

**REQUEST FOR QUALIFICATIONS
FOR THE SOUTHERN GATEWAY PROJECT
THROUGH A
DESIGN-BUILD CONTRACT**

**TEXAS DEPARTMENT OF TRANSPORTATION
ISSUED MAY 13, 2016
ADDENDUM #1 ISSUED JUNE 9, 2016**

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

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EXHIBITS:

Exhibit A	Project Information and Status
Exhibit B	Form of Surety Letter (RFQ)
Exhibit C	Draft Design-Build Agreement Term Sheet
Exhibit D	Draft Capital Maintenance Agreement Term Sheet

FORMS:

Form A	Transmittal Letter
Form B-1	Information Regarding Proposer, Equity Members, Major Non-Equity Members, Guarantors, and Construction Team Members
Form B-2	Summary Information Regarding Proposer
Form C	Certification and Legal Qualifications
Form D-1	Technical Experience – Design
Form D-2	Technical Experience – Construction
Form E	Project Description Form
Form F	Safety Questionnaire
Form G	Key Personnel Resume and References
Form H	Technical Reference Form
Form I	Key Personnel Reference Form

PART A BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

The Texas Department of Transportation (“TxDOT”), an agency of the State of Texas, hereby requests submittal of sealed qualifications statements (“QSs”) from entities (“Proposers”) desiring to design, construct, and potentially maintain an approximately 5.1-mile section of Interstate Highway (“IH”) 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange (with transition work extending north to approximately Reunion Boulevard) and an approximately 4.9-mile section of U.S. Highway (“US”) 67 from the IH 35E/US 67 interchange to IH 20 in Dallas County, Texas (the “Southern Gateway Project” or the “Project”) pursuant to a Design-Build Contract (“DBC”). The purpose of the Project is to manage severe congestion in the North Texas region. TxDOT has concluded that harnessing private-sector creativity through the approach described in this RFQ is the best way to promote a cost-effective and expedited delivery of this Project and provide needed safety improvements, congestion management and economic development benefits to the public.

TxDOT is issuing this Request for Qualifications (“RFQ”) in accordance with the provisions of Chapter 223, Subchapter F of the Texas Transportation Code (the “Code”), other applicable provisions of law pertaining to design-build contracts, Sections 9.150-9.155 of Title 43, Texas Administrative Code (the “Rules”), and other applicable provisions of Texas and federal law. See the Project webpage at:

<http://www.txdot.gov/inside-txdot/division/strategic-projects/partnerships/southern-gateway/rfq.html> (the “Project Webpage”).

The Texas Transportation Commission (the “Commission”) issued Minute Order 114563 on April 28, 2016 that authorized the issuance of this RFQ. A copy of that order is available on the Project Webpage. Proposers shortlisted in response to this RFQ will be invited to submit detailed proposals (“Proposals”) in response to a request for proposals (“RFP”). TxDOT intends to provide evaluation criteria in the RFP for the selection of the Proposal providing the best value to TxDOT. TxDOT has assembled a set of documents relating to the Project as set forth in Exhibit A hereto (the “Reference Information Documents”). The Reference Information Documents will be made available to prospective Proposers upon issuance of this RFQ on the Project Webpage.

Reference Information Documents and reference to any website (including the Project Webpage) in this RFQ are provided for reference and background information only. The information contained in the Reference Information Documents or set forth in any referenced website (including the Project Webpage) reflects information as of any date or time identified therein. TxDOT has not determined whether the Reference Information Documents or information available on any such website (including the Project Webpage) are accurate, complete, pertinent, or of any other value to potential design-build contractors. TxDOT makes no representation as to the accuracy, completeness, or pertinence of the Reference Information Documents or information in any referenced website (including the Project Webpage), and, in addition, shall not be responsible for any interpretations thereof or conclusions drawn therefrom. The

statements made in the Reference Information Documents or in any referenced website (including the Project Webpage) that are not purely historical are forward-looking statements, including TxDOT's expectations, intentions or strategies regarding the future. These statements are based on information currently available to TxDOT, and TxDOT assumes no obligation to update any such forward-looking statements.

2. DESCRIPTION OF PROJECT OPPORTUNITY

2.1 Description of the Proposed Contracting Opportunity

TxDOT intends, through this procurement, to enter into a DBC that will result in a cost-effective and expedited completion of the Project. TxDOT currently anticipates that the DBC will include a Design-Build Agreement ("DBA") and a Capital Maintenance Agreement ("CMA"). The DBA is expected to obligate the selected Proposer (the "Design-Build Contractor" or "DB Contractor") to deliver the Project. The CMA is expected to obligate the DB Contractor, at TxDOT's sole option, to perform capital maintenance for the Project for a period to be determined by TxDOT, but not to exceed 15 years.

TxDOT currently expects that the DBA will include a fixed price to deliver all Work (with quality and durability) for the Project. The DBA will set the terms of the DB Contractor compensation, which is currently expected to be based on progress payments in accordance with a maximum payment schedule.

TxDOT's current expectations for the capital maintenance of completed Project facilities are described in Part C, Exhibit A, Section 1 of this RFQ and the draft Capital Maintenance Term Sheet attached as Exhibit D. Shortlisted Proposers will be required to provide pricing for the potential capital maintenance work as part of the submission of their Proposals.

Terms, conditions and parameters determining the nature of the parties' responsibilities, including maintenance, will be set forth in the RFP. TxDOT anticipates that the RFP will require that, if the DB Contractor is a joint venture or partnership, each member of such entity will be held jointly and severally liable for any and all of the duties and obligations of the DB Contractor under the Proposal and under any contract arising therefrom.

Proposers are advised to review the draft Design-Build Agreement Term Sheet attached as Exhibit C and the draft Capital Maintenance Agreement Term Sheet attached as Exhibit D for additional details of the DB Contractor's anticipated obligations and responsibilities.

The following objectives have been developed for the Project:

1. Complete the Project on schedule and to the highest degree of quality possible.
2. Minimize delays to the traveling public and inconvenience to the surrounding communities while maximizing safety in the corridor during construction.
3. Facilitate participation by DBEs, women-owned business enterprises and minority business enterprises.

4. Ensure consistent communication and maintain commitments to the public and stakeholders throughout project delivery.

2.2 Project Scope

Project scope components include the design, construction, and potential maintenance of an approximately 5.1-mile section of IH 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange (with transition work extending north to approximately Reunion Boulevard) and an approximately 4.9-mile section of US 67 from the IH 35E/US 67 interchange to IH 20 in Dallas County, Texas, as shown in the draft project schematic located on the Project Webpage.

See [Exhibit A](#) for further information regarding the Project.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Procurement Process

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

TxDOT will evaluate the QSs it receives in response to this RFQ and intends to establish, according to criteria generally outlined herein, a shortlist of two or more Proposers that are eligible to receive the RFP.

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

If authorized by the Commission, TxDOT plans to issue a final RFP to the shortlisted Proposers. The final RFP will include a scope of work, contract documents and the objective methodology for determining the overall best value Proposal.

Following receipt and evaluation of Proposals, based on a determination of apparent best value, the Commission may select a Proposer for negotiation and to finalize a DBC for award and execution. If negotiations are not successful with the apparent best value Proposer, TxDOT may negotiate with the next highest rated Proposer. Alternatively, TxDOT may modify and re-issue the RFP, or terminate the procurement.

The Commission has given TxDOT broad direction on the content and methodology for the solicitation of Proposals from shortlisted Proposers, the selection of a Proposer whose Proposal offers the apparent best value to TxDOT and the terms and conditions a DBC must contain to be deemed satisfactory. TxDOT staff and consultants intend to work with the Commission during the RFQ process to define the RFP and negotiation process with specificity, which may include,

at an appropriate time, the shortlisted Proposer's review of an RFP and contract documents, among other information. Proposers are advised that the evaluation criteria and weightings for the evaluations of the Proposals may differ from the criteria set forth herein to evaluate QSs.

Award of the DBC by the Commission will be conditioned upon finalization of the DBC and the satisfaction of other conditions that will be set forth in the RFP.

3.2 Payment for Work Product

As contemplated by Section 223.249 of the Code, TxDOT intends to pay each unsuccessful Proposer that submits a Proposal responsive to the RFP a payment for work product up to a maximum amount set forth in the RFP, and not exceeding the value of the work product contained in its Proposal that TxDOT determines can be used in performance of its functions. In the event that TxDOT terminates the procurement before execution of the DBC, shortlisted Proposers may be entitled to a partial payment. Specific provisions regarding payment of the stipulated amounts will be included in the RFP. There will be no payment to Proposers who are not shortlisted.

3.3 Procurement Schedule

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

Issue Request for Qualifications	May 13, 2016
Industry Workshop (Dallas)	May 25, 2016 at 1:30 p.m.
Deadline for questions regarding the RFQ	June 3, 2016 at 5:00 p.m.
Questions relating to any addendum issued after June 3, 2016	Three business days after the addendum is issued (but no later than the QS Due Date)
QS Due Date	June 30, 2016 at 12:00 p.m.

This schedule is subject to modification at the sole discretion of TxDOT. Proposers will be notified of any change by an addendum to this RFQ. TxDOT intends to issue the RFP shortly after selection of the shortlisted Proposers and to prosecute the procurement to a DBC award thereafter. TxDOT anticipates awarding a DBC for the Project in the spring of 2017 and executing the DBA and CMA in the summer of 2017.

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

3.4 Industry Workshop

TxDOT intends to host an industry workshop in Dallas, Texas on the date specified in Part A, Section 3.3 at the following location: Dallas County Texserve Bldg., 5151 Samuell Blvd., Dallas, TX 75228. Attendance at the workshop is not mandatory and interested parties shall remain

eligible to submit a QS if they do not attend the workshop. Further information regarding the industry workshop will be made available on the Project Webpage.

3.5 Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification regarding this procurement in writing via email at: TxDOT-DAL-ALTD-SGATEWAY@txdot.gov. Proposers may only submit three questions with respect to each addenda to this RFQ.

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. TxDOT may make edits in addenda to this RFQ in response to clarification requests. Alternatively, TxDOT may respond to those questions that TxDOT deems to be material and not adequately addressed through potential addenda to the RFQ. TxDOT will post any such responses and/or addenda to this RFQ on the Project Webpage.

Proposers are responsible for monitoring the Project Webpage for information concerning this procurement as teams responding to this RFQ will be required to acknowledge in the transmittal letter (Part C, Form A) that they have received and reviewed all materials posted thereon.

3.6 Ombudsman

TxDOT has designated an employee who is not involved in this procurement to act as an ombudsman. Subject to the deadline for questions regarding the RFQ set forth in Part A, Section 3.3, a Proposer may submit confidential communications to the ombudsman, including questions, comments or complaints regarding the procurement, if the Proposer believes in good faith that confidentiality is essential. After receiving such confidential communications regarding the procurement process, the ombudsman shall, to the extent practicable, remove any information identifying the Proposer and shall forward the communication to TxDOT's Authorized Representative as identified in Part A, Section 4.4. TxDOT's designated ombudsman for this procurement is:

Ms. Becky Blewett, Esq.
Associate General Counsel
Texas Department of Transportation
125 E. 11th St.
Austin, Texas 78701
Email: Becky.Blewett@txdot.gov

3.7 Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project will remain eligible for federal-aid funds. Therefore, the procurement documents, including the DBA and the CMA, must conform to requirements of applicable federal law, regulations and policies. TxDOT anticipates that certain federal

procurement requirements will apply, including but not limited to Equal Opportunity requirements (Title VI of the Civil Rights Act of 1964, as amended), requirements applicable to Disadvantaged Business Enterprises (“DBEs”) (Title 49 Code of Federal Regulations Part 26, as amended), Small Business requirements (United States Code Sections 631 et seq.), Buy America requirements (49 Code of Federal Regulations Part 661) and Davis-Bacon wage rates. TxDOT reserves the right to modify the procurement process described herein to address any concerns, conditions or requirements of federal agencies, including the Federal Highway Administration (“FHWA”). Proposers shall be notified in writing via an addendum of any such modifications.

3.8 DBE Requirements

TxDOT has determined that DBE requirements will apply to the Project. TxDOT has adopted the definition of DBEs set forth in 49 CFR § 26.5. TxDOT expects that the overall DBE goal for the project will be 12.5% of the design-build price for the Project. In responding to this RFQ, a Proposer team may include and identify team members to satisfy DBE goals. It is the policy of TxDOT to encourage the participation of DBEs, historically underutilized businesses, women-owned business enterprises and minority business enterprises in all facets of the business activities of TxDOT, consistent with applicable laws and regulations. Specific provisions concerning DBE requirements will be set forth in the RFP.

3.9 Liability, Insurance and Security

The DB Contractor will be required to assume liabilities, to provide bonds or letters of credit and insurance coverage, and to indemnify and defend TxDOT against third party claims as specified in the DBA and the CMA. 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 Texas 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 Texas law. Specific provisions concerning bonding, letters of credit, guarantees, insurance and indemnity will be set forth in the RFP, the DBA and the CMA.

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

TxDOT expects QSS submitted in response to this RFQ to provide enough information about the requested items so as to allow TxDOT to evaluate and competitively rank and shortlist the Proposers based on the criteria set forth herein. QSS shall be submitted exclusively in the English language, inclusive of English units of measure and cost terms in United States of America dollar denominations.

4.2 Format

- (a) Number of copies: Each responding Proposer shall submit one original and nine hard copies (for a total of **10**) of Volume 1 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed

package, labeled as Volume 1. Each responding Proposer shall also submit one original and five hard copies (for a total of 6) of Volume 2 of its QS; the original and each copy in its own loose-leaf three-ring binder. These binders shall be contained in a sealed package, labeled as Volume 2. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered Copy 1 of 9 through Copy 9 of 9, or Copy 1 of 5 through Copy 5 of 5, as applicable, on its face and spine. In addition, each Proposer shall include (i) one digital copy of Volume 1 of its QS in a read-only format on a CD, DVD or USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 1 and (ii) one digital copy of Volume 2 of its QS in a read-only format on a CD, DVD or USB drive placed in a clear plastic pouch on the inside cover of the original of Volume 2. The Proposer's name must be clearly marked on each CD, DVD or USB drive. For Proposers submitting financial information for more than one entity, the information required to be included in Volume 2 on CDs, DVDs or USB drives may be submitted on separate CDs, DVDs or USB drives for each entity, with all CDs, DVDs or USB drives to be included together in a clear plastic pouch on the inside cover of the original Volume 2.

- (b) General format requirements: Submittals must be prepared on 8-1/2" x 11" sized white paper and bound. Double-sided printing is encouraged. The use of 11" x 17" foldouts for tables, graphics and maps is acceptable in the main body of the QS. However, 11" x 17" foldouts may not include narrative text, except for brief captions necessary to title or describe graphics. Any other narrative text included on an 11" x 17" foldout may be disregarded by TxDOT. Each 11" x 17" page will be counted as a single page. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials. Forms shall not be modified other than to include requested information.
- (c) Volume 1 requirements: Volume 1 (as described in Part B) shall have all pages numbered including any 11" x 17" pages (insofar as they are allowed as stated in Part A, Section 4.2(b)) and must conform to the page limitations identified in Part B, Section 2 (Organization) of this RFQ. Each printed side shall be considered one page for purposes of the page limits for certain sections of Volume 1 set forth in Part B. Volume 1 must be presented in Arial (not Arial Narrow), twelve-point font, other than in diagrams, organization charts and other such graphics, which may be in Arial, ten-point font.
- (d) Volume 2 requirements: Volume 2 (as described in Part B) must conform to the page limitations identified in Part B, Section 2 (Organization), but does not have page numbering or type font size requirements.
- (e) Standard corporate brochures, awards, licenses and marketing materials should not be included in the QS, although proof of license in good standing will be required as a condition to award for licensed professionals proposed to work on the Project.

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in Part B. Each volume may be subdivided as needed; dividers do not count as pages subject to page limitations noted herein, but content on any dividers will not be evaluated.

4.4 QS Submittal Requirements

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

Response to the Request for Qualifications
for the Southern Gateway Project
through a Design-Build Contract

QSs shall be delivered by hand or courier to “TxDOT’s Authorized Representative” at the following address:

Duane Milligan, P.E.
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

QSs will be accepted only at this address. TxDOT will not accept facsimile or other electronically submitted QSs. Acknowledgment of receipt of QSs will be evidenced by the issuance of a receipt by a member of TxDOT staff. QSs will be accepted and must be received by TxDOT during normal business hours before 12:00 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.3. QSs not received prior to such time on the QS Due Date will not be considered by TxDOT for evaluation or shortlisting.

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

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each QS will be reviewed for:

- (a) conformance to the RFQ instructions regarding organization;
- (b) format and the responsiveness of the Proposer to the requirements set forth in this RFQ; and

- (c) minor informalities, irregularities and apparent clerical mistakes that are unrelated to the substantive content of the QS.

Those QSs not responsive to this RFQ may be excluded from further consideration, and the Proposer will be so advised. TxDOT may also exclude from consideration any Proposer whose QS contains a material misrepresentation.

In order for project experience provided in any QS to be considered responsive, Forms D-1 and D-2 shall list only projects for which the corporate entity (company, joint venture, partnership or consortium) providing the engineering or construction experience is respectively: (i) the Lead Engineering Firm or Lead Contractor; (ii) a controlled subsidiary of such Lead Engineering Firm or Lead Contractor; or (iii) if the Lead Engineering Firm or Lead Contractor is a joint venture, a member of such joint venture that will perform at least thirty percent (30%) of the relevant work or a controlled subsidiary of such joint venture member. An entity described in clause (i), (ii), or (iii) may rely on experience on projects in which such entity was ultimately responsible for at least thirty (30%) of the relevant experience, including where such experience is derived through such entity's participation in a joint venture for the project. Project experience provided by a parent or sister company of the Lead Engineering Firm or Lead Contractor, as applicable, shall not be considered responsive to this RFQ, unless such parent is a Guarantor in accordance with this RFQ.

Except as otherwise provided in the specific description of each Key Personnel position in Part B, Key Personnel must be employed by: (a) an Equity Member, Lead Engineering Firm or Lead Contractor; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm or Lead Contractor; (c) if the Lead Engineering Firm or Lead Contractor is a joint venture, a member of such joint venture that will perform at least thirty percent (30%) of the relevant work or a controlled subsidiary of such joint venture member; or (d) a parent company of an Equity Member.

5.2 Pass/Fail Review

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

- (a) The QS contains an original executed transmittal letter as required in Part B, Volume 1, Section A(a).
- (b) The Proposer or Lead Contractor is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to \$550,000,000, which is the total estimated construction cost for the Project, from a surety rated in the top two categories by two nationally recognized rating agencies or rated at least A minus (A-) or better and Class VIII or better by A.M. Best and Company, as evidenced by the Surety Letter provided in Part B, Volume 1, Section I.

- (c) Neither the Proposer nor any other entity that has submitted Form C as required by this RFQ (1) has been disqualified, removed, debarred or suspended from performing or bidding on work for the State of Texas or any local government where such disqualification, removal, debarment or suspension has resulted in the Proposer or other entity being currently disqualified, removed, debarred or suspended from performing or bidding on TxDOT contracts or, (2) is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or at least three other states.
- (d) The Proposer has the financial capability to carry out the Project responsibilities potentially allocated to it as demonstrated by the materials provided in Part B, Volume 2, Sections A, B and C and the Surety Letter required to be submitted pursuant to Part B, Volume 1, Section I of the QS.
- (e) The information disclosed in Form C does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it.
- (f) An express written statement from the Proposer committing that the Key Personnel designated in the QS for the positions or roles described in Part B, Volume 1, Section H shall be available to serve the role so identified in connection with the Project. While TxDOT recognizes personnel availability and scheduling may impact the Proposers, Proposers are urged only to identify and proffer personnel they believe will be available for, and intend to assign, to work on the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior TxDOT approval, in its sole discretion. Failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive QS passing all of the “pass/fail” qualification requirements set forth above in Part A, Section 5.2 will be evaluated and scored according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is described in Part A, Sections 5.3.1, 5.3.2 and 5.3.3 below.

5.3.1 Project Qualifications and Experience (65% Weighting)

The background and experience of the Proposer, individual team members and Key Personnel with developing, designing, fabricating and/or constructing comparable projects will be evaluated in accordance with the criteria set forth in this Section 5.3.1. For these purposes, TxDOT considers a comparable project to be any road project of similar size, scope and complexity, whether or not such project was delivered through a DBC or otherwise. The evaluation criteria within Subsections (a) through (c) are listed in order of importance with

Subsection (a) of greatest importance and Subsection (c) of least importance except that any two sequential criteria may be of equal importance.

- (a) The extent, depth, strength and likelihood of success of the Proposer's and its individual team members' experience with developing, designing and/or constructing comparable projects as shown in Proposer's response to Part B, Volume 1, Sections D and E and Forms D-1 and D-2. Although design-build experience is not a prerequisite for a proposal to be considered responsive, a brief description of the design-build management approach that the Proposer commits to implementing must be provided;
- (b) The strength and depth of experience of the Key Personnel for the Project listed in Proposer's response to Part B, Volume 1, Section H; and
- (c) Responsiveness toward the DBE involvement, objectives and goals in response to Part A, Section 3.8, including any description of innovative approaches, unique outreach or marketing concepts used successfully by the Proposer or its team members to encourage DBE participation.

Project and Key Personnel references, submitted Forms H Technical Reference Forms, submitted Forms I Key Personnel Reference Forms and the information provided as required in Part B, Volume 1, Sections D, E and H, will be used, as deemed appropriate by TxDOT. In addition, performance evaluations prepared by TxDOT in accordance with Title 43, Texas Administrative Code, Section 9.152 of the Rules, or other performance evaluations prepared by TxDOT that are determined to be relevant to the Project will be used, as deemed appropriate by TxDOT, to assist in the evaluation of the criteria set forth in Part A, Section 5.3.1(a) to the extent that such evaluations concern the performance of the Proposer or any individual team members.

5.3.2 Statement of Technical Approach (25% Weighting)

The Statement of Technical Approach will be evaluated in accordance with the criteria set forth in this Section 5.3.2. The evaluation criteria within Subsections (a) through (c) are listed in order of importance with Subsection (a) of greatest importance and Subsection (c) of least importance except that any two sequential criteria may be of equal importance.

- (a) The extent to which the Statement of Technical Approach demonstrates a full understanding of the Project's scope and complexity;
- (b) The extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership of such risks, that may arise during all Project phases, including design, construction, and capital maintenance; and
- (c) The extent to which the Statement of Technical Approach demonstrates the ability to plan, organize, execute and assure the quality of the Work, including having sufficient QA personnel at all times.

5.3.3 Safety Qualifications (10% Weighting)

This RFQ seeks to identify those Proposers that can demonstrate the ability to develop and implement an effective safety program for the Project that ensures worker safety and protects the traveling public. The safety qualifications of the Proposer, as documented in the Forms F submitted by the Lead Contractor and each Construction Team Member will be evaluated to assess the strength and consistency of the Proposer's and individual team members' safety records, as demonstrated by the criteria set forth in this Section 5.3.3. The evaluation criteria within Subsections (a) through (c) are listed in order of importance with Subsection (a) of greatest importance and Subsection (c) of least importance except that any two sequential criteria may be of equal importance.

- (a) Fatal injury rate per 100,000 full-time workers;
- (b) Incidence rate of injury and illness cases per 100 full-time workers; and
- (c) National Council on Compensation Insurance ("NCCI") experience modifier.

5.4 QS Evaluation Procedure

TxDOT anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make recommendations to the Commission. TxDOT may, at any time, request additional information or clarification from the Proposer, or may request the Proposer to verify or certify certain aspects of its QS. Evaluations and rankings of QSs are subject to the sole discretion of TxDOT. TxDOT will make the final determinations of the Proposers to be shortlisted in its sole discretion, and in the best interests of the State of Texas. TxDOT may also schedule interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing TxDOT's understanding of the QSs and obtaining clarifications of the terms contained in the QSs.

Proposers are advised that, following the submission of QSs, the following organizational changes are not permitted without TxDOT approval: (1) deletion or substitution of a Proposer team member identified in the QS; (2) deletion or substitution of an equity owner of the Proposer, a Guarantor or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and (3) other changes in the equity ownership or team membership of a Proposer. Proposers are further advised that the evaluation and weightings for the evaluation of the Proposals under the RFP may differ from the criteria set forth in this RFQ for the evaluation of QSs. Proposers are further advised that persons identified for Key Personnel positions in the QS may not be changed without TxDOT approval.

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

The following rules of contact shall apply during the procurement for the Project, which began upon the date of issuance of this RFQ and will be completed with the execution of the DBC. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic mail (email) or formal written communication.

The specific rules of contact are as follows:

- (a) After submittal of QSs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's QS or Proposal, except that team members that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during TxDOT-sponsored informational meetings).
- (b) The Proposers shall correspond with TxDOT regarding the RFQ and RFP only through TxDOT's Authorized Representative and Proposer's Official Representative, as designated in Forms B-1, B-2 and C.
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the DBA and CMA, (ii) rejection of all Proposals by TxDOT or (iii) cancellation of the procurement, no Proposer or representatives thereof shall have any communications regarding the RFQ, RFP or the procurement described herein with any member of the Texas Transportation Commission, any Commission staff or aides, or with any TxDOT staff, advisors, contractors or consultants involved with the procurement or the Project, except for communications with TxDOT consultants who have completed their services for the Project and have been released by TxDOT, communications expressly permitted by the RFQ or RFP or except as approved in advance by TxDOT's Authorized Representative, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to this RFQ, the RFP or the procurement or from participating in public meetings of the Commission or any public or Proposer workshop related to this RFQ or the RFP.
- (d) The Proposers shall not contact stakeholders regarding the Project, including elected or appointed officials, employees, representatives and members of the entities listed below, except as specifically approved by TxDOT in writing: Dallas County; City of Dallas; North Central Texas Council of Governments; Dallas Area Rapid Transit; Center for Transportation Research, the University of Texas

at Austin; Federal Highway Administration and TxDOT (except as provided herein).

- (e) Any communications determined to be improper, at the sole discretion of TxDOT, may result in disqualification.
- (f) Any official information regarding the Project will be disseminated only from TxDOT's office on TxDOT letterhead or on the Project Webpage. Any official correspondence will be in writing and authorized by TxDOT's Authorized Representative. TxDOT will not be responsible for any oral exchange or other information exchange that occurs outside of the official processes specified herein.

6.2 Public Information Act

6.2.1 Disclosure Waiver

Each Proposer, by submitting a QS to TxDOT in response to this RFQ, consents to the disclosures described in this RFQ, including this Part A, Section 6.2, and all other disclosures required by law, and expressly waives any right to contest, impede, prevent or delay such disclosure, or to initiate any proceeding that may have the effect of impeding, preventing or delaying such disclosure, under Texas Government Code Chapter 552 (the "Public Information Act" or the "Act"), the Code, the Rules or any other law relating to the confidentiality or disclosure of information. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials. Proposer hereby further agrees to assist TxDOT in complying with these disclosure requirements.

6.2.2 Observers During Evaluation

Proposers are advised that observers from federal or other agencies, including representatives of FHWA, the North Central Texas Council of Governments and local governmental entities, may observe the QS evaluation process and will have the opportunity to review the QSs after the QS Due Date.

6.2.3 Public Disclosure of Proposal Documents

Proposers are advised that all portions of the QS other than Volume 2 may be publicly disclosed by TxDOT at any time and at TxDOT's sole discretion. Proposers may label material included in Volume 2 as confidential.

6.2.4 Disclosure Process for Requests under the Act

If a request is made under the Act for disclosure of Volume 2 of the QS or information contained therein, TxDOT will submit a request for an opinion from the Office of the Attorney General prior to disclosing any such documents. The Proposer shall then have the opportunity to assert its basis for nondisclosure of such documents and claimed exception under the Act or other applicable law to the Office of the Attorney General within the time period specified in the

notice issued by TxDOT and allowed under the Act. However, it is the responsibility of the Proposer to monitor such proceedings and make timely filings. TxDOT may, but is not obligated to, make filings of its own concerning possible disclosure; however, TxDOT is under no obligation to support the positions of the Proposer. By submitting a QS to TxDOT in response to the RFQ, each Proposer consents to, and expressly waives any right to contest, the provision by TxDOT to the Office of the Attorney General of all, or representative samples of, the QS, in accordance with the Act, and each Proposer consents to the release of all such information to the Attorney General for purposes of the Attorney General making a determination in response to a disclosure request under the Act. Under no circumstances will TxDOT be responsible or liable to a Proposer or any other party as a result of disclosing any such materials, whether the disclosure is deemed required by Law, by an order of court or the Office of the Attorney General, or occurs through inadvertence, mistake or negligence on the part of TxDOT or its officers, employees, contractors or consultants.

All Proposers should obtain and thoroughly familiarize themselves with the Act, the Code, the Rules and any other provisions of the Texas Administrative Code applicable to the issue of confidentiality and public information. TxDOT will not advise a Proposer as to the nature or content of documents entitled to protection from disclosure under the Code, the Act or other Texas Laws, as to the interpretation of such Laws, or as to the definition of trade secret. The Proposer shall be solely responsible for all determinations made by it under applicable Laws. Each Proposer is advised to contact its own legal counsel concerning the effect of applicable Laws to that Proposer's own circumstances.

In the event of any proceeding or litigation concerning the disclosure of any QS, or portion thereof, submitted by the Proposer, the Proposer shall be responsible for prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that TxDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by TxDOT in connection with any litigation, proceeding or request for disclosure shall be reimbursed and paid by the Proposer whose QS is the subject thereof.

6.3 Organizational Conflicts of Interest

The Rules at Section 9.155 *et seq.* regarding organizational conflicts of interest apply to this Project. Proposers are advised that these Rules may preclude certain firms and their subsidiaries and affiliates from participating on a Proposer team.

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

- Mayer Brown LLP
- Ernst & Young Infrastructure Advisors LLC
- CDM Smith Inc.

- RS&H, Inc.
- Ramos Consulting, LLC
- HNTB Corporation
- Jacobs Engineering Group Inc.
- Ames & Gough
- Center for Transportation Research, the University of Texas at Austin
- Halff Associates, Inc.
- EJES Inc.
- HVJ Associates, Inc.
- Brown & Gay Engineers, Inc.
- Lina T. Ramey & Associates, Inc.
- WS Atkins plc
- Affiliates or subsidiaries of any of the above.

Proposers are advised that other TxDOT consultants working on the Project may have an organizational conflict of interest. Proposers are encouraged to review the Rules and discuss potential conflicts of interest with prospective team members. By submitting its QS, each Proposer agrees that, if an organizational conflict of interest is thereafter discovered, the Proposer must make an immediate and full written disclosure to TxDOT that includes a description of the action that the Proposer has taken, or proposes to take, to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew, or should have known about, but did not disclose is determined to exist during the procurement process, TxDOT may, at its sole discretion, disqualify the Proposer. Proposers are also advised that TxDOT's policy is in addition to applicable federal and state law. Such applicable law will also apply to Proposer teams and teaming and may preclude certain firms and their related entities from participating on a Proposer team.

7. PROTEST PROCEDURES

Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code sets forth the exclusive protest remedies available with respect to this RFQ and prescribes exclusive procedures for protests regarding:

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

Any Proposer wishing to file a protest must do so in accordance with Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code.

Protests concerning the issues described in clause (a) above must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than five business days after the addendum is issued. Further, protests concerning the issues described in clause (a) above may be filed only after the Proposer has informally discussed the nature and basis of the protest with TxDOT, following the procedures set forth in the Rules. Protests concerning the issues described in clause (b) above must be filed no later than five business days after receipt of the notification of non-responsiveness. Protests concerning the issues described in clause (c) above must be filed no later than ten business days after the earliest of the notification of the shortlist and the public announcement of the shortlisting determination.

Protests shall be filed by hand-delivery on or before the applicable deadline to TxDOT's Authorized Representative at the address set forth in Part A, Section 4.4 with a copy to the General Counsel Division, Texas Department of Transportation, 125 E. 11th Street, Suite 702, Austin, Texas 78701-2483, as soon as the basis for the protest is known to the Proposer. Except for protests concerning the issues described in clause (a) above, the Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from TxDOT's website.

The protestant shall have the burden of proving its protest. TxDOT may, in its sole discretion, discuss the protest with the protestant and other Proposers.

8. TXDOT RESERVED RIGHTS

TxDOT reserves all rights described herein and available at law, including, without limitation, all rights described in Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code. Proposers are advised to review Subchapter I in Chapter 9 of Title 43 of the Texas Administrative Code.

This RFQ does not commit TxDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A, Section 3, TxDOT and the State of Texas assume no obligations, responsibilities or liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred, or alleged to have been incurred, by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

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

PART B QUALIFICATIONS STATEMENT

1. DEFINITIONS OF PROPOSER TEAM MEMBERS

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

Construction Team Member – Any member of the Proposer's team, other than the Lead Contractor, that will be responsible for 20% or more of the construction work on the Project.

Equity Member – A member of the Proposer team that is (a) if the Proposer is a joint venture, a member of the joint venture, (b) if the Proposer is or will be a newly formed limited liability entity, an equity owner of the Proposer, or (c) if the Proposer is a corporation or other entity that is not newly formed, the Proposer.

Guarantor – An entity that agrees to provide a guaranty guaranteeing the obligations of the DB Contractor under the DBA and CMA in accordance with this RFQ.

Key Personnel – The personnel listed in Part B, Volume 1, Section H.

Lead Contractor – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the construction (including all maintenance during construction) of the Project.

Lead Engineering Firm – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the design and engineering of the Project.

Major Non-Equity Member – The Proposer team's Lead Engineering Firm and Lead Contractor, to the extent they are not Equity Members.

2. ORGANIZATION

Proposers are required to assemble their QS in the order prescribed and following the outline form contained in this Part. Page limits and responsible parties for each element or form are indicated below. “NFP” means that a form is not provided by TxDOT; the required format or documentation is stated in the RFQ. Forms shall not be modified other than to include requested information. If TxDOT issues any addenda to this RFQ that does not change a form except for noting the addendum number in the footer, Proposers that have already executed an earlier version of such form are not required to re-execute the updated form and TxDOT will accept the earlier version of such form so long as the earlier form submitted with the QS is otherwise the most up-to-date version of the form.

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Responsible Party
<i>Volume 1</i>				
Section A – General	(a) Form A – Transmittal Letter	N/A	Form A	Proposer
	(b) Executive Summary	2 pages	NFP	Proposer
Section B – Proposer Team Information	Form B-1 – Proposer Team Information	N/A	Form B-1	Proposer Equity Members Major Non-Equity Members Guarantors Construction Team Members
	Form B-2 – Summary Information Regarding Proposer	N/A	Form B-2	Proposer
Section C – Certification	Form C – Certification	N/A	Form C	Proposer Equity Members Major Non-Equity Members Guarantors Construction Team Members
Section D – Proposer Information/ Project	Management Structure/ Organizational Charts	7 pages total, including up to 3 organizational charts;	NFP	Proposer

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Responsible Party
<i>Volume 1</i>				
Experience		organizational charts shall be limited to 1 per page		
Section E – Technical Qualifications	(a) Forms D-1 and D-2 – Relevant Experience	N/A	Form D-1 Form D-2	Lead Engineering Firm (including any applicable controlled subsidiary or Guarantor) named in QS (Form D-1) Lead Contractor (including any applicable controlled subsidiary or Guarantor) named in QS (Form D-2)
	(b) Form E – Project Descriptions	2 pages per project (12 pages total)	Form E	Proposer Equity Members Major Non-Equity Members Guarantors
Section F – Statement of Technical Approach	Statement of Technical Approach	5 pages	NFP	Proposer
Section G – Safety Qualifications	Form F – Safety Questionnaire	N/A	Form F	Lead Contractor Construction Team Members
Section H – Personnel Qualifications	Form G – Resumes and References	2 pages per Key Personnel (or 20 pages total, excluding license applications and commitment statements)	Form G	Key Personnel
Section I – Surety Letter	Surety Letter	N/A	Exhibit B	Proposer Surety Provider

Volume of QS		Maximum Number of Pages Allowed	Applicable Form	Responsible Party
<i>Volume 2</i>				
Section A, B, and C	Financial Information	N/A	NFP	Proposer Equity Members Lead Contractor Guarantors

VOLUME 1

Volume 1 of the QS shall contain the following:

Section A General

(a) Form A – Transmittal Letter:

A duly authorized official of the Proposer or lead firm must execute the transmittal letter. For Proposers that are (or are expected to be) joint ventures, partnerships, limited liability companies or other associations, the transmittal letter shall have appended to it letters on the letterhead stationery of each Equity Member, executed by authorized officials of each Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member's firm have been authorized by such Equity Member, are correct, and accurately represent the role of the Equity Member's firm in the Proposer team.

(b) Executive Summary:

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

Section B Forms B-1 and B-2 – Proposer Team Information

Originals of Form B-1 completed and executed on behalf of each of the following: the Proposer, each Equity Member, each Major Non-Equity Member, each Guarantor and each Construction Team Member. If any of the foregoing is a joint venture or newly formed entity (formed within the past two years), complete a separate Form B-1 for each member of or partner in such joint venture or newly formed entity. Proposers are advised that Form B-1 may be released to the public and media.

Provide a completed Form B-2 for the Proposer.

Section C Form C – Certification

Originals of Form C (Certification) completed and executed on behalf of each of the following: the Proposer, each Equity Member, each Major Non-Equity Member, each Guarantor, and each Construction Team Member (if any). If the Proposer, an Equity Member, Major Non-Equity Member, Guarantor or Construction Team Member is a joint venture or newly formed entity (formed within the past two years), complete a separate Form C for each member of or partner in such joint venture or newly formed entity.

Section D Proposer Information/Project Experience/Management Structure

A narrative describing the Proposer’s teaming arrangements, its management structure and DBC management approach. The narrative should include, at a minimum, a discussion of the following: (i) how the Proposer will institutionally operate, particularly in light of the complexity and sequencing of the Project’s development; (ii) the experience of the team members working together on other comparable projects and the results of that experience; and (iii) how the management structure will facilitate the management of the Project risks.

An organizational chart showing the Proposer’s Equity Members, Major Non-Equity Members and any Construction Team Members. Indicate the percentage of equity interest among the Equity Members. In instances where the Lead Contractor or Lead Engineering Firm is a joint venture, also indicate the percentage of equity interest for each equity participant in the joint venture. In addition, any Proposer providing any Guarantors shall provide a table of organization showing the relationship between the applicable Equity Member or Major Non-Equity Member and its Guarantor, including any intermediary companies. (See Part B, Volume 2, Section A(f) for instances where a guarantee may be required.)

An organizational chart showing the Proposer’s Management Structure and “chain-of-command” with Key Personnel shown together with other relevant positions, and identifying major functions to be performed and their reporting relationships in designing and constructing the Project. Other relevant personnel may also be shown in the organizational chart; however, only the qualifications of Key Personnel shall be submitted (in accordance with Part B, Volume 1, Section H) and evaluated by TxDOT.

The organizational description and charts may not exceed seven pages including up to three organizational charts; organizational charts shall be limited to one per page.

Section E Technical Qualifications

Provide the following information relevant to qualifications of the Proposer, its Equity Members and any Major Non-Equity Members, as applicable, and any controlled subsidiary or Guarantor of any of the foregoing in accordance with Part A, Section 5.1.

(a) Forms D-1 and D-2 – Relevant Experience

The QS shall contain completed Forms D-1 and D-2. Project descriptions for each of the projects listed on Forms D-1 and D-2 shall be included as discussed below in Part B, Volume 1, Section E(b).

Form D-1: Technical Experience – Lead Engineering Firm: Provide details for a maximum of three projects in compliance with the requirements set forth in Form D-1 and best meeting the evaluation criteria set forth in Part A, Section 5.

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

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

For projects/contracts listed for construction firms using the traditional design/bid/build delivery method, the information sought above shall be limited only to the construction contract, rather than any design contract where such entity had limited or no involvement. Proposers are requested to verify that contact information is correct, and are advised that, if the contact information provided is not current, TxDOT may elect to exclude the experience represented by that project in determining the Proposer’s qualifications.

(b) Form E – Project Descriptions (Forms H to be separately submitted)

Volume 1, Section E(b) of the QS shall include the project descriptions for those projects listed on Forms D-1 and D-2. These descriptions shall be a maximum of two pages per project and shall be presented using Form E. Form E is extracted from the federal form SF330. These descriptions should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant to this procurement.

In addition to the foregoing requirements, Proposers shall deliver the Form H Technical Reference Form, with Part I of such Form H completed by Proposers, to each project owner contact for the projects presented using Form E. Proposers shall request that each owner contact submit the completed reference forms directly to TxDOT per the instructions set forth in Form H by no later than the QS Due Date set forth in Part A, Section 3.3. The QS shall not contain any such completed reference forms. TxDOT will use the completed Technical Reference Forms as it deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Part A, Section 5.3.1. For the avoidance of doubt, TxDOT’s receipt of completed Technical Reference Forms for each project presented using Form E is not a pass/fail criteria under Part A, Section 5.2.

For purposes of completing Form H, Proposers may not identify as a reference any of the TxDOT personnel identified in the table below and Proposers may not contact any such personnel. All other TxDOT personnel (including Dallas District personnel not identified below) may be contacted for the purpose of completing Form H.

<u>Strategic Contract Management Division</u>	<u>Dallas District</u>	<u>General Counsel Division</u>
Dieter Billek	Kelly Selman	Claire McGuinness
Scott Spradlin	Ceason Clemens	James Bailey
Matt McCarter	Duane Milligan	
Frank Holzmann	Mo Bur	<u>Administration</u>
Mike Midkiff	Chris Rocha	Bill Hale
Kristi Flagg	Ashton Strong	
	John Hudspeth	Brian Ragland
<u>Project Finance Division</u>	Mykol Woodruff	James Bass

Deborah Fleming	Madhab Banskota	
Benjamin Asher	John Nguyen	
Dallas Teston	Al Aramoon	

Proposers should notify TxDOT’s Authorized Representative if they are unable to identify and contact any reference based on these exclusions, but Proposers should not omit a reference project from Forms D-1, D-2 or E solely due to Proposers’ inability to contact any TxDOT personnel identified in the table above. Proposers are advised that TxDOT may, in its sole discretion, contact the listed owner contact for the projects presented using Form E and any reference contacts that submit a Form H for additional reference information to be used as TxDOT deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Part A, Section 5.3.1. Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current or a Form H is not submitted, TxDOT may elect to exclude the experience represented by that project in determining the Proposer’s qualifications.

Section F Statement of Technical Approach

Provide a narrative statement of the Proposer’s technical approach to the Project. This statement shall include the following and any necessary additional information that meets the evaluation criteria set forth in Part A, Section 5:

1. Proposer’s understanding of the Project scope and delivery using design-build contracting.
2. Proposer’s understanding of the Project scope, including the capital maintenance services.
3. Identification and understanding of the top Project risks and potential solutions to address the risk throughout the Project lifecycle and to assure the quality of the Work.

The Statement of Technical Approach may be no longer than five pages.

Section G Safety Qualifications

The QS shall contain a completed Form F for the Lead Contractor and any Construction Team Member.

Section H Form G – Personnel Qualifications (Forms I to be separately submitted)

Proposers are required to provide a separate Form G (Resumes and References) for each Key Personnel. Form G shall be limited to the two pages provided in Form G per person (exclusive of any license applications that must be attached for individuals who are required to have, but do not have, a Texas P.E. license and any commitment statement regarding obtaining qualification requirements); only one individual shall be designated to fill each position. Three individual

projects and references shall be provided for each resume. In completing Form G, Proposers should note:

- (a) Name of the project, location of the project, project type, description of the work or service provided, the role on the project and the time period for the work. If one or more role was played, identify the dates and duration of each role.
- (b) The project owner’s contact information (project manager name, phone number, email address), the project’s value and dates of work performed on the project. If the owner’s project manager is no longer employed by the owner, provide an alternative contact at the owner/agency who played a leadership role for the owner during the dates work was performed on the project and who is familiar with the project.

In addition to the foregoing requirements, Proposers shall deliver the Form I Key Personnel Reference Form, with Part I of such Form I completed by Proposers, to all of the references identified in each Form G for the following Key Personnel: Project Manager, Construction Manager, Design Manager, Professional Services Quality Assurance Manager, and Construction Quality Assurance Manager. Proposers shall request that the reference contact submit the completed reference forms directly to TxDOT per the instructions set forth in Form I by no later than the QS Due Date set forth in Part A, Section 3.3. The QS shall not contain any such completed reference forms. TxDOT will use the completed Key Personnel Reference Forms as it deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Part A, Section 5.3.1. For the avoidance of doubt, TxDOT’s receipt of completed Key Personnel Reference Forms for each reference identified in each Form G for Key Personnel identified above is not a pass/fail criteria under Part A, Section 5.2.

For purposes of completing Form I, Proposers may not identify as a reference any of the TxDOT personnel identified in the table below and Proposers may not contact any such personnel. All other TxDOT personnel (including Dallas District personnel not identified below) may be contacted for the purpose of completing Form I.

<u>Strategic Contract Management Division</u>	<u>Dallas District</u>	<u>General Counsel Division</u>
Dieter Billek	Kelly Selman	Claire McGuinness
Scott Spradlin	Ceason Clemens	James Bailey
Matt McCarter	Duane Milligan	
Frank Holzmann	Mo Bur	<u>Administration</u>
Mike Midkiff	Chris Rocha	Bill Hale
Kristi Flagg	Ashton Strong	
	John Hudspeth	Brian Ragland
<u>Project Finance Division</u>	Mykol Woodruff	James Bass
Deborah Fleming	Madhab Banskota	
Benjamin Asher	John Nguyen	
Dallas Teston	Al Aramoon	

Proposers should notify TxDOT’s Authorized Representative if they are unable to identify and contact any reference based on these exclusions, but Proposers should not omit a reference project from Form G solely due to Proposers’ inability to contact any TxDOT personnel identified in the table above.

Proposers are advised that TxDOT may, in its sole discretion, contact the listed reference contacts set forth in each Form G and any reference contacts that submit a Form I for additional reference information to be used as TxDOT deems fit to supplement the evaluation of the QS against the evaluation criteria set forth in Part A, Section 5.3.1.

Key Personnel and applicable requirements are as follows:

Project Manager
<p>Responsible for overall design, construction, maintenance, contract administration, safety, and environmental compliance on behalf of the DB Contractor for the Project.</p> <p>Must have recent experience managing the design and construction of projects with a similar level of complexity and continuous project management responsibility from design through construction substantial completion on at least one design-build project.</p> <p>Individual shall be assigned to the Project full time and co-located/on-site until Final Acceptance.</p>
Construction Manager
<p>Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Responsible for managing the DB Contractor’s construction personnel, scheduling of the construction quality acceptance personnel and administering all construction requirements of the DBA.</p> <p>Must have demonstrated construction management experience on projects of similar size and complexity including experience in coordinating with relevant regulatory agencies.</p> <p>Individual shall be assigned to the Project full time from the start of design until Final Acceptance.</p>
Design Manager
<p>Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Responsible for managing the DB Contractor’s design personnel and administering all design requirements of the Agreement.</p> <p>Must be a Professional Engineer* with experience in managing the design of similar highway improvement projects including experience leading multi-disciplinary teams. Must have experience on at least one design-build project.</p>

Lead Roadway Design Engineer
<p>Responsible for ensuring the design of the roadway is completed and design criteria requirements are met. Responsible for coordinating interdisciplinary design reviews in cooperation with leaders of other disciplines. The Lead Roadway Design Engineer or a Registered Professional Engineer reporting directly to the Lead Roadway Design Engineer shall be the engineer of record for the design of the roadway Elements.</p> <p>Must be a Professional Engineer* with demonstrated roadway design management experience on projects of similar scope and complexity to the Project.</p>
Lead Structural Engineer
<p>Responsible for overseeing the design and construction of all structural elements of the Project such that each is complete and design requirements are met. Responsible for coordination of interdisciplinary design reviews in cooperation with leaders of other disciplines. The Lead Structural Engineer or a Registered Professional Engineer reporting directly to the Lead Structural Engineer shall be the engineer of record for the design of all structural elements on the Project.</p> <p>Must be a Professional Engineer* with highway bridge design experience and demonstrated experience in the design of other major structures such as retaining wall systems, box culverts, and overhead sign structures and foundations.</p>
Lead Maintenance of Traffic (MOT) Engineer
<p>Responsible for ensuring the MOT Plans are completed and design criteria are met. Will work with the MOT Manager to coordinate with TxDOT, DB Contractor, and appropriate Governmental Entities.</p> <p>Must be a Professional Engineer* with relevant experience overseeing the development of MOT plans during the design phase of highway projects similar in size and scope as the Project.</p>
Professional Services Quality Assurance Manager
<p>Responsible for the management of the QA program for the Professional Services, and for carrying out assurance and audit functions as described in the Professional Service Quality Management Plan. Individual will report jointly to TxDOT's and to the DB Contractor's executive management teams, and have authority to stop Work.</p> <p>Must be a Professional Engineer* with relevant Professional Services quality assurance management experience on projects of similar type and scope. Must be employed by an independent Professional Services Quality Assurance Firm.**</p>

Construction Quality Assurance Manager

Responsible for management of the quality assurance program for the construction work, for carrying out assurance and audit functions as described in the Construction Quality Management Plan, and for review, approval, authorization, examination, interpretation, and confirmation of any methods or procedures requiring the “Engineers’ review, approval, authorization, examination, interpretation, confirmation, etc.” which are contained in the TxDOT standard specifications, or similar TxDOT approved standards. Individual will report jointly to TxDOT’s and to the DB Contractor’s executive management teams, and have the authority to stop Work.

Must be a Professional Engineer* with relevant construction quality assurance management experience on projects of similar type and scope. Must be employed by an independent Construction Quality Assurance Firm.**

Individual shall be co-located/on-site from NTP 1 through Final Acceptance.

Environmental Compliance Manager

Responsible for ensuring compliance of all on-site activities with the requirements of all environmental permits and regulatory requirements. Reports directly to TxDOT and the DB Contractor’s Project Manager and has the authority to stop work.

Must have experience successfully managing environmental compliance of urban highway construction, including:

- Developing and managing a SW3P;
- Developing and managing a hazardous substance and petroleum products management plan;
- Implementing environmental mitigation plans;
- Providing environmental and personal protection training; and
- Monitoring compliance with Section 404 Permit conditions.

The qualifying experience for the ECM must demonstrate the individual is familiar with:

- The scope and terminology of ASTM E 1527-05, Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process;
- Provisions of the TPDES CGP (TXR 150000); and
- Requirements of Section 404 and permit provisions.

In addition to the other entities identified in Part A, Section 5.1 of the RFQ that are permitted to employ Key Personnel, the Environmental Compliance Manager may be employed by a first-tier subcontractor to either the DB Contractor or the Lead Contractor.

Safety Manager

Responsible for carrying out the DB Contractor safety plan and all safety-related activities, including training and enforcement of safety operations.

- Must have a minimum of ten years of progressive heavy construction experience, five years of which must be safety management experience on complex, heavy civil projects.
 - Current certification as a Construction Health and Safety Technician (“CHST”) by the Board of Certified Safety Professionals, or current certification as a Certified Safety & Health Official (“CSHO”) may be substituted for two years of safety management experience. CHST and CHSO certifications are not required if the Safety Manager has at least five years of safety management experience.
- Must have a current certification for having completed the Occupational Safety and Health Administration (“OSHA”) #500 – Trainer Course in OSHA Standards for Construction.
- Must possess a current certification for CPR and First Aid.
- Must have a current certification for having completed training for flaggers in the work zone and work zone traffic control.

If a proposed Safety Manager does not meet the qualification requirements set forth above as of the QS Due Date, DB Contractor shall submit to TxDOT with its QS a written statement, signed by DB Contractor and the proposed Safety Manager, committing to meet such qualifications of the Safety Manager not later than the execution of the DBA.

Individual shall be co-located/on-site from beginning of design through Final Acceptance.

* Professional Engineers must be licensed in the State of Texas, or become licensed in the State of Texas, prior to issuance of NTP1.

** The Professional Services Quality Assurance Firm and the Construction Quality Assurance Firm may be the same independent entity.

Proposers are advised that additional Key Personnel may be required to be identified at the RFP stage.

Section I Surety Letter

Evidence from a surety or an insurance company duly authorized in the State of Texas stating without conditions or qualifications that the Proposer team is capable of obtaining a performance bond and a payment bond, each in an amount at least equal to \$550,000,000, which is the total estimated construction cost for the Project. The evidence shall take the form of a letter from a surety/insurance company indicating that such capacity exists for the Proposer or the Lead Contractor. Letters indicating “unlimited” bonding capability are not acceptable. A form letter has been provided as Exhibit B.

The surety/insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or rated at least A minus (A-) or better and Class VIII or better by “AM Best & Company,” and must indicate the relevant rating in the letter. The letter must specifically state that the surety/insurance company has read this RFQ and evaluated the Proposer’s backlog and work-in-progress in determining its bonding capacity.

If the Proposer or Lead Contractor, as applicable, is a joint venture, partnership, limited liability company or other association, separate letters for one or more of the Equity Members of the Proposer or the individual equity participants of the Lead Contractor, as applicable, are acceptable, as is a single letter covering all Equity Members or equity participants, as applicable. However, the aggregate amount of bonding capacity reflected in such letter or letters must equal the amounts specified above.

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

VOLUME 2

Volume 2 of the QS shall contain the following:

Section A Financial Statements and Credit Ratings

For the Proposer, each Equity Member, the Lead Contractor and each Guarantor of any of the foregoing, financial statements for the most recent completed three fiscal years must be provided consistent with the requirements below to demonstrate financial capability of the Proposer.

Information for each entity should be packaged separately and include a cover sheet identifying the name of the organization and its role as Proposer, Equity Member, Lead Contractor or Guarantor.

Financial statement information must include:

1. Opinion Letter (Auditor's Report);
2. Balance Sheet;
3. Income Statement;
4. Statement of Changes in Cash Flow; and
5. Footnotes.

In addition, financial statements must meet the following requirements:

- (a) **GAAP/IFRS** – Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”) or International Financial Reporting Standards (“IFRS”). If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS.
- (b) **U.S. Dollars** – Financial statements must be provided in U.S. dollars. If financial statements are not available in U.S. dollars, the Proposer, Equity Member, Lead Contractor or Guarantor must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
- (c) **Audited** – Financial statements must be audited by an independent party qualified to render audit opinions (e.g., a certified public accountant). If audited financials are not available for the Proposer, an Equity Member, the Lead Contractor or a Guarantor, the QS shall include unaudited financial statements for such entity,

certified as true, correct and accurate by the chief financial officer (“CFO”) or treasurer of the entity.

- (d) **English** – Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided with the original financial statement information.
- (e) **Newly Formed/Not Yet Formed Entity/Joint Venture** – If the Proposer or Lead Contractor is a newly formed entity, or has not yet formed a legal entity, or is a joint venture and does not have independent financial statements, financial statements for the Equity Members of Proposer and for each member of or partner in the Lead Contractor (as applicable) shall be provided and the Proposer shall expressly state that the Proposer or Lead Contractor (as applicable) is a newly formed entity, or not yet formed entity, or joint venture (as applicable) and does not have independent financial statements.
- (f) **Guarantor** – Proposers shall note that TxDOT may, in its sole discretion based upon the review of the information provided, specify that an acceptable parent company or other affiliate company act as a Guarantor by providing a guarantee with respect to the Proposer’s financial capabilities in a form acceptable to TxDOT in its sole discretion, or that an additional Equity Member be required as a condition of shortlisting.
- (g) **SEC Filings** – If the team or any other entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission (“SEC”), then such financial statements shall be provided through a copy of their annual report on Form 10-K. For all subsequent quarters, provide a copy of any report filed on Form 10-Q or Form 8-K which has been filed since the latest filed Form 10-K. Instead of providing hard copies of such forms, Proposers may submit digital copies of such information in a read-only format on CD with each submission.
- (h) **Confidentiality** – The Proposer shall identify any information which it believes is exempted from disclosure under the Act, by placing the word “CONFIDENTIAL” on each page in accordance with Part A, Section 6.2.3.
- (i) **Credit Ratings** – Appropriate credit ratings must be supplied for the Proposer, each Equity Member, the Lead Contractor (including any joint venture member or equity owner, as applicable) and any Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B Material Changes in Financial Condition

Information regarding any material changes in financial condition for Proposer, each Equity Member, and the Lead Contractor (including any joint venture member or equity owner, as applicable) and each Guarantor for the past three years and anticipated for the next reporting period must be provided. If no material change has occurred and none is pending, the Proposer, Equity Member, or Lead Contractor (including any joint venture member or equity owner, as applicable) or Guarantor, as applicable, shall provide a letter from its CFO or treasurer so certifying. The letter must be dated not earlier than seven (7) calendar days prior to the QS Due Date.

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

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future. If the financial statements indicate that expenses and losses exceed income in each of the 3 completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

List of Representative Material Changes

1. An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
2. A change in tangible net worth of 10% of shareholder equity;
3. A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
4. A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;

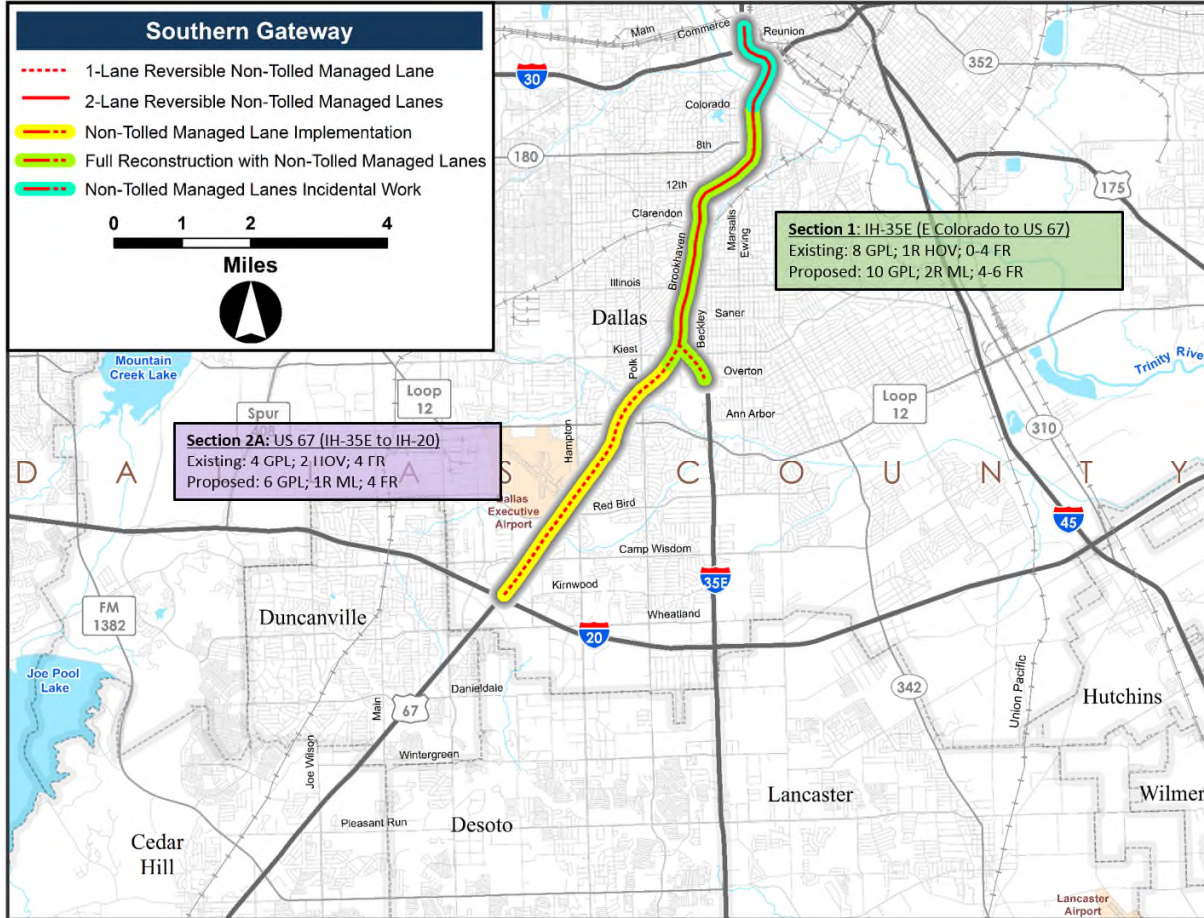
5. Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
6. In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
7. Other events known to the affected entity, a related business unit or parent corporation of the affected entity which represents a material change in financial condition over the past three years or may be pending for the next reporting period.

Section C Off-Balance Sheet Liabilities

A letter from the CFO or treasurer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying as applicable, each off-balance sheet liability exceeding \$10 million and its associated dollar amount and providing explanation for off-balance sheet treatment.

PART C EXHIBITS AND FORMS

EXHIBIT A PROJECT INFORMATION AND STATUS



1. Project Description/Information

The Southern Gateway Project scope components include the design, construction, and potential maintenance of an approximately 5.1-mile section of Interstate Highway (“IH”) 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange (with transition work extending north to approximately Reunion Boulevard) and an approximately 4.9-mile section of U.S. Highway (“US”) 67 from the IH 35E/US 67 interchange to IH 20 in Dallas County, Texas.

The Project components include the design and construction of the improvements, which are briefly summarized below:

- Section 1: IH 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange,

approximately 5.1 miles in length.

- Full reconstruction of the existing 8 general purpose lanes to 10 general purpose lanes, with auxiliary lanes at entrance and exit ramps.
 - Full reconstruction of the IH 35E/US 67 interchange. Full reconstruction along IH 35E will end south of Overton Drive. Full reconstruction of US 67 will end south of Kiest Boulevard.
 - Reconstruction of the existing 1 reversible High Occupancy Vehicle (“HOV”) lane to 2 reversible non-tolled managed express lanes.
 - Full reconstruction of the discontinuous frontage roads and addition of new frontage roads.
 - Incidental improvements extending 1.3 miles north of Colorado Boulevard to accommodate the conversion of the existing reversible HOV lane to a non-tolled reversible managed express lane.
- Section 2A: US 67 from the IH 35E/US 67 interchange to IH 20, approximately 4.9 miles in length.
 - Reconstruction of the existing 2 concurrent HOV lanes to 1 reversible non-tolled managed express lane.
 - Widening of the existing pavement to accommodate an additional general purpose lane in each direction for a total of 6 general purpose lanes.

TxDOT currently anticipates that the Design-Build Contractor’s capital maintenance obligations will be set forth in the CMA, under which TxDOT will hold three five-year options, exercisable by TxDOT in its sole discretion, to require that the Design-Build Contractor perform capital maintenance on the reconstructed portions of the Project. The exercise of one option shall not require TxDOT to exercise any further option. Additionally, TxDOT currently anticipates that the CMA will provide TxDOT the option, in its sole discretion, to require DB Contractor to perform capital maintenance (i) solely on the reconstructed portions of Section 1 of the Project or (ii) on the reconstructed portions of both Sections 1 and 2A of the Project. Proposers are advised to review the draft CMA Term Sheet attached as Exhibit D for additional details regarding the Design-Build Contractor’s anticipated obligations and responsibilities.

2. Status of Project Design and Construction

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

The final design and the construction of the Project will be the responsibility of the DB Contractor pursuant to the provisions of the DBA.

3. Project Environmental Status

An environmental assessment was prepared for the original design for the ultimate Southern Gateway project (only a portion of which constitutes this Project) and approved by FHWA through the Finding of No Significant Impact issued on June 30, 2006. These environmental documents are available on the Project Webpage.

TxDOT is developing an environmental assessment for this Project. Public meetings were held on January 26 and 28, 2016 to provide updated Project information. TxDOT anticipates holding a public hearing in July 2016. Additional outreach efforts have been made and are ongoing to inform the public about the Project. TxDOT anticipates the completion of the environmental process in late 2016.

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

4. Project Cost Estimates

TxDOT's current total design-build estimate for the improvements to be developed as part of the Project as described above is approximately \$625 million. These estimates do not include TxDOT costs for ROW acquisition or certain other administrative costs of TxDOT, but are inclusive of all other costs to design and construct the Project. These estimated costs reflect the draft project schematic and environmentally studied project components at current construction prices.

5. Funding Available for Project Costs

TxDOT intends to fully fund the costs of the Project, subject to any maximum payment schedules and other requirements set forth in the DBA and CMA.

6. Right-of-Way Acquisition

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

It is anticipated that the DB Contractor will be responsible for the acquisition of all ROW needed for the Project. With respect to any ROW to be acquired after execution of the DBA, TxDOT will be responsible for the cost to purchase ROW within the draft project schematic ROW limits and the DB Contractor will be responsible for providing and paying for ROW acquisition services in connection with the acquisition of such parcels.

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

(a) Geotechnical Investigation Program

Geotechnical investigations are underway and will be provided to shortlisted Proposers as they become available. The Proposers will be allowed to conduct geotechnical investigation activity on TxDOT ROW or available private property (pursuant to a right of entry granted to TxDOT) during the procurement. Such activities will require the appropriate coordination with TxDOT as specified by TxDOT during the procurement process (i.e., permitting, traffic control, notification etc.). Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW.

(b) Utility Investigation

The DBA will require the DB Contractor to be responsible for performing or causing to be performed necessary utility relocations/adjustments in accordance with applicable standards and, with limited exceptions specified in the DBA, for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. TxDOT is planning to provide, as necessary, to the shortlisted Proposers subsurface utility engineering (“SUE”).

(c) Hazardous Materials Investigations

TxDOT has limited environmental documents showing the results of hazardous materials investigations relating to the Project. TxDOT anticipates making such documents available to shortlisted Proposers during the RFP stage. TxDOT is currently assessing what, if any, additional hazardous materials information will be collected, and shortlisted Proposers may be asked to provide input on this topic.

(d) Aesthetic Treatment

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

(e) Railroad Coordination

To the extent the Project crosses a railroad right-of-way owned by an operating railroad, the DB Contractor will be required to coordinate the railroad-related work for the Project with the operating railroad. The DB Contractor shall be responsible for obtaining the required approvals, permits, and agreements as required for the railroad-related work. In addition, the DB Contractor shall be responsible for meeting railroad design criteria for the railroad crossings and shall coordinate the design and installation of all railroad warning devices and traffic signals with the appropriate governmental entities and operating railroads.

Railroad crossings within the Project limits as shown in the draft project schematic include one Dallas Area Rapid Transit (“DART”) grade-separate crossing (overpass) located along IH 35E approximately 600 feet south of Clarendon Drive.

(f) Other Due Diligence Activities

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

8. List of Reference Information Documents

The list of Reference Information Documents for the Project is located on the Project Webpage.

EXHIBIT B
FORM OF SURETY LETTER (RFQ)¹

[LETTERHEAD OF SURETY PROVIDER]

[DATE]

Duane Milligan, P.E.
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

With respect to [NAME OF PROPOSER/PROPOSER TEAM], we provide the following surety letter as required by Part B, Volume 1, Section I of the Request for Qualifications issued by the Texas Department of Transportation on May 13, 2016 (the “RFQ”) for the Southern Gateway Project. [INSERT NAME OF PROPOSER/PROPOSER TEAM AND A BRIEF DESCRIPTION OF THE RELATIONSHIP BETWEEN SURETY PROVIDER AND PROPOSER TEAM]. Our A.M. Best & Company rating is [INSERT RATING]².

In connection with [PROPOSER/PROPOSER TEAM]’s response to the RFQ, we confirm that we have read and reviewed the RFQ. In addition, we have evaluated [PROPOSER/PROPOSER TEAM]’s backlog and work-in-progress in determining [PROPOSER/PROPOSER TEAM]’s bonding capacity. Based on such review and evaluation, [PROPOSER/PROPOSER TEAM] is capable of obtaining a performance bond and a payment bond, each in an amount at least equal to \$550,000,000.

Sincerely,

[SURETY PROVIDER]

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

¹ NOTE: Additional language in the letter is permitted provided that the assurances required and given herein are not impacted, modified or diminished.

² NOTE: The rating must be at least A- or better and Class VIII or better. Alternatively, the surety must be rated in one of the two top categories by two nationally recognized rating agencies.

EXHIBIT C

Draft Design-Build Agreement Term Sheet

[See attached.]

EXHIBIT D

Draft Capital Maintenance Agreement Term Sheet

[See attached.]

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

QS Date: *[Insert date]*

Duane Milligan, P.E.
Texas Department of Transportation
7600 Chevy Chase Drive, Building 2, Suite 400
Austin, Texas 78752

The undersigned (“Proposer”) submits this qualification statement (this “QS”) in response to that certain Request for Qualifications dated as of May 13, 2016 (as amended, the “RFQ”), issued by the Texas Department of Transportation (“TxDOT”) to design, construct, and potentially maintain all or a portion of the Southern Gateway Project, (referred to herein as the “Project”), pursuant to a Design-Build Agreement (“DBA”) and a Capital Maintenance Agreement (“CMA”) . Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

Volume 1: Transmittal Letter (this Form A), Executive Summary, Forms B, Forms C, Proposer Information, Technical Qualifications (Forms D-1, D-2 and E), Statement of Technical Approach, Safety Qualifications (Forms F), Personnel Qualifications (Forms G), and Surety Letter.

Volume 2: Financial Information.

Proposer acknowledges receipt, understanding and full consideration of all materials posted on TxDOT’s website with respect to the Project

<http://www.txdot.gov/inside-txdot/division/strategic-projects/partnerships/southern-gateway/rfq.html>

and the following addenda and sets of questions and answers to the RFQ:

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

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

Proposer commits that the Key Personnel designated in the QS for the positions described in the RFQ will be available to serve the role so identified in connection with the Project. Procedures concerning changes of such personnel will be set forth in the RFP; however, the Proposer understands that requests to implement any such change will be subject to prior TxDOT approval, and failure to obtain TxDOT approval for such changes may result in disqualification of the Proposer by TxDOT.

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

Proposer further understands that all costs and expenses incurred by it in preparing this QS and participating in the Project procurement process will be borne solely by the Proposer, except to the extent of any payment made by TxDOT for work product.

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

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

Proposer's business address:

_____	_____	_____	_____
(No.)	(Street)	(Floor or Suite)	
_____	_____	_____	_____
(City)	(State or Province)	(ZIP or Postal Code)	(Country)

State or Country of Incorporation/Formation/Organization:_____

[Insert appropriate signature block from following]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

4. Sample signature block for a Proposer not yet formed as a legal entity:

[Insert lead team member entity name], on behalf of itself and the other team members expected to be a part of [Insert Proposer's expected name]

By: _____

Print Name: _____

Title: _____

FORM B-1
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS,
GUARANTORS, AND CONSTRUCTION TEAM MEMBERS

(for Public Release)

Name of Proposer: _____

Entity (check all applicable boxes for the entity completing this Form B-1):

- Proposer; Equity Member; Major Non-Equity Member; Guarantor;
- Lead Contractor; Lead Engineering Firm; Construction Team Member;
- Other _____

Name of Entity Completing Form B-1: _____

Year Established: _____ State of Organization: _____

Federal Tax ID No. (if applicable): _____ Telephone No.: _____

North American Industry Classification Code: _____

Name of Official Representative Executing Form B-1: _____

Individual's Title: _____

E-mail Address: _____

Type of Business Organization (check one):

- Corporation
- Partnership
- Joint Venture
- Limited Liability Company
- Other (describe) _____

A. Business Address: _____
Headquarters: _____

Office Performing Work: _____
Contact Telephone Number: _____

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

C. If the entity completing this Form B-1 is a joint venture or newly formed entity (formed within the past two years), identify the names of the members or partners of such joint venture or newly formed entity in the space below.

Name

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

By: _____ Print Name: _____
Title: _____ Date: _____

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

FORM B-2

SUMMARY INFORMATION REGARDING PROPOSER

Name of Proposer: _____

Proposer's Official Representative:³ _____

Title: _____

Address: _____

Phone Number: _____ **Email Address:** _____

List of all Equity Members:

List of all Major Non-Equity Members:

List of other team members and their roles (including any Construction Team Members and Guarantors):

³ [This should be the same person identified on Forms B-1 and C.]

court or federal agency to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including, but not limited to, payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes

No

If yes, please explain:

7. Been assessed liquidated or other damages in excess of \$10,000 for one instance or in the aggregate for failure to complete any contract on time in connection with a transportation project in the United States?

Yes

No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the Responding Entity that alleges any of the charges described therein?

Yes

No

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

9. Provide a list and a brief description of all instances during the last ten years involving transportation projects in which the Responding Party or any affiliate was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and email address.

10. Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last ten years between a public owner and Responding Party or any affiliate and

involving an amount in excess of \$300,000 related to performance in capital transportation projects with a contract value in excess of \$10 million.

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

By: _____
Print Name: _____
Title: _____
Date: _____

**FORM D-1 TECHNICAL EXPERIENCE – DESIGN
EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND
ENGINEERING OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2) & (3)	PROJECT COST (4), (5) & (6)	START/END DATES	% OF WORK COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY’S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

- (1) A maximum of three projects may be included.
- (2) Only list projects on which the Lead Engineering Firm worked within the past ten years.
- (3) Only list projects where the Lead Engineering Firm held a minimum of 30% of the ultimate responsibility for the design and engineering experience. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least 30% of the Lead Engineering Firm’s potential design and engineering work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (defined in (6) below), including the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) The “Cut-Off Date” is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.
- (7) Show company’s participation in terms of money and percentage of the design and engineering work for the listed projects. For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-

build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.

**FORM D-2 TECHNICAL EXPERIENCE – CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2) & (3)	PROJECT COST (4), (5) & (6)	START/END DATES	% OF WORKS COMPLETED BY CUT-OFF DATE (6)	LEVEL OF COMPANY'S PARTICIPATION (7)	ROLE OF COMPANY FOR THE PROJECT

Notes:

- (1) A maximum of three projects may be included.
- (2) Only list projects on which the Lead Contractor worked within the past ten years. TxDOT strongly encourages Proposers to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) Highway or roadway projects;
 - (b) Projects located in North America (with the USA most preferred);
 - (c) Projects that have reached completion or substantial completion in the last ten years;
 - (d) Delivered under a design-build and/or design-build-maintain delivery method;
 - (e) Experience in managing construction for large complex projects with multiple stakeholders and/or a demanding schedule; and
 - (f) Developed in an urban setting that involved Management of Traffic.
- (3) Only list projects where the Lead Contractor held a minimum of 30% of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint venture, only list projects from joint-venture members that will perform at least 30% of the Lead Contractor's potential construction work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of the Cut-Off Date (defined in (6) below), and identify the benchmark on which the exchange rate is based.

- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) The “Cut-Off Date” is the date that is the end of the month that is at least 30 days prior to the QS Due Date. For example, if the QS Due Date is October 15, then August 31 is the Cut-Off Date.
- (7) Show company’s participation in terms of money and percentage of the work. For projects/contracts listed for lead contractors that were traditional design/bid/build delivery method, the information sought above shall be limited only to the construction contract, rather than any design contract where such entity had limited or no involvement.

**FORM E
PROJECT DESCRIPTION FORM**

- A. TITLE AND LOCATION** (*City and State*):
- B. YEAR COMPLETED, OR MONTH AND YEAR SCHEDULED FOR COMPLETION:**
- C. PROJECT OWNER'S INFORMATION**

Project Owner:	Point of Contact ("POC") Name:
Responsible Department:	POC Telephone Number:
	POC Email Address:

- D. BRIEF DESCRIPTION OF PROJECT AND RELEVANCE TO THIS CONTRACT** (*Include scope, size, delivery mechanism and any other relevant feature or aspect of the project.*)
- E. PROJECT COST AND SCHEDULE** (*Discuss the basis for any variances between the contracted and actual delivery amount and schedule.*)

Contracted Project Amount	Actual Amount Received or Anticipated to Receive Upon Project Delivery	Variance
\$	\$	\$
Contracted Project Schedule	Actual Project Schedule	Variance
___ months ___ days	___ months ___ days	___ months ___ days

F. FIRMS FROM PROPOSER TEAM INVOLVED WITH THIS PROJECT

FIRM NAME	FIRM LOCATION(City/State)	ROLE

- G. DBE APPROACH, IF APPLICABLE** (*Include any innovative approaches or unique outreach or marketing concepts used successfully by the Proposer's team member to encourage DBE participation*)

Contract Goal	Actual	Variance

FORM F
SAFETY QUESTIONNAIRE

Name of Proposer: _____

Name of entity completing this Form F: _____

Role of entity completing this Form F:

- Lead Contractor; Construction Team Member

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

1. Please fill out Table 1 below by providing the **Number of Fatal Work Injuries** (“FWI”) and **Fatal Injury Rates** (“FIR”) for the past three years for all projects in the United States. Also, please provide the **Incidence Rates** (“IR”) of nonfatal occupational injuries and illnesses for “Highway, Street and Bridge Construction”, as defined by the North American Industry Classification System (NAICS 2373), for each of the cases listed below for the past three years for all projects nationwide. Formulas for calculating the FIR and IR are provided below, as well as sample calculations. Additionally, please calculate the average for each line item in the table. Round the averages to a single decimal place. If only two years of data is available, average those two years. If only one year of data is available, that year will be the average.

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

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

The 200,000,000 in the formula represents the equivalent of 100,000 employees working 40 hours per week, 50 weeks per year and provides the standard base for the fatal injury rates.

Example:

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

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

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

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

The 200,000 hours in the formula represents the equivalent of 100 employees working 40 hours per week, 50 weeks per year and provides the standard base for the incidence rates.

Example:

The ABC Company has 7 total recordable, non-fatal, injuries and illness cases logged and 400,000 hours worked by all employees during 2012. Using the formula for IR above, the **Incidence Rate** would be calculated as follows:

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

The same formula can be used to compute the **Incidence Rate** for the most serious injury and illness cases, defined here as cases that result in workers taking time off from their jobs (i.e., days away from work) or being transferred to another job or doing lighter (restricted) duties. ABC Company had 3 such cases. The **Incidence Rate** for these 3 cases is computed as:

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

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

Data Series	Year 201_*	Year 201_*	Year 201_*	Average (AVG)
Fatalities				
Number of Fatal Work Injuries (FWI)	FWI	FWI	FWI	AVG
Fatal Injury Rate per 100,000 full-time workers				
Hours-Based Construction Fatal Injury Rate (FIR)	<i>Rates per 100,000 full-time employees</i>			
	FIR	FIR	FIR	AVG
Incidence Rate of Injury and Illness Cases (“IR”) per 100 Full-Time Workers				
Rate of Total Recordable Cases (A + B)	<i>Rates per 100 full-time employees</i>			
	IR	IR	IR	AVG
A. Rate of Cases with Days Away from Work, Job Transfer or Restriction (A = 1 + 2)	IR	IR	IR	AVG
1. Rate of Cases with Days Away from Work	IR	IR	IR	AVG
2. Rate of Cases with Days of Job Transfer or Restriction	IR	IR	IR	AVG
B. Rate of Other Recordable Cases	IR	IR	IR	AVG

* Proposer should include data for the three most recent years for which annual data is available, but should not include any data from years earlier than 2010.

Additional information to aid in calculating the rates above is available from the internet links below.

- How to compute a firm’s incidence rate, Bureau of Labor Statistics (BLS) - www.bls.gov/iif/osheval.htm
 - OSHA Forms for Recording Work-Related Injuries and Illnesses - www.osha.gov/recordkeeping/RKform300pkg-fillable-enabled.pdf
 - Industry Injury and Illness Data - www.bls.gov/iif/oshsum.htm
 - Hours-based fatal injury rates – www.bls.gov/iif/oshcfoi1.htm#rates
 - Occupational Safety & Health Statistics, BLS Handbook Chapter 9 - www.bls.gov/opub/hom/pdf/homch9.pdf
2. Please provide the firm’s National Council on Compensation Insurance (“NCCI”) Experience Modifier for the past three years for all projects in the United States, and calculate the average. Round the averages to two decimal places. Additionally, you must include with this Form F, an NCCI letter or a letter from an insurance agent identifying the firm’s NCCI Experience Modifier. If only two years of data is available, average those two years. If only one year of data is available, that year will be the average.

Table 2. National Council on Compensation Insurance Experience Modifiers.

Item	Year 20_*	Year 20_*	Year 20_*	Average
NCCI Experience Modifier				

* Proposer should include data for the three most recent years for which annual data is available, but should not include any data from years earlier than 2010.

FORM G

KEY PERSONNEL RESUME AND REFERENCES

<p>Name:</p> <p>Firm:</p> <p>Position: <i>(Select one.)</i></p> <p><input type="checkbox"/> Project Manager</p> <p><input type="checkbox"/> Construction Manager</p> <p><input type="checkbox"/> Design Manager</p> <p><input type="checkbox"/> Lead Roadway Engineer</p> <p><input type="checkbox"/> Lead Structural Engineer</p> <p><input type="checkbox"/> Lead MOT Engineer</p> <p><input type="checkbox"/> Professional Services Quality Assurance Manager</p> <p><input type="checkbox"/> Construction Quality Assurance Manager</p> <p><input type="checkbox"/> Environmental Compliance Manager</p> <p><input type="checkbox"/> Safety Manager</p> <p>Years of Experience: <i>(Relative to selected position.)</i></p>	<p>Degree:</p> <p><input type="checkbox"/> Associate</p> <p><input type="checkbox"/> Undergraduate</p> <p><input type="checkbox"/> Graduate</p> <p><input type="checkbox"/> Doctoral</p>	<p>Field / Program:</p> <p><input type="checkbox"/> Engineering</p> <p><input type="checkbox"/> Construction Management</p> <p><input type="checkbox"/> Architecture</p> <p><input type="checkbox"/> Other: _____</p>
<p>College/University <i>(Name and Location):</i></p>		

<p>Licenses/Certifications: <i>(Select all that apply. Provide the license/certification number and expiration date.)</i></p>	
<p><input type="checkbox"/> Professional Engineer (Date Since: _____) State: _____ LIC. No. _____</p> <p><input type="checkbox"/> Texas P.E. License Application Attached, if applicable</p> <p><input type="checkbox"/> ASQ – American Society of Quality <input type="checkbox"/> CQI <input type="checkbox"/> CQE <input type="checkbox"/> CQM LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> OSHA – Trainer Course in OSHA Standards for Construction (30 hours) LIC. No. _____ Exp. _____</p>	<p><input type="checkbox"/> CPR and First Aid LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> CHST – Construction Health & Safety Technician by the Board of Certified Safety Professionals LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> CSHO – Certified safety and health official LIC. No. _____ Exp. _____</p> <p><input type="checkbox"/> Other(s):</p>

Additional Relevant Information:

Project Description/ Role	Value	Project Type	Project Owner/Manager
Project Name: Project Location: Start Date**: End Date: Project Description:	Project Value <input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Work/Services Value* _____	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project (including calculation of Work/Services Value):			
Project Name: Project Location: Start Date**: End Date: Project Description:	Project Value <input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Work/Services Value* _____	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project (including calculation of Work/Services Value):			
Project Name: Project Location: Start Date**: End Date: Project Description:	Project Value <input type="checkbox"/> Below \$100M <input type="checkbox"/> \$100M - \$500M <input type="checkbox"/> Above \$500M Work/Services Value* _____	<input type="checkbox"/> Availability Payment <input type="checkbox"/> Design-Build <input type="checkbox"/> Design-Build-Maintain <input type="checkbox"/> Design-Bid-Build <input type="checkbox"/> Concession <input type="checkbox"/> Other:	Name: Title: Agency: Telephone: Email:
Describe role and services provided relevant to this Project (including calculation of Work/Services Value):			

* Please provide only the value of the work/services performed under your direct supervision. Do not provide the value of the entire project work/services unless you were responsible for the entire project.

** Please provide the start and end dates when you were personally working on the project.

FORM H
TECHNICAL REFERENCE FORM

Texas Department of Transportation
Request for Qualifications Southern Gateway Project

The Texas Department of Transportation ("TxDOT") has issued a request for qualifications ("RFQ") seeking qualifications of entities (referred to herein as the "Proposer") desiring to design, construct, and potentially maintain an approximately 5.1-mile section of Interstate Highway ("IH") 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange (with transition work extending north to approximately Reunion Boulevard) and an approximately 4.9-mile section of U.S. Highway ("US") 67 from the IH 35E/US 67 interchange to IH 20 in Dallas County, Texas (the "Southern Gateway Project") pursuant to a Design-Build Agreement and a Capital Maintenance Agreement. The Proposer intends to submit a Qualifications Statement in response to the RFQ that will list your organization as a Reference (defined below) with respect to the reference project and the applicable Proposer Entity(ies) (defined below), each as identified by the Proposer in Part I below. The Proposer is responsible for completing Part I of this form and you, as the Reference, are responsible for completing Part II of this form in accordance with the instructions set forth below.

PART I: INSTRUCTIONS TO THE PROPOSER

Each Proposer (or its Lead Contractor or Lead Engineering Firm, as applicable) (each of the foregoing referred to herein as a "Proposer Entity") must prepare a copy of this Form for each of the project owners included in the Forms E to be submitted with the Proposer's Qualification Statement (each a "Reference"). After completing all of the questions in Part I of this Form for a specific Reference, the Proposer Entity must deliver the form to the applicable Reference so that the Reference may complete Part II below and return a completed copy directly to TxDOT by e-mail by the date indicated in Part II below.

Proposer Information:

Southern Gateway Proposer Entity Name: _____

Southern Gateway Proposer Contact Name: _____

Southern Gateway Proposer Contact Tel No: _____ E-mail: _____

This is a reference for (check one): Lead Contractor Lead Engineering Firm

Reference Project Information:

Reference project name: _____

Proposer Entity(ies) involved in the reference project: _____

Proposer Entity(ies)'s role on the reference project: _____

Dates of work performed by Proposer Entity(ies) on the reference project: _____

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

Other: _____

Please indicate the outcome or current status of the reference project: Complete Ongoing (please describe below)
 Did not Complete (please describe below)

If "Ongoing," please indicate the percentage of work completed by the Proposer Entity(ies) by April 30, 2016: _____

If "Did not Complete," please describe the status: _____

If "Complete", was the reference project contract completed on time (taking into account all excusable delays)?

Yes No Not Applicable

If no, please explain (including the approximate period of delay and number of time extensions): _____

The approximate percentage of work actually performed by the Proposer Entity(ies):

less than 30%

30-49%

50% or greater

The contracted project amount of the reference project: \$ _____

The actual amount received or anticipated to be received upon project delivery: \$ _____

If any variance exists between the contracted project amount and the actual amount received or anticipated to be received upon project delivery, please indicate such variance amount and explain: _____

The contracted project schedule: _____ months _____ days

The actual project schedule: _____ months _____ days

If any variance exists between the contracted project schedule and the actual project schedule, please indicate such variance amount and explain: _____

The DBE approach, if applicable:

Contract Goal: _____ Actual: _____ Variance: _____

Please describe any variance and any innovative approaches or unique outreach or marketing concepts used successfully by the Proposer Entity(ies) to encourage DBE participation: _____

Please indicate level of the Proposer Entity(ies)'s participation in terms of money for the reference project (if the reference project uses a design-bid-build delivery method, please limit this information only to the consultant/engineering services contract or the construction contract, as relevant to the Proposer Entity(ies)'s role on the reference project):
\$ _____

PART II: INSTRUCTIONS TO THE REFERENCE

Please complete the questions in this part of the Form, which relate to the reference project and the Proposer Entity(ies) described in Part I above.

Please return a completed copy of this Form by e-mail directly to TxDOT at TxDOT-DAL-ALTD-SGATEWAY@txdot.gov so that it is received no later than June 30, 2016. Please do NOT send this form back to the Proposer Entity(ies).

Please provide information for the primary individual completing this Part II:

Reference Contact Name: _____

Reference Organization Name: _____

Reference Contact Title: _____ Tel No.: _____

Reference Contact E-mail: _____

Please answer the following questions with regard to the reference project and the Proposer Entity(ies):

To the best of your knowledge, is the Proposer's description of the reference project in Part I of this Form accurate?

Yes No

If no, please explain: _____

What is the approximate amount of non-owner directed contract modifications and claims (if any) caused by, or attributable to, the Proposer Entity(ies)?

None less than \$1 million \$1-\$10 million \$10-\$50 million greater than \$50 million

Were any liquidated damages assessed, or funds withheld, for non-performance by the Proposer Entity(ies)? Yes No

If yes, what was the approximate amount? less than \$1 million \$1-\$10 million greater than \$10 million

Please rate the quality of the services listed below rendered by the Proposer Entity(ies) to your organization:

Service	Excellent	Very Good	Good	Fair	Poor	No Basis
Technical Quality						
Schedule						
Reporting						
Coordination						
Partnering/Owner-Contractor						
Contract Compliance						
Adequacy and Quality of Staffing						
OVERALL						

Please elaborate as to the reason for each of the ratings set forth above if rated "Fair" or "Poor":

Technical Quality: _____

Schedule: _____

Reporting: _____

Coordination: _____

Partnering/Owner-Contractor Relationship: _____

Contract Compliance: _____

Adequacy and Quality of Staffing: _____

If given the opportunity, would you contract with the Proposer Entity(ies) again for a similar service? Yes No

Please Explain: _____

Would you prefer, or do you believe it is necessary, to discuss any of your responses by phone? Yes No

If yes, please include the best time and telephone number at which you can be reached: _____

FORM I

KEY PERSONNEL REFERENCE FORM

**Texas Department of Transportation
Request for Qualifications Southern Gateway Project**

The Texas Department of Transportation (“TxDOT”) has issued a request for qualifications (“RFQ”) seeking qualifications of entities (referred to herein as the “Proposer”) desiring to design, construct, and potentially maintain an approximately 5.1-mile section of Interstate Highway (“IH”) 35E from Colorado Boulevard to south of the IH 35E/US 67 interchange (with transition work extending north to approximately Reunion Boulevard) and an approximately 4.9-mile section of U.S. Highway (“US”) 67 from the IH 35E/US 67 interchange to IH 20 in Dallas County, Texas (the “Southern Gateway Project”) pursuant to a Design-Build Agreement and a Capital Maintenance Agreement. The Proposer intends to submit a Qualifications Statement in response to the RFQ that will list you as a Reference (defined below) with respect to the Key Personnel identified by the Proposer in Part I below. The Proposer is responsible for completing Part I of this form and you, as the Reference, are responsible for completing Part II of this form in accordance with the instructions set forth below.

PART I: INSTRUCTIONS TO THE PROPOSER

Each Proposer must prepare a copy of this Form for each of the project owners listed on Form G to be submitted with the Proposer’s Qualification Statement (each a “Reference”) for each of the following Key Personnel positions: Project Manager, Construction Manager, Design Manager, Professional Services Quality Assurance Manager, and Construction Quality Assurance Manager. After completing all of the questions in Part I of this Form for a specific Reference, the Proposer must deliver the Form to the applicable Reference so that the Reference may complete Part II below and return a completed copy directly to TxDOT by email by the date indicated in Part II below.

Proposer Information:

Southern Gateway Proposer Key Personnel Position (check one):

- Project Manager Construction Manager Design Manager
 Professional Services Quality Assurance Manager Construction Quality Assurance Manager

Southern Gateway Proposer Key Personnel Name: _____

Southern Gateway Proposer Key Personnel Firm Name: _____

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

Reference Information:

Reference project name and location: _____

Reference project owner/manager name/title: _____

Reference project owner/manager agency: _____

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

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

Other: _____

Project value: Below \$100M \$100M - \$500M Above \$500M

The value of the work/services performed under direct supervision of the Key Personnel listed above: \$ _____

The Key Personnel listed above started working on the project: _____

The Key Personnel listed above stopped working on the project: _____

The role and services that the Key Personnel listed above provided relevant to this Project: _____

PART II: INSTRUCTIONS TO THE REFERENCE

Please complete the questions in this Part II of the Form, which relate to the Key Personnel and their participation in the reference project described in Part I above.

Please return a completed copy of this Form by e-mail directly to TxDOT at TxDOT-DAL-ALTD-SGATEWAY@txdot.gov so that it is received no later than June 30, 2016. Please do NOT send this form back to the Proposer Entity(ies).

Please provide information for the primary individual completing this Part II:

Reference Contact Name: _____

Reference Organization Name: _____

Reference Contact Title: _____ Tel No.: _____

Reference Contact E-mail: _____

Please answer the following questions with regard to the reference project and the Key Personnel identified in Part I above:

To the best of your knowledge, is the Reference Information listed in Part I of this Form accurate? Yes No

If no, please explain: _____

Please rate the quality of the services listed below rendered by the Key Personnel to your organization:

Service	Excellent	Very Good	Good	Fair	Poor	No Basis
Technical Quality/Aptitude						
Coordination/Responsiveness						
Partnering/Owner-Contractor Relationship						
Contract Compliance						
OVERALL						

Please elaborate as to the reason for each of the ratings set forth above if rated "Fair" or "Poor":

Technical Quality/Aptitude: _____

Coordination/Responsiveness: _____

Partnering/Owner-Contractor Relationship: _____

Contract Compliance: _____

If given the opportunity, would you choose to work with this Key Personnel again? Yes No

If no, please explain: _____

Would you prefer, or do you believe it is necessary, to discuss any of your responses by phone? Yes No

If yes, please include the best time and telephone number at which you can be reached: _____