the DBE goal for the Project will be 7.0% for construction work and 12.6% for professional services. Information regarding DBE requirements and goals 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.

3.9. Liability, Insurance and Security

The Design-Build 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. 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 Design-Build 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 and DBC.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1. General

TxDOT expects Qs submitted in response to this RFQ to provide enough information about the requested items so as to allow TxDOT to evaluate 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, Qs shall be submitted exclusively in the English language, inclusive of English units of measure and cost terms in United States of America dollar denominations.

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 a 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.

- (c) Volume 1 Requirements: Volume 1 (as described in Exhibit B) shall have all pages 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. The font size in Volume 1 shall be no smaller than 11-point. Volume 1 must be presented in Arial (not Arial Narrow), 11-point font, other than in diagrams, organization charts and other such graphics, which may be in Arial, 10-point font.
- (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 Oak Hill Parkway Project
through a Design-Build Contract

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

Tooran Khosh, P.E., M.B.A., P.M.P.
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 and D-3 shall list only reference projects for which the corporate entity (company, joint venture, partnership or consortium) providing the engineering, construction, or independent quality assurance experience on the reference project is respectively: (i) the Lead Engineering Firm, Lead Contractor or Lead Independent Quality Firm; (ii) a controlled subsidiary of such Lead Engineering Firm, Lead Contractor, or Lead Independent Quality Firm; or (iii) if the Lead Engineering Firm, Lead Contractor or Lead Independent Quality 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 (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 thirty (30%) of the relevant work. Project experience provided by a parent or sister company of the Lead Engineering Firm, Lead Contractor

or Lead Independent Quality 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, or Lead Independent Quality Firm; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor, Lead or Independent Quality Firm; (c) if the Lead Engineering Firm, Lead Contractor, or Lead Independent Quality 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.

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 an amount at least equal to the estimated design-build price shown on Exhibit D, 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 as demonstrated by the materials provided in Volume 2 of the QS (see Exhibit C).
- (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 and constructing 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 experience is not a prerequisite for a proposal to be considered responsive, a brief description of the design-build 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 (8 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 (8 points);
- (c) The extent, depth, strength and likelihood of success of the Proposer's and each team members' experience with performing independent quality assurance on comparable projects as shown in Proposer's response to Exhibit B, Section E and Form D-3 (8 points);
- (d) 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);
- (e) 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 (5 points)
 - ii) Construction Manager (4 points)
 - iii) Design Manager (4 points)
 - iv) Independent Quality Firm Manager (5 points)
 - v) Lead Maintenance of Traffic (MOT) Design Engineer (1 point)
 - vi) Utility Manager (1 point)
 - vii) Professional Services Quality Assurance Manager (4 points)
 - viii) ROW Acquisition Manager (1 point)
 - ix) Environmental Compliance Manager (2 points)

- x) Certified Arborist (1 point) and
 - xi) Safety Manager (1 point).
- (f) 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 (3 points).

Project and Key Personnel references, submitted Forms H Technical Reference Forms, submitted Forms I Key Personnel Forms 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, Texas Administrative Code, 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 (8 points); and
- (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 and construction (11 points)
- (c) The extent to which the Statement of Technical Approach demonstrates a complete understanding of the interaction between Quality Control, Independent Quality Firm, Professional Services Quality Assurance Firm and Owner Verification, Testing and Inspection and demonstrates the ability to plan, organize, execute, assure and control the quality of the Work with respect to design, testing, and inspections. (11 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 per 100,000 full-time workers (3 points);

- (b) Incidence rate 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 incident rate 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. 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 e-mail address specified in Section 1.1 and Proposer's designated representative.
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the DBC, (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 Texas Transportation 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:
 - Austin Heritage Tree Foundation
 - City of Austin (for non-utility purposes only)
 - City of Austin Bicycle Advisory Council
 - Capital Area Metropolitan Planning Organization
 - Central Texas Regional Mobility Authority
 - FHWA
 - Fix 290 Group
 - Oak Hill Association of Neighborhoods
 - Travis County
 - Tree Folks
 - Businesses and property owners adjacent to the Project ROW, including, but not limited to, Austin Community College, HEB, Waldorf School, Cook Walden Funeral Home, Oak Hill Youth Sports, NXP (formerly Freescale), Kretzschmar and Jones families (upstream detention pond on SH 71), Austin Life Church, Oak Hill Methodist Church, and Oak Hill Baptist Church.

- (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 a TxDOT 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 of the Texas Administrative Code 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 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 currently prohibited from proposing or joining a Proposer team include, but are not limited to:

- A Strauss-Wieder, Inc.
- Atkins North America, Inc.
- Cambridge Systematics, Inc.
- CDM Smith, Inc.
- Cox | McLain Environmental Consulting, Inc.
- CP&Y, Inc.
- Dandy Idea

- Engineering Management Services
- Envision Sustainability Tools
- HBMG, Inc.
- H&H Resources, Inc.
- HDR Engineering, Inc.
- HNTB Corporation
- HVJ North Texas – Chelliah Consultants, Inc.
- Ibarra Consulting Engineers, Inc.
- Jacobs Engineering Group Inc.
- Johnson, Mirmiran & Thompson, Inc.
- K Friese & Associates, Inc.
- Land Strategies
- Lonestar Program Controls Group
- Mercator Advisors, LLC
- Milligan Partners, LLC
- McGray & McGray
- Monkee-Boy
- Nancy Ledbetter & Associates, Inc.
- O.R. Colan Associates
- Overland, Pacific & Cutler, LLC
- Nathelyne A Kennedy & Associates, LP
- Ramos Consulting, LLC
- Rifeline, LLC
- Rodriguez Transportation Group, Inc.
- Roger Design Services, PLLC

- RS&H
- RVi Planning
- Seiler-Lankes Group, LLC
- Stantec
- Surveying and Mapping, Inc.
- THC, Inc.
- The Transtec Group
- 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, if an organizational conflict of interest is thereafter discovered, the Proposer must make an immediate and full written disclosure to TxDOT that includes a description of the action that the Proposer has taken, or proposes to take, to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew, or should have known about, but did not disclose is determined to exist during the procurement process, TxDOT may, at its discretion, disqualify the Proposer or terminate the DBC. 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

Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code 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 Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code.

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 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, without incurring any cost obligations or liabilities (except for any payment for work product required in accordance with the RFP).
- Issue a new RFQ after withdrawal of this RFQ or a subsequent RFP.
- Not issue an RFP.
- Reject any and all submittals, responses and Qs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Suspend and terminate the DBC negotiations at any time or elect not to commence the DBC 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, 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 Design-Build Contractor under the DBC Documents in accordance with this RFQ.

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 Independent Quality Firm – 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 for the Project. The Lead Independent Quality Firm and the Professional Services Quality Assurance Firm may be the same entity.

Major Participant – The following Proposer team members: (a) the Lead Engineering Firm, Lead Contractor, and Lead Independent Quality Firm, 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 Design-Build Contract or \$20 million, whichever is greater.

Professional Services Quality Assurance Firm – 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 Lead Independent Quality Firm 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.

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.

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

Commission means the Texas Transportation Commission.

DBC Documents means the Design-Build Agreement for the Project, TxDOT's programmatic Design-Build Agreement General Conditions Items 1-9, and TxDOT's Design-Build Standard Specifications Items 10-29.

Design-Build Contract ("DBC") means the Design-Build Agreement for the Project and TxDOT's programmatic Design-Build Agreement General Conditions Items 1-9.

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

Project has the meaning set forth in Section 1.1 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.

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 Qs specified in Section 3.3 of the RFQ.

Qualifications Statements ("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 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
	(b) Executive Summary	10 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	1 page	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	(a) Forms D-1, D-2 and D-3 – Technical Experience	N/A	Form D-1 Form D-2 Form D-3	Lead Engineering Firm named in QS (Form D-1) Lead Contractor named in QS (Form D-2) Lead Independent Quality Firm named in QS (Form D-3)
	(b) Form E – Project Description Form	3 pages per project	Form E	Lead Engineering Firm Lead Contractor Lead Independent Quality 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 – Personnel Qualifications	Form G – Key Personnel Resume and References	2 pages per person (excluding licenses, license applications and commitment statements)	Form G	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)

Table 1 Organization of QS

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Firm or Person Responsible for Completing Form
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. 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 10 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, 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, Lead Independent Quality Firm, Guarantor(s), 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 management approach. The narrative should 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, or Lead Independent Quality 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 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 10 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 and D-3 – Technical Experience

The QS shall contain completed Forms D-1, D-2 and D-3. Project descriptions for each of the projects listed on Forms D-1, D-2 and D-3 shall be included as discussed below in Exhibit A, 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 – Lead Independent Quality Firm: 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.

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(b) of the QS shall include a completed Form E for each of those projects listed on Forms D-1, D-2 and D-3. 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 criteria 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 Project. All other TxDOT personnel (including Austin District personnel not identified below) may be contacted for the purpose of completing Form H.

<u>Table 2 List of Excluded References from Form H</u>		
<u>Project Finance, Debt & Strategic Contracts Division</u>	<u>Austin District</u>	<u>General Counsel Division</u>
Katherine Holtz	Terry McCoy	Jim Bailey
Ben Asher	Marisabel Ramthun	Claire McGuinness
Tim Ginn	Epigmenio Gonzalez	Jack Ingram
Matt McCarter	Christiana Astarita	<u>Administration</u>
Randall Grones	Adrian Martinez	Brian Barth
Sachin Kunagalli	Adeliza Ramirez	James Bass
Tooran Khosh	Ben Engelhardt	
Michael Midkiff	Gisel Carrasco	
	Tommy Abrego	
	Heather Ashley-Nguyen	
	Thomas Benz	

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 Forms D-1, D-2, or D-3 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) Identification and understanding of the top Project risks and potential solutions to address the risk throughout the Project lifecycle.
- (c) Understanding of the interaction between Quality Control, Independent Quality Firm, Professional Services Quality Assurance Firm and Owner Verification, Testing and Inspection and the ability to plan, organize, execute, assure and control the quality of the Work.

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 Form G – Key Personnel Resume and References (Form I to be separately submitted)

Proposers are required to provide a separate Form G for each Key Personnel. Form G shall be limited to the two pages provided in Form G 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 or other required license); copies of licenses (and/or applications for 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, 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, 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 for the following Key Personnel: Project Manager, Construction Manager, Design Manager, Independent Quality Firm Manager, Lead Maintenance of Traffic (MOT) Design Engineer, Utility Manager, Professional Services Quality Assurance Manager, Right of Way Acquisition Manager, Environmental Compliance Manager, Certified Arborist, 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 for Key Personnel identified above is not a pass/fail criteria 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 Project. All other TxDOT personnel (including Austin District personnel not identified below) may be contacted for the purpose of completing Form I.

Table 3 List of Excluded References from Form I		
<u>Project Finance, Debt & Strategic Contracts Division</u>	<u>Austin District</u>	<u>General Counsel Division</u>
Katherine Holtz	Terry McCoy	Jim Bailey
Ben Asher	Marisabel Ramthun	Claire McGuinness
Tim Ginn	Epigmenio Gonzalez	Jack Ingram

Matt McCarter	Christiana Astarita	<u>Administration</u>
Randall Grones	Adrian Martinez	Brian Barth
Sachin Kunagalli	Adeliza Ramirez	James Bass
Tooran Khosh	Ben Engelhardt	
Michael Midkiff	Gisel Carrasco	
	Tommy Abrego	
	Heather Ashley-Nguyen	
	Thomas Benz	

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 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 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:

<u>Table 4 Key Personnel</u>	
Key Personnel Category	Description of Position and Requirements
Project Manager	<p>Responsible for overall design, construction, contract administration, safety, and environmental compliance on behalf of the Design-Build Contractor for the Project.</p> <p>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).</p> <p>Individual shall be assigned to the Project full time and co-located/on-site until Final Acceptance.</p>

Table 4 Key Personnel

Key Personnel Category	Description of Position and Requirements
Construction Manager	<p>Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Responsible for managing the Design-Build Contractor’s construction personnel, scheduling of the construction quality acceptance personnel and administering all construction requirements of the DBC.</p> <p>Must have demonstrated construction management experience on projects of similar size and complexity including experience in coordinating with relevant regulatory agencies.</p> <p>Individual shall be assigned to the Project full time from the start of design until Final Acceptance.</p>
Design Manager	<p>Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Responsible for managing the Design-Build Contractor’s design personnel and administering all design requirements of the DBC.</p> <p>Must be a Professional Engineer* with experience in managing the design of similar highway improvement projects including experience leading multi-disciplinary teams. Experience on at least one design-build project is preferable.</p>
Independent Quality Firm Manager	<ul style="list-style-type: none"> • Responsible for managing the quality assurance program for the construction work. Responsible for performing independent quality assurance material sampling, testing, and inspection in accordance with the contract documents and performing audits of the construction quality management plan (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 be a Professional Engineer*, • Must be an employee of the Lead Independent Quality Firm and organizationally independent of direct scheduling and production activities, • Reports directly and jointly to TxDOT and to the DB Contractor’s management team, • Must be co-located and on-site from the commencement of construction activities until final acceptance, and • Has the authority to stop work.

Table 4 Key Personnel

Key Personnel Category	Description of Position and Requirements
Lead Maintenance of Traffic (MOT) Design Engineer	<p>Responsible for ensuring the MOT Plans are completed and design criteria are met. Will work with the lead MOT manager to coordinate with TxDOT, Design-Build Contractor, and appropriate Governmental Entities.</p> <ul style="list-style-type: none"> • Must be a Professional Engineer* with relevant experience overseeing the development of MOT plans during the design and construction phase of highway projects similar in size and scope as the Project.
Utility Manager**	<p>Responsible for leading utility coordination efforts on behalf of the Design-Build Contractor. Must have at least five years of experience managing utility coordination and adjustments for transportation projects of similar scope and 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 Design-Build Contractor to approve all financial and technical modifications associated with utility adjustments and modifications to the utility agreements.</p>
Professional Services Quality Assurance Manager	<p>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 Design-Build Contractor's executive management teams, and have authority to stop Work.</p> <p>Must be a Professional Engineer* with relevant Professional Services quality assurance management experience on projects of similar type and scope. Must be employed by an independent Professional Services Quality Assurance Firm.</p>
Right of Way Acquisition Manager	<p>Responsible for the preparation and quality review of all documents prepared by the Design-Build Contractor that are required for the acquisition of the Project ROW.</p> <p>Shall have at least five years of experience managing the acquisition of no less than 200 parcels (with a preference for a greater number) of ROW for transportation projects for a condemning authority, be licensed as a real estate salesman or broker pursuant to the Texas Real Estate License Act or rules established by the Texas Real Estate Commission, be familiar with appraisal and appraisal report review pursuant to the Uniform Standards of Professional Appraisal Practice (USPAP), and be familiar with the Uniform Relocation Act and applicable Laws of the State of Texas.</p>

Table 4 Key Personnel

Key Personnel Category	Description of Position and Requirements
Environmental Compliance Manager	<p>Responsible for ensuring compliance of all on-site activities with the requirements of all environmental permits and regulatory requirements. Reports directly to TxDOT and the Design-Build Contractor’s Project Manager and has the authority to stop work.</p> <p>Must have experience successfully managing environmental compliance of urban highway construction, including:</p> <ul style="list-style-type: none"> • Developing and managing a SW3P; • Developing and managing a hazardous substance and petroleum products management plan; • Implementing environmental mitigation plans; • Providing environmental and personal protection training; and • Monitoring compliance with Section 404 Permit conditions. • The qualifying experience for the ECM must demonstrate the individual is familiar with: <ul style="list-style-type: none"> • The scope and terminology of ASTM E 1527-13, Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process; • Provisions of the TPDES CGP (TXR 150000); and • Requirements of Section 404 and permit provisions. <p>In addition to the other entities identified in the RFQ that are permitted to employ Key Personnel, the Environmental Compliance Manager may be employed by a first-tier subcontractor to either the Design-Build Contractor or the Lead Contractor.</p> <p>TxDOT prefer the ECM has experience working with TCEQ on karst requirements and experience with tree preservation and protection in construction work zones.</p>
Certified Arborist	<p>Responsible for performing identification, protection, inspections and evaluation of trees, ensuring tree preservation based upon the Contract. Experience preserving, protecting, inspecting and evaluating trees throughout the process of design and construction is preferable. Must have three years of experience as a certified arborist from the International Society of Arborists (ISA).</p>

<u>Table 4 Key Personnel</u>	
Key Personnel Category	Description of Position and Requirements
Safety Manager	<p>Responsible for carrying out the Design-Build Contractor safety plan and all safety-related activities, including training and enforcement of safety operations.</p> <ul style="list-style-type: none"> • Must have five years of safety management experience on complex, heavy civil projects. <ul style="list-style-type: none"> ○ Current certification as a Construction Health and Safety Technician (“CHST”) by the Board of Certified Safety Professionals, or current certification as a Certified Safety & 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. <p>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.</p> <p>Individual shall be co-located/on-site from beginning of construction activities through Final Acceptance.</p>

* 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

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 an amount at least equal to the estimated design-build price shown on Exhibit D. 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- (A minus) 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 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); (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 \$150,000,000; or (iii) Proposer is advised by TxDOT that based on the financial information submitted with the QS, 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”) or treasurer of the entity.
- (d) **English** – Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided with the original financial statement information.
- (e) **Newly Formed/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 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 or treasurer 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 or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative 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;

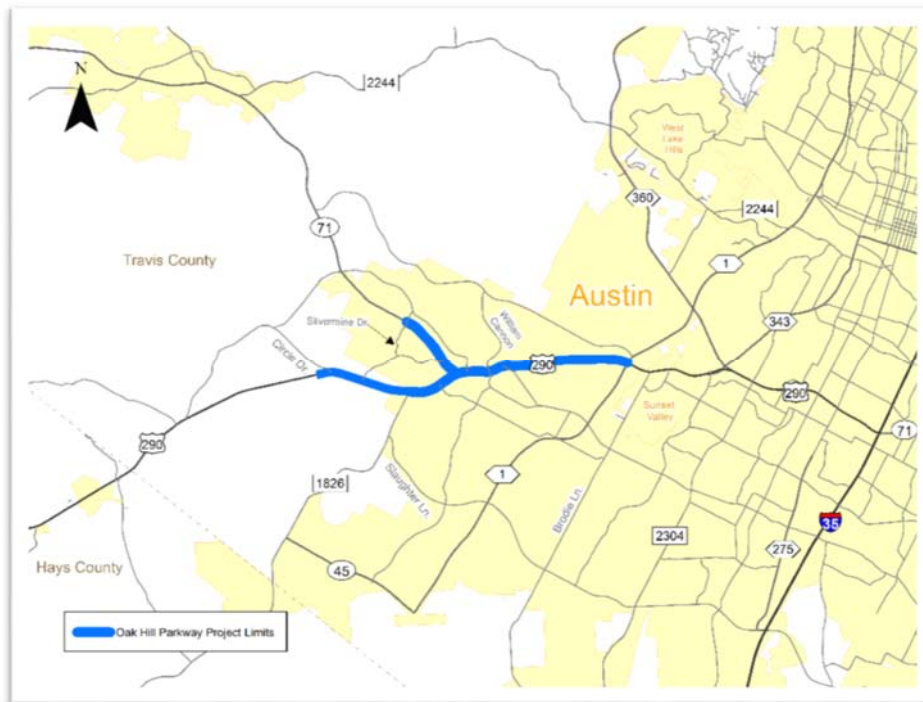
6. In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, 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 or treasurer 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



1. Project Description / Information

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

- US 290 from Loop 1 (Mopac) to the east end of Circle Drive with a transition section west of Circle Drive (approximately 6 miles)
 - Three (3) mainlanes for through traffic in each direction
 - Two (2) to three (3) frontage-road lanes in each direction
 - Overlay of mainlanes from approximately Monterey Oaks Blvd. to Mopac
 - Widen & overlay from approximately Parkwood Dr. to Monterey Oaks Blvd.
 - Full reconstruction from Circle Drive to approximately Parkwood Dr.
 - New overpass for the US 290 mainlanes over William Cannon Drive
 - Depressed mainlanes of US 290 under SH 71 at US 290/SH 71 interchange

- Full intersections constructed along US 290 at Convict Hill Road, RM 1826, Scenic Brook Drive, and Circle Drive (South View Road)
- SH 71 from US 290 to Silvermine Drive (approximately 1.2 miles)
 - Full reconstruction from US 290 to approximately Silvermine Drive
 - Direct Connector ramps to extend past Scenic Brook Drive where the mainlanes transitions to a five-lane (three lanes northbound, two lanes southbound) rural highway with U-turns for local access
- US 290 / SH 71 Interchange
 - WB US 290/SH 71 to NB SH 71 Direct Connector
 - SB SH 71 to EB US 290/SH 71 Direct Connector
 - Depressed US 290 mainlanes (under SH 71)
- Two (2) upstream water detention ponds to reduce potential flooding along with multiple stormwater detention and water quality treatment ponds within the corridor
- Bicycle and pedestrian accommodations along entire corridor, including seven-mile shared-use path, sidewalks, and trailhead at Williamson Creek on William Cannon Drive
- Landscaping, tree plantings, and corridor aesthetics

2. Status of Project Design and Construction

The preliminary engineering for the Project is underway. A draft schematic of the Project is under review by TxDOT and has not been approved. TxDOT anticipates the schematic for the Project to be approved prior to or in conjunction with the completion of the environmental process. Additional information will be provided in the RFP. TxDOT has included the current draft schematic in the Reference Information Documents. The final design and the construction of the Project will be the responsibility of the DB Contractor pursuant to the provisions of the DBC.

3. Project Environmental Status

TxDOT is pursuing a Record of Decision for the Project. A Draft Environmental Impact Statement was published on May 4, 2018 and a Public Hearing was held on May 24, 2018. Environmental clearance is currently anticipated for December 2018. More information regarding the environmental status can be found at:

<http://www.oakhillparkway.com/environmental/>

The environmental review, consultation, and other actions required by applicable Federal environmental laws for this Project are being, or have been, carried out by TxDOT pursuant to 23 U.S.C. 327 and a Memorandum of Understanding dated December 16, 2014 between FHWA and TxDOT.

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 \$500 million. These estimates do not include TxDOT costs for 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. Private financing is not anticipated.

6. Right-of-Way Acquisition

TxDOT anticipates the need for right-of-way ("ROW") acquisition services for this Project.

TxDOT is currently developing the ROW maps for the Project and will begin the ROW appraisal and acquisition process. TxDOT will continue the ROW acquisition process until execution of the DBC. If the ROW acquisition process has not been completed by such time, it is anticipated that the DB Contractor will continue TxDOT ROW acquisition efforts, and the DB Contractor will be responsible for acquiring the remaining ROW. With respect to any ROW to be acquired after execution of the DBC, TxDOT will be responsible for the cost to purchase ROW within the Project schematic ROW limits, and the DB Contractor will be responsible for providing and paying for ROW acquisition services in connection with the acquisition of such parcels in accordance with the DBC.

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

(a) Geotechnical Investigation Program

TxDOT will conduct certain geotechnical investigations for the Project and provide the information to shortlisted proposers as it becomes available. TxDOT anticipates the geotechnical report will be available in the spring of 2019.

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 B-D and Level A at isolated locations as determined for the Project. 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 Reference Information Documents include studies showing the results of hazardous materials assessments relating to the Project and will be available for review as provided in Section 1 of the RFQ.

(d) 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.

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 October 12, 2018 (the "RFQ") for the Oak Hill Parkway 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 \$500,000,000.

[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,

[SURETY PROVIDER]

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

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.

EXHIBIT F. DESIGN-BUILD CONTRACT TERM SHEET

[See attached]

**FORM A
TRANSMITTAL LETTER**

PROPOSER: _____

QS Date: [Insert date]

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 qualification statement (this “QS”) in response to that certain Request for Qualifications dated as of October 12, 2018 (as amended, the “RFQ”), issued by the Texas Department of Transportation (“TxDOT”) to design and construct the Oak Hill Parkway Project, (referred to herein as the “Project”), pursuant to a Design-Build Contract (“DBC”). 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 (Form C), Proposer Information / Project Experience / Management Structure, Technical Experience (Forms D-1, D-2 and D-3), Project Description Forms (Form E), Narrative Project Descriptions, Statement of Technical Approach, Safety Questionnaire (Form F), Key Personnel Resumes and References (Form G) 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 TxDOT’s website with respect to the Project

<https://www.txdot.gov/inside-txdot/division/debt/strategic-projects/alternative-delivery/oak-hill/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) (Country)	(ZIP or Postal Code)

State or Country of Incorporation/Formation/Organization: _____

[Insert appropriate signature block from 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 Lead 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: _____

E-mail 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: _____

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):

**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.
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.

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 WORKS 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 LEAD 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 (7)	FEES EARNED BY COMPANY ON THE PROJECT (8)	TYPE OF SERVICES FOR WHICH COMPANY PROVIDED QUALITY ASSURANCE WORK (9)

Notes:

- (1) A maximum of three projects may be included.
- (2) Only list projects on which the Lead Independent Quality Firm has worked within the past ten years.
- (3) Only list projects where the Lead Independent Quality Firm held a minimum of 30% of the ultimate responsibility for the quality assurance experience. If the Lead Independent Quality Firm is a joint venture, only list projects from joint-venture members that will perform at least 30% of the Lead 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 (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 quality assurance work.
- (8) Provide the amount of fees earned by the Lead Independent Quality Firm for providing quality assurance services for the project.
- (9) Indicate the type of services for which the Lead Independent Quality Firm provided quality assurance work, e.g., for professional services or construction related services.

**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 **Fatal Injury Rate** is calculated as follows:

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

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 fatal injury rates.

Example:

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

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

The **Incidence Rate of Injury and Illness Cases** (“IR”) is calculated as follows:

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

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 incidence rates.

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 **Incidence Rate** would be calculated as follows:

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

The same formula can be used to compute the **Incidence Rate** 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 **Incidence Rate** for these 3 cases is computed as:

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

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

Data Series	Year 2014	Year 2015	Year 2016
Fatal Injury Rate 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	<i>Rates per 100,000 full-time employees</i>		
	9.8	10.1	10.1
Lead Contractor - Hours-Based Construction Fatal Injury Rate (FIR)	<i>Rates per 100,000 full-time employees</i>		
	FIR	FIR	FIR

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

Data Series	Year 2014	Year 2015	Year 2016
Incidence Rate of Injury and Illness Cases (“IR”) per 100 Full-Time Workers			
Industry Average - Nonfatal occupational injuries and illnesses for “Highway, Street and Bridge Construction”, as defined by the North American Industry Classification System (NAICS 2373), Total Recordable Cases	<i>Rates per 100 full-time employees</i>		
	3.8	3.6	3.5
Lead Contractor - Rate of Total Recordable Cases	<i>Rates per 100 full-time employees</i>		
	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 incidence rate, Bureau of Labor Statistics (BLS) - <http://www.bls.gov/iif/osheval.htm>
- OSHA Forms for Recording Work-Related Injuries and Illnesses - <https://www.osha.gov/recordkeeping/RKforms.html>
- Industry Injury and Illness Data - <http://www.bls.gov/iif/oshsum.htm>
- Hours-based fatal injury rates – <http://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. National Council on Compensation Insurance 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

KEY PERSONNEL RESUME AND REFERENCES

Name: _____ Firm: _____		Position: <i>(Select one.)</i> <input type="checkbox"/> Project Manager <input type="checkbox"/> Construction Manager <input type="checkbox"/> Design Manager <input type="checkbox"/> Independent Quality Firm Manager <input type="checkbox"/> Lead Maintenance of Traffic (MOT) Design Engineer <input type="checkbox"/> Utility Manager <input type="checkbox"/> Professional Services Quality Assurance Manager <input type="checkbox"/> ROW Acquisition Manager <input type="checkbox"/> Environmental Compliance Manager <input type="checkbox"/> Certified Arborist <input type="checkbox"/> Safety Manager
Degree: <input type="checkbox"/> Associate <input type="checkbox"/> Undergraduate <input type="checkbox"/> Graduate <input type="checkbox"/> Doctoral	Field/Program: <input type="checkbox"/> Engineering <input type="checkbox"/> Construction Management <input type="checkbox"/> Architecture <input type="checkbox"/> Other: _____	
College/University <i>(Name and Location):</i> _____		Years of Experience: _____ <i>(Relative to selected position)</i>
Licenses/Certifications: <i>(Select all that apply. Provide the license/certification number and expiration date. Attach applications for Texas P.E. License, if applicable.)</i>		
<input type="checkbox"/> Professional Engineer (Date Since: _____) State: _____ LIC. No. _____ <input type="checkbox"/> Texas P.E. License Application attached, if applicable <input type="checkbox"/> ASQ – American Society of Quality <input type="checkbox"/> CQI <input type="checkbox"/> CQE <input type="checkbox"/> CQM LIC. No. _____ Exp. _____ <input type="checkbox"/> OSHA – Construction Safety & Health (30 hours) LIC. No. _____ Exp. _____	<input type="checkbox"/> CPR and First Aid LIC. No. _____ Exp. _____ <input type="checkbox"/> CHST – Construction Health & Safety Technician by the Board of Certified Safety Professionals LIC. No. _____ Exp. _____ <input type="checkbox"/> CSHO – Certified Safety and Health Official LIC. No. _____ Exp. _____ <input type="checkbox"/> Other(s): _____	
Additional Relevant Information: _____ _____ _____ _____ _____ _____ _____		

Project Description/Role	Project Value	Project Type	Project Owner/Manager
Project Name: _____ Project Location: _____ Project Start Date: _____ Project End Date: _____ Project Description: _____ _____ _____	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other: _____	Name: _____ 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 Name: _____ Project Location: _____ Project Start Date: _____ Project End Date: _____ Project Description: _____ _____ _____	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other: _____	Name: _____ 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 Name: _____ Project Location: _____ Project Start Date: _____ Project End Date: _____ Project Description: _____ _____ _____	<input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other: _____	Name: _____ 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 Oak Hill Parkway 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 potentially maintain (i) approximately 7.0 miles of non-tolled improvements along US 290 from approximately the east end of Circle Drive to Loop 1 (Mopac) and non-tolled improvements along SH 71 from US 290 to Silvermine Drive; and (ii) the reconstruction of the US 290 and SH 71 interchange, in Austin and southwest Travis County, referred to as the "Oak Hill Parkway Project" or the "Project," pursuant to a Design-Build Contract ("DBC"). The Proposer intends to submit a Qualifications Statement 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, or Lead Independent Quality 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 project owners included in the Forms E to be submitted with the Proposer's Qualification Statement (each a "Reference"). After completing all of the questions in Part I of this Form for a specific Reference, the Proposer Entity must deliver the form to the applicable Reference so that the Reference may complete Part II below and return a completed copy directly to TxDOT by e-mail by the date indicated in Part II below.

Proposer Information:

Proposer Entity Name: _____

Proposer Contact Name: _____

Proposer Contact Tel No: _____ E-mail: _____

This is a reference for (check one): Lead Contractor (or other entity providing construction experience)
 Lead Engineering Firm Lead Independent Quality 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)

Other: _____

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 e-mail directly to TxDOT at TxDOT-AUS-ALTD-OakHillParkway@txdot.gov so that it is received no later than November 9, 2018. 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: _____ Tel No.: _____

Reference Contact E-mail: _____

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 Oak Hill Parkway 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 potentially maintain (i) approximately 7.0 miles of non-tolled improvements along US 290 from approximately the east end of Circle Drive to Loop 1 (Mopac) and non-tolled improvements along SH 71 from US 290 to Silvermine Drive; and (ii) the reconstruction of the US 290 and SH 71 interchange, in Austin and southwest Travis County, referred to as the "Oak Hill Parkway Project" or the "Project," pursuant to a Design-Build Contract ("DBC"). The Proposer intends to submit a Qualifications Statement 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 must prepare a copy of this Form for each of the project owners listed on Form G to be submitted with the Proposer's Qualification Statement (each a "Reference") for each of the following Key Personnel positions: Project Manager, Construction Manager, Design Manager, Independent Quality Firm Manager, Lead Maintenance of Traffic (MOT) Design Engineer, Utility Manager, Professional Services Quality Assurance Manager, ROW Acquisition Manager, Environmental Compliance Manager, Certified Arborist, and Safety Manager. After completing all of the questions in Part I of this Form for a specific Reference, the Proposer must deliver the Form to the applicable 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 Key Personnel Position (check one):

- Project Manager Construction Manager Design Manager
 Independent Quality Firm Manager Lead Maintenance of Traffic (MOT) Design Engineer
 Utility Manager Professional Services Quality Manager ROW Acquisition Manager
 Environmental Compliance Manager Certified Arborist Safety Manager

Proposer Key Personnel Name: _____

Proposer Key Personnel Firm Name: _____

Proposer Key Personnel Tel. No: _____ E-mail: _____

Reference Information:

Reference project name and location: _____

Reference project owner/manager name/title: _____

Reference project owner/manager agency: _____

Reference project owner/manager tel. no: _____ E-mail: _____

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

Other: _____

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 e-mail directly to TxDOT at TxDOT-AUS-ALTD-OakHillParkway@txdot.gov so that it is received no later than November 9, 2018. 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: _____ Tel No.: _____

Reference Contact E-mail: _____

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: _____
