EXHIBIT 33

TERMS OF TXDOT MATERIAL INSPECTION AND TESTING SERVICES

TxDOT agrees to perform certain material inspection and testing services as requested by Developer, and subject to the terms set forth below. The Parties agree that nothing contained in this Exhibit 33 obligates Developer to use TxDOT's material inspection and testing services for the Project. Material inspection and testing to be performed by TxDOT consists of the following:

- Inspection of various materials fabricated off-site (structural steel bridge components, pre-cast concrete stressed/non-stressed products, and miscellaneous fabricated products);
- Selected roadway Monitored Materials (as defined herein) from approved/monitored sources (as set forth herein); and
- Other materials inspection and testing as agreed upon in writing by TxDOT and Developer.

Inspections will be performed in reasonable compliance with the specifications and instructions supplied by Developer in its Work Request, utilizing the form attached as Appendix 1 to this Exhibit 33, and subject to the terms and conditions described below. Inspections will be performed only at locations in Texas where TxDOT routinely provides resident inspection services for its own highway materials. TxDOT will only perform tests listed in the TxDOT Inspection & Testing Rates Table referenced in Appendix 2 to this Exhibit 33, as amended from time to time. Out-of-state inspections for Developer will be performed only when TxDOT has employees scheduled to conduct inspections for TxDOT projects at the requested locations.

As inspection and testing services are performed by TxDOT, written inspection/test reports will be provided to Developer in accordance with TxDOT's existing policies for providing such reports. Reports will include the date, time, locations and nature of services performed. Monitored Materials will not be furnished with inspection/test reports. Out-of-state material fabrication inspections for Developer may be performed by TxDOT as requested by Developer. Developer shall reimburse TxDOT for all direct costs associated with travel for out-of-state inspections, to include actual costs for travel expenses incurred, including airfare, per diem, vehicle rentals, equipment utilization costs, and other directly related travel costs. Developer shall reimburse TxDOT for inspection and testing services based on rates in effect at the time inspection and testing services are performed.

TxDOT may perform additional technical materials acceptance services for Developer to be agreed upon by both parties. These services are defined as additional inspection, testing or technical materials acceptance services beyond what is performed during the routine in-plant inspection process. Developer shall compensate TxDOT for all direct costs or expenses associated with the performance of these additional services based upon actual costs of salaries and travel expenses incurred.

Prior to the commencement of the Construction Work for the Segment 3C Facility Segment, Developer and TxDOT shall provide each other with a respective single point of contact for this scope of services. TxDOT will direct all invoices, test reports, questions and other issues to this point of contact. Developer and TxDOT shall provide the other written notification of a change to the point of contact.

INSPECTED MATERIALS:

TxDOT will only perform inspection services for Developer at structural steel fabrication plants, commercial precast prestressed and non-stressed concrete products plants, and other miscellaneous fabrication plants where TxDOT routinely provides such inspection and testing services for its own highway materials or for others. TxDOT reserves the right to prioritize or reschedule any inspection and testing services, according to the following:

- Inspection and testing services may be cancelled or deferred due to unavailability of TxDOT personnel to perform the necessary inspection;
- Inspections for Developer will be given lower priority than inspections performed by TxDOT for TxDOT projects; and
- Inspections for Developer may be rescheduled to coincide with the inspection of products for TxDOT projects.

Developer and its fabricators shall abide by the Noncompliance Report (NCR) process utilized by TxDOT for disposition of products that do not meet the requirements of Developer's specifications provided in the Work Request. The current TxDOT NCR process for handling various NCR conditions is described in Appendix 3 to this Exhibit 33. TxDOT, in its sole and unfettered discretion, may revise the TxDOT NCR process.

A minimum of two weeks prior to TxDOT performing any inspections, Developer shall submit Work Requests to TxDOT. Each Work Request shall be for a single fabricator, and must include the following:

- Project information (i.e. contract number, CSJ, etc.)
- Work description
- Type and estimated quantity of material(s) to be inspected
- Fabricator information (Name, contact person, physical location)
- Desired date of inspection
- Signature/name and telephone number of Developer's authorized representative.
- Most recent TxDOT Specification Item or most recent TxDOT Special Specification to be used for inspection
- List of Developer's amendments to the most recent TxDOT Specification Item
- Developer’s Special Specifications
- Complete set of necessary design drawings, material specifications, and shop drawing files in Adobe .pdf format to perform inspection of the material

MONITORED MATERIALS:

TxDOT maintains certain materials for TxDOT's use. Additionally, certain products or Manufacturers/Suppliers are monitored as being TxDOT compliant (“Monitored Materials”). Monitored Materials are described in the following categories:

- **QM -** Quality Monitoring Program. Materials in Program sent directly to projects. Materials supplied with documentation of program compliance.
- **MPL -** Material maintained on approved list (Material Producer List). No additional testing necessary unless directed by TxDOT.
- **WA -** Warehouse Agreements to stock Pre-Tested materials.
- **PJT -** Approve on the basis of project samples.

Developer will not receive a test report for the above-listed Monitored Materials.

TEST REPORTS AND INVOICES:

TxDOT will send a monthly invoice to Developer for services performed pursuant to this Exhibit 33. The test reports will be sent to Developer's point of contact.

PAYMENTS:

Developer shall pay TxDOT's fees for performance of the materials testing and inspection services as shown in the TxDOT Inspection & Testing Rates Table in effect at the time the service is performed. Information regarding TxDOT's Inspection & Testing Rates Table is attached as Appendix 2 to this Exhibit 33. Developer shall remit payment within 30 days after receipt of TxDOT's invoice, addressed to:

Construction Division/ Texas Department of Transportation
Attn: Construction Division/BMS (RA/200-2nd fl.)
125 E. 11th Street
Austin, TX 78701-2483

Appendix 1

Work Request

[Mr.] [Ms.]
_____TxDOT -
Construction Division Materials &
Pavements Section
125 East 11th Street
Austin, Texas 78701-2483

Re: SH XX
Project Limits: from SH X interchange in Some County to IH Y in Another County
CSJ No. 3333-03-003
WORK REQUEST

Dear [Mr.] [Ms.] _____,

We are requesting fabrication inspection of the following materials:

Developer provided specification number
Railing PR1 (150 LF)
Bid Item XXX

The fabricator:

Company Name
3502 [Address]
Contact Person: _____ (off - 555-555-5555)(fax —)

Additional inspection information or request:

If you have any questions concerning this matter, please feel free to call me at (Developer insert office phone number).

Sincerely,

Developer Quality Manager

cc: Developer to provide pdf of necessary design files

Appendix 2

TxDOT Inspection & Testing Rates

Charges will be based on rates in effect at the time inspection and testing services are performed.

TxDOT's current Inspection and Testing Rates are published at
http://ftp.dot.state.tx.us/pub/txdot-info/cst/inspection_testing.pdf

Appendix 3

NCR Process

Noncompliance Report (NCR) Process for Structural Steel Bridge Products

The NCR process for handling various NCR conditions in the Structural Steel Fabrication Branch includes,

NCRs requiring Developer's Registered Professional Engineer input (structural analysis, clarifications, etc.): CSTM&P will provide non-compliance information to Developer's point of contact. Upon review of the information regarding the non-compliance, Developer will provide in writing to TxDOT a corrective action. The corrective action shall be submitted via email to TxDOT in Adobe .pdf format.

- Misplaced components beyond specification tolerances.
- Extreme cases of additional, missing, elongated, etc. holes due to poor workmanship.
- Material/design substitutions/changes after shop drawings have been approved.

NCRs handled by CSTM&P, Structural Steel Fabrication Branch, Austin Headquarters

- Sweep, camber, and twist beyond specification limits.
- Welding procedures, processes, and defects.
- Misdrilled holes (minor deviations).
- Dimensional problems — length, vertical batter, horizontal skew, overall depth, etc.
- Additional splices in flanges and webs (may need to contact Designer if non-traditional member.
- Base metal defects.
- Assembly of members.

NCRs handled by TxDOT plant inspectors (In-House Repair)

- Weld pick-ups.
- Minor heat corrections for sweep/camber.
- Weld defects (up to two times per location — generally).
- Painting issues.

Noncompliance Report (NCR) Process for Steel Non-Bridge Structures

The NCR process handling various NCR conditions in the Miscellaneous Products Fabrication Branch for steel non-bridge structures includes,

NCRs requiring Developer's Registered Professional Engineer input (structural analysis, clarifications, etc.): CSTM&P will provide non-compliance information to Developer's point of contact. Upon review of the information regarding the non-compliance, Developer will provide in writing to TxDOT a corrective action. The corrective action shall be submitted via email to TxDOT in Adobe .pdf format.

- Fabrication discrepancies beyond specification tolerances. (mislocated and/or oversized holes for structural fasteners and/or anchor bolts, etc.)
- Proposed material substitutions for steel components.

NCRs handled by CSTM&P, Structural Steel Fabrication Branch, Austin Headquarters

- Welding procedures, welding repair procedures, procedure qualification records.
- Misdrilled holes, bent surfaces (minor deviations).
- Dimensional problems — length, vertical batter, horizontal skew, overall depth, etc.
- Proposed paint system substitutions.
- Base metal defects.

NCRs handled by TxDOT plant inspectors (In-House Repair)

- Galvanized weldment tests.
- Minor heat corrections.
- Weld defect repairs permitted by the AWS D1.1 Structural Welding Code.
- Painting and galvanizing issues.

Noncompliance Report (NCR) Process for Commercially Produced Precast Concrete Products

The NCR process for handling various NCR conditions in the Precast Concrete Fabrication Branch includes,

NCRs requiring Developer's Registered Professional Engineer input (structural analysis, clarifications, etc.): CSTM&P will provide non-compliance information to Developer's point of contact. Upon review of the information regarding the non-compliance, Developer will provide in writing to TxDOT a corrective action. The corrective action shall be submitted via email to TxDOT in Adobe .pdf format.

- Major honeycombed and/or spalled concrete exposing prestressing strand.
- Modification to prestressed concrete bridge beams (cutting 6-12 inches off beam ends).
- Thin top slab on prestressed concrete box beams (internal void floating).
- Thick bottom slabs on prestressed concrete U-beams and box beams (excessive dead load).
- Low strength concrete

NCRs handled by CSTM&P, Precast Concrete Fabrication Branch, Austin Headquarters

- Horizontal misalignment — Coordinate with prime contractor and District personnel.
- Minor honeycombed/spalled concrete with exposed reinforcing and prestressing steel.
- Damage over traffic lanes requiring concrete repair material (not allowed).
- Dimensional problems — length, vertical batter, horizontal skew, overall depth, etc.
- Minor beam modification — drilling anchor holes, cutting up to 6 inches off beam ends. (Coordinated with prime contractor and District personnel)
- Concrete damage in the bearing area of beams - shifting bearing pad away from beam end to reduce amount of bearing area affected by damage. (Coordinated with prime contractor and District personnel)
- Concrete temperature and/or curing violations.

NCRs handled by TxDOT plant inspectors (In-House Repair)

- Honeycombed/spalled concrete not extending beyond the first plane of reinforcing steel and not over traffic lanes.
- Damage to prestressed bridge deck panels.
- Damage to non-prestressed products.