

REQUEST FOR QUALIFICATIONS

**TO DEVELOP, DESIGN, CONSTRUCT, FINANCE, AND POSSIBLY
OPERATE AND MAINTAIN SH 550 PROJECT**

and

**PROVIDE PRE-DEVELOPMENT SERVICES FOR AN ADDITIONAL
FIVE TOLL PROJECTS THROUGH A COMPREHENSIVE
DEVELOPMENT AGREEMENT**

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY

Request for Qualifications
ISSUED October 29, 2010

Qualifications Statements Due: November 29, 2010 at 4:00 PM CST

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
1100 E. Monroe, Brownsville, Texas 78521

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PART A. BACKGROUND AND INSTRUCTIONS

1. EXECUTIVE SUMMARY

The Cameron County Regional Mobility Authority (CCRMA) is issuing this Request For Qualifications (RFQ) seeking experienced developer teams with the proven ability to (1) develop, design, construct, finance, and potentially operate/maintain the CCRMA’s SH 550 Project and (2) provide pre-development services for up to five additional CCRMA toll road projects (together the “Program”). The teams chosen to participate in the second phase of this process must demonstrate a minimum capability to finance \$1 billion dollars of toll road projects. The CCRMA anticipates providing financial partnership through toll road revenue bonds, State Infrastructure Bank (SIB) Loans, loans under the Transportation Infrastructure Finance and Innovation Act (TIFIA) and/or other Federal or State Funding. In addition the CCRMA is in the process working with Cameron County to establish one or more Transportation Reinvestment Zones (TRZ’s) to assist in the long-term financial success of these toll projects (see map below and Part C, Exhibit B). The CCRMA expects to select a developer and establish a public/private partnership for up to a 52 year revenue-sharing timeframe for the SH 550 Project and, to the extent permitted by law, to enter into additional comprehensive development agreements for one or more of the other projects in the Program at points in the future. The CCRMA plans to be actively involved with the Developer, the Texas Department of Transportation (TxDOT), Cameron County and local cities to ensure that long-term economic growth and enhanced quality of life is delivered in a sustainable fashion for Cameron County.

The Program includes toll projects related to State Highway 550, US 77 relief routes at Driscoll and Riviera, West Parkway, Outer Parkway, South Padre Island 2nd Access, and the 281 Connector. The Program includes the development of tolled lanes, nontolled lanes, and associated facilities. Together, these comprise a network of related improvements to address critical mobility issues in Cameron County and South Texas. The centerline mileage of the projects is shown in Table 1. The Program is generally depicted on the map on the following page and Part C, Exhibit B.

CCRMA has concluded that an identified, environmentally approved, first phase of the Program, Project 1 on SH 550, with an approximate length of 6.5 miles, is ready for construction. CCRMA plans to enter into a comprehensive development agreement ("CDA") with the selected Proposer (“Developer”). The CCRMA intends to be a financial partner in this process and together the Developer and CCRMA will determine the optimal means to ultimately accomplish the design, construction, financing and/or operations and maintenance of the projects within the Program. The other projects of the Program are not currently ready for immediate construction and CCRMA and TxDOT have not yet completed the “market valuation” process for the other projects. CCRMA has concluded that employing private sector creativity early in the planning, design, and other project development activities is the best way to ensure cost-effective and expedited delivery of the other projects. Given the importance of an integrated approach to complete all elements of the Project, CCRMA intends to use this procurement

process to select a Developer and to award a CDA for the revenue-sharing concession for Project 1 and the other project related pre-development opportunities related to the other five Projects comprising the Program.

The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of the mobility solution for the region through a concession arrangement and to help develop solutions for the rest of the Program through the planning, preliminary design, and other pre-development activities for some or all of those remaining projects. This is a major Program. CCRMA's preliminary construction estimate for Project 1 (exclusive of design, right-of-way, toll collection system, utility, environmental, finance, or operations and maintenance) is \$80 million. The preliminary construction cost estimate for the entire Program totals approximately \$1.1 billion.

Key elements of this opportunity include:

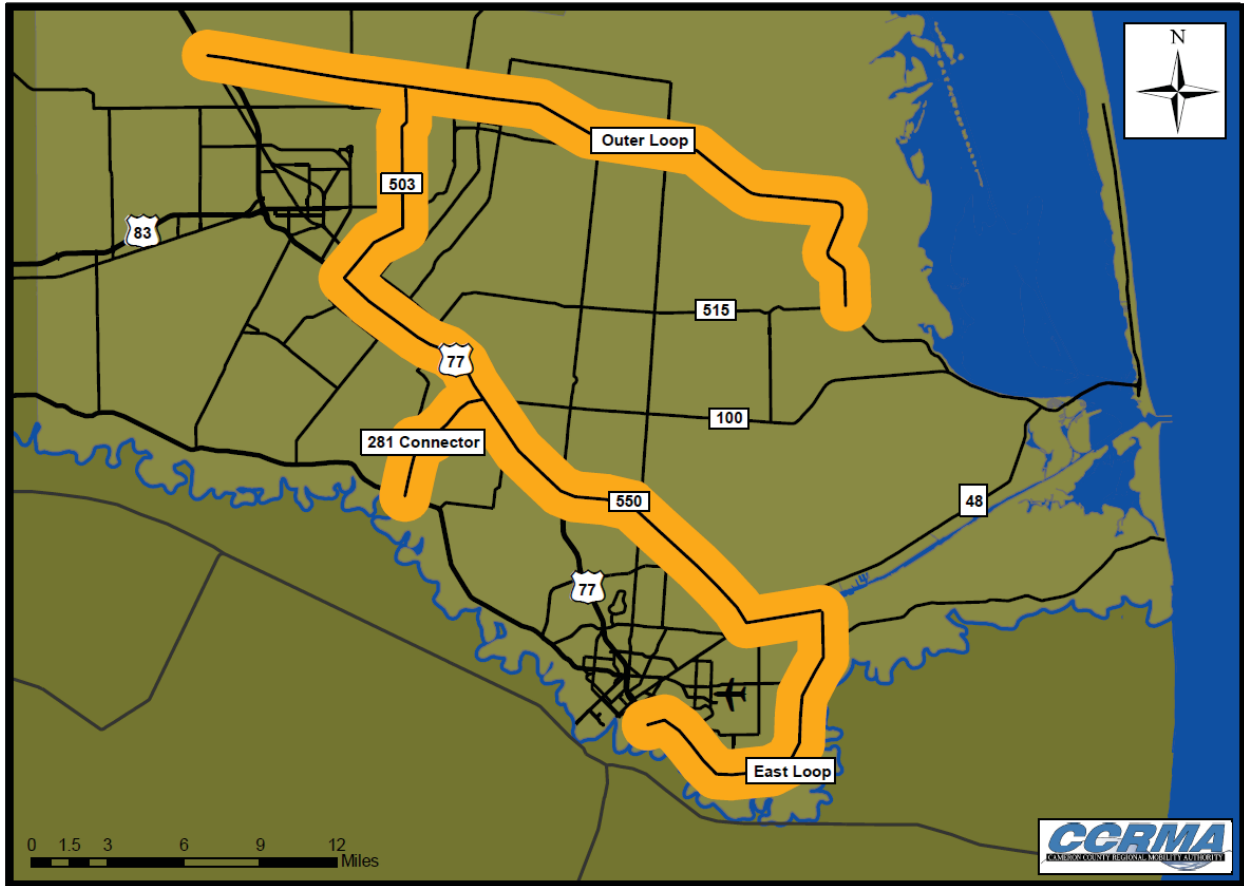
- A clear recognition of the need for the Program and strong support among local governments and elected officials for rapid implementation.
- Public funding assistance for the Program has been identified and may include tolling, SIB loans, TIFIA loans, toll equity, and other funding.
- The Program addresses acute and growing mobility issues and will tie into a wider system of transportation improvements in the Cameron County and the South Texas area which together will help to increase access to the Program facilities.
- CCRMA is part of the nation-wide trend of partnering with the private sector for the delivery of necessary transportation infrastructure.
- CCRMA has developed programmatic approaches for a range of key issues, and defined clear relationships with the other key public entities involved with the Program.

CCRMA has initiated a two step process for the selection of a Developer to complete this Program. The first step includes the release of this RFQ. The purpose of this step is to identify a shortlist of qualified Proposers based on their experience and background, financial strength and resources, and their conceptual approach to the development of the Program. The second step will include the release of a draft for industry review and then a final Request for Detailed Proposals (RFDP). The purpose of the second step is to select the apparent best value Proposer for the award of Project 1 and pre-development work on the other Program projects through a CDA.

Short-listed Proposers will have the opportunity to provide input on a wide range of issues related to the procurement prior to the release of the final RFDP.

The key dates for this RFQ are as follows:

- RFQ Release Date – October 29, 2010
- DBE Conference – November 9, 2010
- Pre-QS Workshop – November 9, 2010
- QS Due Date – November 29, 2010



Proposed TRZ Boundary

2. DESCRIPTION OF OPPORTUNITY

The CCRMA is pleased to present this RFQ to any entities or groups of entities (Proposers) interested in submitting qualifications submittals (QS) to develop, design, construct, finance, operate and maintain tolled lanes and nontolled lanes and associated facilities along designated portions of State Highway (SH) 550, and to assist in the planning and design of the US 77 relief routes at Driscoll and Riviera, West Parkway, Outer Parkway, South Padre Island (SPI) Second Access, and the 281 Connector as further described below (collectively referred to herein as the "CCRMA Development Program" or the "Program"). Development of the Program is crucial to meeting the mobility needs and economic development goals central to CCRMA's System Plan. CCRMA has concluded that harnessing private sector creativity through a revenue-sharing concession for the initial Project 1 coupled with a pre-development agreement for the remaining Program projects is the best way to ensure cost-effective and expedited delivery of this Program and provide mobility improvements to the public.

2.1 The Opportunity

The CCRMA Development Program is being proposed to provide needed mobility improvements for the movement of people and goods in the Cameron County area. After final

completion, the Program will add several transportation improvements to improve mobility and support economic growth in all areas of Cameron County.

The Program is divided into a number of specific sections (Projects) as described below. The specific limits of the Program will be further identified in the request for detailed proposals which will be issued to short-listed Proposers (the "RFDP").

The selected Proposer ("Developer") will develop, design, construct, finance, and possibly operate and maintain an identified first phase (Project 1) through a CDA. The Developer may also have the opportunity to generate revenues through tolling of the lanes on Project 1. The Developer may also conduct project development activities for one or more of the remaining Projects under the same CDA or pursuant to a different agreement.

This RFQ marks the first time that CCRMA has initiated a single procurement for both a concession for a project together with project development activities for additional projects. In this Program, CCRMA intends to select a single private entity both to develop an identified first project of the Program through a revenue-sharing concession, and to perform project development activities related to design, construction, and financing to bring the additional projects forward for development and eventual completion.

On October 25, 2010, the CCRMA Board of Directors authorized the issuance of a RFQ from teams interested in pursuing the activities described herein. The CCRMA has promulgated and adopted "Policies and Procedures Governing Procurements of Goods and Services by the Cameron County Regional Mobility Authority (the "Procurement Policies"). Section 9 of the Procurement Policies addresses the submission of proposals for development of projects through a CDA. Sections 9.4 and 9.5 of the Procurement Policies govern the submission and processing of CDA proposals and require publication of notice that the CCRMA Board of Directors desires to solicit qualifications submittals.

As further described below, CCRMA has concluded that Project 1 is ready for immediate development and the Developer may perform all Work associated with the development, design, construction, financing, and possible operation and maintenance of that Project through a revenue-sharing concession arrangement. The CDA may allow the Developer to use revenues from the tolled lanes, as well as identified public funding, to support financing of other Program-related activities. For other projects of the Program, CCRMA currently believes that employing private sector creativity through pre-development activities is the best way to bring those Projects to the point that they are ready for design, construction, financing, operation and maintenance. This combined approach reflects CCRMA's conclusion that a system-wide solution is needed to address existing and projected congestion problems in the Cameron County region. The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of the transportation solution for the region and to help develop solutions for the rest of the Program, through certain specified pre-development activities. The selected Developer will be allowed to participate in any future

process (if any) leading to the award of one or more agreements for design, construction, finance and possibly maintenance and operations of future Program projects.

CCRMA believes the Program is a very attractive business opportunity for the private sector. Key elements of the opportunity include:

- **Strong Public and Local-Government Support.** The Program improvements will provide needed capacity to address significant mobility problems, provide significant travel time savings and generate significant economic benefits for the region. There is a clear recognition of the need for the Program and strong support among local governments and elected officials for rapid implementation.
- **Funding.** Certain identified public funding exists that, if necessary, can be combined with toll revenues and private financing, to allow completion of the planned first phase of this Program under a revenue-sharing concession agreement and support development activities related to design, construction, and financing for the remainder of the Program. CCRMA also anticipates on pursuing all available public funding opportunities including the implementation of a TRZ, SIB loans, TIFIA funding, ARRA funding, and other TxDOT sources.
- **Opportunity for Toll Revenues from an Existing and Rapidly Growing User Base.** One of the key elements of this opportunity involves the potential for the private sector developer to share in future tolling revenues and the ability to leverage those revenues to finance Program development. The Program will serve an area in need of mobility improvements to support economic development and the movement of goods in one of the most rapidly growing regions in Texas.
- **Program Will Tie Into and Support System of Related Improvements Being Implemented Through CCRMA.** The Program improvements will address a system of highways that are closely connected to other potential improvement projects in Cameron County and are critical components of the CCRMA System Plan.
- **CCRMA Has a Defined Tolling Approach and Toll Collection Strategy.** Through its extensive policy development, CCRMA has already addressed many of the key policy and technical issues relating to the collection of tolls on road projects. This prior work increases public acceptance for the Project and reduces process risk.
- **CCRMA Has Developed Defined Relationships with other Key Public Entities.** CCRMA has been able to use its experience on other projects to develop clear roles and responsibilities for many of the public agencies that will be key to Project success, including TxDOT, FHWA and affected cities.

2.2 Program Description

The Program includes the following projects, as described below and may possibly include other

future facilities that CCRMA determines are needed for connectivity, mobility, safety and financing. The limits of the individual projects are summarized in the following table.

Table 1: Summary of Projects and Proposed Improvements

PROJECT	Roadway and limits	Existing Configuration (Number of general purpose lanes each direction)	Tolled Lanes (each dir.)	Approx. Length (miles)	Approx. Length of Tolled Portion (miles)	Anticipated Environmental Approval	Est. Construction Cost (mill)
1	SH 550 from US 77/83 to SH 48	2	2	10.0 ¹	10.0 ¹	Approved	\$80
2	US 77 Driscoll and Riviera Relief Routes	2	2	8-10 ²	8-10 ²	2011 ³	\$50
3	West Parkway from US 77/83 to B&M Bridge	New location	2	8.0 ²	7.0 ²	2011 ³	\$160
4	Outer Parkway from US 77/83 to FM 1847	New location	2	28.0 ²	20.0 ²	2011 ³	\$200
5	SPI 2 nd Access from SH 100 to PR 100	New location	2	15.0 ²	15.0 ²	2011 ³	\$465 ⁴
6	281 Connector from US 281 to US 77/83	New location	2	6.5 ²	6.5 ²	2012 ³	\$140

¹ Approximately 3.5 miles of SH 550 is currently under construction.

² Final alignment will not be determined until completion of environmental clearance activities.

³ Environmental clearance to be handled by the CCRMA

⁴ Total project development costs not anticipated to exceed \$500 million

All sections will include tolled lanes that are barrier-separated, with one way frontage roads where required to maintain property access, and connections to all existing and proposed improvements. Further description of existing technical and design information for Project 1 is contained in the Project Documents described in [Part A, Section 3.2](#).

The Projects have been advanced to various levels of preliminary design, environmental approvals, and public involvement processes. Project 1 has received a Finding of No Significant Impact (FONSI) and currently has an approved schematic design. Development of schematic design, environmental, and public involvement efforts are progressing for Projects 2, 3, 4, 5, and 6. Project 1 has been through the market valuation process required under Section 228.0111 of the Texas Transportation Code (Code) and the CCRMA Board of Directors has exercised its option to develop the Project. Depending on the time for development and the status of state law, the process required under Section 228.0111 may have to be completed for the other Program projects.

2.3 Description of Proposed Contracting Opportunity

CCRMA intends, through this procurement, to enter into a CDA and possibly other agreements that will result in the cost-effective, expedited completion of all of the elements of this Program as described above. CCRMA currently intends to enter into a CDA that includes both of the following elements:

- A revenue-sharing concession relating to Project 1 (the "Revenue-Sharing Concession Agreement"), under which Developer will provide for development, design, construction, financing, and possibly operation and maintenance of Project 1; and
- Planning for the design, construction, financing, and other project development activities for the remaining projects (the "Pre-Development Opportunity"), under which the Developer will participate as a strategic partner with CCRMA in advancing the other Projects forward for development.

CCRMA is taking this approach for this Program because the six projects are at different levels of development, have different schedules for anticipated environmental clearances, and have varied levels of identified public funding. In the RFDP, CCRMA will indicate whether both the revenue-sharing concession and pre-development work will be combined in a single CDA or included in separate agreements. In either case, CCRMA intends that this procurement will result in selection of a single Developer for both contracting opportunities. For purposes of clarity, these contracting opportunities are described separately below.

2.3.1. Revenue-Sharing Concession Agreement

CCRMA currently anticipates that it will enter into a CDA providing a revenue-sharing concession for Project 1. CCRMA anticipates that the CDA will: (a) obligate the Developer to (i) construct Project 1, (ii) invest equity and provide financing for such improvements, and (iii) possibly operate and maintain Project 1; and (b) grant the Developer the right to retain a portion of toll revenues from users of the tolled portions of Project 1 for a maximum period to be specified in the RFDP, subject to any revenue sharing with or other payments to CCRMA.

2.3.2. Pre-Development Opportunity

CCRMA currently anticipates that the CDA for Project 1, or a separate agreement, will provide for pre-development rights and obligations for Projects 2, 3, 4, 5 and 6 (the "Pre-Development Projects"). Under this approach, the Developer will become a strategic development partner with CCRMA, helping CCRMA to analyze, identify, plan, and advance these Projects so they are ready for development.

CCRMA currently anticipates that the Developer's initial scope of work for pre-development activities would include preparing a master development plan, master financial plan, project management plan, and quality management plan. The Developer may also support any CCRMA activities related to preliminary engineering, environmental approvals and the

public involvement process as will be described further in the RFDP. As a specific Project or group of Projects approaches readiness for design, construction and financing (i.e., environmental clearance has been obtained or is imminent, a specific plan of finance for the project has been developed and approved, and the development of the project is otherwise ready for procurement, financing and construction), CCRMA may have several delivery options for the development, design, construction, financing, operation and maintenance of one or more of such Projects.

It is anticipated that the CDA and other agreements, if necessary, will set forth a range of potential roles and responsibilities of the Developer, to be determined by mutual agreement between CCRMA and the Developer, in the management and performance of facility development, design, construction, finance, operation and maintenance as appropriate.

2.4 Improvements to be Completed by Developer

2.4.1. Improvements Under Revenue-Sharing Concession Agreement

CCRMA anticipates that the improvements to be completed by Developer under the CDA with respect to the revenue-sharing concession for Project 1 will include improvements on SH 550 from US 77/83 to FM 3248 by providing a minimum of two continuous and unobstructed general purpose lanes per direction and ultimately one truck lane per direction, plus required operational, merge, acceleration and deceleration lanes as identified in the reference schematics. In addition, all required overpasses/underpasses will be constructed by the Developer to support these tolled lanes and connect them to existing facilities. As part of Project 1, the Developer will also be responsible for developing, designing, constructing, financing, operating and maintaining the following improvements to CCRMA's facilities within Project 1:

- Crossings for the Union Pacific Railroad ("UPRR")
- Improvements to the interchange of US 77/83 and SH 550.
- Identified on and off ramps as depicted in the Project documents.
- An open-road electronic toll collection system as necessary to allow collection of tolls from users of the tolled lanes as depicted in the Project documents.
- Other potential facilities that may be identified in the RFDP to the extent necessary for connectivity, mobility, safety, and financing.

2.5 Environmental Status of Projects

The environmental documents under the National Environmental Policy Act ("NEPA") are being pursued for four of the projects by CCRMA in coordination with the preliminary design efforts described in Part A, Section 2.2. The documents are at varying levels of progress with different schedules expected for environmental clearance of each of the projects. Project 1 received a FONSI in October 2009. One or more of the Pre-Development Projects may not involve State or Federal funding and would undergo environmental and associated permitting in compliance

with CCRMA's environmental policies.

2.6 Preliminary Estimates of Construction Costs

Based on CCRMA's current, preliminary estimates, construction of Project 1 will cost approximately \$80 million.

The current preliminary estimates for construction costs for the Pre-Development Projects are as follows:

- Project 2 (US 77 Driscoll and Riviera relief routes) - \$50 million
- Project 3 (West Parkway) - \$160 million
- Project 4 (Outer Parkway) - \$200 million
- Project 5 (SPI 2nd Access) - \$465 million
- Project 6 (281 Connector) - \$140 million

The estimated construction costs reflect the currently developed schematic and environmentally studied project segments at current construction prices. The current estimates **do not include** design, right-of-way ("ROW") acquisition, toll collection system installation or integration, utility adjustment, environmental mitigation, finance, or operations and maintenance costs. These estimates should be used for informational purposes only and are not a substitute for the Proposers' own estimates of project costs.

2.7 Funding Available for Development Costs

Proposers are advised that while significant public funding exists to support the development of the Program, CCRMA expects that private participation and funding is essential to complete all Program elements. The Proposer's experience in securing private financing for this Program and in participating in a revenue-sharing model will be a key element considered in assessing responses to this RFQ. Further, while CCRMA will not make any decisions on the final evaluation factors for Proposals until the issuance of the RFDP to the short listed teams, minimizing CCRMA's financial contribution while maximizing the likelihood of delivery of the Program will likely be a critical evaluation component of the RFDP and Proposals.

CCRMA also anticipates assisting the Developer in accessing the TIFIA Program, Private Activity Bonds (PABs), and other potential sources of funding which are subject to federal requirements and availability. CCRMA currently anticipates making applications for these sources of funding during the RFDP phase, subject to FHWA regulations and guidelines.

Proposers should be advised that CCRMA may combine or reallocate any available funding for particular projects to support the expedited development of Project 1 or the Pre-Development Projects, to the extent allowed by law and by any agreements with the entities providing funding. Public funding may also be subject to appropriation or reallocation prior to commitment by the Texas Transportation Commission (the "Commission"). The RFDP will provide further details regarding anticipated public funding and CCRMA's expectations relating

to Program financing.

2.8 ROW Acquisition

Proposers should note that the Program will require acquisition of significant amounts of new right-of-way.

2.9 CCRMA Technical Requirements, Geotechnical, Utility Investigation and Relocation, Hazardous Materials Investigations, Aesthetic Treatment and Railroad Coordination

2.9.1. Technical Requirements

The final RFDP will contain programmatic and Program-specific technical specifications and requirements that will apply to all work performed on the Program. Program-specific technical requirements will be developed for the final RFDP with input during industry review by short-listed Proposers.

The RFDP may permit Proposers to propose, for CCRMA consideration, alternative technical concepts, exceptions and deviations from certain of these standards for Project 1. The alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFDP. All requests for deviations shall follow the requirements set forth in the RFDP. Proposers should note, however, that, because federal funds may be included in the final plan of finance, there may be restrictions on deviations from federally-mandated construction standards.

2.9.2. Geotechnical Investigation Program

CCRMA has not completed a geotechnical report and CCRMA does not anticipate that Proposers will need to conduct any geotechnical investigation in order to respond to this RFQ. To the extent that any Proposer desires geotechnical information, however, such Proposer will need to coordinate with CCRMA prior to conducting any investigation (i.e. permitting, traffic control, notification etc.) Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW. Short-listed Proposers may, during the industry review process, be asked to provide input on what, if any, geotechnical investigation information will be collected. CCRMA may decide to perform geotechnical investigation based on the input it receives during the industry review process.

2.9.3. Utility Investigation and Relocation

CCRMA has not collected existing utility information.

As it relates to eligible utility adjustment/relocation expenses, Proposers should assume toll project designation for Project 1 unless otherwise noted. CCRMA anticipates that the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for

the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs.

2.9.4. Railroad Coordination

Project 1 crosses the UPRR. CCRMA anticipates that the CDA will require the Developer to coordinate with the affected railroad.

2.9.5. Other Due Diligence Activities

CCRMA is currently assessing what, if any, additional site and due diligence information beyond that which is specified in Part A, Sections 2.9.1 -2.9.4 will be provided. The short-listed Proposers may, during the industry review process, be asked to provide input on this topic.

2.10 Toll Collection System Development and Operation

Design and installation of the toll collection system for the tolled lanes within the Program will be included in the Developer's scope of work. The Developer will be required to coordinate system design and toll collection operations to include statewide interoperability. It is anticipated that the tolled lanes will be tolled through a 100% electronic barrier-free system requiring no reduction in speed. The RFDP will establish the toll collection system requirements, including tolling policy, toll rate regulations and methodology, interoperability requirements and business rules.

2.10.1 Toll Systems Integrator CDA

CCRMA currently has an interlocal agreement with the Central Texas Regional Mobility Authority (CTRMA) to manage tolling on SH 550. No final decisions have been made concerning extending this agreement to other projects. Proposers may wish to show how they have integrated similar programs. CCRMA is open to recommendations on how to best manage toll collection for Project 1 and the Program.

2.11 Requirements

2.11.1. CDA Requirements

The terms of the CDA for Project 1 will be set forth in the RFDP following industry review and input by short-listed Proposers.

2.11.2. Federal Requirements

Proposers are advised that the RFDP will be drafted based on the assumption that the Program and the plan of finance for the Program will remain eligible for federal-aid funds, including any federal portion of the anticipated funding identified in Part A Section 2.7. Therefore the procurement documents and any agreements thereunder must conform to requirements of applicable federal law, regulations, and policies. CCRMA reserves the right

to modify the procurement process described in this RFQ to address any concerns, conditions or requirements of federal agencies, including FHWA.

2.11.3. Liability, Insurance, Bonds and Letters of Credit

CCRMA anticipates the Developer will be required to assume liabilities, to provide bonds or letters of credit (or both) and insurance coverage and to indemnify and defend CCRMA against third party claims as specified in the CDA. CCRMA, as owner of Project 1 and the other projects included in the Program, will have the benefit of tort liability limitations to the extent permitted by Texas law. CCRMA is prohibited by State law from indemnifying any Proposer. CCRMA does not intend that there be any waiver of its sovereign immunity protections under State law. Specific provisions concerning bonding/letters of credit, insurance and indemnity will be set forth in the RFDP and the CDAs.

2.11.4. DBE Requirements

CCRMA has determined that Disadvantaged Business Enterprises (“DBEs”) requirements apply to design and construction of the Program, and has adopted a policy to provide DBEs opportunities to participate in the business activities of CCRMA as service providers, vendors, contractors, subcontractors, advisors, and consultants. The CCRMA DBE Policy generally indicates that CCRMA has adopted the TxDOT DBE policy and program, which requires adherence to applicable provisions of state and federal law. The DBE policy of CCRMA applies to all CCRMA contracts and purchases paid with any funds received from the United States Department of Transportation (“USDOT”) through the Federal Highway Administration (“FHWA”), the Federal Transit Administration, and the Federal Aviation Administration. Information regarding DBE requirements and goals will be included in the RFDP.

In responding to this RFQ, a Proposer team may include team members to satisfy DBE goals. It is the policy of CCRMA 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 CCRMA, consistent with applicable laws and regulations.

2.12 Program Financing

CCRMA anticipates that the CDA will grant a revenue-sharing concession to the Developer for Project 1. The Developer will be solely responsible for Program financing; provided, however, that CCRMA is prepared to facilitate the potential availability and use of federal, state, or local assistance programs, including SIB loans, toll revenue bonds and TRZ funding, TIFIA credit assistance and the issuance of PABs, should the Developer wish to pursue such programs.

CCRMA currently intends to apply for a waiver under FHWA's SEP-15 program of certain federal requirements associated with USDOT's TIFIA program in order to facilitate the potential use of TIFIA in a Proposer's plan of finance. If the waiver is granted by the FHWA, the Proposers may have the option of utilizing the TIFIA conditional credit approval in connection with its final Program finance plan and will be solely responsible for execution of a final TIFIA credit

agreement and satisfaction of USDOT requirements in connection therewith. This may include, among other things, obtaining an investment grade rating of debt senior to TIFIA and a credit opinion regarding the risks associated with the repayment of the TIFIA loan. Use of a conditional TIFIA credit commitment by a Proposer in its Proposal or plan of finance is not mandatory and is within the sole discretion of the Proposer.

In addition to potential TIFIA credit assistance, CCRMA may apply for an allocation for PABs for potential use by a Proposer in its plan of finance. As with TIFIA, use of PABs allocation by a Proposer in its Proposal or plan of finance is not mandatory and is within the sole discretion of the Proposer.

CCRMA is interested in the Proposers' approach to compensation and revenue sharing, including use of any value generated to fund development of additional Projects. CCRMA intends to solicit industry ideas concerning optimal compensation structures during the industry review process. To the extent that payments under the CDA come from State and/or federal funds (as opposed to Program revenues, revenue bond proceeds, loans, etc.), Proposers should be aware that such state and federal funds may be subject to legislative appropriation by the State of Texas.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

The procurement involves a two step process: this RFQ followed by an RFDP.

CCRMA staff and consultants will evaluate the Qualification Submittals (Qs) it receives in response to this RFQ and will establish, according to criteria generally outlined herein, a shortlist of Proposers to recommend to the CCRMA Board of Directors as most qualified to receive and respond to the RFDP.

If only one responsive QS is received, CCRMA may either(a) proceed with the procurement and request a Proposal from the sole Proposer or (b) terminate this procurement. Following the short-listing of Proposers, CCRMA anticipates releasing for industry review and comment a draft RFDP, including a scope of work and contract documents or summaries/term sheets. Following receipt of written comments, CCRMA may schedule one-on-one and/or group meetings to discuss issues and comments identified by the short listed Proposer teams. Specific details concerning the industry review process will be made available to the short-listed Proposers following the short-listing announcement.

After consideration of industry input, CCRMA plans to issue a RFDP to the short-listed Proposers. Following receipt and evaluation of Proposals, CCRMA may select a Proposer for negotiations, based on the evaluation criteria set forth in the RFDP, to finalize a CDA and possibly other agreements for award and execution. If negotiations are not successful with the apparent best value Proposer, CCRMA may negotiate with the next highest rated Proposer.

Alternatively, CCRMA may terminate the procurement.

3.2 Project Documents

The available Project Documents are listed in Part C-Exhibit A hereto. The Project Documents will be made available to prospective Proposers upon issuance of this RFQ. Proposers may request mailing or may physically pick up electronic copies on compact disks of available documents by contacting CCRMA's designated Program Representative identified in Part A, Section 3.6. CCRMA will charge \$50.00 for the costs of providing electronic copies.

3.3 Procurement Schedule

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

- Issue RFQ – October 29, 2010
- Pre QS Workshop – November 9, 2010
- QS due to CCRMA – November 29, 2010
- Short-list of Proposers submitted for CCRMA Board approval – December 9, 2010
- Issue Draft RFDP (Industry Review) – December 9, 2010
- Issue RFDP– February 1, 2011
- Receive RFDP Responses – April 8, 2011
- Present recommendation to CCRMA Board – May 12, 2011
- Present negotiated contract to CCRMA Board – June 9, 2011
- Secure AG Approval and Execute Contract – August 18, 2011

This schedule is subject to modification at the sole discretion of CCRMA. Proposers will be notified of any change by an addendum to this RFQ.

CCRMA intends to issue the industry review draft of the RFDP shortly after selection of the short-listed Proposers and to pursue the procurement to a CDA award thereafter. CCRMA currently anticipates awarding a CDA no later than August 31, 2011.

3.4 Pre-QS Workshop

CCRMA intends to hold a pre-QS workshop at the Cameron County Courthouse (Dancy Building), 1100 East Monroe, Suite 241, Brownsville, Texas, at 1 p.m. on the date specified in Part A, Section 3.3. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit a QS if they do not attend the workshop.

3.5 Designated Project Representative; Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing and response, Proposers must submit all questions and requests for clarification in writing to CCRMA's designated Program Representative.

CCRMA's designated Program representative is **Pete Sepulveda, Jr., RMA Coordinator**.

Proposers shall provide a copy of all correspondence to:

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
1100 E. Monroe, Suite 256
Brownsville, Texas 78521
Attn: Mr. Pete Sepulveda, Jr., RMA Coordinator
E-mail psepulveda@cameroncountyrma.org
Fax (956) 983-5099

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 Program. CCRMA will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates set forth in Part A, Section 3.3. CCRMA will post responses to those questions of general application and requests for clarifications which CCRMA deems to be material and not adequately addressed in previously provided documents on the following website: www.cameroncountyrma.org (the "Website"). Specific information on this procurement may be obtained through the following link: www.cameroncountyrma.org.

CCRMA reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the QS Due Date. CCRMA will post any addenda to this RFQ on the Website.

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

4. QS CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

CCRMA expects Qs submitted in response to this RFQ to provide enough information about the requested items so as to allow CCRMA to evaluate, competitively rank and short list the Proposers based on the criteria set forth herein.

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

4.2 Format

Each responding Proposer shall submit one original, 15 copies (for a total of 16), and one electronic copy of its QS in three (each QS consists of three volumes) loose-leaf three ring binders, contained in sealed packages. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 15 on its spine. The Proposer's name and volume number must also be clearly marked on the spine.

Submittals must be prepared on 8-1/2" x 11" sized, white paper, and shall be double-sided. Volume 1 (as described in Part B) shall have all pages sequentially numbered and not to exceed 60 pages. Each printed side shall be considered one page. The font size in Volume 1 shall be no smaller than twelve-point. Volumes 2 and 3 (as described in Part B) do not have page numbering, page limitation or type font size requirements. 11" x 17" pages are allowed (included in the page count contained in Volume 1) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Each such 11" x 17" page will be counted as one page. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.

Standard corporate brochures, awards, licenses and marketing materials should not be included in the QS.

4.3 Contents and Organization

Proposers must organize their QS in the order set forth in Part B. If a Proposer is compelled to include material in addition to the information specifically requested; the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limitation. Each volume may be subdivided as needed (divider pages are not included in page limitation in Volume 1).

4.4 QS Submittal Requirements

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

Response to the Request for Qualifications
for the CCRMA Development Program

QSs shall be delivered by hand or courier to:

CAMERON COUNTY REGIONAL MOBILITY AUTHORITY
1100 E. Monroe
Brownsville, Texas 78521
Attn: Mr. Pete Sepulveda, Jr., RMA Coordinator

CCRMA 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 the CCRMA staff.

QSs will be accepted and must be received by CCRMA during normal business hours before 4:00 p.m. (Central Time) on the QS Due Date specified in Part A, Section 3.3. Any QSs received after that date and time will be rejected and returned to the sending party unopened.

Proposers are solely responsible for assuring that CCRMA receives their QSs by the specified

delivery date and time at the address listed above. CCRMA 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 CCRMA.

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

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

5.2 Pass/Fail Review

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

- (a) The QS contains an original executed transmittal letter as required in Part B, Volume 1, General.
- (b) The Proposer or team member with the primary responsibility for construction is capable of obtaining payment and performance bonds or a letter of credit in the amount of \$250 million from a surety or bank, as applicable, rated in the top two categories by two nationally recognized rating agencies or at least A minus (A-) or better and Class VIII or better by A.M. Best Company.
- (c) Neither the Proposer nor any other entity that has submitted **Form C** (in part C) as required by this RFQ has been disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment or suspension would preclude selection and award under CCRMA's contractor sanction rules.
- (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 of the QS.

The evaluation will take into account the following considerations

- profitability
- capital structure
- ability to service existing debt
- ability to invest equity

- other commitments and contingencies
- (e) The Proposer team has the development, design, construction and operations and maintenance capacity to carry out all Project, and Program responsibilities.
 - (f) The information disclosed in FORM C (in part C) and/or in response to, Part B, Volume 1, Section 1.9 does not materially adversely affect the Proposer's ability to carry out the Project responsibilities that will be allocated to it should it be selected.
 - (g) The Proposer makes the express, written commitments as required in Part B, Volume 3, Section C

5.3 Qualifications Evaluation Criteria and Weighting

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

5.3.1. General/Experience (70% Weighting)

The background and experience of the Proposer, individual team members, and key personnel with developing, designing, constructing, financing, operating and maintaining projects comparable to the Program, and their specific experience with revenue-sharing concession/toll projects and pre-development activities will be evaluated in accordance with the following criteria:

- The extent and depth of the Proposer's and its individual team members' experience with, and degree of success related to developing, designing and constructing projects comparable to the Program;
- The extent and depth of the Proposer's and its individual team members' experience with, and degree of success related to financing projects comparable to the Program;
- The extent and depth of the Proposer's and its individual team members' experience with, and degree of success related to operating and maintaining projects comparable to the Program;
- The stability, strength, and likelihood of success of the proposed management structure and team; and
- The extent and depth of experience of the management team and key personnel for the Program listed in Proposer's response to Part B, Volume 3, Section C.

Project and personnel references, as well as the information provided in Part B, Volume 1, Sections 1.7-1.9 and Part B, Volume 3, Section A, will be used, as deemed appropriate by CCRMA, to assist in the evaluation of the General/Experience category.

5.3.2. Conceptual Project Development Plan (30% Weighting)

The Conceptual Project Development Plan will be evaluated in accordance with the following criteria:

- The extent to which the Conceptual Project Development Plan for Project 1 shows a sound approach to completing development and demonstrates a comprehensive understanding of the activities to be undertaken under the CDA; risks associated with the design/ construction and management; a clear and feasible scheduling approach/ and the provision of sufficient materials, equipment and qualified personnel;
- The extent to which the Conceptual Project Development Plan demonstrates an understanding of the strategies and tools for completing the pre-development activities/ including transportation planning/financing/design and construction and demonstrates an integrated approach for managing and marshalling resources to perform the work required for pre-development activities on Projects 2, 3, 4, 5, and 6 while developing Project 1;
- The extent and depth to which the Conceptual Project Development Plan demonstrates knowledge of available financing tools and structures for projects comparable to the Program and identifies key financial issues for the Program as a whole;
- The extent to which the Conceptual Project Development Plan demonstrates Proposer's understanding of operations/ maintenance/ and total life cycle costs; and
- The efficiency and effectiveness of the Conceptual Project Development Plan in presenting an approach to integrating CCRMA into all phases of Program development/ managing risk efficiently/and in structuring the roles and relationships of CCRMA/Proposer/third parties.

5.4 QS Evaluation Procedure

CCRMA anticipates utilizing one or more committees to review and evaluate the QSs in accordance with the above criteria and to make short-list recommendations based upon such analysis. At various times during the deliberations CCRMA may issue one or more requests for written clarification to the individual Proposers. CCRMA may also schedule interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing CCRMA's understanding of the QSs and obtaining clarifications of the terms contained in the QSs.

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

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

5.5 Changes in the Conceptual Project Development Plan

CCRMA understands that as Proposers and CCRMA continue their individual and collective efforts to analyze and develop optimal development and financing plans for Project 1 and the Program, it is likely that the Conceptual Project Development Plans will change and evolve. CCRMA wishes to encourage that evolution and continued focus by Proposers on the best transportation solutions for Project 1 and the Program. Accordingly, it is CCRMA's intention to use the Conceptual Project Development Plans only for purposes of evaluating the QSs. Proposers may modify, alter and enhance their respective Program development plans in conjunction with their Proposals. Proposers may not, however, change the Plans in a way that renders the QS a misrepresentation of the Proposer's intentions and capabilities.

5.6 Changes in Proposer Organization and Key Personnel

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

- deletion or substitution of a Proposer team member identified in its QS;
- deletion or substitution of personnel identified in Part B, Volume 3, Section C of its QS;
- deletion or substitution of an equity owner of Proposer, a guarantor of Proposer or any other entity that will bear financial responsibility or liability for the performance of the Proposer; and
- other changes in the equity ownership or team membership of a Proposer.

5.7 RFDP Procedure and Evaluation

The CCRMA Board has given its staff broad direction on the content and methodology for the solicitation of Proposals from short-listed Proposers, the recommendation for selection of a Proposer whose Proposal offers the apparent best value to CCRMA and the terms and conditions a CDA must contain to be deemed satisfactory. CCRMA staff and consultants will work during the RFQ process to define the RFDP and negotiation process with specificity, which may include, at an appropriate time, industry review of a draft RFDP and contract documents, among other information. Proposers are advised that the evaluation methodology, criteria

and/or weightings for the evaluation of the Proposals may differ from that set forth herein to evaluate Qs. In addition, the rankings, scores and evaluations of the Qs shall not carry over or be used in any way in the evaluation of the Proposals.

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. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic-mail (e-mail), electronic meeting platform, or formal written communication.

The specific rules of contact are as follows:

- (a) After submittal of Qs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RDFP or either team's Proposal, except that subcontractors that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during CCRMA sponsored informational meetings). Within one week of the QS submittal due date, the CCRMA will distribute, via electronic mail, a list of teams and associated team members identified in the QS to each proposed project manager.
- (b) The Proposers shall correspond with CCRMA regarding the RFQ and RFDP only through CCRMA's and Proposer's designated representatives. CCRMA's designated Program Representative shall be as identified in Part A, Section 3.5.
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the CDA, (ii) rejection of all Proposals by CCRMA or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any ex parte communications regarding the RFQ, RFDP, the CDA, or the procurement described herein with any member of the Cameron County Commissioners Court, the CCRMA Board of Directors, or with any CCRMA staff, advisors, contractors or consultants involved with the procurement, except for communications expressly permitted by the RFQ or RFDP or except as approved in advance by the CCRMA Coordinator, in his/her sole discretion. The foregoing restriction shall not, however, preclude or restrict Proposers from communicating with regard to matters unrelated to the RFQ, RFDP, CDA or the procurement or from participating in public meetings of the Commissioners Court, Board, or any public or Proposer workshop related to this RFQ or the RFDP. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of CCRMA.

- (d) The Proposers shall not contact the following identified consultants and subconsultants regarding the Program, including employees, representatives and members of the entities listed below (provided that L&G Corporation and S&B Infrastructure may be contacted once their subconsultant agreements have been terminated and the CCRMA issues a notice to the short-listed teams pursuant to Section 6.3 below):
- HNTB Corporation
 - Locke Lord Bissell & Liddell LLP
 - Estrada, Hinojosa and Company
 - Prime Strategies, Inc.
 - TXP
 - L&G Corporation
 - C&M Associates, Inc.
 - S&B Infrastructure
- (e) Any communications determined to be improper, at the sole discretion of CCRMA, may result in disqualification;
- (f) Any official information regarding the Program will be disseminated from CCRMA's office on official letterhead. Any official correspondence will be in writing and signed by CCRMA's Program Representative or designee;
- (g) CCRMA will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified herein; and
- (h) Proposers shall not contact any FHWA project or program office, representative or FHWA consultant regarding any issues relating to the Project, including the TIFIA application process, credit decisions, form of term sheet, form of credit agreement, other matter relating to CCRMA's potential application for TIFIA credit assistance for the Program, the PABs allocation for the Program, or any environmental, SEP-15 or other applications that may be submitted to TxDOT, FHWA, or USDOT.

6.2 Public Information Act

Subject to the requirements of Texas Transportation Code (the "Code") Section 370.307, Texas Government Code Chapter 552 (the Public Information Act or the "Act") and the terms of this RFQ, Qs will *not* be publicly opened or evaluated.

All written correspondence, exhibits, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to CCRMA during this procurement process, including as part of the response to this RFQ, become the property of the CCRMA and will not be returned to the submitting parties. Except as provided by Section 370.307 of the Code, these materials are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and Section 370.307 of the Code. In no event shall the State of Texas, CCRMA, or any of their agents, representatives, consultants, directors, officers or employees be liable to a

Proposer or Proposer team member for the disclosure of all or a portion of a QS submitted under this RFQ.

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

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

All prospective Proposers should obtain and thoroughly familiarize themselves with the Code and any applicable rules. Questions on the content and meaning of the rules shall be submitted in writing as provided herein. Information submitted by Proposers may be made available to TIFIA representatives. CCRMA intends to follow procedures established by FHWA to avoid disclosure of such information under the Freedom of Information Act.

6.3 Organizational Conflicts of Interest

Federal Regulations applicable to the Program (see 23 CFR 636.116) require the disclosure of certain organizational conflicts of interest by Proposers. The CCRMA has also adopted certain conflict of interest policies applicable to the Proposers. Copies are available at www.cameroncountyrma.org or from the RMA Coordinator. Such policies require the filing by Proposers of a Disclosure Statement Form that describes any potential conflicts of interest as a result of a previous or current business relationship between a Proposer, its Affiliates, or employees and the CCRMA or its consultants who are engaged by the CCRMA to work on the Program or this procurement. In addition, the CCRMA has adopted a policy with respect to this Program that any consultants and or subconsultants who assist the CCRMA in preparation of the RFQ or the subsequent RFDP documents will not be allowed to join a Proposer team.

Firms who are restricted from proposing or joining a Proposer team include the following firms and affiliates:

- HNTB Corporation
- Locke Lord Bissell & Liddell LLP
- Estrada, Hinojosa and Company

- Prime Strategies, Inc.
- TXP
- C&M Associates, Inc.

In addition, L&G Corporation and S&B Infrastructure are currently performing work as subconsultants to the CCRMA's general engineering consultant (HNTB). Until such time that their work is complete and the subconsultant relationships are terminated, both firms are not eligible to join Proposer teams. Once their work is complete the CCRMA will issue a notice to the short-listed teams that the firms are eligible to join proposer teams, provided that the CCRMA will only issue such notice if it determines that their participation on proposer teams will not provide any team with access to information that is not available to all teams and will not otherwise provide any team with an unfair advantage over others.

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 CCRMA 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, CCRMA may, at its discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose exists and the Proposer has entered into one or more CDAs as the Developer, CCRMA will cancel the CDA(s). In either case, CCRMA shall avail itself of any remedies it may have at law.

Proposers are also advised that CCRMA's policy is intended to conform to applicable federal and state law, including federal laws and rules related to organizational conflict of interest and NEPA. Such applicable law will also apply to Proposer teams and may preclude certain firms and their entities from participating on a Proposer team.

7. PROTEST PROCEDURES

7.1 Applicability

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

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

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in Part A, Section 7.1(1) may be filed only after the Proposer has informally discussed the nature and basis of the protest with CCRMA, following the procedures prescribed in this Part A, Section 7.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in Part A, Section 3.6. The written request should include an agenda for the proposed one-on-one meeting. CCRMA will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, CCRMA may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

- (1) Protests concerning the issues described in Part A, Section 7.1(1) must be filed as soon as the basis for the protest is known, but no later than 20 calendar days prior to the QS Due Date, unless the protest relates to an Addendum to the RFQ, in which case the protest must be filed no later than 5 business days after the Addendum is issued.
- (2) Protests concerning the issues described in Part A, Section 7.1(2) must be filed no later than 5 business days after receipt of the notification of non-responsiveness.
- (3) Protests concerning the issues described in Part A, Section 7.1(3) must be filed no later than 10 calendar days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

7.4 Content of Protest

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

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to the RMA Coordinator, Cameron County Regional Mobility Authority, 1100 E. Monroe, Brownsville, TX 78521, as soon as the basis for protest is known to the Proposer. For any protests filed after the QS submittal date, the Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from CCRMA's website.

7.6 Comments from other Proposers

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

7.7 Burden of Proof

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

7.8 Decision on Protest

The RMA Coordinator or his designee shall issue a written decision regarding the protest within 30 calendar days after the filing of the detailed statement of protest. If necessary to address the issues raised in a protest, CCRMA may, in its sole discretion, make appropriate revisions to this RFQ by issuing Addenda.

7.9 Payment of Protest Costs

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

7.10 Rights and Obligations of Proposers

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

8. CCRMA RESERVED RIGHTS

In connection with this procurement, CCRMA reserves to itself all rights (which rights shall be exercisable by CCRMA in its sole discretion) available to it under the Code, the rules and applicable law, including without limitation, with or without cause and with or without notice, the right to:

- Modify the procurement process in its sole discretion to address applicable law and/or the best interests of CCRMA;
- Develop the Program in any manner that it, in its sole discretion, deems necessary. If CCRMA is unable to negotiate a CDA to its satisfaction with a Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Program or exercise such other rights under the Code and other provisions of Texas law as it deems appropriate.
- Cancel this RFQ or the subsequent RFDP in whole or in part at any time prior to the execution by CCRMA of a CDA, without incurring any cost, obligations or liabilities.
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFDP.

- Not issue an RFDP.
- Reject any and all submittals, responses and QSs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Exclude any potential Proposer from submitting any response to the RFQ or RFDP based on failure to comply with any requirements of those documents.
- Suspend and terminate CDA negotiations at any time, elect not to commence CDA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer.
- Issue addenda, supplements and modifications to this RFQ.
- Appoint evaluation committees to review QSs, make recommendations to the Board and seek the assistance of outside technical experts and consultants in QS evaluation.
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its QS and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFDP.
- Negotiate with a Proposer without being bound by any provision in its proposal.
- Waive deficiencies in a QS, accept and review a non-conforming QS or permit clarifications or supplements to a QS.
- Disqualify any Proposer that changes its submittal without CCRMA approval.
- Disqualify any Proposer under this RFQ, the RFDP or during the period between the RFQ and the RFDP for violating any rules or requirements of the procurement set forth in this RFQ, the RFDP or in any other communication from CCRMA.
- Award one or more CDAs as a revenue-sharing concession opportunity, a pre-development opportunity, or a combination of the foregoing.
- Award one or more CDAs for the entire Program, for any Projects, or for any other portions of the Program in CCRMA's sole discretion.
- Add or eliminate Projects to or from the Revenue-Sharing Concession Opportunity or to or from the Pre-Development Opportunity;
- Not issue a notice to proceed after execution of any CDA.
- Not pursue the TIFIA credit approval on behalf of the Proposers.
- Not seek an allocation for PABs on behalf of the Proposers.
- Develop some or the entire Program itself.
- Exercise any other right reserved or afforded to CCRMA under this RFQ.

This RFQ does not commit CCRMA to enter into a contract or proceed with the procurement described herein. CCRMA assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFDP. All

of such costs shall be borne solely by each Proposer.

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

PART B. QUALIFICATION SUBMITTAL

Proposers are required to assemble their Qualification Submittal (QS) in the order prescribed and following the outline form contained herein. Italics indicate explanations or instructions.

VOLUME 1

Volume 1 of the QS shall contain the following:

GENERAL

- (a) **Form A** (transmittal letter): A duly authorized official of the Proposer or lead firm must execute the transmittal letter in blue ink. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall include letters on the letterhead stationery of each entity holding an equity interest in the Proposer, executed by authorized officials of each equity member, stating that representations, statements and commitments made by the lead firm on behalf of the equity member's firm have been authorized by, are correct, and accurately represent the role of the equity member's firm in the Proposer team.

- (b) **Executive Summary**: An Executive Summary, not exceeding 10 pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's QS and its ability to satisfy the financial and technical requirements of the Program.

- (c) **Confidential Contents Index**: A page executed by the Proposer that sets forth the specific items (and the section and page numbers within the QS at which such items are located) that the Proposer deems confidential, trade secret or proprietary information protected by Section 370.307 of the Texas Transportation Code (Code) or the Public Information Act (as described in Part A, Section 6.2). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for CCRMA to treat the entire QS as public information. The list required under this Subsection (c) is intended to provide input to CCRMA as to the confidential nature of a Proposer's QS, but in no event shall such list be binding on CCRMA, determinative of any issue relating to confidentiality or a request under the Public Information Act (as described in Part A, Section 6.2) or override or modify the provisions of Section 370.307 of the Code or CCRMA's responsibilities thereunder.

1. GENERAL/EXPERIENCE

The following information relevant to qualifications of the Proposer, its equity owners, the lead or managing entity member of the Proposer team, all Major Non-Equity Members and any other team members that the Proposer wishes to identify in its QS. The term "Major Non-Equity Members" shall mean the following team members, if such team members do not hold an

equity interest in the Proposer: (i) the lead engineering firm, (ii) the lead contractor, (iii) the primary firms providing financial and investment services to the Proposer; and (iv) the primary firms providing operations and maintenance services. The Proposer must identify all Major Non-Equity Members as defined above.

1.1 The Proposer

Identify the legal name of the Proposer. If the name is a DBA, identify underlying names. Identify an individual who will act as a sole point of contact and include the following information: name, title, address, telephone and fax numbers and electronic mail address. Identify the legal name and form of the Proposer and the state of its organization.

1.2 Equity Members

For each equity member of the Proposer, identify the entity's role and the entity's legal nature and state of organization.

1.3 Major Non-Equity Members

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

1.4 Management Structure

Describe the Proposer's management structure, including its teaming arrangements and how the Proposer will institutionally operate, particularly in light of the complexity and phasing of Program development. Describe how the Proposer's management structure will facilitate completion of all work required under the CDA for Project 1 and the Pre-Development work for Projects 2 through 6. Describe the prior experience (if any) of the Proposer, equity members and Major Non-Equity Members working together within a consortium.

1.5 Organizational Chart

Provide an organizational chart which sets forth the Proposer structure, teaming arrangements and reporting requirements that covers all aspects of Program development, including the revenue-sharing concession and pre-development opportunities. Please also address key personnel as outlined below.

1.6 Relevant Experience

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

- a. Finance, development, design or construction of turnpike/highway improvements, including interchanges, with a contract value of \$1 billion or more;
- b. design-build, joint owner/contractor development, public-private partnership,

- comprehensive development, pre-development and exclusive development agreements for transportation projects to which such entity has been party with a contract value of \$1 billion or more;
- c. successful raising of finance and financing of comparable projects as a principal, financial advisor and/or lead arranger/underwriter
 - d. operation and maintenance of toll roads and/or interstate facilities with a contract value of \$1 billion or more;
 - e. operation and maintenance of public-private transportation projects;
 - f. development of comparable projects (including toll roads and public-private partnership transportation projects) utilizing traffic and revenue studies; and
 - g. project and risk management.

All such projects in which the entity played a significant role during the past five years shall be included. For each project described above, include a brief paragraph under the project description describing the relevance of the project and the entity's experience to the project and why that experience will provide value to CCRMA should the Proposer be selected.

1.7 Project References

With respect to each project identified include the project name and contract number, owner's name, address, contact name and current email address, phone and fax numbers, dates of work performed (if applicable), brief project description, project construction value (or financing or operations and maintenance value if entity's role involved such services), description of work and percentage actually performed by such member entity, and project outcome or current status. If lengthy, the project description may be expanded in Volume 3, Section D of the QS, which will not be included in the 60-page limit. Further, with respect to each project, include the initial contract price, final contract price (including the number and value of contract modifications and claims), explanation regarding the causes of contract value adjustments (whether upward or downward), initial contract completion date, final completion date, the number of time extensions sought and received and explanations regarding the causes of time extensions, and the nature of the contract compensation (i.e. lump sum, fixed price, cost plus, etc).

For projects listed in response to clause (c) of Part B, Section 1.6, also provide information on the lenders, finance raised and the finance structure.

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

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

Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, CCRMA may elect to exclude the experience represented by that project in determining the Proposer's qualifications. For any entity identified in the QS for which experience and qualifications have not been provided pursuant to Part B, Section 1.6, the Proposer may, but is not required to, briefly describe their qualifications and experience in performing the role that Proposer proposes to allocate to them. The description need not be lengthy or go into the level of detail sought in Part B, Section 1.6.

1.8 Key Personnel

List the Proposer's key personnel for the Program (which must include those individuals identified in Part B, Volume 3, Section C). Describe the relevance of each individual's experience to their identified role in the Program and why that experience will provide value to CCRMA should the Proposer become the Developer.

1.9 Legal Qualifications

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

1.9.1 Legal Issues

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

1.9.2 Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any equity member, or any Major Non-Equity Member was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

1.9.3 Legal Proceedings

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

Include a similar list for all projects included in the response to Part B, Section 1.6, regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Proposer's team. For each instance, identify an owner's

representative with a current phone and fax number (and e-mail address if available).

With respect to the information solicited in Part B, Section 1.9.1, 1.9.2 and 1.9.3, failure to provide information; conditional or qualified submissions (i.e. "to our knowledge"; "to the extent of available information"; "such information is not readily available"; "such information is not maintained in the manner requested" etc.) to requests or questions posed; incomplete or inaccurate submissions; or non-responsive submissions or failure to provide information enabling CCRMA to contact owner representatives may, in the sole discretion of CCRMA, lead to a lower evaluation score and/or "fail" rating for the team or disqualification from the procurement process.

2. CONCEPTUAL PROJECT DEVELOPMENT PLAN

The Proposer's conceptual plan for development of the improvements and operation and maintenance of the Program, including both Project 1 and the Pre-Development Projects, shall be submitted, including:

2.1 General Approach to Revenue-Sharing Concession Work

A description of the Proposer's conceptual plan to develop, design, construct, finance, operate and maintain Project 1, including a discussion of life cycle cost analysis for alternatives, commitment of resources, and the use of subcontractors and suppliers. The description should include:

- (a) A synopsis of the Proposer's general approach to advancing project development for Project 1.
- (b) Conceptual development and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance, project phasing (as applicable) and other major milestones.
- (c) An overview of the Proposer's approach to the management of development, design, construction, operation and maintenance, including quality control/quality assurance.
- (d) An overview of the Proposer's approach to expeditiously resolve disputes within its team organization and between itself and the Program owner, including successful techniques in partnering and avoiding and mitigating disputes before they become significant and disruptive.
- (e) Approach for other key Program functions for Project 1, including safety, traffic management, permit procurement, utility relocation, right-of-way acquisition, and adjustment services, environmental protection, connecting facilities, ITS capabilities and public relations;
- (f) Identify key areas of risk relating to developing Project 1 and discuss methods to mitigate and appropriately allocate and manage risk for Project 1;
- (g) A discussion of options and strategies for financing Project 1 and the key financial issues for the Revenue-Sharing Concession work; and
- (h) Description of key assumptions.

2.2 General Approach to Pre-Development Work

A synopsis of Proposer's plan to undertake activities under the CDA for the Pre-Development Projects leading to expedited and cost-effective delivery of the entire Program that maximizes CCRMA's objectives. The synopsis should include sufficient details in order to allow CCRMA to determine:

- (a) The proposed conceptual approach for the pre-development activities under the CDA;
- (b) The proposed approach to addressing financial feasibility of the Pre-Development Projects;
- (c) The actions required to ensure expedited Program delivery under the CDA for the Pre-Development Projects;
- (d) The major challenges and risks relating to completing the activities identified and strategies to mitigate these challenges and risks; and
- (e) Description of key assumptions.

2.3 Integration of Resources and Scheduling

A synopsis of the proposed approach to integrating work under the CDA for Project 1 and the Pre-Development Projects into a single effort. The synopsis should describe the Proposer's approach to integrating management and technical resources and schedule activities in a way that advances all elements of the Program in a timely and efficient manner. The synopsis should demonstrate an understanding of the time durations needed for individual activities and the interrelationships between those activities.

2.4 Relationships, Roles and Responsibilities

The Proposer's view of the roles and responsibilities of CCRMA, the Proposer and third parties in connection with the Program (in terms of allocation of work, facility implementation/delivery, and long-term operations and maintenance) must be stated. Describe the anticipated CCRMA/Developer relationship and the nature of CCRMA participation sought by the Proposer in connection with Program development under both the Revenue-Sharing Concession work and the Pre-Development work.

The Proposer may wish, but is not required, to address some or all of the following areas:

- Environmental clearance and planning (including a description of the process for obtaining any new or modified environmental approvals, should they be needed, and ensuring compliance with applicable requirements of state and federal law;
- Environmental permitting and mitigation;
- Design and engineering;
- Geotechnical, utility and hazardous materials investigations;
- Utility relocations;
- Right-of-way engineering and acquisition;
- Feasibility studies;

- Construction, sequence of construction, traffic control plan and project incentives and disincentives;
- Design and construction quality control/quality assurance;
- Program enhancements and aesthetics;
- Community involvement;
- Local government interaction;
- Facility warranties, maintenance and preservation, handback procedures;
- Operations and maintenance;
- Capital improvements;
- Program financing;
- Toll collections, ITS, and system interoperability; and
- Any other role or area not described above that the Proposer believes is key to successful Program development.

2.5 Availability of Resources

Describe the Proposer's approach to ensuring that adequate materials, equipment, and qualified personnel resources are available to the Proposer which it can and will commit to development of the Program. Discuss the current backlog of each Proposer and team member and its capacity to perform the work.

2.6 Opposition

Describe recommended approach to dealing with anticipated Program opponents, if any, and addressing identified social, economic and environmental impacts.

VOLUME 2

Volume 2 of the Qualification Submittal (QS) shall contain the following:

Section A. Financial Statements and Credit Ratings

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

Financial Statement information must include:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow
- v. Footnotes audited by a certified public accountant in accordance with generally accepted accounting principles (GAAP).

In addition, Financial Statements must meet the following requirements:

- a. **GAAP:** Financial Statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP). If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP.
- b. **U.S. Dollars:** Financial statements must be provided in **U.S. dollars**. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.
- c. **Audited:** Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an equity owner, the QS shall include unaudited financial statements for such member, certified as true, correct and accurate by the chief financial officer (CFO) or treasurer of the entity.
- d. **English:** Financial Statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided with the original financial statement information.
- e. **Newly Formed Entity:** If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be

provided (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements).

- f. **Guarantor Letter of Support:** If Financial Statements of a parent company or affiliate company ("Guarantor") are provided to demonstrate financial capability of the Proposer or equity members of the Proposer, an appropriate letter from the Guarantor must be provided confirming that it will financially support all the obligations of the Proposer or equity member of the Proposer with respect to the Program. Proposers shall note that CCRMA may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor is required as a condition of short listing.
- g. **SEC Filings:** If the team or any other entity for whom financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- h. **Confidentiality:** The Proposer shall identify any information which it believes is entitled to confidentiality under Section 370.307 of the Code and the Act, by placing the word "confidential" on each page as described in Part A, Section 6.
- i. **Credit Ratings:** Appropriate credit ratings must be supplied for each Proposer, equity member, and Guarantor to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

Section B. Material Changes in Financial Condition

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

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

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

List of Representative Material Changes

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

Section C. Off-Balance Sheet Liabilities

A letter from the CFO or treasurer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying all off balance sheet liabilities. Package the information separately for each separate entity with a cover sheet identifying the name of the organization and its role in the Proposer's organization (i.e., equity member, lead design firm, subcontractor, etc.).

VOLUME 3

Volume 3 of the Qualification Submittals (QS) shall contain the following:

Section A. Forms B and C

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

Section B. Surety Letter

Evidence from a surety or an insurance company indicating that the Proposer is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. Alternatively, the QS may include evidence from a bank indicating that the Proposer is capable of obtaining a standby letter of credit in the amount of at least \$250 million. The evidence shall take the form of a letter from a surety/insurance company or bank, as applicable, indicating that such capacity exists for the Proposer or the team member with the primary responsibility for construction. Letters indicating "unlimited" bonding capability or letter of credit capacity are not acceptable.

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

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

CCRMA has not yet determined the specific amount or form of security that it will require for the Program. Proposers are advised that the RFDP may require payment, performance and/or guaranty amounts in excess of the \$250 million amount referenced above. CCRMA shall delineate such requirements, which will be consistent with applicable law, in the RFDP.

Section C. Personnel Qualifications

Separate resumes for the following key personnel and management staff:

- i. Proposed project manager
- ii. Finance manager
- iii. Proposed deputy project managers responsible for
 - o Revenue-Sharing Concession Work
 - o Pre-development Work
- iv. Proposed lead individual from each equity team member;
- v. Proposed lead individual from each Major Non-Equity Member;
- vi. Any other key members of the Proposer's management team; and
- vii. Any other individuals that the Proposer wishes to identify at this time (Proposers are encouraged to identify and submit resumes for those individuals that will perform key functions described in the Proposer's Conceptual Development Plan).

Proposer shall include three references for each of the project manager and the deputy project manager(s) and one reference for each of the other individuals identified above. References shall be previous owners or clients with whom the individuals have worked within the past five years and shall include the name, position, company or agency and current addresses, phone and fax numbers, and email addresses (if available).

Proposer shall include an express, written commitment that the individuals designated in the QS for the positions or roles described in clauses (i) through (vi) of this Part B, Section C shall be available to serve the role so identified in connection with the Program. While CCRMA recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Program for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFDP; however, requests to implement such changes will be reviewed very carefully by CCRMA and shall be subject to prior CCRMA approval. Failure to obtain CCRMA approval for such changes may result in disqualification of the Proposer by CCRMA.

Section D. Program Descriptions

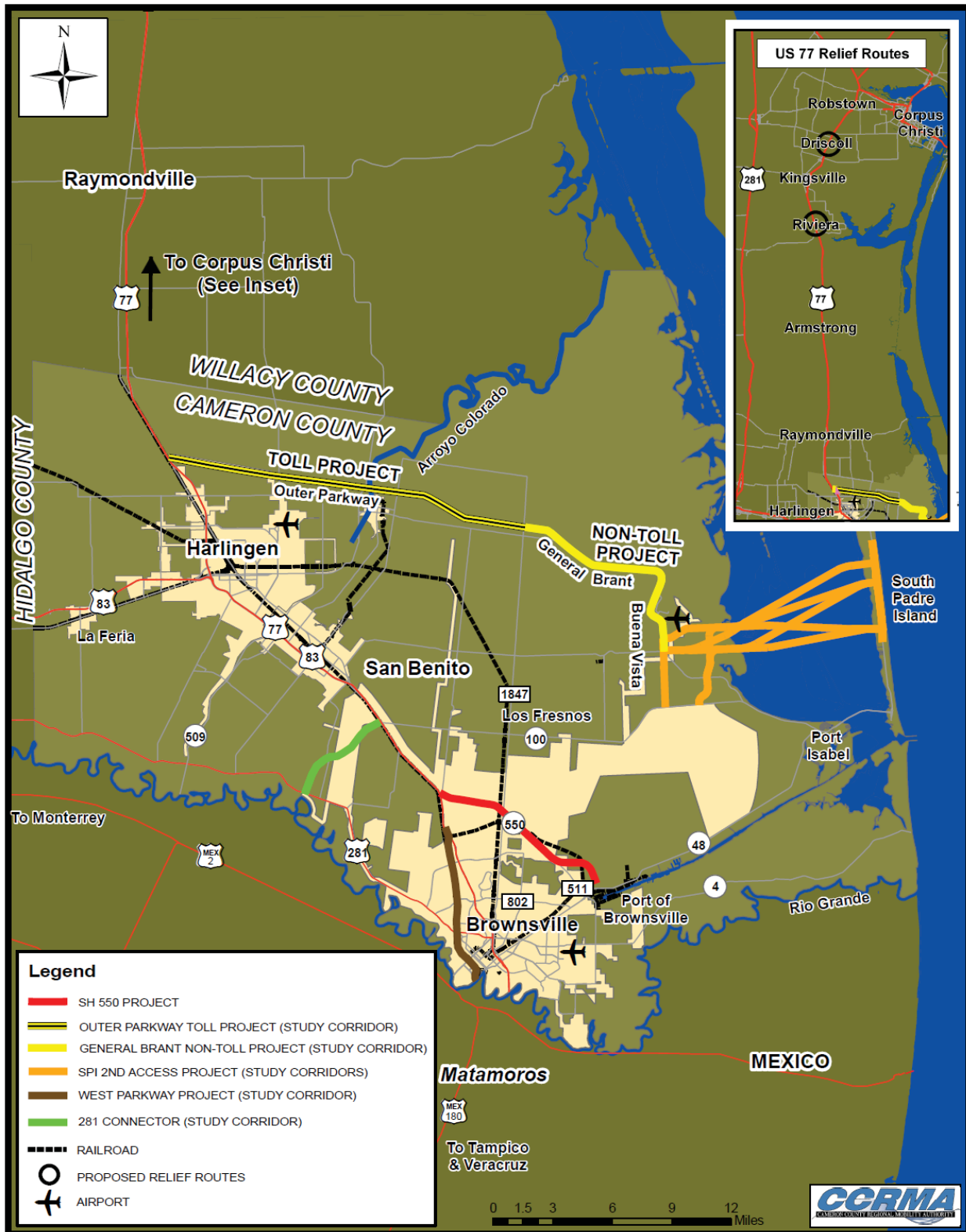
Volume 3 of the QS may include the project descriptions identified in Part B Volume 1, Section 1.6.

PART C. EXHIBITS AND FORMS

EXHIBIT A. LIST OF PROJECT DOCUMENTS

1. SH 550 Schematic Design
2. Environmental Assessment FM 511 From US 77/83 to SH 48 and the Port of Brownsville, Cameron County, Texas
3. Environmental Assessment Re-Evaluation FM 511 From US 77/83 to SH 48 and the Port of Brownsville

EXHIBIT B. PROJECT MAPS



CCRMA CDA Program Map



Proposed TRZ Boundary

FORM A. TRANSMITTAL LETTER

PROPOSER: _____

QS Date: _____

Cameron County Regional Mobility Authority
1100 E. Monroe
Brownsville, Texas 78521

Attn: Mr. Pete Sepulveda

The undersigned ("Proposer") submits this qualification submittal ("QS") in response to the Request for Qualifications dated as of _____ 2010 (as amended, the "RFQ"), issued by the Cameron County Regional Mobility Authority ("CCRMA") to plan, develop, design, construct, finance, operate and maintain tolled projects, proposed projects, and related facilities within the CCRMA Development Program, as described in the RFQ. 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, Confidential Information List, Entity Qualifications, Legal Qualifications, Conceptual Project Development Plan;

Volume 2: Financial Qualifications; and

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

Proposer acknowledges receipt; understanding and full consideration of all materials posted on the Web site www.cameroncountyrma.org as set forth in Part A. Section 3.6 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 understands that CCRMA is not bound to short-list any Proposer and may reject each QS CCRMA may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this QS and participating in the Program procurement process will be borne solely by the Proposer, except, to the extent of any payment made by CCRMA for work product following short-listing, as described in Part A, Section 3.3 of the RFQ.

Proposer agrees that CCRMA 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) Code)(Country)	(State or Province)	(ZIP or Postal

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

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

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

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

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

Name of Official Representative (if applicable): _____

Business Organization (check one):

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

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

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

Name of Firm

Role

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

By: _____

Print Name: _____

Title: _____

Date: _____

[Please make additional copies of this form as needed]

FORM C. CERTIFICATION

Name of Proposer: _____

Name of Firm: _____

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

Yes No

If yes, please explain: _____

2. Has the firm or any affiliate* sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain: _____

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

Yes No

If yes, please explain: _____

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

Yes No

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

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

Yes No

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

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Texas governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Texas law?

Yes No

If yes, please explain: _____

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including the Texas Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain: _____

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

Yes No

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

* The term "Affiliates" includes parent companies, subsidiary companies, and partners in the reporting entity, and other financially liable parties for that entity.

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

By: _____

Print Name: _____

Title: _____

Date: _____