

Texas Department of Transportation

P.O. BOX 133067 • DALLAS, TEXAS 75313-3067 • (214) 320-6100

February 15, 2012

RE: Dallas Horseshoe Project

To Whom It May Concern:

Attached is Addendum #4 to the Request for Qualifications that was issued December 9, 2011, as amended by Addendum #1, dated as of January 6, 2012, Addendum #2, dated as of February 3, 2012 and Addendum #3, dated as of February 14, 2012 (RFQ) for the above-referenced project. This Addendum #4 incorporates all changes included in Addendum #1, Addendum #2 and Addendum #3.

The RFQ forms are not being reissued with this addendum; however, please note the changes to the requirements for Project and Key Personnel references in the attached addendum.

In response to industry comments and other information, this Addendum #4 amends the terms of the RFQ as noted in this addendum. As set forth in Section 3.3 of the RFQ, as amended, Proposers may submit questions regarding this addendum within three business days from the date of issuance of this addendum but no later than the QS Due Date.

The Texas Department of Transportation looks forward to receiving and reviewing your Qualification Statement and to working with the shortlisted proposers in the next phase of the procurement.

Sincerely,



Kelly Selman, P.E.
Deputy District Engineer,
Dallas District

Attachments

THE TEXAS PLAN

REDUCE CONGESTION • ENHANCE SAFETY • EXPAND ECONOMIC OPPORTUNITY • IMPROVE AIR QUALITY
INCREASE THE VALUE OF OUR TRANSPORTATION ASSETS

An Equal Opportunity Employer

REQUEST FOR
QUALIFICATIONS
TO DESIGN, CONSTRUCT AND
POTENTIALLY MAINTAIN

THE DALLAS HORSESHOE
THROUGH A
DESIGN-BUILD CONTRACT



THE HORSESHOE
Fixin' the Mix

TEXAS DEPARTMENT OF TRANSPORTATION

ADDENDUM #4

ISSUED AS OF February 15, 2012

ADDENDUM #3

ISSUED AS OF February 14, 2012

ADDENDUM #2

ISSUED AS OF FEBRUARY 3, 2012

ADDENDUM #1

ISSUED AS OF JANUARY 6, 2012

ORIGINALLY ISSUED DECEMBER 9, 2011

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

TABLE OF CONTENTS

PART A	BACKGROUND AND INSTRUCTIONS	1
1.	INTRODUCTION.....	1
2.	DESCRIPTION OF PROJECT OPPORTUNITY.....	2
2.1	Description of the Proposed Contracting Opportunity.....	2
2.2	Project Scope.....	2
3.	DESCRIPTION OF PROCUREMENT PROCESS.....	3
3.1	Overall Process.....	3
3.2	Payment for Work Product.....	3
3.3	Procurement Schedule	3
3.4	Pre-QS Workshop.....	4
3.5	Questions and Requests for Clarification; Addenda.....	4
3.6	Ombudsman	4
3.7	Federal Requirements.....	5
3.8	Liability, Insurance and Security.....	5
4.	QS CONTENT AND SUBMITTAL REQUIREMENTS	5
4.1	General	5
4.2	Format	6
4.3	Contents and Organization	6
4.4	QS Submittal Requirements.....	7
5.	EVALUATION PROCESS AND CRITERIA.....	7
5.1	Responsiveness	7
5.2	Pass/Fail Review	8
5.3	Qualifications Evaluation Criteria and Weighting	8
5.3.1	Project Qualifications and Experience (65% Weighting)	8
5.3.2	Statement of Technical Approach (35% Weighting)	9
5.4	QS Evaluation Procedure	9
5.5	Changes in Proposer Organization	10
5.6	RFP Procedure and Evaluation.....	10
6.	COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST	11
6.1	Improper Communications and Contacts	11
6.2	Public Information Act.....	12
6.2.1	Disclosure Waiver	12
6.2.2	Observers During Evaluation.....	12
6.2.3	Public Disclosure of Proposal Documents	12
6.2.4	Disclosure Process for Requests Under the Act.....	12
6.3	Organizational Conflicts of Interest.....	13
7.	PROTEST PROCEDURES	14

7.1	Applicability	14
7.2	Required Early Communication for Certain Protests.....	14
7.3	Deadlines for Protests	15
7.4	Content of Protest.....	15
7.5	Filing of Protest.....	15
7.6	Comments from other Proposers.....	15
7.7	Burden of Proof.....	15
7.8	Decision on Protest.....	15
7.9	Protestant's Payment of Costs	16
7.10	Rights and Obligations of Proposers	16
8.	TXDOT RESERVED RIGHTS	16
PART B QUALIFICATIONS STATEMENT		1
1.	DEFINITIONS	1
2.	ORGANIZATION	2
VOLUME 1.....		3
Section A	General	3
Section B	Proposer Information/Project Experience.....	3
Section C	Statement of Technical Approach.....	6
VOLUME 2.....		7
Section A	Financial Statements and Credit Ratings	7
Section B	Material Changes in Financial Condition	8
Section C	Off-balance Sheet Liabilities.....	9
VOLUME 3.....		10
Section A	Forms B and C.....	10
Section B	Surety Letter	10
Section C	Personnel Qualifications	10
Section D	Express Commitment Regarding Key Personnel.....	12
Section E	Project Descriptions	13
PART C EXHIBITS AND FORMS		1
1.	Project Description/Information	2
2.	Status of Project Design and Construction.....	4
3.	Project Environmental Status.....	4
4.	Project Cost Estimates	4
5.	Funding Available for Project Costs.....	4
6.	Right-of Way Acquisition.....	4
7.	Geotechnical, Utility Relocation, Hazardous Materials Investigations, Detention Plan, Aesthetic Treatment, Railroad Coordination and USACE Section 408 Submittal Package	5
(a)	Geotechnical Investigation Program	5
(b)	Utility Investigation.....	5

EXHIBITS:

(c)	Hazardous Materials Investigation.....	6
(d)	Aesthetic Treatment.....	6
(e)	Railroad Coordination.....	6
(f)	USACE Section 408 Submittal Package.....	6
(g)	Other Due Diligence Activities.....	6

- Exhibit A Project Information and Status
- Exhibit B Draft Design-Build Agreement Term Sheet
- Exhibit C Draft Capital Maintenance Agreement Term Sheet

Forms:

- Form A Transmittal Letter
- Form B Information Regarding Proposer, Equity Members, Major Non-Equity Members,
Major Identified Non-Equity Members and Guarantors
- Form C Certification
- Form D Reference Summary
- Form E-1 Technical Experience - Design
- Form E-2 Technical Experience - Construction
- Form E-3 Technical Experience - Maintenance

PART A

BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests sealed qualifications statements ("QSs") from entities ("Proposers") desiring to design, construct, and potentially maintain IH 30 from Sylvan Avenue to west of IH 45 and IH 35E from north of Eighth Street to north of IH 30 in Dallas County, as well as other potential facilities to the extent necessary for connectivity (referred to herein as the "Horseshoe Project" or "Project"), pursuant to a Design-Build Contract ("DBC"). Development of the Project is a crucial element in responding to severe traffic congestion that exists in the North Texas region. TxDOT has concluded that harnessing private-sector creativity through a design-build-maintain approach is the best way to ensure cost-effective and expedited delivery of this Project and provide needed congestion relief to the public.

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") and other applicable provisions of law pertaining to design-build contracts. (See Senate Bill 1420 of the Regular Session of the 82nd Legislature, as enacted ("SB 1420"), which is available for review on the Project website at: http://www.txdot.gov/project_information/projects/dallas/horseshoe/rfq.htm (the "Project Website").) Proposers should be aware that, on November 17, 2011, the Texas Transportation Commission ("Commission") proposed for adoption new Subchapter I in Chapter 9 of Title 43, Texas Administrative Code, relating to design-build contracts (the "proposed Rules"). The proposed Rules are also available for review on the Project Website. These proposed Rules will apply to this procurement if and when they are adopted.

Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals ("Proposals") in response to a request for detailed proposals ("RFP"). A copy of the Texas Transportation Commission's (the "Commission") Minute Order 112874 dated October 27, 2011 authorizing issuance of the RFQ is available at http://www.txdot.gov/about_us/commission/2011_meetings/documents/minute_orders/oct27/8.pdf.

TxDOT has assembled a set of documents relating to the Project (the "Project Documents"). The Project Documents will be made available to prospective Proposers upon issuance of this RFQ on the Project Website. Proposers may request electronic copies on compact disks of available documents by contacting TxDOT's Project Manager at the following address:

Mr. Kelly Selman, P.E.
Texas Department of Transportation
4777 East Hwy 80
Mesquite, TX 75150
Email: horseshoe@txdot.gov

TxDOT will charge \$25.00 (cash or check only) for the costs of providing electronic copies.

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 will obligate the Design-Build Contractor to: (1) design and construct the Project; and (2) at TxDOT's sole option, perform capital maintenance for the Project for a period of time to be determined by TxDOT, but not to exceed 15 years.

TxDOT currently anticipates that the DBC will include a design-build agreement ("DBA") and a capital maintenance agreement ("CMA"). TxDOT currently expects that the DBA will include a fixed price to complete the Project. The DBA will set forth the terms of the Design-Build Contractor's compensation which are currently anticipated to be based on progress payments with a maximum payment curve. Proposers are advised to review the draft DBA Term Sheet attached as Exhibit B for additional details of the Design-Build Contractor's anticipated obligations and responsibilities.

The CMA will address the maintenance of completed Project facilities in several ways, including (i) giving TxDOT the sole right to retain all maintenance responsibility; (ii) giving TxDOT the sole right to exercise one or more options to have the Design-Build Contractor assume capital maintenance responsibility for a specified period; and (iii) requiring that the Design-Build Contractor provide certain Project warranties for specified periods. With respect to the capital maintenance options referenced herein, it is currently anticipated that TxDOT will hold three five-year options, exercisable by TxDOT, in its sole discretion, to require that the Design-Build Contractor perform capital maintenance on the Project. The exercise of one option shall not require TxDOT to exercise a further option. Further, TxDOT does not anticipate exercising subsequent capital maintenance options if a prior option has not been exercised. Shortlisted Proposers will be required to provide pricing for the potential capital maintenance work as part of the submission of their Proposals. Proposers are advised to review the draft CMA Term Sheet attached as Exhibit C for additional details regarding the Design-Build Contractor's anticipated obligations and responsibilities.

2.2 Project Scope

Project scope components include the design, construction, and potentially maintenance of IH 30 from Sylvan Avenue to west of IH 45 and IH 35E from north of Eighth Street to north of IH 30 in Dallas County. See Exhibit A for further information regarding the Project. The Margaret McDermott Bridges form a fixed-design component within the Project. This component consists of the frontage roads and integrated pedestrian/bicycle lanes for a length of approximately 1125 feet of the IH 30 portion of the Project. This is shown in the RFQ Submittal drawings located on the Project Website. The shortlisted Proposers will be furnished with 100% drawings and specifications for this component of the project prior to submittal of proposals, and will bid on the construction of the Margaret McDermott Bridges as a component of the DBC. The nature of this component, reflected by the sample drawings on

the Project Website, will require each Proposer to exhibit knowledge of this type of work.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

TxDOT will evaluate the qualifications statements ("QSs") it receives in response to this RFQ and will establish, according to criteria generally outlined herein, a shortlist of two or more Proposers eligible to receive the RFP. If only one responsive QS is received, TxDOT will terminate this procurement.

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

After consideration of industry input, and if authorized by the Commission, TxDOT plans to issue a RFP to the shortlisted Proposers. Following receipt and evaluation of Proposals, the Commission may select a Proposer for negotiations, based on a determination of apparent best value, 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, TxDOT may terminate the procurement.

3.2 Payment for Work Product

As contemplated by Texas Transportation Code Section 223.249 (found in SB 1420), TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a maximum stipulated amount not exceeding the value of the work product contained in its Proposal that TxDOT determines can be used in performance of its functions. Specific provisions regarding payment of the stipulated amount shall be included in the RFP. There will be no payment to Proposers who are not shortlisted.

3.3 Procurement Schedule

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

Issue Request for Qualifications	December 9, 2011
Pre-QS Workshop	January 9, 2011 at 9:00 a.m.
Deadline for questions regarding the RFQ	February 9, 2012
Requests relating to any addendum issued after February 9, 2012	

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

QS Due Date

3:00 p.m. Central Time
February 22, 2012

Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue an industry review draft of the RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a DBC award thereafter. TxDOT anticipates awarding and executing a DBC for the Project in Fall 2012.

3.4 Pre-QS Workshop

TxDOT intends to hold a pre-QS workshop at the Hampton Inn & Suites, 1700 Rodeo Drive, Mesquite, Texas 75150, on the date and time specified in Part A, Section 3.3. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a QS if they do not attend the workshop. Further information regarding the workshop will be made available on the Project website.

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 in writing via e-mail to horseshoe@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 will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.3. TxDOT will post responses to those questions of general application and requests for clarifications which TxDOT deems to be material and not adequately addressed in previously provided documents on the Project Website. TxDOT will post any addenda to this RFQ on the Project Website.

Proposers are responsible for monitoring the Project Website identified above for information concerning this procurement as teams responding to this RFQ will be required to acknowledge in the transmittal letter (Part C, Form A) that they have 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. A Proposer may submit confidential communications to the ombudsman, including questions, comments, or complaints regarding the procurement (subject to the cut-off dates set forth in Part A, Section 3.3 for questions regarding the RFQ), where the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's Project Manager as identified in Part A, Section 1. TxDOT's designated ombudsman for this procurement is:

Ms. Becky Blewett, Esq.
Associate General Counsel
Texas Department of Transportation

150 E. Riverside Drive, 4th Floor North Tower
Austin, TX 78704
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 and 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 (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 has adopted the definition of DBEs set forth in 49 CFR § 26.5. TxDOT is developing a DBE goal for the Project and currently estimates the overall DBE goal for the Project will be 8%. Further information regarding DBE requirements and goals will be included in the RFP. In responding to this RFQ, a Proposer team may include team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations.

3.8 Liability, Insurance and Security

TxDOT anticipates that 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. The State of Texas and TxDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, letters of credit, guarantees, insurance and indemnity will be set forth in the RFP and the 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.

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.

4.2 Format

- (a) Number of copies: Each responding Proposer shall submit one original and 15 written copies (for a total of 16) of Volumes 1 and 3 and one original and 9 written copies (for a total of 10) of Volume 2 of its QS in three loose-leaf three ring binders, contained in sealed packages. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 9 or 1 through 15, as applicable, on its spine. The Proposer's name and volume number must also be clearly marked on the spine. In addition, each responding Proposer shall include one digital copy of its QS in a read-only format on a CD.
- (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 (each 11" x 17" page will be counted as a single page and will be included in the page count contained in Volume 1) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.
- (c) Volume 1 requirements: Volume 1 (as described in Part B) shall have all pages sequentially numbered and not exceed 40 pages, including any 11" x 17" pages (insofar as they are allowed as stated in Part A, Section 4.2(b)). Each printed side shall be considered one page. The font size in Volume 1 shall be no smaller than twelve-point, other than in tables, diagrams, organization charts and other such graphics, which may be in ten-point.
- (d) Volumes 2 and 3 requirements: Volumes 2 and 3 (as described in Part B) do not have page numbering, page limitation or type font size requirements.
- (e) Standard corporate brochures, awards, licenses and marketing materials should not be included in a QS, although proof of license in good standing will be required as a condition to award for licensed professionals proposed to work on the Project.

4.3 Contents and Organization

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

4.4 QS Submittal Requirements

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

Response to the
Request for Qualifications
for the Dallas Horseshoe Project
through a Design-Build Contract

QSs shall be delivered by hand or courier to the Project Manager at the address set forth in Part A, Section 1.

TxDOT will not accept facsimile or other electronically submitted QSs.

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

QSs will be accepted and must be received by TxDOT during normal business hours before 3:00 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.3. Any QSs received after that date and time will be rejected and returned to the sending party unopened.

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

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each QS will be reviewed for:

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

In order for project experience provided in the QS to be considered responsive, Forms E-1, E-2 and E-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the engineering, construction or maintenance experience is respectively the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Capital Maintenance Firm itself or a controlled subsidiary of such Equity Member, Lead Engineering

Firm, Lead Contractor, or Lead Capital Maintenance Firm (as those terms are defined in Part B, Volume 1). Project experiences provided by a parent or sister company of the Lead Design Firm, Lead Contractor or Lead Capital Maintenance Firm shall not be considered responsive to this QS.

5.2 Pass/Fail Review

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

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

(b) The Proposer or team member with the primary responsibility for construction is capable of obtaining payment and performance bonds in the amount of \$500 million 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 Company.

(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 federal government or any state or local government 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 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 Part B, Volume 2).

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

(f) The Proposer makes the express, written commitments regarding Key Personnel as required in Part B, Volume 3, Section D.

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the "pass/fail" qualification requirements set forth above in Part A, Section 5.2 will be evaluated and scored according to the criteria set forth below.

5.3.1 Project Qualifications and Experience {65% Weighting}

The background and experience of the Proposer, individual team members, and Key Personnel with developing, designing, fabricating, constructing, and maintaining comparable projects will be evaluated in accordance with the following criteria:

- The extent and depth of the Proposer's and its individual team members' experience with developing, designing and constructing comparable projects (20 points);
- The extent and depth of experience of the management team and Key Personnel for the Project listed in Proposer's response to Part B, Volume 3, Section C (16 points);
- The success of the Proposer and individual team members, management team and Key Personnel in working together on comparable projects and responsibilities (8 points);
- The stability, strength and likelihood of success of the proposed management structure and team (8 points);
- The extent and depth of the Proposer's and its individual team members' experience with performing capital maintenance on comparable projects (8 points); and
- Responsiveness toward the DBE involvement, objectives and goals in response to Part A, Section 3.7, including any description of innovative approaches or unique outreach or marketing concepts used successfully by the Proposer or its team members to encourage DBE participation (5 points).

Project and personnel references, as well as the information provided as required in Part B, Volume 1, Sections B(a)through B(d) and Part B, Volume 3, Sections A, C, D and E will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the General/Experience category.

5.3.2 Statement of Technical Approach {35% Weighting}

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

- The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity (20 points);
- The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases, including design, construction, and capital maintenance (10 points); and
- The general approach to public involvement recognizing unique characteristics of this Project and its impacts on the community (5 points).

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission based

upon such analysis. At various times during the deliberations, TxDOT may issue one or more requests for written clarification to the individual Proposers. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis, for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs.

TxDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its QS. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, TxDOT. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. If required, interviews shall be scheduled at a later date. Upon receipt of requested clarifications and additional information as described above, if any, the QSs will be re-evaluated to factor in the clarifications and additional information.

Evaluations and rankings of QSs are subject to the sole discretion of TxDOT, TxDOT staff and such professional and other advisors as TxDOT may designate. TxDOT will make the final determinations of the Proposers to be shortlisted, as it deems appropriate, in its sole discretion, and in the best interests of the State of Texas.

5.5 Changes in Proposer Organization

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

- Deletion or substitution of a Proposer team member identified in its QS;
- Deletion or substitution of an equity owner of Proposer, a guarantor of Proposer or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and
- Other changes in the equity ownership or team membership of a Proposer.

5.6 RFP Procedure and Evaluation

The Commission has given its staff 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. TxDOT staff intends to work with the Commission during the RFQ process to define the RFP and negotiation process with specificity, which may include, at an appropriate time, industry review of a draft RFP and contract documents, among other information. Proposers are advised that the evaluation criteria and weightings

for the evaluation of the Proposals may differ from the criteria set forth herein to evaluate Qs.

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, electronic-mail (e-mail), or formal written communication.

The specific rules of contact are as follows:

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

(B) The Proposers shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's and Proposer's designated representatives;

(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 ex parte communications regarding the RFQ, RFP or the procurement described herein with any member of the Texas Transportation Commission or with any TxDOT staff, advisors, contractors or consultants (and their respective affiliates) involved with the procurement or the Project, except for communications with TxDOT consultants who have completed their services for the Project and been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of the Texas Turnpike Authority Division, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, 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. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of TxDOT;

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

- FHWA
- City of Dallas

- Dallas County
- North Central Texas Council of Governments
- TxDOT (except as provided herein)

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

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

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

6.2 Public Information Act

6.2.1 Disclosure Waiver

Each Proposer, by submitting a QS to TxDOT in response to the RFQ, consents to the disclosures described in this RFQ, including this Part A, 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 proposed 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 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.

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 non-disclosure 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 or 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, Code, the proposed 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 proposed Rules at Section 9.155 *et seq.* regarding organizational conflicts of interest will apply to this Project if and when they are adopted. Respondents are advised that these rules may preclude certain firms and their subsidiaries and affiliates from participating on a Respondent team.

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

- HNTB Corporation
- Santiago Calatrava, LLC
- Huitt-Zollars, Inc.
- Center for Transportation Research, the University of Texas at Austin

- Nossaman, LLP
- KPMG
- Affiliates 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 proposed 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. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose exists and the Proposer has entered into a DBC as the Design-Build Contractor, TxDOT will terminate the DBC. In either case, TxDOT shall avail itself of any remedies it may have at law.

Proposers are also advised that TxDOT's policy is intended to augment applicable federal and state law. 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

7.1 Applicability

This Part A, Section 7 sets forth the exclusive protest remedies available with respect to this RFQ and prescribe exclusive procedures for protests regarding:

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

7.2 Required Early Communication for Certain Protests

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

7.3 Deadlines for Protests

(1) Protests concerning the issues described in Part A, Section 7.1(1) must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than 5 business days after the addendum is issued.

(2) Protests concerning the issues described in Part A, Section 7.1(2) must be filed no later than 5 business days after receipt of the notification of non-responsiveness.

(3) Protests concerning the issues described in Part A, Section 7.1(3) must be filed no later than 10 days after the earliest of the notification of the shortlist and the public announcement of the shortlisting determination.

7.4 Content of Protest

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

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to the Project Manager at the address set forth in Part A, Section 1 with a copy to the Office of General Counsel, Texas Department of Transportation, 150 E. Riverside Drive, 4th Floor North Tower, Austin, TX 78704, as soon as the basis for the protest is known to the Proposer. Except for protests concerning the issues described in Part A, Section 7.1(1), the Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

7.6 Comments from other Proposers

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

7.7 Burden of Proof

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

7.8 Decision on Protest

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

7.9 Protestant's Payment of Costs

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

7.10 Rights and Obligations of Proposers

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

8. TXDOT RESERVED RIGHTS

In connection with this procurement, TxDOT reserves to itself all rights (which rights shall be exercisable by TxDOT in its sole discretion) available to it under the Code, the proposed 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.
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Not issue an RFP.
- Reject any and all submittals, responses and QSs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.

- Suspend and terminate DBC negotiations at any time, elect not to commence 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 QS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Proposer without being bound by any provision in its proposal.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer that changes its submittal without TxDOT approval.
- 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 Part A, Section 3, TxDOT and the State of Texas assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

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

PART B

QUALIFICATIONS STATEMENT

1. DEFINITIONS

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

Capital Maintenance Firm - The member of the Proposer team responsible for maintenance of the Project.

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 newly formed limited liability entity, an equity owner of the Proposer or (c) if the Proposer is a corporation or other entity that is not newly formed, the Proposer.

Key Personnel - The personnel listed in Part B, Volume 3 Section C.

Lead Contractor - The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the construction of the Project.

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.

Major Non-Equity Member - Any or all of the Proposer teams' Lead Engineering Firm, Lead Contractor, and Capital Maintenance Firm, except where these entities qualify as an Equity Member.

2. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed and following the outline form contained in this Part.

Volume 1	
Section A - General	(a) Form A - Transmittal Letter
	(b) Executive Summary
	(c) Confidential Contents Index
Section B - Proposal Information/ Project Experience	(a) Information Regarding Proposers, Equity Members and Major Identified Non-Equity Members
	(b) Management Structure
	(c) Forms E-1, E-2 and E-3 - Relevant Experience
	(d) Form D - Reference Summary
	(e) Legal Qualifications
Section C - Statement of Technical Approach	Statement of Technical Approach
Volume 2	
Section A	Financial Statements and Credit Ratings
Section B	Material Changes in Financial Condition
Section C	Off Balance Sheet Liabilities
Volume 3	
Section A	Forms B and C
Section B	Surety Letter
Section C	Personnel Qualifications
Section D	Express Commitment Regarding Key Personnel
Section E	Project Descriptions

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

(b} Executive Summary:

An Executive Summary, not exceeding 4 pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's QS and its ability to satisfy the financial and technical requirements of the Project.

(c} Confidential Contents Index:

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

Section B Proposer Information/Project Experience

(a} Information Regarding Proposers, Equity Members and Major Non-Equity Members

1. The Proposer

Identify the legal name of the Proposer. If the name is a d/b/a, identify underlying names. Identify a sole point of contact (a real person) and include the following information: name,

title, address, telephone and fax numbers and electronic mail address. Identify the legal name and nature of the Proposer and the state of its organization.

2. Equity Members

For each Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state of organization. In addition, include the name, the entity's legal nature and state of organization for any anticipated Guarantors. (See Part B, Volume 2, Section A(f) for guaranty requirements.)

3. Major Identified Non-Equity Members

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

(b} Management Structure

Provide a narrative of no more than 5 pages (8.5" x 11") describing the Proposer's teaming arrangements and its management structure. This will show how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Project development. The narrative will be supported by up to three charts, on paper up to 11" x 17" size, as follows:

- Organization chart showing the Proposer's Equity Members, Major Non-Equity Members and any Major Identified Non-Equity Members. The percentage of equity interest among the Equity Members shall be indicated, as well as the percentage of ownership interest for each of the Major Non-Equity Members in instances where the Lead Contractor, Lead Engineering Firm and Lead Capital Maintenance Firm are joint ventures. In addition, any Proposer that anticipates it will be required to provide a parent company guarantee shall provide a table of organization showing the relationship between the applicable Equity or Major Non-Equity Member and its parent entity. (See Part B, Volume 2, Section A(f) — Guarantor—for instances where a guarantee may be required.)
- Organization chart showing the proposers Management Structure and "chain of command" with Key Personnel shown together with other relevant personnel, and identifying major functions to be performed and their reporting relationships in designing, constructing and maintaining the Project.

(c} Forms E-1, E-2 and E-3 - Relevant Experience

The QS shall contain completed Forms E-1, E-2 and E-3. -Project descriptions for each of the projects listed in Forms E-1, E-2 and E-3 shall be included in Volume 3, Section E.

Form E-1: Technical Experience - Lead Engineering Firm: Provide details for a maximum of four projects in compliance with the requirements set forth in Form E-1 and best meeting

the evaluation criteria set forth in Part A, Section 5.

Form E-2: Technical Experience - Lead Contractor: Provide details for a maximum of six projects in compliance with the requirements set forth in Form E-2 and best meeting the evaluation criteria set forth in Part A, Section 5.

Form E-3: Technical Experience - Lead Capital Maintenance Firm: Provide details for a maximum of four projects in compliance with the requirements set forth in Form E-3 and best meeting the evaluation criteria set forth in Part A, Section 5.

(d) Form D - Reference Summary

The QS shall contain a completed Form D consolidating all of the references required. This should include references for all project experience listed on Forms E-1, E-2 and E-3. For purposes of completing Form D, Proposers should not include references from any current TxDOT Dallas District personnel.

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

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

Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, TxDOT may elect to exclude the experience represented by that project in determining the Proposer's qualifications.

For any entity identified in the QS for which experience and qualifications have not been provided pursuant to Part B, Volume 1, Section B(c), the Proposer may, but is not required to include relevant project references on Form D.

(e) Legal Qualifications

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

1. Legal Issues

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

2. Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, or any Major Non-Equity Member was (i)

determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and ~~fax number (and e-mail address if available)~~.

3. Legal Proceedings

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

Include a similar list for all projects included in the response to Part B, Volume 1, Section B(c), regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Proposer's team. For each instance, identify an owner's representative with a current phone and ~~fax number (and e-mail address if available)~~.

Section C Statement of Technical Approach

Provide a narrative statement of the Respondent's technical approach. This statement shall include the Respondent's:

1. Understanding of the Project Scope.
2. Approach to contracting and to successfully delivering the Project using design-build-maintain contracting, as well as the general approach to public involvement recognizing the unique characteristics of this Project and its impacts on the community.
3. Identification and understanding of the top Project risks and potential solutions to address the risk, including:
 - i. risks with consequences arising during design
 - ii. risks with consequences arising during construction
 - iii. risks with consequences arising during the capital maintenance period.

The Statement of Technical Approach may be no longer than *five (5)* pages. The Statement of Technical Approach shall not be confidential.

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A Financial Statements and Credit Ratings

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

Financial statement information must include:

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

In addition, financial statements must meet the following requirements:

- a. GAAP - Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.
- b. U.S. Dollars - Financial statements must be provided in U.S. dollars. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
- c. Audited - Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a certified public accountant). If audited financials are not available for an Equity Member, the QS shall include unaudited financial statements for such member, 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 Entity - If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the Equity Members shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements).
- f. Guarantee - If financial statements of a parent company or affiliate company ("Guarantor") are provided to demonstrate financial capability of the Proposer or Equity Members of a newly formed Proposer, additional information regarding the Guarantor shall be provided as specified in this RFQ. Proposers shall note that TxDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor is required as a condition of shortlisting.
- g. SEC Filings - If the Proposer or any other entity for whom financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- h. Credit Ratings - Appropriate credit ratings must be supplied for each Proposer, Equity Member, and Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each Equity Member, and Guarantor for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer, Equity Member, or Guarantor, as applicable, shall provide a letter from its CFO or treasurer so certifying.

Set forth below is a representative list of events intended to provide examples of what TxDOT considers a material change in financial condition. This list is intended to be indicative only.

At the discretion of TxDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent of the changes likely to be experienced in the periods ahead. Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the CFO or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the

future. If the financial statements indicate that expenses and losses exceed income in each of the 3 completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

List of Representative Material Changes

- An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
- A change in tangible net worth of 10% of shareholder equity;
- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
- A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;
- Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
- In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
- 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 all off balance sheet liabilities.

Package the information separately for each separate entity with a cover sheet identifying the name of the organization and its role in the Proposer's organization.

VOLUME 3

Volume 3 of the QS shall contain the following:

Section A Forms B and C

Executed originals of Form B (Information Regarding Proposer, Equity Members and Major Non-Equity Members) and Form C (Certification) for the Proposer, each Equity Member of Proposer, each Guarantor and each Major Non-Equity Member. Proposers are advised that Form B may be released to the public and media.

Section B Surety Letter

Evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$500 million. The evidence shall take the form of a letter from a surety/insurance company indicating that such capacity exists for the Proposer or the team member with the primary responsibility for construction. Letters indicating "unlimited" bonding capability are not acceptable.

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

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

TxDOT has not yet determined the specific amount or form of security that it will require for the Project. Proposers are advised that the RFP may require payment, performance and/or guaranty amounts in excess of the \$500 million amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

Section C Personnel Qualifications

Proposers are required to provide separate resumes for all Key Personnel, as well as other relevant personnel who are shown in the Organization Chart included in Volume 1, and whose qualifications and experience will be evaluated as described in Part A, Section 5.

Other personnel may also be shown in the Organization Chart.

Resumes shall be limited to two pages per person (exclusive of licenses and/or license applications) and only one individual shall be designated to fill each position.

Resumes shall include the following information for each project listed:

- a) Name of the project, the public owner's contact information (project manager name, phone number, e-mail address), and project number (if any) 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 and is familiar with the project. TxDOT may elect to use the information provided to verify the experience claimed for an individual. A minimum of three individual projects and references shall be provided for each resume. Resumes shall not include references from any current TxDOT Dallas District personnel.
- b) Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.
- c) Relevant licensing and registration (copies of licenses and/or application for licenses, where applicable, must be attached).

Key Personnel are listed as follows:

Key Personnel Category	Description of Position
Project Manager	Responsible for overall design, construction and contract administration for the Project.
Construction Manager	Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Responsible for managing the Design-Builder's construction personnel, scheduling of the construction quality assurance personnel, and administering all construction requirements of the contract.
Design Manager	A Professional Engineer* responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Responsible for managing the Design-Builder's design personnel and administering all design requirements of the contract.
Lead Bridge Design Engineer	A Professional Engineer* responsible for ensuring that the design of bridges is completed and design criteria requirements are met.
Design Quality Assurance Manager	A Professional Engineer* responsible for all aspects of design quality and for implementation of procedures to ensure all design products are accurate and checked before release. Works for an independent quality assurance firm hired by the Design-Build Contractor.

Key Personnel Category	Description of Position
Construction Quality Assurance Manager	A Professional Engineer* responsible for managing the quality assurance inspection and the materials quality assurance testing. Works for an independent quality assurance firm hired by the Design-Build Contractor
Environmental Compliance Manager	Responsible for assuring compliance of all on site activities with the requirements of all permits and regulatory requirements. Reports directly to the principals of the Equity Member. Independent of Lead Contractor's production team and has the authority to stop work.
Capital Maintenance Manager	Responsible for all operational and maintenance matters on behalf of the Design-Build Contractor, including safety and environmental compliance following service commencement and interfacing with TxDOT in compliance with the capital maintenance protocols arrangement.

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

Section D Express Commitment Regarding Key Personnel

An express, written statement committing that the Key Personnel designated in the QS for the positions or roles described in Part B, Volume 3, Section C shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior TxDOT approval. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

Section E Project Descriptions

Volume 3, Section D of the QS shall include the project descriptions discussed in Part B, Volume 1, Section B and listed on Forms E-1, E-2 and E-3. These shall be a maximum two-page narrative description for each project on separate 8-1/2" x 11" sized white paper. The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

PART C EXHIBITS AND FORMS

EXHIBIT A Project Information and Status

Map of Project Area



1. Project Description/Information

Project Pegasus was a \$2.1 billion (construction cost only) project proposed in downtown Dallas on two major interstates, IH 35E and IH 30. All four legs of this project are on the list of 2011 Top 100 Most Congested Roadways in the State of Texas. Due to the lack of immediate funding for Project Pegasus and the deterioration of the IH 35E and IH 30 bridges over the Trinity River, the department has developed a break-out project from Project Pegasus known as the Horseshoe Project.

The Project components include the design, construction, and potentially maintenance of the roadways shown on the Preliminary Horseshoe Schematic located on the Project Website, which includes the following:

- IH 30 from Sylvan Avenue to Hotel Street
 - Mainlanes
 - Frontage Roads
 - HOV/Managed Lanes
 - City Street connections
 - Margaret McDermott Bridges on the IH 30 EB and WB frontage roads will be designed and engineered to 100% by Santiago Calatrava LLC under contract with the City of Dallas and will be built by the Design-Build Contractor.
- IH 30 from Hotel Street to west of IH 45
 - Widening of existing westbound Collector-Distributor
 - Modifications of existing ramps and additional ramps to the westbound Collector-Distributor
- IH 35E from north of Eighth Street to north of IH 30
 - Mainlanes
 - Collector-Distributors
 - HOV/Managed Lanes
 - Mixmaster Interchange North
 - Mixmaster Interchange South
 - City Street connections

The Preliminary Horseshoe Schematic located on the Project Website has not been reviewed by FHWA or TxDOT's Design Division.

The IH 35E and IH 30 corridors in Dallas County are two of the most highly congested, demand critical, and mobility constrained transportation corridors in the region. The Horseshoe Project presents significant challenges, among them are the following:

- Design and re-construction of two urban direct-connect interchanges while maintaining the movement of existing traffic (approximately 350,000 vehicles per day);
- Traffic control to ensure that all movements and number of lanes are maintained, except as may be permitted, generally during nights and weekends;
- Fabrication, hauling of steel segments, and erection of the Margaret McDermott Bridges;
- Coordination with the U.S. Army Corps of Engineers (USACE) on the TxDOT initiated Section 408 permit;

- Design and construction of the bridges that will span the existing and future Trinity River channels; and
- Incorporation of the aesthetic guidelines into the design and construction of the Project.

2. Status of Project Design and Construction

The Project Pegasus schematic was completed in June 2005. A final schematic for the Horseshoe Project based on the Preliminary Horseshoe Schematic is currently being developed. FHWA approval of the final Horseshoe Schematic is anticipated in February 2012.

The Horseshoe Project design status is as follows:

- IH 30 from Sylvan Avenue to IH 35E
 - Design 35% complete. A pdf of the 35% plans and electronic files are located on the Project Website.
 - Margaret McDermott Bridges 50% complete with 90% design anticipated April 2012.
- IH 35E from north of Eighth Street to north of IH 30 and IH 30 from IH 35E to west of IH 45
 - Design currently underway with 30% design anticipated April 2012.

The Design-Build Contractor will be responsible for completing the design for all components of the Project, except for the Margaret McDermott Bridges, for which 100% design plans will be provided.

3. Project Environmental Status

Project Pegasus received a FONSI in July 2005. A copy of the Project Pegasus Environmental Assessment is located on the Project website. TxDOT is preparing an Environmental Assessment for the Horseshoe Project. Environmental clearance is anticipated in late 2012.

4. Project Cost Estimates

TxDOT's current construction cost estimate for the improvements to be developed for the Project is approximately \$700 million based on the improvements described in Part A, Section 2.2.

The estimated construction costs reflect the currently developed schematic and environmentally studied project components at current construction prices. In addition, the estimates do not include design, ROW, utility adjustment, or operations and maintenance costs.

5. Funding Available for Project Costs

TxDOT intends to fully finance the design, construction and potential capital maintenance of the Project and no private financing is required.

6. Right-of Way Acquisition

TxDOT anticipates acquiring all of the right-of-way ("ROW") needed for the Project prior to the execution date. The ROW maps for the Horseshoe Project are located on the Project Website. The following parcels have been acquired or will be revised as necessary to accommodate the Preliminary Horseshoe Schematic:

- ROW CSJ: 1068-04-139
 - Parcels 1, 2, 3, 4, 5, 7, 8, 11, 12, 14, 16, 17, 18, 19, 20, 21, and 28 have been acquired.
 - Parcels 6 and 9 have been deleted.
 - Parcels 22, 23, 24, 25, 26, and 27 will be revised to accommodate the Preliminary Horseshoe Schematic.
- ROW CSJ: 0196-03-205
 - No parcels have been acquired.
 - Parcels 1, 2, 3, 4, 35, and 36 will be revised to accommodate the Preliminary Horseshoe Schematic.
- ROW CSJ: 0442-02-142
 - No parcels have been acquired.
 - Parcels 17 and 19 will be revised to accommodate the Preliminary Horseshoe Schematic.

The revised ROW maps are anticipated to be complete in March 2012. Parcels unaffected by map revisions are currently being acquired. The Design-Build Contractor's responsibilities under the DBC may include right-of-way acquisition activities for parcels that have not been acquired by TxDOT as of the DBC execution date. TxDOT will be responsible for eminent domain activities with Design-Build Contractor support and for the purchase price for right-of-way within the NEPA limits. The RFP will provide further details regarding the acquisition process and the responsibilities of the Design-Build Contractor in that process.

7. Geotechnical, Utility Relocation, Hazardous Materials Investigations, Detention Plan, Aesthetic Treatment, Railroad Coordination and USACE Section 408 Submittal Package

(a) Geotechnical Investigation Program

The status of the geotechnical investigations are as follows:

- IH 30 from Sylvan Avenue to IH 35E
 - 100% complete (information is available on the Project Website)
- IH 35E from north of Eighth Street to north of IH 30 and IH 30 from IH 35E to west of IH 45
 - Currently underway with completion anticipated in January 2012.

Any additional geotechnical investigation activity on TxDOT ROW or private property (pursuant to a right of entry granted to TxDOT) during the procurement by the Proposer, will require the appropriate coordination with TxDOT (i.e. permitting, traffic control, notification etc.). Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW. TxDOT is currently assessing what, if any, additional geotechnical investigation information will be collected and shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

(b) Utility Investigation

- IH 30 from Sylvan Avenue to IH 35E
 - SUE 100% complete (information is available on the Project Website)

- IH 35E from north of Eighth Street to north of IH 30 and IH 30 from IH 35E to west of IH 45
 - SUE currently underway with completion anticipated in January 2012.
- Oncor has overhead transmission lines that run within the Trinity River floodway. It is anticipated that the foundations for the transmission lines will have to be relocated.

The DBC is expected to require the Design-Build Contractor to be responsible for performing or causing necessary utility relocations/adjustments to be performed 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.

(c} Hazardous Materials Investigation

The environmental documents included in the Project Documents include studies showing the results of hazardous materials investigations relating to the Project and are available for review as provided in Part A, Section 1. TxDOT is currently assessing what, if any, additional hazardous materials investigation information will be collected and shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

(d} Aesthetic Treatment

Aesthetic guidelines are currently being prepared for the Project and the Design-Build Contractor will be required to comply with such guidelines. Additional details and requirements concerning aesthetic guidelines shall be set forth in the RFP.

(e} Railroad Coordination

The current Project limits as shown in the Preliminary Horseshoe Schematic do not require coordination with any railroad. Further details regarding the Design-Build Contractor's design and coordination responsibilities will be set forth in the RFP.

(f} USACE Section 408 Submittal Package

TxDOT intends to complete the USACE Section 408 Submittal Packages for IH 30 and IH 35E with the geometry proposed on the Preliminary Horseshoe Schematic. The USACE Section 408 Submittal Packages will include the proposed foundations needed to relocate existing Oncor overhead transmission towers.

(g} Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part C, Exhibit A, Sections 7(a) through 7(f) will be provided. The shortlisted Proposers may, during the industry review process, be asked to provide input on this topic.

EXHIBIT B
DRAFT DESIGN-BUILD AGREEMENT
TERM SHEET

[Insert term sheet.]

EXHIBIT C
DRAFT CAPITAL MAINTENANCE AGREEMENT TERM SHEET

[Insert term sheet.]

Forms
(See Addendum #3 Forms)