**FORM A**

**PROPOSAL LETTER**

Proposer:

[Proposal Date]

Nebraska Department of Transportation (NDOT)

State Headquarters

Attn. Kyle Keller

1500 Nebraska Parkway

Lincoln, NE 68502

The undersigned (Proposer) submits this proposal in response to the Request for Proposals (RFP) issued by NDOT for a Construction Manager/General Contractor (CM/GC) Contractor (Contractor) to enter into a CM/GC Contract (the Contract) to develop the Saddle Creek Road Bridge Project (Project) as more specifically described in the documents provided with the RFP. Capitalized terms that are used but not defined in this proposal shall have the meanings set forth in the RFP.

The undersigned undertakes [jointly and severally] [if Proposer is a joint venture or association other than a corporation, limited liability company or a partnership, leave in words “jointly and severally” and delete the brackets; otherwise delete the entire phrase] and agrees that the Proposer shall keep this proposal open for acceptance for 120 days after the Proposal Due Date without unilaterally varying or amending its terms and without any member or partner withdrawing or any other change being made in the composition of the entity on whose behalf this Proposal is submitted, without first obtaining the prior written consent of NDOT, in NDOT’s sole discretion.

If selected by NDOT, the Proposer agrees:

1. to negotiate the terms of the Contract with NDOT in good faith and in accordance with the requirements of the RFP, if applicable;
2. to enter into and perform its obligations as set forth in the Contract, including compliance with all commitments contained in its Proposal, and without varying or amending the terms of the Contract (except for modifications agreed to by NDOT in its sole discretion);
3. to satisfy all other conditions to award of the Contract; and
4. to perform its obligations as set forth in the Instructions to Proposers (ITP), as amended, and the form of the Contract, including compliance with all commitments contained in this Proposal.

Proposer acknowledges the following:

1. Proposer has received and reviewed the RFP and any addenda and certifies that it has carefully examined and is fully familiar with all provisions of the RFP and is satisfied that such provisions provide sufficient detail regarding the Work to be performed and do not contain internal inconsistencies.
2. Proposer represents that all statements made in the Proposal are true, correct, and accurate as of the date hereof.
3. Proposer understands that NDOT is not bound to accept any Proposal that it may receive.
4. Proposer understands that all costs and expenses incurred by it in preparing this Proposal and participating in the RFP process will be borne solely by the Proposer.
5. Proposer consents to NDOT’s disclosure of its Proposal pursuant to the applicable provisions of Nebraska law after award of the Contract.
6. Proposer agrees that NDOT will not be responsible for any errors or omissions in its Proposal.

[To be signed by authorized signatory or signatories of the Proposer, use appropriate signature blocks]

Sample signature block for corporation or limited liability company:

|  |  |
| --- | --- |
| [*Proposer Name*] | |
| By: |  |
|  | Signature |
|  |  |
|  | Typed or Printed Name |
|  |  |
|  | Title |
|  |  |
|  | Date |

Sample signature block for partnership or joint venture:

|  |  |
| --- | --- |
| [*Proposer Name*] | |
| By: | [General Partner or Member’s Name] |
| By: |  |
|  | Signature |
|  |  |
|  | Typed or Printed Name |
|  |  |
|  | Title |
|  |  |
|  | Date |

Sample signature block for attorney in fact:

|  |  |
| --- | --- |
| [*Proposer Name*] | |
| For: | [Name] |
| By: |  |
|  | Signature |
|  |  |
|  | Typed or Printed Name |
|  |  |
|  | Title |
|  |  |
|  | Date |

Proposer’s Business Address:

[Name]

[Street Address]

[City, State, ZIP]

[Country]

Proposer’s State or Country of Incorporation: [State or Country]

**ADDITIONAL INFORMATION TO BE PROVIDED WITH PROPOSAL LETTER**

1. If Proposer is a corporation, enter the state or country of incorporation in addition to the business address.  If Proposer is a partnership or joint venture, enter the state or country of formation.  If Proposer is a limited liability company, enter the state or country of organization.
2. Describe in detail the legal structure of Proposer.
3. If Proposer is a corporation or includes a corporation as a joint venture member, partner or member, provide articles of incorporation (and amendments, if any) and bylaws for Proposer and each corporation certified by an appropriate individual.  If any entity is not yet formed, so state and indicate that these documents will be provided prior to the Proposal Due Date.
4. If Proposer is a general partnership or includes a general partnership as a joint venture member, partner or member, attach full names and addresses of all partners, and provide the incorporation, formation and organizational documentation for Proposer (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, state and indicate that these documents will be provided prior to the Proposal Due Date.
5. If Proposer is a limited partnership or includes a limited partnership as a joint venture member, partner or member, attach full names and addresses of all general partners, and provide the incorporation, formation and organizational documentation for Proposer (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, state and indicate that these documents will be provided prior to the Proposal Due Date.
6. If Proposer is a consortium, joint venture or includes a joint venture as a joint venture member, partner or member, attach full names and addresses of all consortium or joint venture members, and provide the incorporation, formation and organizational documentation for Proposer (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, state and indicate that these documents will be provided prior to the Proposal Due Date.
7. If Proposer is a limited liability company or includes a limited liability company as a joint venture member, partner or member, attach full names and addresses of all members, and provide the incorporation, formation and organizational documentation for Proposer (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture) certified by an appropriate individual.

Attach evidence to the Proposal Letter, in respect of the Proposal, and to each letter required under the Proposal Letter that the person signing has authority to do so.

1. With respect to authorization of execution and delivery of the Proposal and validity thereof, if Proposer is a:

* Corporation, it shall provide evidence in the form of a resolution of its governing body certified by an appropriate officer of the corporation, with sufficient information (or orientation within corporate documents) demonstrating the authority of the certifying officer.
* Partnership, such evidence shall be in the form of a partnership resolution and a general partner resolution (as to each general partner) providing such authorization, in each case, certified by an appropriate officer of the general partner, with sufficient information (or orientation within partnership documents) demonstrating the authority of the certifying officer.
* Limited liability company, such evidence shall be in the form of a limited liability company resolution and a managing member resolution providing such authorization, certified by an appropriate officer of the managing member, with sufficient information (or orientation within organizational documents) demonstrating the authority of the certifying officer.  If there is no managing member, each member shall provide the foregoing information, also, with sufficient information (or orientation within each such member’s organizational documents) demonstrating the authority of the individual certifying such evidence.
* Consortium or other form of joint venture, such evidence shall be in the form of a resolution of each consortium or joint venture member, certified by an appropriate officer of such consortium or joint venture member, with sufficient information (or orientation within joint venture or consortium documents) demonstrating the authority of the certifying officer.
* consortium, joint venture or a partnership, the Proposal must be executed by all consortium or joint venture members or all general partners, as applicable.

1. The Proposer’s partnership agreement, limited liability company operating agreement, and joint venture agreement, as applicable, must include an express provision satisfactory to NDOT, in its sole discretion, stating that, in the event of a dispute between or among joint venture members, partners or members, as applicable, no joint venture member, partner or member, as applicable, shall be entitled to stop, hinder or delay work on the Project. Proposers should submit the applicable agreement to NDOT and identify on a cover page where in the agreement the provision can be found. If the Proposer is an entity that is not yet formed, provide draft organizational documents and indicate where the provision is found.