

June 10, 2005

RE: SH 121 Turnpike Project

To whom it may concern:

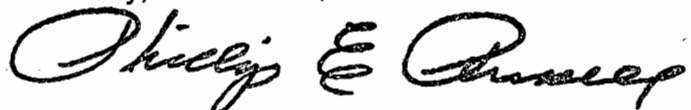
The Texas Department of Transportation (TxDOT), hereby releases its Addendum No. 1 to the Request for Competing Proposals and Qualifications (RFPQ) issued on March 25, 2005 in connection with the above-referenced Project.

This Addendum No. 1 clarifies TxDOT's intent with respect to issues raised and addressed in the Responses to Proposer Questions. Revisions to the RFPQ are redlined for Proposer convenience with the exception of revisions to Form B and Form C.

Please be reminded that teams interested in responding to the RFPQ may submit questions and requests for clarification regarding this Addendum in writing to the address shown in the RFPQ. TxDOT must receive any such correspondence no later than 4:30 P.M. CST on June 15, 2005. TxDOT will post its responses on the website.

TxDOT looks forward to receiving and reviewing your PQS, to receiving detailed proposals and to working with the selected proposer in the successful development of the Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Phillip E. Russell". The signature is fluid and cursive, with the first and last names being more prominent than the middle initial.

Phillip E. Russell, P.E.
Director, Texas Turnpike Authority Division

**REQUEST FOR COMPETING PROPOSALS AND
QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE AND MAINTAIN
THE
SH 121 TURNPIKE PROJECT
THROUGH A
COMPREHENSIVE DEVELOPMENT AGREEMENT**

TEXAS DEPARTMENT OF TRANSPORTATION

**ADDENDUM NO. 1
ISSUED June 10, 2005**

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

TABLE OF CONTENTS

1.	INTRODUCTION	1
2.	DESCRIPTION OF SH 121 TURNPIKE PROJECT OPPORTUNITY	2
2.1	Status of SH 121 Construction.....	2
2.2	Improvements to be Completed by Developer	4
2.3	Project Environmental Status	5
2.4	Construction Cost Estimates and Availability of Funds	6
2.5	Funding Available for Development Costs.....	6
2.6	Right-of-Way Acquisition	6
2.7	Geotechnical, Utility Relocation and Hazardous Materials Investigations...	7
2.7.1	Geotechnical Investigation Program	7
2.7.2	Utility Investigation	7
2.7.3	Hazardous Materials Investigation.....	7
2.7.4	Other Due Diligence Activities.....	8
2.8	Traffic and Revenue Forecast.....	8
2.9	Toll Collection System Development	8
3.	DESCRIPTION OF PROCUREMENT PROCESS	8
3.1	Overall Process	8
3.2	Procurement Schedule.....	9
3.3	Pre-PQS Workshop.....	10
3.4	Questions and Requests for Clarification; Addenda	10
3.5	Federal Requirements.....	11
3.6	Liability, Insurance and Bonds.....	11
3.7	DBE/HUB Requirements.....	11
3.8	Development	12
3.9	Project Financing	12
3.10	Post-Completion Responsibilities.....	12
4.	PQS CONTENT AND SUBMITTAL REQUIREMENTS	13
4.1	Format	13
4.2	Contents and Organization.....	13
4.2.1	Volume 1	13
4.2.2	Volume 2.....	19
4.2.3	Volume 3.....	22
4.3	PQS Submittal Requirements.....	23
5.	EVALUATION PROCESS AND CRITERIA.....	24
5.1	Responsiveness	24

5.2	Pass/Fail Review	25
5.3	Qualifications Evaluation Criteria and Weighting	25
5.3.1	General/Experience (25% Weighting)	26
5.3.2	Conceptual Project Development Plan (25% Weighting)	26
5.3.3	Conceptual Project Financing Plan (50% Weighting).....	27
5.4	PQS Evaluation Procedure.....	28
5.5	Changes in the Conceptual Project Development Plan and the Conceptual Project Financing Plan	28
5.6	RFDP Procedure and Evaluation	28
6.	COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST	29
6.1	Improper Communications and Contacts	29
6.2	Public Information Act	29
6.3	Organizational Conflicts of Interest	30
7.	PROTEST PROCEDURES	31
7.1	Protests Regarding RFPO Documents.....	32
7.2	Protests Regarding Responsiveness Determination, Evaluation, Evaluation Process or Shortlisting	33
8.	TxDOT RESERVED RIGHTS	34

Exhibits:

Exhibit A	List of Project Documents
Exhibit B	Project Map

Forms:

Form A	Transmittal Letter
Form B	Information Regarding Proposer, Equity Members And Major Non-Equity Members
Form C	Certification

1. INTRODUCTION

The Texas Department of Transportation ("TxDOT"), an agency of the State of Texas, hereby requests the sealed submittal of proposals and qualifications from entities ("Proposers") desiring to develop, design, construct, finance, operate and maintain portions of SH 121 from the west end of Business SH 121 to US 75 in Denton and Collin Counties as well as other potential facilities to the extent necessary for connectivity and financing (referred to herein as the "SH 121 Turnpike Project" or the "Project"), pursuant to a Comprehensive Development Agreement ("CDA"). Development of the Project is a crucial element in responding to severe traffic bottlenecks that exist in the Dallas/Fort Worth Metroplex.

TxDOT is issuing this RFPO in accordance with the provisions of Chapter 361 of the Texas Transportation Code ("Code") (which can be found at <http://www.capitol.state.tx.us/statutes/tn.toc.htm>); Sections 27.1-27.5 of Title 43, Texas Administrative Code (the "Rules"); and other applicable provisions of law. Proposers shortlisted in response to this Request for Competing Proposals and Qualifications, as amended ("RFPO") will be invited to submit detailed proposals ("Detailed Proposals") in response to a Request for Detailed Proposals ("RFDP").

The RFPO is based on an unsolicited proposal for the Project that TxDOT received on January 7, 2005 from Skanska BOT AB to develop, design, construct, finance, and operate the SH 121 Turnpike Project as a concession project. TxDOT has reviewed the unsolicited proposal, intends to evaluate the unsolicited proposal, and may negotiate a CDA based on the unsolicited proposal. A copy of the Texas Transportation Commission's (the "Commission") Minute Order 109980 dated February 24, 2005, authorizing further evaluation can be reviewed at <ftp://ftp.dot.state.tx.us/pub/txdot-info/adm/meetingminutes/022405draftmin.pdf>.

TxDOT has assembled documents relating to the Project as listed in Exhibit A hereto (the "Project Documents"). The Project Documents will be posted on the website as they are available, and two CDs including the Project Documents (except the schematics for the SH 121/US 75 interchange) will be provided at the pre-PQS workshop in April. A CD with the Schematics for the SH 121/US 75 interchange will be available at the Dallas District Headquarters on June 10, 2005. Proposers may make an appointment to review the Project Documents or may request electronic copies on compact disks or hard copies by contacting TxDOT at the following address:

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

Attn: Mr. Ed Pensock, P.E.

TxDOT will charge for the costs of providing electronic or hard copies at its standard rates.

2. DESCRIPTION OF SH 121 TURNPIKE PROJECT OPPORTUNITY

The CDA will (a) obligate the Developer to (i) develop, design and construct portions of the SH 121 Corridor, (ii) invest equity and provide financing for such improvements, and (iii) provide operations and maintenance services for the SH 121 roadway and (b) grant the right to collect tolls from users of the SH 121 Turnpike Project for a period to be specified in the RFDP.

The portion of SH 121 from the Dallas North Tollway to US 75 has not been approved by the MPO for tolling at this time. It is anticipated a decision on tolling this segment will be made during the procurement process. If approval to toll that segment is not obtained, the definition of the SH 121 Turnpike Project will be revised to exclude that segment.

Certain portions of the SH 121 Turnpike Project have already been completed, certain portions are currently under construction and other portions would be designed and constructed by the Developer. The design for those portions of the Project already under construction and the conceptual design for the remaining portions of the Project are available for review as described herein.

2.1 Status of SH 121 Construction

The following tables summarize the status of existing SH 121 projects as of March 17, 2005

Existing Project 1	NH2001(368)
Location	Denton and Dallas Counties
CSJ	354701008
Limits from	North of Denton Creek
Limits to	East of IH 35E
Description	Construct freeway facility mainlanes and direct connectors
Contractor name	Balfour Beatty Construction, Inc.
Bid amount	\$86,940,924.30

Time charge	499 / 868 = 57%
Est. work complete	74%
Length	3.308 mi
Date work began	05/01/2003
Estimated completion date	March, 2007

Existing Project 2	NH2001(370)
Location	Denton County
CSJ	354701009
Limits from	0.26 mi west of Hebron Parkway (FM 544)
Limits to	0.17 mi east of FM 2281
Description	Add 6 ln frwy to existing 6 ln frtg rds
Contractor name	Mario Sinacola & Sons, Excav
Bid amount	\$31,371,907.66
Time charge	290 / 504 = 58%
Est. work complete	62%
Length	2.632 mi
Work began	02/05/2004
Estimated completion date	Jan 2007

Existing Project 3	NH2001(366)
Location	Denton and Collin Counties
CSJ	036403066
Limits from	0.17 mi east of FM 2281
Limits to	0.23 mi W of Dallas N Tollway/Collin Co. line
Description	Construct 6 lane freeway with 6 lane frontage roads
Contractor name	Austin Bridge & Road, LP
Bid amount	\$103,412,852.37
Time charge	148 / 1090 = 14%
Est. work complete	12%
Length	5.886 mi
Work began	08/23/2004
Estimated completion date	Feb., 2008

Existing Project 4	NH2004(523)
Location	Collin County
CSJ	036404037
Limits from	Dallas North Tollway
Limits to	0.7 mi WEST of FM 2478 (Custer Rd.)
Description	Construct 6 ln frtg rd (PH 1 of frwy) w/mainlanes & incl I/C ST SH 289
Contractor name	Balfour Beatty Construction, Inc.
Bid amount	\$84,322,926.90
Time charge	0 / 1020 = 0%
Est. work complete	3%
Length	5.049 mi
Amt paid this est	\$4,187,055.98
Work began	10/25/2004
Estimated completion date	Jan., 2008

Existing Project 5	NH2002(933)
Location	Collin County
CSJ	036404022
Limits from	US 75
Limits to	0.7 mi west of FM 2478 (Custer Rd.)
Description	Const 6-LN frtg rd (Phase I) w/mainlanes & intrchg @ Custer Rd
Contractor name	Austin Bridge & Road, LP
Bid amount	\$46,464,254.94
Time charge	579 / 740 = 78%
Est. work complete	71%
Length	6.287 mi
Work began	03/03/2003
Estimated completion date	Sept., 2005

2.2 Improvements to be Completed by Developer

TxDOT anticipates that the improvements to be completed by Developer will include:

- Improvements to SH 121, including design and construction of a portion of SH 121 in Collin County, provided this segment of SH 121 is approved for tolling by the MPO. It is anticipated that this portion of SH 121 will include six mainlanes and three-lane continuous frontage roads in each direction from west of Hillcrest Road to US 75 within the planned right-of-way. The FHWA has approved the schematic for a six-lane free facility. The Developer and/or TxDOT would need to conduct public involvement and perform an environmental re-evaluation for tolling this segment. Final approval will need to be obtained from FHWA. The most recent design submittals are included in the list of Project Documents available for review as specified in Section 1.
- Design and installation of electronic toll collection equipment as necessary to allow collection of tolls from Project users (a) for the segment from west end of Business SH 121 to the Dallas North Tollway in Denton and Collin Counties, and (b) for the segment from the Dallas North Tollway to US 75 in Collin County, provided this segment is approved by the MPO for tolling.
- The SH 121/US 75 5-level interchange. A fully directional interchange design is currently in the advance planning stage by TxDOT's Dallas District. The most recent design submittals are included in the list of Project Documents available for review as specified in Section 1. Draft schematics and a draft environmental assessment have been submitted to FHWA for further processing. Approval to hold a formal public hearing is anticipated by the third quarter of 2005.
- Other potential facilities to the extent necessary for connectivity and financing.

2.3 Project Environmental Status

SH 121 from the west end US Business 121 to the DNT: A FONSI has been issued for a free facility. The MPO has revised the Long-Range Transportation plan to depict this segment as a tolled facility. This segment is also depicted as a tolled facility in the 2005 conformity update run anticipated to be approved by FHWA in June of 2005. The Department is in the process of performing an environmental assessment for a tolled facility on this segment including a revision of the schematic. These documents are anticipated to be submitted to FHWA mid 2005 for further processing.

SH 121 from the DNT to US 75: A FONSI has been issued for a free facility. The MPO currently depicts this segment as a free facility. The Collin County Commissioner's Court has formed a working group to review all funding feasibility options to complete

the main lanes on this segment. Decisions as to the type of facility for this segment is anticipated in mid 2005. If a decision is made to toll this segment of SH 121, the MPO must update the Long Range transportation Plan, and then perform a conformity determination run to ensure the facility meets the provisions of the Clean Air Act and amendments. It is anticipated this conformity determination may not be scheduled by the MPO until 2006. Following a determination that a tolled facility meets the provisions of the Clean Air act and amendments, the Developer and/or the Department must process an environmental assessment for a tolled facility on this segment including a revision of the schematic.

Copies of the current environmental documents are included in the list of Project Documents available for review as specified in Section 1.

2.4 Construction Cost Estimates and Availability of Funds

TxDOT's current construction cost estimates for the improvements to be developed under the CDA are:

- SH 121 Improvements from west of Hillcrest Road to US 75: \$93,500,000
- SH 121/US 75 Interchange: \$98,000,000

Estimated construction costs reflect the currently developed schematic and environmentally studied project segments. These costs do not reflect any adjustments that may be necessary in order to allow tolling. In addition, the estimates do not include design, right-of-way or utility related costs.

2.5 Funding Available for Development Costs

Proposers are advised that no TxDOT funding will be available for the development of the Project. TxDOT expects significant private participation as a key element of the Conceptual Project Financing Plan required to be provided hereunder. The RFDP will provide further details regarding TxDOT's expectations relating to Project financing.

2.6 Right-of-Way Acquisition

Proposers are advised that:

- Right of way acquisition is complete for the SH 121 corridor.
- Right of way acquisition has not begun for the SH 121/US 75 interchange.
- Right of way acquisition has not begun for other potential facilities necessary for connectivity.

The CDA is expected to require the Developer to carry out right-of-way acquisition services for any parcels needed for the Project that have not been acquired by TxDOT as of the date of award of the CDA. The required services may include preparation of right-of-way strip maps, plats, legal descriptions, appraisals and such other items as TxDOT deems relevant, as well as coordination of the offer and relocation processes, for the identified parcels. The RFDP shall set forth in detail the parcels for which the Developer shall provide the designated right-of-way acquisition services, as well as those parcels that TxDOT will provide.

2.7 Geotechnical, Utility Relocation and Hazardous Materials Investigations

2.7.1 Geotechnical Investigation Program

A subgrade soils report for each segment has been completed and is included on the list of Project Documents available to Proposers for review as provided in Section 1.

Foundation drilling logs are also available at current bridge construction locations and are included on the list of Project Documents available to Proposers for review as provided in Section 1.

2.7.2 Utility Investigation

Existing subsurface utility engineering (SUE) information for the SH 121 improvements is included on the list of Project Documents available to Proposers for review as provided in Section 1. This SUE data was obtained prior to utility adjustments performed for the current construction projects.

Utility Adjustment Permits and Plans performed for the current construction projects is also included on the list of Project Documents available to Proposers for review as provided in Section 1.

TxDOT anticipates undertaking additional SUE work for the SH 121 improvements and for the SH 121/US 75 interchange following completion of ongoing adjustments by the owners. TxDOT anticipates additional SUE work will be completed by the last quarter of 2005. The SUE information will be made available to shortlisted Proposers when it is completed.

2.7.3 Hazardous Materials Investigation

The Project Documents include studies showing the results of hazardous materials investigation relating to the Project, and are available for review as provided in Section 1. TxDOT is currently assessing what, if any, additional hazardous materials

investigation information will be provided and shortlisted Proposers will, during the industry review process, be asked to provide input on this topic.

2.7.4 Other Due Diligence Activities

TxDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Sections 2.7.1 – 2.7.3 will be provided. The shortlisted Proposers will, during the industry review process, be asked to provide input on this topic.

2.8 Traffic and Revenue Forecast

A Level II Toll feasibility analysis for SH 121 is underway and will become available for review when complete. TxDOT anticipates that the results for the Collin County Segment will be available in mid April, 2005, and that results for the Denton County segment will be available in June, 2005. TxDOT is considering whether to conduct additional analyses and will advise the shortlisted Proposers of its plans once a decision is made.

2.9 Toll Collection System Development

TxDOT anticipates that the toll collection system for the portion of SH 121 in Collin County will be included in the Developer's scope of work, provided this segment is approved by the MPO for tolling. Design work is currently underway for the system for the Denton County portion of the Project. The Developer's scope of services may include assuming responsibility for completion of the design and installation of those portions of the system as well. The Developer will be required to coordinate system design and toll collection operations with local authorities.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

TxDOT reserves the right to modify the procurement process in its sole discretion to address applicable law and/or the best interests of TxDOT and the State of Texas.

TxDOT will evaluate the proposals and qualifications submittals ("PQSs") it receives in response to this RFPQ and will establish, according to criteria generally outlined herein, a shortlist of Proposers eligible to receive the RFDP.

If only one responsive PQS is received, TxDOT may either (a) proceed with the procurement and request a Detailed Proposal from the sole Proposer or (b) terminate this procurement.

Following the shortlisting of Proposers, TxDOT anticipates releasing for industry review and comment a draft RFDP, including scope of work and contract documents or summaries/term sheets. 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 shortlisting.

After consideration of industry input, TxDOT plans to issue a RFDP to the shortlisted Proposers. The Texas Transportation Commission (the "Commission") may select a Proposer for negotiations, based on a determination of apparent best value, to finalize a CDA 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.

As contemplated by Section 361.3022 of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a responsive Detailed Proposal a maximum stipulated amount not exceeding the value of the work product contained in its Detailed 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 RFDP.

3.2 Procurement Schedule

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

Issue Request for Competing Proposals and Qualifications	March 25, 2005
Pre-PQS workshop	10 a.m. Central Time April 25, 2005
Cut-off dates for Proposer clarification requests	
First set	one week after workshop
Interim sets	TBD
Last set	June 2, 2005
Requests relating to any addendum issued after May 30, 2005	three days after the addendum is issued (but no later than the PQS Due Date)

PQS Due Date

noon Central Time
June 23, 2005

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue an industry review draft of the RFDP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a CDA award thereafter. TxDOT anticipates awarding and executing a CDA for the Project in Spring 2006.

3.3 Pre-PQS Workshop

TxDOT intends to hold a pre-PQS workshop at TxDOT's offices at 4777 E. Hwy 80, Mesquite, on the date and time specified in Section 3.2. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a PQS if they do not attend the workshop.

3.4 Questions and Requests for Clarification; Addenda

Proposers must pose all questions and requests for clarification in writing to:

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Mr. Ed Pensock, P.E.

TxDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Section 3.2. 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 following website: <http://www.dot.state.tx.us> (the "Website") by linking through **e-Business / Consultant Services / Texas Turnpike Authority** to and through the [Notice of Intent to Issue a Request for Proposals / Qualifications](#) to the web page: <http://www.dot.state.tx.us/tta/contract/request.htm>.

TxDOT reserves the right to revise this RFPQ by issuing addenda to this RFPQ at any time before the PQS Due Date. TxDOT will post any addenda to this RFPQ on the Website.

Proposers are responsible for monitoring the website identified above for information concerning this procurement as teams responding to this RFPQ will be required to acknowledge that they have received and reviewed all materials posted thereon.

3.5 Federal Requirements

Proposers are advised that the RFDP will be drafted based on the assumption that the plan of finance for the Project will include federal-aid funds and therefore that the procurement documents and CDA must conform to requirements of applicable federal law and FHWA regulations.

If the ultimate plan of finance does not include federal-aid funds, the CDA may be revised to remove the federal-aid requirements.

3.6 Liability, Insurance and Bonds

TxDOT anticipates that the CDA will require the Developer to assume liabilities, to provide bonds and insurance coverage and to indemnify and defend TxDOT against third party claims as specified in the CDA. 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, insurance and indemnity will be set forth in the RFDP and the CDA.

3.7 DBE/HUB Requirements

Pursuant to the provisions of Section 361.050(a)(3) of the Texas Transportation Code, TxDOT has adopted rules to provide Disadvantaged Business Enterprises ("DBEs") opportunities to participate in the business activities of TxDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants (see 43 Tex. Admin. Code Section 9.50 et seq.). TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. The DBE policy of TxDOT applies to all TxDOT contracts and purchases paid with funds received from the U.S. Department of Transportation through the Federal Highway Administration, the Federal Transit Administration, and the Federal Aviation Administration.

TxDOT also has adopted the Texas Building and Procurement Commission definition of and certification program for Historically Underutilized Businesses ("HUBs"). The HUB policy of TxDOT applies to all TxDOT contracts and purchases paid with State of Texas or local government entity funds.

TxDOT has not yet determined whether DBE and HUB requirements will apply for the Project. Information regarding DBE and HUB requirements and goals will be included in the RFDP.

In responding to this RFPO, a Proposer team need not include team members to satisfy DBE/HUB goals. However, it is the policy of TxDOT to encourage the participation of DBEs, HUBs, 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 Development

It is anticipated that the CDA will require the Developer, upon receiving a notice to proceed from TxDOT, to assume substantially all development obligations from TxDOT and its consultants arising from and after execution of the CDA and to cause the Project to be completed in accordance with certain standards and specifications agreed by TxDOT and the Developer to apply to the Project.

TxDOT anticipates including in the RFDP a proposed set of Project-specific standards and specifications. The RFDP may permit Proposers to propose, for TxDOT consideration, exceptions and deviations from certain of these standards. All requests for deviations shall follow standard TxDOT policies and procedures regarding their approval.

3.9 Project Financing

TxDOT anticipates that the CDA will grant a franchise or concession to the Developer allowing it to collect tolls from users of the SH 121 Turnpike Project, with the projected stream of toll revenues used to finance design and construction of improvements by the Developer, and with compensation likely based on an agreed upon return on investment. The Proposal shall include information regarding the proposed approach to payment of a concession fee or other revenue sharing arrangements. The Proposers are advised that TxDOT anticipates using Project revenues to fund local improvements identified in the 2004 Partnership Program.

TxDOT intends to solicit industry ideas concerning optimal compensation structures during the industry review process. To the extent that payments under the CDA come from State and/or federal grant funds (as opposed to Project revenues, revenue bond proceeds, loans, etc.), Proposers should be aware that such state and federal funds may be subject to legislative appropriation by the State of Texas.

3.10 Post-Completion Responsibilities

TxDOT anticipates that the CDA will require the Developer to undertake operations and capital maintenance and preservation of the SH 121 Turnpike Project assets for a specified term.

4. PQS CONTENT AND SUBMITTAL REQUIREMENTS

TxDOT expects PQSs submitted in response to this RFPO 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.

PQSs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

4.1 Format

Each responding Proposer shall submit one original and 15 copies (for a total of **16**) of its PQS in loose-leaf three ring binders, contained in sealed packages. Submittals must be prepared on 8-1/2" x 11" sized, white paper and bound. Volume 1 shall have all pages sequentially numbered and not exceed 60 pages. Each page may be printed on two sides, in which event each side shall be considered one page. The type font size in Volume 1 shall be no smaller than twelve-pitch. Volumes 2 and 3 do not have page numbering, page limitation or type font size requirements. 11" x 17" pages are allowed (including in the 60-page count) 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 shall be recycled.

Standard corporate brochures, awards, licenses and marketing materials shall not be included in a PQS.

4.2 Contents and Organization

Proposers must organize their PQS in the order set forth in this Section 4.2. The PQS shall contain at least three separately bound and labeled volumes including the information described in this Section 4.2. Each volume may be subdivided as needed.

In addition to its PQS, each Proposer shall submit a maximum 3-page overview/summary of the PQS (in at least 12-point type), which shall be written in a non-technical style. This 3-page overview shall not be considered part of the PQS and is considered additional information and will not be evaluated. **This PQS overview may be released to the public and the media. Proposers are advised that pricing information and any other confidential and proprietary materials shall not be placed in this brief overview/summary.** The Proposer shall place the PQS overview in a separate, sealed folder or envelope labeled "PQS Overview."

4.2.1 Volume 1

Volume 1 of the PQS shall contain the following:

4.2.1.1 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) An Executive Summary, not exceeding 10 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 PQS and its ability to satisfy the financial and technical requirements of the Project.

(c) A page executed by the Proposer that sets forth the specific items (and the section and page numbers within the PQS at which such items are located) that the Proposer deems confidential, trade secret or proprietary information protected by Section 361.3023 of the Code or the Act (as defined below). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for TxDOT to treat the entire PQS as public information. Notwithstanding the foregoing, the list required under this Section 4.2.1.1(c) is intended to provide input to TxDOT as to the confidential nature of a Proposer's PQS, but in no event shall such list be binding on TxDOT, determinative of any issue relating to confidentiality or a request under the Act (as defined below) or override or modify the provisions of Section 361.3023 of the Code or TxDOT's responsibilities thereunder.

4.2.1.2 Entity Qualifications

The following information relevant to qualifications of the Proposer, its equity owners, the lead or managing entity member of the Proposer team, all Major Non-Equity Members and any other team members that the Proposer wishes to identify in its PQS. The term "Major Non-Equity Members" shall mean the lead engineering firm, the lead contractor, the primary firms providing financial and investment services to the Proposer, and the firm responsible for traffic and revenue studies (if such team members do not hold an equity interest in the Proposer).

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

(b) For each equity member and Major Non-Equity Member of the Proposer, identify whether the entity is an equity member or Major Non-Equity Member, the entity's role and the entity's legal nature and state of organization.

(c) Describe the Proposer's management structure, including its teaming arrangements and how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Project development.

(d) Describe relevant experience held by the Proposer, each equity member of the Proposer and each Major Non-Equity Member with:

- i. operation and maintenance of toll roads with a construction value of \$75 million or more
- ii. design and construction of turnpike/highway improvements with a construction value of \$75 million or more
- iii. design-build, joint owner/contractor development, public-private partnership, comprehensive development and exclusive development agreements for transportation projects to which such entity has been party with a contract value of \$75 million or more
- iv. Preparation of traffic and revenue studies for comparable projects
- v. Financing of comparable projects.

All such projects in which the entity played a significant role during the past five years shall be included.

(e) With respect to each project identified pursuant to Section 4.2.1.2(d), include the project name and contract number, owner's name, address, contact name and current email address, phone and fax numbers, dates of work performed (if applicable), project description, description of work and percentage actually performed by such entity, and project outcome or current status. 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. The response to this Section 4.2.1.2(e) may be included in Volume 3 of the PQS under Section 4.2.3.3. 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.

(f) For any entity identified in the PQS for which experience and qualifications have not been provided pursuant to Section 4.2.1.2(d), the Proposer may, but is not required to, briefly describe their qualifications and experience in performing the role that Proposer proposes to allocate to them. The description need not be lengthy or go into the level of detail sought in Section 4.2.1.2(d).

4.2.1.3 Legal Qualifications

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

(a) 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 CDA.

(b) 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).

(c) 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 involving 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 Section 4.2.1.2(d), 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).

(d) With respect to the information solicited in Section 4.2.1.3(b) – (c), failure to provide this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling TxDOT to contact owner representatives may, in the sole discretion of TxDOT, lead to a lower evaluation score and/or a "fail" rating for the team or disqualification from the procurement process.

4.2.1.4 Conceptual Project Development Plan

The Proposer's conceptual plan for development of the improvements and operation of the Project, including:

(a) A description of the Proposer's general approach to advancing Project development, the results expected from implementation of the Proposer's Project development plan and the critical factors for the Project's success.

(b) A synopsis of the Proposer's plan to develop, design and construct the improvements described herein and to operate and maintain the SH 121 Turnpike Project, including use of subcontractors and suppliers.

(c) Approach to development and construction management, including quality control/quality assurance.

(d) Conceptual development and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance and other major milestones.

(e) Approach for other key Project functions, including safety, permit procurement, utility relocation and adjustment services, environmental protection, ITS capabilities and public relations.

(f) Description of key assumptions used in developing the Conceptual Project Development Plan.

(g) The Proposer's view of the roles and responsibilities of TxDOT, the Proposer and third parties in connection with the Project (in terms of allocation of work, facility implementation/delivery, and long-term operations and maintenance). Describe the optimal TxDOT/Proposer relationship and the nature of TxDOT participation sought by the Proposer in connection with Project development and how that will achieve success. Activities relating to the plan of finance may be identified as the Proposer deems appropriate to allow the reader to understand the interconnections between the finance process and Project development, but should also be addressed in the Conceptual Project Financing Plan. The Proposer may wish, but is not required, to address some or all of the following areas:

- Environmental Clearance/Planning/Permitting;
- Design and engineering;
- Right of way engineering and acquisition;

- Geotechnical, utility and hazardous materials investigations;
- Utility relocations;
- Feasibility studies;
- Construction, sequence of construction, traffic control plan and project incentives and disincentives;
- Design and construction quality control/quality assurance;
- Community involvement;
- Local government interaction;
- Facility warranties, maintenance and preservation;
- Toll collections and system interoperability;
- Any other role or area not described above that the Proposer believes is key to successful Project development.

(h) Statement whether the proposed development plan would require any environmental approvals to be obtained and description of the process for obtaining such approvals, including how compliance with Title 43, Texas Administrative Code, §§27.3(h) and (i) will be ensured.

(i) Description of materials, equipment, and qualified personnel resources available to the Proposer which it can and will commit to development of the Project. Define the timeframe for design and construction.

(j) A list, if any, of all studies previously completed by Proposer with respect to the Project.

(k) A list of any anticipated Project opponents, and a description of potential social, economic and environmental impacts and potentially competing facilities and projects.

4.2.1.5 Conceptual Project Financing Plan

The Proposer's conceptual project financing plan, including:

(a) Conceptual cost estimates provided in 2005 dollars. Break out the cost estimates into design, construction, right-of-way acquisition costs and operations and

maintenance costs, with such additional subcategories (such as utility adjustments, property relocation expenses, etc.) as the Proposer wishes to include. Explain how the conceptual cost estimates were arrived at and the methodology utilized.

(b) Proposed sources and uses of funds for the Project, including a description of any proposed concession fee and/or other revenue sharing mechanisms. Proposers are encouraged to creatively explore possible private contributions towards financing the Project. The Conceptual Project Financing Plan shall be consistent with the Conceptual Project Development Plan, including any phasing/schedule milestones contained therein.

(c) Conceptual financing schedule based upon current levels of information, including completion of traffic and revenue studies, development of agreements with financing entities and other major activities associated with Project financing.

(d) Description of key assumptions used in developing the Conceptual Project Financing Plan.

(e) The Proposer's view of the roles and responsibilities of TxDOT, the Proposer and third parties in connection with the Project financing. Describe the optimal TxDOT/Proposer relationship and the nature of TxDOT participation sought by the Proposer in connection with the financing and how that will achieve success.

4.2.2 Volume 2

Volume 2 of the PQS shall contain the following:

(a) Financial statements for the Proposer and equity members of Proposer for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP). If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be sufficient (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements). Financial statements must be provided in U.S. dollars. If audited financials are not available for an equity owner, the PQS shall include unaudited financials for such member, certified as true, correct and accurate by the chief financial officer or treasurer of the entity. Proposers are advised that if any equity member of the selected Proposer's team does not have audited financials, or if it fails to meet the minimum financial requirements stated in the RFDP, TxDOT may require a guarantee of the CDA to be provided by a separate entity acceptable to TxDOT. The PQS shall identify the proposed guarantor for each equity member which does not have audited financials and shall include audited financials for each proposed guarantor. Proposers shall also note that TxDOT may, in its discretion based upon the review of the

information provided under this Section 4.2.2, also specify that an acceptable guarantor is required as a condition of shortlisting.

If the team or any other entity for which financial information is submitted as required 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.

The Proposer shall identify any information which it believes is entitled to confidentiality under Section 361.3023 of the Code, by placing the word "confidential" on each page as described in Section 6.

Required financial statements:

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

(b) Information regarding any material changes in financial condition for Proposer and each equity owner for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer and/or equity owner, as applicable, shall provide a letter from its chief financial officer 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. It is recommended that, when appropriate, the affected entity 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.

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 2002, 2003 or 2004, 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.

(c) If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.

(d) A letter from the chief financial officer 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 (i.e., equity member, lead design firm, subcontractor, etc.).

(e) Evidence from a surety or an insurance company indicating that the Proposer is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$200 million. The evidence regarding bonding capacity shall take the form of a letter from a surety or insurance company indicating that such capacity exists for the Proposer. Letters indicating "unlimited" bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in the top two categories by two nationally recognized rating agencies or at least A- (A-minus) or better and Class VIII or better by "Best & Company." The letter must specifically state that the surety/insurance company has read this RFPO, evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. In instances where the response to Section 4.2.2(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 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 is a joint venture, partnership, limited liability company or other association, separate letters for one or more of the individual equity participants are acceptable, as is a single letter covering all equity participants.

TxDOT has not yet determined the specific amount or form of payment and performance bonds and guarantees that it will require for the Project. Proposers are advised that the RFDP may require performance and/or guaranty amounts in excess of the \$200 million amount referenced above. TxDOT shall delineate such requirements, which will be consistent with applicable law, in the RFDP.

4.2.3 Volume 3

Volume 3 of the PQS shall contain the following:

4.2.3.1 General

Executed originals of **Form B** and **Form C** for the Proposer, each equity member of Proposer and each Major Non-Equity Member. **Proposers are advised that Form Bs may be released to the public and media.**

4.2.3.2 Personnel Qualifications

- (a) Separate resumes for the following key personnel and management staff:
 - i. Proposed project manager;
 - ii. Proposed deputy project manager;
 - iii. Proposed lead individual from each equity team member and each Major Non-Equity Member;
 - iv. Any other key members of the Proposer's management team; and
 - v. Any other individuals that the Proposer wishes to identify at this time.

(b) Three references for each of the project manager and the deputy project manager. References shall be previous owners or clients with whom the project manager and the deputy project manager have worked within the past five years and shall include the name, position, company or agency and current addresses and phone and fax numbers.

(c) An express, written statement committing that the individuals designated in the PQS for the positions or roles described in clauses (i)-(iv) of Section 4.2.3.2(a) 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 RFDP; however, requests to implement such changes will be reviewed very carefully by TxDOT and shall be subject to prior TxDOT approval. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

4.2.3.3 Project Descriptions

Volume 3 of the PQS may include the project descriptions discussed in Section 4.2.1.2(e).

4.3 PQS Submittal Requirements

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

Response to the
Request for Competing Proposals and Qualifications

for the SH 121 Turnpike Project

PQSs must be accompanied by a cashier's check made payable to the Texas Department of Transportation, in the amount of \$20,000, contained in a separate sealed envelope clearly marked as the "Submittal Fee". This fee is not refundable for any reason. PQSs not accompanied by cashier's checks will not be considered, will be rejected and will be returned as non-responsive. The check, the PQS and the maximum 3 page overview/summary of the PQS shall be delivered by hand or courier to:

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Mr. Ed Pensock, P.E.

TxDOT will not accept facsimile or other electronically submitted PQSs.

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

PQSs will be accepted and must be received by TxDOT before 12:00 p.m. on the PQS Due Date specified in Section 3.2. Any PQSs 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 PQSs 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 PQS will be reviewed for (a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the PQS, (b) conformance to the RFPP instructions regarding organization and format, and (c) the responsiveness of the Proposer to the requirements set forth in this RFPP. Those PQSs not responsive to this RFPP may be excluded from further consideration and the Proposer will be so advised. TxDOT may also exclude from consideration any Proposer whose PQS contains a material misrepresentation.

5.2 Pass/Fail Review

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

(a) The Proposal contains an original executed transmittal letter in accordance with Section 4.2.1.1(a).

(b) The Proposer is capable of obtaining payment and performance bonds in the amount of \$200 million from a surety rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best and Company.

(c) Neither the Proposer nor any other entity that has submitted **Form C** as required by this RFPQ 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 would preclude selection and award under TxDOT’s Contractor Sanction Rules (43 Texas Administrative Code Sections 9.100 *et seq.*).

(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 PQS (Section 4.2.2).

(e) The information disclosed in **Form C** and/or in response to Section 4.2.1.3 does not materially adversely affect the Proposer’s ability to carry out the Project responsibilities potentially allocated to it.

(f) The Proposer makes the express, written commitments as required in Section 4.2.3.2(c).

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive PQS passing all of the “pass/fail” qualification requirements set forth above will be evaluated and scored according to the criteria set forth below. The order in which the evaluation criteria appears within each category (i.e., General/Experience, Conceptual Project Development Plan and Conceptual Project Financing Plan) is not an indication of weighting or importance.

5.3.1 General/Experience (25% Weighting)

- The extent and depth of the Proposer's and its team members' experience, including its/their success, in carrying out comparable projects and responsibilities, independently, with each other and in combination with other firms;
- The stability and likelihood of success of the proposed management structure and team;
- The extent and depth of experience of the management team and key personnel listed as required by Section 4.2.3.2; and
- The technological capability of the Proposer's team.

Project and personnel references, as well as the information provided in Sections 4.2.3.1 and 4.2.1.3, will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the General/Experience category.

5.3.2 Conceptual Project Development Plan (25% Weighting)

- The extent to which the Conceptual Project Development Plan is technically feasible;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of the Project, TxDOT's needs and Project risks;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of TxDOT's needs and the special risks associated with the interface of the Developer's work and ongoing construction of portions of SH 121;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of operational plans and total life cycle costs;
- The extent to which the Conceptual Project Development Plan sets forth a realistic and feasible scheduling approach for Project development;
- The extent to which the Conceptual Project Development Plan sets forth management and quality control/quality assurance approaches to Project development that are likely to lead to a high quality end product;

- The extent to which the Conceptual Project Development Plan presents an effective, efficient and desirable approach to integrating TxDOT into Project development and in structuring the roles and relationships of TxDOT/Proposer/third parties (including the level of TxDOT participation);
- The extent to which the Conceptual Project Development Plan demonstrates that the Proposer has access to and will be able to commit the materials, equipment, and qualified personnel resources necessary to develop the Project; and
- The potential benefits of innovation presented in the Conceptual Project Development Plan.

5.3.3 Conceptual Project Financing Plan (50% Weighting)

The Conceptual Project Financing Plan must constitute a financial plan that includes, at a minimum, proposed sources and uses of funds. The Conceptual Project Financing Plan will be evaluated in accordance with the following criteria, taking into account the level of currently available Project information, the wide variety of potential financial and funding solutions and options available for the Project and the time period provided in this RFPQ for submission of a PQS:

- The effectiveness and feasibility of the Conceptual Project Financing Plan and the extent to which the Conceptual Project Financing Plan demonstrates a reasonable basis for projecting costs and funding development, operations and maintenance, including reasonable assumptions;
- The extent to which the Conceptual Project Financing Plan relies upon private equity;
- The extent to which the Conceptual Project Financing Plan sets forth a realistic and feasible schedule for Project financing;
- The extent to which the Conceptual Project Financing Plan presents an effective, efficient and desirable approach to financing of the Project;
- The extent to which the Conceptual Project Financing Plan minimizes the financial and project risk of TxDOT and the State of Texas and
- The extent to which the Conceptual Project Financing Plan provides for revenue sharing with TxDOT.

5.4 PQS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the PQSs 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 PQSs and obtaining clarifications of the terms contained in the PQSs. 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 PQS. 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 PQSs will be re-evaluated to factor in the clarifications and additional information.

Evaluations and rankings of PQSs 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 the Conceptual Project Development Plan and the Conceptual Project Financing Plan

TxDOT understands that as Proposers and TxDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, it is likely that the Conceptual Project Development Plans and the Conceptual Project Financing Plans proposed by Proposers will change and evolve. TxDOT wishes to encourage that evolution and continued focus by Proposers. Accordingly, it is TxDOT's intention to use the Conceptual Project Development Plans and the Conceptual Project Financing Plans only for purposes of evaluating the PQSs. Proposers will be given great latitude to modify, alter and enhance their respective Project development plans and Project funding plans in conjunction with their Detailed Proposals, including changing, adding and deleting, sources of funds and conceptual cost estimates.

5.6 RFDP Procedure and Evaluation

The Commission has given its staff broad direction on the content and methodology for the solicitation of Detailed Proposals from shortlisted Proposers, the selection of a Proposer whose Detailed Proposal offers the apparent best value to TxDOT and the

terms and conditions a CDA must contain to be deemed satisfactory. TxDOT staff and consultants intend to work with the Commission during the RFQP process to define the RFDP and negotiations process with specificity, which may include, at an appropriate time, industry review of a draft RFDP and contract document, among other information. Proposers are advised that the evaluation criteria and weightings for the calculations of the Detailed Proposals may differ from the criteria set forth herein to evaluate PQSs.

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

Proposers are required to conduct the preparation of their PQSs with professional integrity and free of lobbying activities. Proposers, and their respective agents and consultants, are not permitted to contact, directly or indirectly, any member of the Commission, TxDOT's administration, TxDOT's staff or TxDOT's consultants identified in Section 1 regarding the subject matter of this RFQP after the issuance date of this RFQP, except as specifically permitted hereby or approved in advance by the Director of the Texas Turnpike Authority Division or his designee. Any verified allegation that a responding Proposer team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of shortlisted Proposers may be cause for TxDOT to disqualify the Proposer team from submitting a PQS, to disqualify the team member from participating in a Proposer team and/or to discontinue further consideration of such Proposer team and to return its PQS.

Following shortlisting, TxDOT anticipates that certain communications and contacts will be permitted and the RFDP and/or other written communications from TxDOT will set forth the rules and parameters of such permitted contacts and communications. To the extent any Proposer intends at any time to initiate contact with the general public regarding the Project, the nature of such intended contact and the substance thereof must be approved in writing by TxDOT prior to the commencement of such activities.

6.2 Public Information Act

Subject to the requirements of Section 361.3023 of the Code, the Public Information Act, Texas Government Code Chapter 552 (the "Act") and the terms of this RFQP, PQSs will *not* be publicly opened or evaluated.

All written correspondence, exhibits, photographs, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to TxDOT during this procurement process, including as part of the response to this RFQP,

are, upon their receipt by TxDOT, the property of the State of Texas, may not be returned to the submitting parties and, except as provided by Section 361.3023 of the Code, are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and Section 361.3023 of the Code. In no event shall the State of Texas, TxDOT, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a PQS submitted under this RFPQ.

If TxDOT receives a request for public disclosure of all or any portion of a PQS, TxDOT will use reasonable efforts to notify the applicable responding Proposer team of the request and give such responding Proposer team an opportunity to assert, in writing and at its sole expense, a claimed exception under the Act or other applicable law within the time period specified in the notice issued by TxDOT and allowed under the Act.

If a Proposer has special concerns about information which it desires to make available to TxDOT but which it believes constitutes a trade secret, proprietary information, or other information excepted from disclosure, such responding Proposer team shall specifically and conspicuously designate that information **by placing "CONFIDENTIAL" in the header or footer of each such page affected**. Nothing contained in this provision shall modify or amend requirements and obligations imposed on TxDOT by the Act or other applicable law, and the provisions of the act or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

All prospective Proposers should obtain and thoroughly familiarize themselves with the Code and any applicable Rules. All PQSs shall conform to and contain the detailed information required by the Code and the Rules. Questions on the content and meaning of the Rules shall be submitted in writing as provided herein.

6.3 Organizational Conflicts of Interest

TxDOT is currently developing a policy regarding organizational conflicts of interest that will apply to all CDA projects, including the SH 121 Turnpike Project. The policy will go through an industry review process before it is finalized. It is currently anticipated that the policy may preclude certain firms and their affiliates from being qualified to participate on a proposer team, including:

- (1) entities that are currently performing procurement advisory services to TxDOT (as a consultant or subconsultant at any tier) on any CDA project, and

- (2) entities that have provided procurement advisory services to TxDOT (as a consultant or subconsultant at any tier) on any CDA project in the past three years.

Proposers are advised that the following entities and individuals have provided procurement advisory services for the Project and are precluded from submitting a PQS and from participating as an equity owner, team member or subcontractor/subconsultant to a Proposer:

- Wilbur Smith Associates, HNTB, Inc., and Arredondo, Zepeda & Brunz;
- Any company that is a parent or subsidiary of any of the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and
- Any employee or former employee of any of the foregoing entities who was involved with the Project while an employee of such entity.

As used in this paragraph, "affiliates" include any parent company, subsidiary company or commonly owned, controlled or managed company. Procurement advisory services include preliminary engineering services, procurement services, environmental and planning services, traffic and revenue services, project oversight services, financial services and legal services.

Interested entities are advised that the above-described policy will likely preclude members of a proposer team on the Project and their affiliates from being qualified to provide procurement advisory services to TxDOT on the Project or any other CDA project for which a procurement is commenced during the procurement for this Project.

7. PROTEST PROCEDURES

This Section 7 sets forth the exclusive protest remedies available with respect to this RFPO. Each Proposer, by submitting its PQS, expressly recognizes the limitation on its rights to protest contained herein, expressly waives all other rights and remedies and agrees that the decision on any protest, as provided herein, shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. These provisions are included in this RFPO expressly in consideration for such waiver and agreement by the Proposers. Such waiver and agreement by each Proposer also act as consideration to each other Proposer for making the same waiver and agreement.

If a Proposer disregards, disputes or does not follow the exclusive protest remedies set forth in this RFPO, it shall indemnify, defend and hold TxDOT and its respective

directors, officers, employees, agents, representatives and consultants, harmless from and against all liabilities, expenses, costs (including attorneys' fees and costs), fees and damages incurred or suffered as a result of such Proposer's actions. By submitting a PQS, each Proposer shall be deemed to have irrevocably and unconditionally agreed to accept such indemnification obligation.

7.1 Protests Regarding RFPO Documents

Proposers may protest the terms of this RFPO on the grounds that (a) a material provision in this RFPO is ambiguous, (b) any aspect of the procurement process described herein is contrary to legal requirements applicable to this procurement, or (c) this RFPO in whole or in part exceeds the authority of TxDOT. Protests regarding this RFPO shall be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT in an effort to remove the grounds for protest.

Protests regarding the RFPO documents shall completely and succinctly state the grounds for protest and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Evidentiary statements, if any, shall be submitted under penalty of perjury.

Protests regarding this RFPO shall be filed by hand delivery to the Texas Department of Transportation, Dallas District Office, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to the Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, as soon as the basis for protest is known to the Proposer, but in no event later than 60 days before the PQS Due Date, provided that protests regarding an addendum to this RFPO shall be filed no later than five business days after the addendum is issued (but no later than the PQS Due Date, if earlier).

TxDOT will distribute copies of the protest to other identified Proposer teams and may, but need not, request other Proposers to submit statements regarding the protest and may, in its sole discretion, discuss the protest with the protestant. TxDOT may also, at its option, submit a statement regarding the protest. The protestant shall have the burden of proving its protest by clear and convincing evidence.

No hearing will be held on the protest, but it shall be decided, on the basis of the written submissions, by TxDOT's Executive Director or his designee, whose decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. TxDOT's Executive Director or his designee shall issue a written decision regarding any protest to each Proposer. If necessary to address the issues raised in a protest, TxDOT may, in its sole discretion, make appropriate revisions to the RFPO documents by issuing addenda.

Notwithstanding the existence of a protest, TxDOT may, in its sole discretion, continue the procurement process or any portion thereof.

The failure of a Proposer to file a basis for a protest regarding the RFPO documents within the applicable period shall preclude consideration of that ground in any protest of a selection or qualification unless such ground was not and could not have been known to the Proposer in time to protest prior to the final date for such protests. TxDOT may extend the PQS Due Date, if necessary, to address any such protest issues. If the protest is denied, the Proposer filing the protest shall be liable for TxDOT's costs reasonably incurred in any action 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. If the protest is granted, TxDOT shall not be liable for payment of the protestant's costs. TxDOT shall not be liable for any damages to the Proposer filing the protest or to any participant in the protest, on any basis, express or implied.

7.2 Protests Regarding Responsiveness Determination, Evaluation, Evaluation Process or Shortlisting

Proposers may protest the results of the above-described responsiveness determination, evaluation, evaluation process or shortlisting by filing a protest by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483. Any protest regarding the determination of responsiveness must be filed within five business days after the earlier of notification of nonresponsiveness. Any protest regarding the evaluation, the evaluation process or shortlisting must be filed within five business days after the earlier of (a) the public announcement of the shortlisted Proposers; or (b) notification of the shortlisted Proposers. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT. The notice of protest shall specifically state the grounds for the protest.

Within 10 days after delivery of the notice of protest to TxDOT, the protestant shall file by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, a detailed statement of the grounds, legal authority and facts, including all documents and evidentiary statements in support of the protest. The protestant shall concurrently file a copy of the detailed statement with the other Proposers. Evidentiary statements, if any, shall be submitted under penalty of perjury. The protestant shall have the burden of proving its protest by clear and convincing

evidence. Failure to file a protest within the applicable period shall constitute a waiver of the right to protest a finding of nonresponsiveness, the evaluation, the evaluation process and the shortlisting other than any protest based on facts not reasonably ascertainable as of such date.

Other Proposers may file by hand delivery to the Texas Department of Transportation, 125 East 11th Street, Fifth Floor, Austin, Texas 78701, Attn: Mr. Ed Pensock, P.E., with a copy going to Office of General Counsel, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, TX 78701-2483, statements in support of or in opposition to the protest within seven days of the filing of the detailed statement of protest. TxDOT shall promptly forward copies of any such statements to the protestant. Any evidentiary statements shall be submitted under penalty of perjury. TxDOT may also, at its option, submit a statement regarding the protest.

TxDOT's Executive Director or his designee will only consider, based on a preponderance of the evidence, whether TxDOT's determination is arbitrary, capricious or contrary to law, and will either affirm TxDOT's original determination or recommend remedial steps, if appropriate, to address the issues raised in the protest. TxDOT's Executive Director or his designee shall issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. The decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. Unless otherwise required by law, no evidentiary hearing or oral argument shall be provided, except, in the sole discretion of TxDOT's Executive Director or his designee, a hearing or argument may be permitted if necessary for the protection of the public interest or an express, legally recognized interest of a Proposer.

If the protest is denied, the entity filing the protest shall be liable for TxDOT's costs reasonably incurred in any action to defend against the protest, including legal and consultant fees, and any unavoidable damages sustained by TxDOT as a consequence of the protest. If the protest is granted, TxDOT shall not be liable for payment of the protestant's costs. TxDOT shall not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

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 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 CDA 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 RFPO or the subsequent RFDP in whole or in part at any time prior to the execution by TxDOT of a CDA, without incurring any cost obligations or liabilities.
- Not issue an RFDP.
- Reject any and all submittals, responses and PQSs received at any time.
- Modify all dates set or projected in this RFPO.
- Terminate evaluations of responses received at any time.
- Suspend and terminate CDA negotiations at any time, elect not to commence CDA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.
- Issue addenda, supplements and modifications to this RFPO.
- Appoint evaluation committees to review PQSs, make recommendations to the Commission and seek the assistance of outside technical experts and consultants in PQS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its PQS and require additional evidence of qualifications to perform the work described in this RFPO.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFPO.
- Add or delete Proposer responsibilities from the information contained in this RFPO or any subsequent RFDP.
- Waive deficiencies in a PQS, accept and review a non-conforming PQS or permit clarifications or supplements to a PQS.
- Disqualify any Proposer which changes its submittal without TxDOT approval.

- Not issue a notice to proceed after execution of the CDA.
- Exercise any other right reserved or afforded to TxDOT under this RFPO.

This RFPO does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in 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 RFPO, or any subsequent RFDP. 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 CDA, in form and substance satisfactory to TxDOT, has been executed and authorized by TxDOT and, then, only to the extent set forth therein.

EXHIBIT A

LIST OF PROJECT DOCUMENTS

1. Regional Transportation Council Resolution Approving the Texas Metropolitan Mobility Plan and Unified Transportation Program Projects for the Dallas-Fort Worth Metropolitan Area – R4-05.
2. Environmental Assessment for segment in Denton County.
3. Environmental Assessment for segment in Collin County.
4. Sketch-Level toll feasibility studies prepared by the Texas Turnpike Authority Division of the TxDOT ("TTA").
5. Schematic for segment in Denton County
6. Schematic for segment in Collin County
7. Schematics for SH 121/US 75 Interchange
8. Subgrade soils reports and foundation drilling logs
9. PS&E for the following projects:

CSJ	Limits From	Limits To
354701008	North of Denton Creek	East of IH 35E
354701009	0.26 mi west of Hebron Parkway (FM 544)	0.17 mi east of FM 2281
036403066	0.17 mi east of FM 2281	0.23 mi W of Dallas N Tollway/ Collin Co. line
036404037	Dallas North Tollway	0.7 mi west of FM 2478
036404022	US 75	0.7 mi west of FM 2478 (Custer Rd.)

EXHIBIT B

PROJECT MAP

SH 121 in Denton and Collin Counties

Denton County Segment

1. CSJ: 354701008

LIMITS FROM: W. Jct. Bus. 121

TO: E. of IH 35E

DESCRIPTION: Construct Mainlanes and Direct Connections

CONTRACTOR NAME: Balfour Beatty Const., Inc.

CONTRACT: \$86,940,924.30

TIME CHARGE: 499 / 868 = 57%

EST. WORK COMPLETE: 74%

LENGTH: 3.308 MI

WORK BEGAN: 05/01/2003

ESTIMATED COMPLETION DATE: March, 2007

2. CSJ: 354701009

LIMITS FROM: 0.26 Mi. W. of Hebron Pkwy

LIMITS TO: 0.17 Mi E. of FM 2281

DESCRIPTION: Add 6 Mainlanes to exist. 6 Ln. Frntg. Rds.

CONTRACTOR NAME: Mario Sinacola & Sons, Excav.

CONTRACT: \$31,371,907.66

TIME CHARGE: 290 / 504 = 58%

EST. WORK COMPLETE: 62%

LENGTH: 2.632 MI

WORK BEGAN: 02/05/2004

ESTIMATED COMPLETION DATE: January 2007

3. CSJ: 036403066

LIMITS FROM: 0.17 Mi. E. of FM 2281

LIMITS TO: 0.23 Mi. W. of Dallas North Tollway

DESCRIPTION: Construct 6 Mainlanes and 6 Lane Frntg. Rds.

CONTRACTOR NAME: Austin Bridge & Road, LP

CONTRACT: \$103,412,852.37

TIME CHARGE: 148 / 1090 = 14%

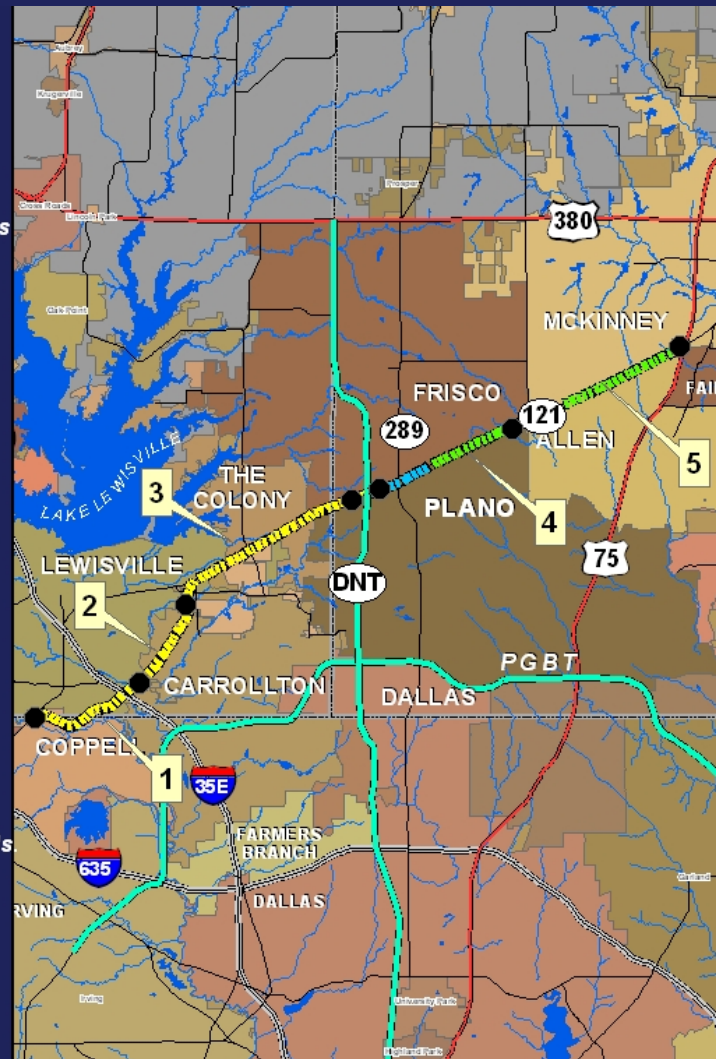
EST. WORK COMPLETE: 12%

LENGTH: 5.886 MI

WORK BEGAN: 08/23/2004

ESTIMATED COMPLETION DATE: February, 2008

Data as of March 17, 2005



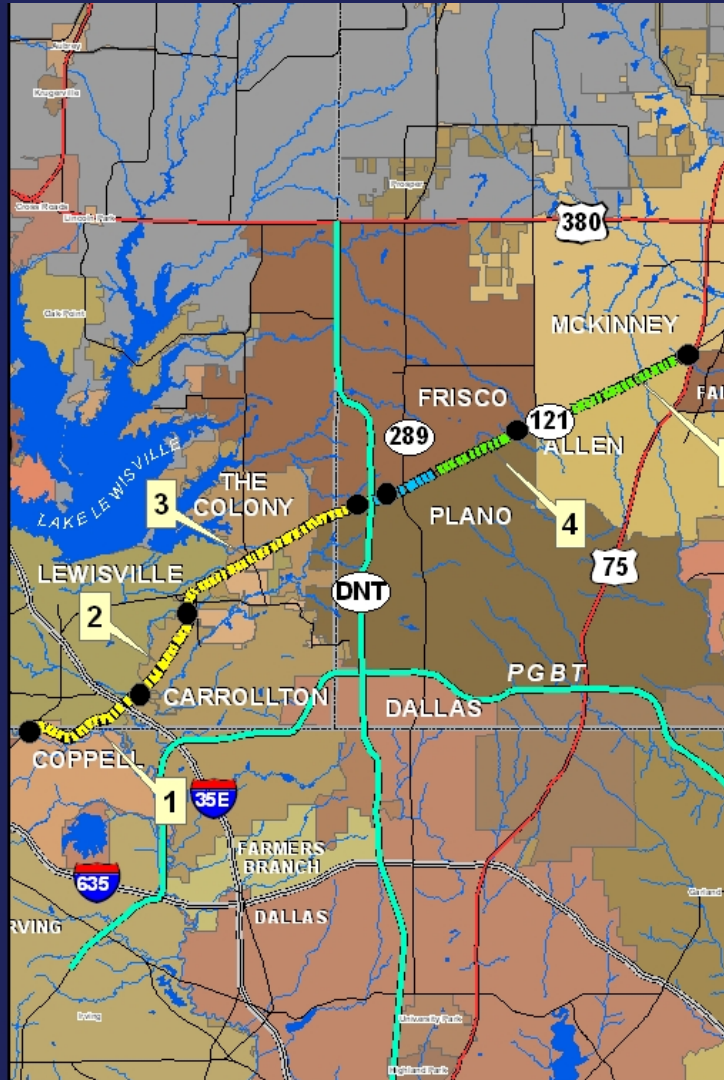
SH 121 in Denton and Collin Counties

Collin County Segment

4. CSJ: 036404037
LIMITS FROM: Dallas North Tollway
LIMITS TO: 0.7 Mi. W. of FM 2478
DESCRIPTION: Construct 6 Lane Frntg Rds w/ 6 Mainlanes
from DNT to W. of Hillcrest
CONTRACTOR NAME: Balfour Beatty Const., Inc.
CONTRACT: \$84,322,926.90
TIME CHARGE: 0 / 1020 = 0%
EST. WORK COMPLETE: 3%
LENGTH: 5.049 MI
WORK BEGAN: 10/25/2004
ESTIMATED COMPLETION DATE: January, 2008

5. CSJ: 036404022
LIMITS FROM: US 75
LIMITS TO: 0.7 Mi. W. of FM 2478 (Custer Rd.)
DESCRIPTION: Const. 6 Lane Frntg Rds w/
Interchg @ Custer Rd
CONTRACTOR NAME: Austin Bridge & Rd., LP
CONTRACT: \$46,464,254.94
TIME CHARGE: 579 / 740 = 78%
EST. WORK COMPLETE: 71%
LENGTH: 6.287 MI
WORK BEGAN: 03/03/2003
ESTIMATED COMPLETION DATE: September, 2005

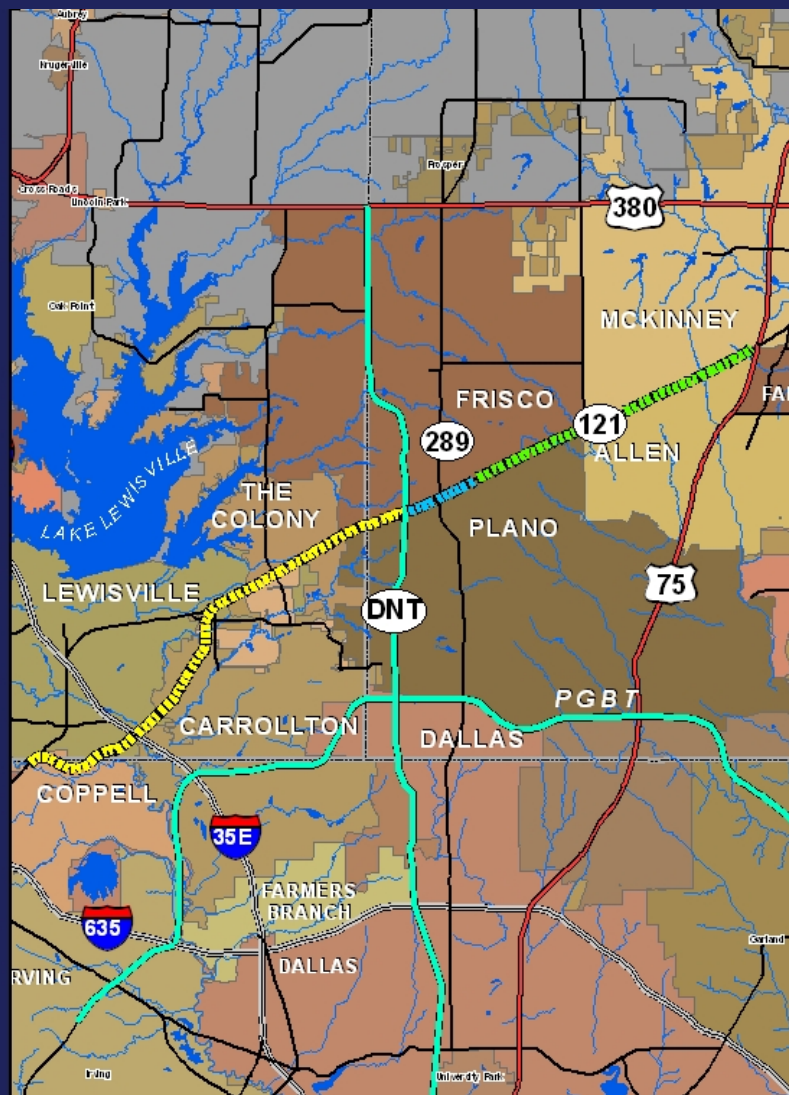
Data as of March 17, 2005



SH 121 in Denton and Collin Counties

Denton County Segment
W. Jct. of Bus. 121 to DNT
FONSI for Free Facility
Main Lanes Under Construction
Approved by the MPO for Tolling
NEPA Process Underway for Toll Designation
Opens in 2007-2008

Collin County Segment
DNT to US 75
FONSI for Free Facility
Frontage Roads Under Construction
Main Lane Segment from DNT to W.
of Hillcrest Under Construction
Not Approved by the MPO for Tolling



FORM A
TRANSMITTAL LETTER

PROPOSER: _____

PQS Date: June 23, 2005

Texas Department of Transportation
125 East 11th Street, Fifth Floor
Austin, Texas 78701
Attn: Mr. Ed Pensock, P.E.

The undersigned ("Proposer") submits this proposal and qualification submittal (this "PQS") in response to that certain Request for Competing Proposals and Qualifications dated as of March 25, 2005 (as amended, the "RFPO"), issued by the Texas Department of Transportation ("TxDOT") to develop, design and construct and potentially to finance, operate and maintain portions of SH 121 from Business SH 121 to US 75 in Denton and Collin Counties as well as other potential facilities to the extent necessary for connectivity and financing, through a Comprehensive Development Agreement ("CDA"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFPO.

Enclosed, and by this reference incorporated herein and made a part of this PQS, are the following:

Volume 1: Transmittal Letter (this Form A), Executive Summary, Confidential Information List, Entity Qualifications, Legal Qualifications, Conceptual Project Development Plan, Conceptual Project Financing Plan;

Volume 2: Financial Qualifications; and

Volume 3: Forms B and C, Personnel Qualifications, Project Descriptions.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT's website with respect to the Project (<http://www.dot.state.tx.us>) by linking through **e-Business / Consultant Services / Texas Turnpike Authority** to and through the [Notice of Intent to Issue a Request for Proposals / Qualifications](#) to the web page: <http://www.dot.state.tx.us/tta/contract/request.htm> and the following addenda and sets of questions and answers to the RFPO:

[list any addenda to this RFPO and sets of questions and answers by dates and numbers]

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

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

Proposer further understands that all costs and expenses incurred by it in preparing this PQS 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 Section 3.1 of the RFPO.

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

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

Proposer's business address:

<hr/>		
(No.)	(Street)	(Floor or Suite)
<hr/>		
(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

FORM B
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
(for Public Release)

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative: _____

Business Organization (check one):

- ☐ Corporation (If yes, then indicate the State and Year of Incorporation.)
☐ Partnership (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Joint Venture (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Limited Liability Company (If yes, complete Sections A-C and the Contractor Certification form for each member.)
☐ Other (describe)

A. Business Name: _____

B. Business Address: _____
Headquarters: _____

Office Performing Work: _____
Contact Telephone Number: _____

- C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each member firm in the space below. Complete a separate Contractor Information form for each member firm and attach it to the PQS. Also indicate the name and role of each other financially

FORM B
Page 1

liable party and attach a separate form.

Name of Firm

Role

—	_____
—	_____
—	_____
—	_____

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

By: _____
Title: _____

Print Name: _____
Date: _____

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

FORM C
CERTIFICATION

Name of Submitter: _____

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?

☐ 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?

☐ 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 and any applicable Texas governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law?

☐ Yes

☐ No

If yes, please explain:

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, and other financially liable parties for that entity.

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: _____