

**SH 99 Grand Parkway Toll Road Project
Q & A Matrix #4**

(December 22, 2011)

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
1.	Part B, Vol. 2, §A(b)/p. B-12	The RFQ states that financial statements must be provided in U.S. dollars. We respectfully ask that TxDOT allow financial statements to be provided in Euros, a strong international currency, and without a summary of the Income Statements and Balance Sheets converted to U.S. dollars by a certified public accountant.	No change will be made.
2.	Part A, §4.2(b)/ p. A-21	Current text indicates that 11 x17 pages are allowed but included in the page count for Volume 1. Do 11 x 17 pages count as one page or two?	Each 11 x 17 page will count as <u>one</u> page.
3.	Part B, §B(b)/ p. B-6	Current text regarding “Management Structure” states that for each QS, provide a narrative of no more than 5 pages (8.5” x 11”) describing the Proposers teaming arrangements and its management structure. Q&A Matrix 2 increased the page limit for Design-Build QS Volume 1 to 40 pages, but limits on the Management Structure and Technical Approach discussions within Volume remain as shown. These are key sections that warrant a more clear response. We will work within the 40 page limit but ask that these subsection limits be removed.	No change will be made.

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
4.	Part B, §C/ p. B-9	<p>Current text provides that the Statement of Technical Approach may be no longer than six (6) pages.</p> <p>Q&A Matrix 2 increased the page limit for Design-Build QS Volume 1 to 40 pages, but limits on the Management Structure and Technical Approach discussions within Volume remain as shown. These are key sections that warrant a more clear response. We will work within the 40 page limit but ask that these subsection limits be removed.</p>	No change will be made.
5.	Part B, §C(a)/ p. B-17	<p>Current text provides that a minimum of three individual projects and references shall be provided for each resume.</p> <p>Please clarify if the references are to correspond to the projects or if they can be aside from the projects.</p>	The three references must correspond to each of the three projects that the Proposers must list in each resume.
6.	Part B, §C/ p. B-19	<p>This section lists as Key Personnel a Financial Manager and a Project Finance Lead.</p> <p>Do you intend for the design-build teams to have a Financial Manager and Project Finance lead as key personnel or are these positions for concession-only teams?</p>	The Financial Manager and Project Finance Lead positions are required under the toll concession model only. See revisions to Part B, Section C in Addendum #1 to the RFQ.
7.	Part A, §5.5.1 (a)/ pp. A-26 & A-27	<p>Existing text reads:</p> <p><i>Note: For the referenced Lead Contractor evaluation criteria, the relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience and, if the Lead Contractor is a joint venture, the experience must be from joint venture member(s) that will be responsible for at least thirty</i></p>	Yes, the experience will only be considered for members of the Lead Contractor that have at least a 30% interest in the Lead Contractor. Please note that this requirement applies to both delivery models (see note 3 on Forms E-1 and E-2).

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
		<p><i>percent (30%) of the Lead Contractor's potential construction work for the Project.</i></p> <p>Does this mean that for the evidence submitted on Form E-2, Technical Experience – Construction to be considered as evidence of the Lead Contractor as a Joint Venture that the evidence can only be submitted in respect of Joint Venture Members holding more than thirty percent (30%) of the joint venture? This restriction would prevent a Lead Contractor being a Joint Venture of either four (4) or five (5) equal qualified contractors with each holding twenty five (25%) or twenty percent (20%) respectively and providing evidence as to each members' relevant technical capabilities.</p>	
8.	Part C, Form E-1/ p. C-17	<p>The footnotes on Form E-1 may be incorrect. TxDOT to clarify and perhaps correctly pair the footnotes on Form E-1, below may be the correct pairing for the footnotes:</p> <p>Please confirm whether:</p> <ul style="list-style-type: none"> - Company Name should be matched with Footnote 2. - Project Name and Location should be matched with Footnote 3 and 4 - Project Cost should be matched with Footnote 5 & 6 - Level of Company's Participation should be matched with Footnote 7 - Role of Company for the Project should be matched with 	<p>Revisions to Form E-1 will be made in Addendum #1 to the RFQ – Footnotes will be renumbered sequentially beginning with (1) as follows:</p> <ul style="list-style-type: none"> - (2) will be changed to (1) - (3) will be changed to (2) - (4) will be changed to (3) - (5) will be changed to (4) - (6) will be changed to (5) - (7) will be changed to (6)

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
		Footnote 8 and 9.	<ul style="list-style-type: none"> - (8) will be changed to (7) - (9) will be changed to (8)
9.	Part C, Form E-3/ p. C-19	<p>Note (5) in Form E-3 says "Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project". The text is the same as in form E-1 and E-2, which relate to design and construction.</p> <p>If Form E-3 is intended to show the experience of the companies in O&M, would it be more appropriate to include the O&M budget instead of construction budget?</p>	<p>Note (5) on Form E-3 will be revised in Addendum #1 to RFQ as follows:</p> <p>Project Cost means the total construction <u>operations/maintenance</u> cost budgeted or, if the project work <u>work</u> is complete, the total actual construction <u>actual operations/maintenance</u> cost of the completed project.</p>
10.	Part A, §5.1/ p. A-23	<p>Current text reads:</p> <p>"...In order for project experience provided in the QS to be considered responsive..... experience is respectively the Equity Member, Lead Design Firm, Lead Contractor, Lead Operations & Maintenance Firm or Capital Maintenance Firm itself, or a controlled subsidiary of such...."</p> <p>Could you please clarify what does the term "controlled subsidiary" in Section 5.1 includes, and whether it includes also a jointly controlled subsidiary.</p>	<p>Experience of a subsidiary of an Equity Member or Non-Major Equity Member will be considered if the Equity Member or Major Non-Equity Member has management control over the subsidiary. The management control over the subsidiary could be shared with another entity.</p>
11.	Part A, §5.1/ p. A-23	<p>Current text reads:</p> <p>"...In order for project experience provided in the QS to be considered responsive..... experience is respectively the Equity Member, Lead Design Firm, Lead Contractor, Lead Operations &</p>	<p>Yes, the project references for the controlled subsidiary of the relevant firm may be listed. Please note response to Q.7 for additional requirements.</p>

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
		<p>Maintenance Firm or Capital Maintenance Firm itself, or a controlled subsidiary of such...."</p> <p>Please confirm that for the purpose of demonstrating the "relevant experience" of the Equity Member, Lead Contractor, Lead O&M Firm, etc. which may be made by reference to the experience of their "controlled subsidiaries" such reference may also relate to the experience of the "controlled subsidiaries" of the relevant members of the Equity Member, Lead Contractor, Lead O&M Firm, etc.</p>	
12.	Part A, §5.5.1 p. A-26	<p>Current text reads:</p> <p>"For the above referenced Lead Contractor evaluation criteria, the relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience and, if the Lead Contractor is a joint venture, the experience must be from joint venture member(s) that will be responsible for at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project"</p> <p>Please confirm the <u>underlined</u> addition: For the above referenced Lead Contractor evaluation criteria, the relevant experience must be on projects where the <u>relevant member of the</u> Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience and, if the Lead Contractor is a joint venture, the experience must be from joint venture member(s) that will be responsible for at least thirty percent (30%) of the Lead Contractor's potential construction work for the</p>	The requested change will be made.

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
		Project"	
13.	Part B, Vol. 1, §B (b)/p. B-6	<p>Current text reads:</p> <p>"Organization chart showing the Proposer's Equity Members, Major Non-Equity Members and any Major Non-Equity Members."</p> <p>The term "Major Non-Equity Members" is written twice consecutively. Please confirm that the term should only be written once, as follows: Organization chart showing the Proposer's Equity Members and any Major Non-Equity Members.</p>	<p>This text will be revised in Addendum #1 to the RFQ as follows:</p> <p>"Organization chart showing the Proposer's Equity Members, Major Non-Equity Members and any Major <u>Identified</u> Non-Equity Members."</p>
14.	Part B, Vol. 2, §C/ p. B-15	<p>Current text reads:</p> <p>"A letter from the CFO or treasurer of the entity or their certified public accountant for each entity from which financial information is submitted, identifying all off balance sheet liabilities."</p> <p>Off Balance Sheet Liabilities – we are, to some extent, unclear with your meaning of the term "Off-Balance Sheet Liabilities". We would appreciate your clarification on whether this term should be defined under SEC regulation S-K 303(a)(4) with respect to "Off-Balance Sheet Arrangements" or/and as addressed under Section 401(a) of the Sarbanes-Oxley Act of 2002 with respect to Aggregate Contractual Obligations."</p>	Yes as to both. All off balance sheet liabilities should be identified.
15.	Part C, Form C, Questions 3 and 4/	<u>Question 3</u> : "Has the firm or any affiliate ever been disqualified, removed, debarred or suspended from performing work for federal government , any state or local government, or any foreign governmental entity? "	<p>Form C, questions 3 & 4 will be revised in Addendum #1 to the RFQ as follows:</p> <p>3. Has the firm or any affiliate* ever been</p>

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
	pp. C-13	<p><u>Question 4</u>: "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?"</p> <p>The questions are generally phrased and are not bounded to a relevant period of time, as question 1 is bound to the past 5 years. Could it be clarified that the questions refer to a specific time period (five years?).</p>	<p>disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity <u>within the past ten years?</u></p> <p>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 <u>within the past ten years?</u></p>
16.	Part C, Form C, Question 5/ p. C-13	<p>Existing text reads:</p> <p>"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?"</p> <p>Could you please confirm that phrase "failure to comply with safety rules, regulations, or requirements" refer only to major or substantial failures or were that resulted in legal proceedings?</p>	<p>The question is not limited to only "major or substantial failures or failures that resulted in legal proceedings." However, the question is limited in scope to "repeated or multiple" failures to the knowledge of the undersigned after due inquiry.</p>
17.	Part B, Vol. 2, § A(a)/ p. B-12	<p>" Financial Statements must be provided in US GAAP or 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."</p> <ul style="list-style-type: none"> - The financial statements of some of the companies of our consortium are not prepared in accordance with the GAAP 	<p>No change will be made. See response to Q. 7 on RFQ Q&A Matrix #2 dated December 9, 2011.</p>

<u>No.</u>	<u>RFQ Section/ Page No.</u>	<u>Question/Comment</u>	<u>Response</u>
		<p>principles.</p> <ul style="list-style-type: none"> - On December 21, 2007 the SEC adopted as a final rule Securities Act Release No. 8879 Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Financial Reporting Standards without Reconciliation to U.S. GAAP. The final rule became effective on March 4, 2008. Under this rule, potential foreign issuers would not be requested to reconcile the IFRS financial statements to US-GAAP any more than in the case of a public or private placement in the US capital markets. - The complexity involved in having a certified public accountant undertake this analysis is significant and may not be possible in the time available. - Given the complexity to the certified public accountant in addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP and the financial impact, TxDOT is kindly requested to accept the financial statements prepared under IFRS without an audit letter addressing U.S. GAAP. 	