

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: [Insert Date]

Texas Department of Transportation
4777 E. Highway 80
Mesquite, Texas 75150
Attn: Mr. Dan H. Peden, P.E.

The undersigned (“Proposer”) submits this qualification statement (this “QS”) in response to that certain Request for Qualifications dated as of February 20, 2013 (as amended, the “RFQ”), issued by the Texas Department of Transportation (“TxDOT”) to develop, design, construct, finance, operate and maintain tolled managed lanes, general purpose lanes and related facilities along SH 183 in Tarrant and Dallas Counties (the “Project”), through a Public-Private Partnership Agreement (“P3A”). 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: General Information;
- Volume 2: Technical Information;
- Volume 3: Financial Information; and
- Volume 4: Project Finance Experience and Qualifications.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT’s Project Website (as defined in the RFQ) and the following addenda and sets of questions and answers to the RFQ:

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

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

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

Proposer understands that TxDOT intends to convert the procurement and delivery method for the Project to a pass-through payment procurement and delivery method after shortlisting and prior to issuing the RFP, subject to adoption by the Texas Transportation Commission of the proposed amendments to the rules governing pass-through payment agreements as described in the RFQ.

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, as described in Part A, Section 3.2 of the RFQ.

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

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

Proposer's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

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, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
(for Public Release)

Name of Proposer: _____

Entity (check one box for entity completing Form B-1, as applicable):

Proposer; Equity Member; or Major Non-Equity Member

Name of Entity Completing Form B-1:

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-1: _____

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 Working on Project: _____
Contact Telephone Number: _____

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

C. If the entity completing this Form B-1 is a Joint Venture or newly formed entity (formed within the past two years), complete a separate Form B-1 and Form C for each member or partner and attach it to the QS. In addition, identify the name of such members or partners in the space below.

Name

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

By: _____ Print Name: _____

Title: _____ Date: _____

[Please make additional copies of this form as needed.]

FORM B-2

SUMMARY INFORMATION REGARDING PROPOSER

Name of Proposer: _____

List of all Equity Members:

List of all Major Non-Equity Members:

List of other team members:

FORM C
CERTIFICATION

Proposer: _____

Name of Firm: _____

Entity (check one box for entity completing Form B-1, as applicable):

Proposer; Equity Member; or Major Non-Equity Member

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

Yes No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

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

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

Yes No

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

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs or 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:

7. Has the firm or any affiliate* 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:

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

Yes No

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

*The term "Affiliates" includes parent companies, subsidiary companies, joint venture members and partners in which the entity has more than a 15% financial interest.

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: _____

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 AND LOCATION (2) (3) | PROJECT COST (4) (5) | START/END DATES | % OF WORK COMPLETED BY February 1, 2013 | LEVEL OF COMPANY'S PARTICIPATION (6) (8) | ROLE OF COMPANY FOR THE PROJECT (7) |
|------------------|-----------------------------------|----------------------|-----------------|---|--|-------------------------------------|
| | | | | | | |
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Notes:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Engineering Firm.
- (2) Only list projects on which the Lead Engineering Firm worked within the past ten (10) years.
- (3) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering work. If the Lead Engineering Firm is a joint venture, only list projects from one or more of the members of the joint venture that will perform at least thirty percent (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 February 1, 2013, 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) Show company's participation in terms of money and percentage of the design and engineering work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (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.
- (8) 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 AND LOCATION (2)(3) | PROJECT COST (4)(5) | START/END DATES | % OF WORK COMPLETED BY February 1, 2013 | LEVEL OF COMPANY'S PARTICIPATION (6) | ROLE OF COMPANY FOR THE PROJECT (7) |
|------------------|----------------------------------|---------------------|-----------------|---|--------------------------------------|-------------------------------------|
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Notes:

- (1) A maximum of three projects may be included. In the case of experience provided by a company related to the Lead Contractor (to the extent permitted under Part A, Section 5.1), specify its relation to the Lead Contractor.
- (2) Only list projects on which the Lead Contractor worked within the past ten years.
- (3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction work. If the Lead Contractor is a joint venture, only list projects from one or more of the joint-venture members that will perform at least thirty percent (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 February 1, 2013, 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) Show company's participation in terms of money and percentage of the construction work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (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.

FORM D-3 - TECHNICAL EXPERIENCE – OPERATIONS AND MAINTENANCE

| COMPANY NAME (1) | PROJECT NAME AND LOCATION (2)(3) | PROJECT COST (4)(5) | START/END DATES | LENGTH OF ROAD AND NUMBER OF LANE MILES UNDER OPERATION | LEVEL OF COMPANY'S PARTICIPATION (6) | ROLE OF COMPANY FOR THE PROJECT (7) |
|------------------|----------------------------------|---------------------|-----------------|---|--------------------------------------|-------------------------------------|
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Notes:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Operations & Maintenance Firm (as permitted in Part A, Section 5.1), specify its relation to the Lead Operations & Maintenance Firm.
- (2) Only list projects on which the Lead Operations & Maintenance Firm worked within the past ten years.
- (3) Only list projects where the Lead Operations & Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the operations and maintenance work. If the Lead Operations & Maintenance Firm is a joint venture, only list projects from one or more of the joint venture members that will be responsible for at least fifty percent (50%) of the Lead Operations & Maintenance Firm's potential operations and maintenance work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2013, 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) Show company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) In Volume 2 of the QS provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). **The description should, at a minimum, give an overview of the project, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project and explain why the experience the company gained on the project is relevant.**

FORM E

TECHNICAL REFERENCE SUMMARY

Respondents should consolidate references for all project experience included in the QS and Forms D-1, D-2 and D-3 within the Table below. References who are unable to be contacted may be disregarded by TxDOT at its own discretion.

| Responding Team Member | Project | Contact Name | Company / Agency | Current Address | Phone Number | E-mail | Fax |
|------------------------------------|----------------|---------------------|-------------------------|------------------------|---------------------|---------------|------------|
| Lead Contractor | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |
| Lead Engineering Firm | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |
| Lead Operations & Maintenance Firm | 1. | | | | | | |
| | 2. | | | | | | |
| | 3. | | | | | | |

FORM F

FINANCIAL REFERENCE SUMMARY⁽¹⁾

References who are unable to be contacted may be disregarded by TxDOT at its own discretion.

| Company Name | Project Name and Size | Dates of Conditional Award and Financial Close | Capital Structure (\$debt & \$equity) | Contact Name | Company/Agency | Current Address | Phone Number | E-mail |
|---------------------|------------------------------|---|--|---------------------|-----------------------|------------------------|---------------------|---------------|
| | | | | | | | | |
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⁽¹⁾ The information provided in this Form F must conform to the requirements set forth in Part B, Volume 4, Section A. 1)(a).

FORM G
SAFETY QUESTIONNAIRE

Name of Proposer: _____

Name of entity completing this Form G: _____

Role of entity completing this Form G:

- Lead Contractor; or
- Construction Team Member

Instructions for completion: Should additional lines or space be needed to address the subject areas below, the entity completing this Form G may add additional lines within each subject area as appropriate. Form G has no QS page limitation.

Part A

1. Please provide the total number of fatalities and the **incidence rates** for Heavy and Civil Engineering Construction, as defined by the North American Industry Classification System (NAICS 237), for each of the cases listed below for the past three years for all projects nationwide. Please note that the incidence rate is calculated as follows: Rate = (Number of cases*200,000)/total employee hours worked.* Additional information on how to calculate these incidence rates is available in the instructions on completing “OSHA Forms for Recording Work-Related Injuries and Illnesses” (OSHA Forms 300, 300A, 301). Further information regarding Heavy and Civil Engineering Construction (NAICS 237) industry data may be found via the United States Department of Labor website: <http://www.bls.gov/iag/tgs/iag237.htm>.

| Item | 2010 | 2011 | 2012 |
|---|-------------|-------------|-------------|
| Number of Fatalities | | | |
| Incidence Rate of Injury and Illness Cases per 100 Full-Time Workers | 2010 | 2011 | 2012 |
| Total Recordable Cases | | | |
| Cases with Days Away from Work, Job Transfer or Restriction | | | |
| Cases with Days Away from Work | | | |
| Cases with Job Transfer or Restriction | | | |
| Other Recordable Cases | | | |

* Note: 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.

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. Additionally, you must include with this Form G, an NCCI letter or a letter from an insurance agent identifying the firm’s NCCI Experience Modifier.

| Item | 2010 | 2011 | 2012 |
|--------------------------|------|------|------|
| NCCI Experience Modifier | | | |

Part B

For purposes of this Part B, describe your firm's *standard or typical* safety program or practices.

1. To whom and how often are internal accident reports and report summaries sent to your firm's management?

| Position | Monthly | Quarterly | Annually | Other (specify) |
|----------|---------|-----------|----------|--------------------|
| | | | | |
| | | | | |
| | | | | |

2. Do you hold site meetings for supervisors? Yes _____ No _____
 How often? Weekly ___ Biweekly ___ Monthly ___ Less often, as needed ___

3. Do you conduct Project Safety Inspections? Yes _____ No _____
 If yes, who conducts them? _____

How often? Weekly ___ Biweekly ___ Monthly ___

4. Does the firm have a written Safety Program? Yes _____ No _____

5. Does the firm have an orientation program for new hires? Yes _____ No _____

If yes, what safety items are included? _____

6. Does the firm have a program for newly hired or promoted foremen?

Yes _____ No _____

If yes, does it include instruction of the following?

| Topic | Yes | No |
|---------------------------------------|-----|----|
| Safety Work Practices | | |
| Safety Supervision | | |
| On-site Meetings | | |
| Emergency Procedures | | |
| Accident Investigation | | |
| Fire Protection and Prevention | | |
| New Worker Orientation | | |

7. Does the firm hold safety meetings which extend to the laborer level?

Yes _____ No _____

How often? Daily ____ Weekly ____ Bi-Weekly ____ Less often, as needed ____

8. Does the firm have a program or written practices that expressly address the safety of the traveling public?

Yes _____ No _____

If yes, describe such programs or practices. _____

Part C

Identify any differences between the firm's standard or typical safety program or practices, as described above, and the firm's safety program or practices on projects similar to this Project in size and scope. _____
