RIDER TO ADDENDUM #2

FDOT wishes to advise potential proposers of one minor change to the RFQ as set forth in Addendum #2: The RFQ provides that certain foreign currency amounts should be converted to U.S. Dollars as of September 01, 2007. All such references are incorrect. The correct date to use for application of exchange rates is October 01, 2007. Please ensure that your Statement of Qualifications uses the correct date for application of the exchange rate.

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FLORIDA DEPARTMENT OF TRANSPORTATION

October 24, 2007

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To whom it may concern:

The Florida Department of Transportation ("FDOT") is pleased to present Addendum #2 with Rider to the Request for Qualifications ("RFQ") to teams interested in submitting a statement of qualifications (an "SOQ") to design, build, finance, operate and maintain the I-595 Corridor Roadway Improvements Project, Financial Management # 420809-3-52-01 (the "Project") pursuant to Section 334.30, Florida Statutes.

FDOT will make the RFQ available to any interested party at the following address:

FLORIDA DEPARTMENT OF TRANSPORTATION
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309

FDOT will also publish the RFQ on one or more of the following websites:

http://www2.dot.state.fl.us/procurement/ads/advnew.htm#dist4;
http://www2.dot.state.fl.us/procurement/ads/advdbld.htm#dist4;
http://www.dot.state.fl.us/cc-admin/Public_Private_Partnerships/ppp.htm; and
http://www.dot.state.fl.us/contractsadministrationdistrict4/.

The deadline for clarification requests was October 17, 2007 at 5:00 p.m. (Eastern Standard Time). FDOT will not respond to further clarification requests. There is no deadline for administrative questions related to the logistics of submitting an SOQ. All administrative questions arising from this RFQ must be forwarded, in writing, to the following street address, facsimile number or e-mail address:

Antonette Adams,
Florida Department of Transportation
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309
Facsimile: (954) 777-4602
E-mail: d4.profserv@dot.state.fl.us

If an interested party wishes to receive information regarding any addenda issued in connection with this RFQ, the party may provide contact information (name, title, firm name, address, telephone number, facsimile number and email address) to Antonette Adams at the above address. Providing contact information does not relieve a Proposer from the obligation to review the websites listed above for RFQ addenda.

FDOT looks forward to receiving and reviewing your SOQ.

Sincerely,

Florida Department of Transportation

By:
Title:

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FLORIDA
CHARLIE CRIST
GOVERNOR

DEPARTMENT OF TRANSPORTATION
PROCUREMENT OFFICE, DISTRICT 4
3400 w. Commercial Boulevard
Ft. Lauderdale, FL 33309

STEPHANIE KOPELOUSOS
SECRETARY

ADDENDUM NO. 02 with Rider
DATED OCTOBER 24, 2007

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FIN PROJECT NO(S).: 420809-3-52-01
CONTRACT NO.: 0849A or 0849B
COUNTY(IES): BROWARD
DATE RESPONSES ARE DUE: NOVEMBER 5, 2007 AT 2:00 P.M. (EST)
LOCATION: FLORIDA DEPARTMENT OF TRANSPORTATION
PROCUREMENT OFFICE, DISTRICT 4
3400 W. COMMERCIAL BOULEVARD
FT. LAUDERDALE, FL 33309

WORK DESCRIPTION:

I-595 CORRIDOR ROADWAY IMPROVEMENTS PROJECT - THE DEPARTMENT SEEKS TO ENTER INTO A PUBLIC-PRIVATE PARTNERSHIP ("CONCESSION") WITH A CONCESSIONAIRE WHO WILL BE REQUIRED TO DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN THE I-595 CORRIDOR ROADWAY IMPROVEMENTS PROJECT ("THE PROJECT").

THE REQUEST FOR QUALIFICATIONS FOR THE ABOVE-MENTIONED PROJECT IS AMENDED AS FOLLOWS:

1. Replace "Addendum #1 – October 11, 2007" with "Addendum #2 – October 19, 2007" in the footer of the Cover Letter to the Request for Qualifications ("RFQ") and in each of the footers in the RFQ.

2. Replace "October 11, 2007" with "October 19, 2007" in the Cover Letter to the RFQ.

3. Replace "present Addendum #1 to the Request for Qualifications" with "present Addendum #2 to the Request for Qualifications" in the first paragraph of the Cover Letter to the RFQ.

4. Replace "requests is October 17, 2007 at 5:00 p.m. (Eastern Standard Time.)" with "requests was October 17, 2007 at 5:00 p.m. (Eastern Standard Time). FDOT will not respond to further clarification requests." in the second paragraph of the Cover Letter to the RFQ.

5. Replace "administrative questions or clarification requests arising from this RFQ" with "administrative questions arising from this RFQ" in the second paragraph of the Cover Letter to the RFQ.

6. Replace "ADDENDUM #1" with "ADDENDUM #2" in the Title Page of the RFQ.

7. Replace "ADDENDUM #1 – ISSUED OCTOBER 11, 2007" with "ADDENDUM #2 – ISSUED OCTOBER 19, 2007" in the Title Page to the RFQ.

8. Delete "Proposer," from the Title of Form B on page (ii).

9. Delete "***CEI Work –*** Construction engineering and inspection work" from Section 2.

10. Replace "***Guarantor*** – The entity, which cannot be a member of the Proposer and that is acceptable to FDOT, that provides a guarantee pursuant to Section 5.2.1.2(c)" with "***Guarantor*** – The entity providing a guarantee pursuant

to Section 5.2.1.2(c). A Guarantor must be the parent company of the entity that is the subject of the guarantee." in Section 2.

11. Delete "***ITS Work*** – Intelligent transportation system work" from Section 2.

12. Replace "to arrange and close private financing on terms favorable to the State, as well as " with "to arrange and close private financing, as well as" in the fourth paragraph of Section 3.1.

13. Delete Section 4.1.8.

14. Add "Issue Addendum #2 to the RFQ October 19, 2007" after "Issue Addendum #1 to the RFQOctober 11,2007" in Section 4.2.

15. Replace "Proposers shall sequentially number all pages in each volume, and except as provided" with "Proposers shall sequentially number each section of the SOQ, and except as provided" in the second paragraph of Section 5.1.

16. Replace " the SOQ into four sections: (1) General and Legal; (2) Financial; (3) Technical; and (4) Pass/Fail" with "the SOQ into three sections (1) General and Pass/Fail; (2) Financial; and (3) Technical" in the first paragraph of Section 5.2.1.

17. Replace the heading "General and Legal" with the heading "General and Pass/Fail" for Section 5.2.1.1.

18. Replace "General and Legal section of Volume 1" with "General and Pass/Fail section of Volume 1" in the first sentence of Section 5.2.1.1.

19. Replace "Information Regarding Proposer, Equity Members" with "Information Regarding Equity Members" in Section 5.2.1.1(c).

20. Add "Complete a separate Form B for each Equity Member and Major Non-Equity Member of the Proposer and the Guarantor(s) of these entities (if any)." to Section 5.2.1.1(c).

21. Delete Section 5.2.1.1(d)-(g). Replace with Sections 5.2.1.1(d)-(r) as follows:

(d) Form F - Proposer Experience Summary.

(e) Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and PPP Experience.

(f) Form C-2 – Financial Qualifications – Summary Financial Information.

(g) Form D-1 – Technical Qualifications – Design.

(h) Form D-2 – Technical Qualifications – Construction.

(i) Form D-3 – Technical Qualifications – Operation and Maintenance.

(j) Form E – Certification. Complete a separate Form E for each Equity Member and Major Non-Equity Member of the Proposer and the Guarantor(s) of these entities (if any). If one of these entities is a partnership, joint venture, consortium or limited liability company, complete a separate Form E for member. Failure to answer the questions or provide the information requested in Form E, or provision of conditional or qualified responses (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.), incomplete, inaccurate or non-responsive responses or failure to provide information enabling FDOT to contact owner representatives may, in the sole discretion of FDOT, lead to a lower evaluation score and/or a "fail" rating for the team or disqualification from the procurement process.

(k) Teaming Agreement – Proposer (if applicable). See Section 6.2(l) for submission requirements.

(l) Teaming Agreement – Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm (if applicable). See Section 6.2(f) for submission requirements.

(m) Resumes – See Section 5.2.1.3(d) for submission requirements.

(n) References – See Section 5.2.1.3(e) for submission requirements.

(o) Key Personnel Commitment - See Section 5.2.1.3(f) for submission requirements.

(p) Surety Letter / Bank Letter (as applicable) – See Section 5.2.1.2(g) for submission requirements.

(q) Letters of Bank Support – See Section 5.2.1.2(f) for submission requirements.

(r) Joint and Several Liability Letter (if applicable) – See Section 6.2(m) for submission requirements.

22. Replace "in the RFP, FDOT may require the affected member to provide a guarantee covering performance and financial obligations by a separate entity acceptable to FDOT" with "in the RFP, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor" in the third paragraph of Section 5.2.1.2(c).

23. Delete Section 5.2.1.2(e). Replace with Section 5.2.1.2(e) as follows:

(e) Letter of Parent Company Support - Where an Equity Member or Major Non-Equity Member of a Proposer team is a subsidiary of another company, please provide a letter from the parent company, signed by a parent company officer, confirming their intention to support the subsidiary's participation in the Project. This letter must clearly state that the parent company will provide the financial support and human resources needed by the subsidiary to successfully carry out the Project. If the parent company does not provide a letter meeting these conditions and a supporting Form B for the parent company, FDOT will evaluate the subsidiary on the basis of its own financial standing and experience and will not consider the experience of the parent company or the parent company's other subsidiaries.

24. Replace "operations of road projects" with "operation of road projects" in Section 5.2.1.3.

25. Delete Section 5.2.1.4.

26. Replace "$350 million" with "$300 million" in Section 6.2(d)(i)(1). Note that this change occurred in the redlined copy of Addendum #1 provided by FDOT but did not show up in the Addendum #1 Form of Addendum.

27. Replace "minimum of sixty percent (60%)" with "minimum of fifty percent (50%)" in Section 6.2(d)(iv)(3).

28. Replace "at least sixty percent (60%)" with "at least fifty percent (50%)" in Section 6.2(d)(iv)(3).

29. Replace "in Form E and in response to Section 5.2.1.1(e) and (f)" with "in Form E" in Section 6.2(i).

30. Delete "Proposer," from the title of Form B on Exhibit C.

31. Replace "dated as of **[Insert date]"** with "dated as of October 1, 2007, together with addenda thereto" in the first paragraph of Form A.

32. Insert under the first paragraph of Form A the following:

Our team consists of the following members:

Equity Members

_____

_____

_____

Major Non-Equity Members

_____

_____

_____

33. Delete “Proposer,” from the title of Form B under the heading “VOLUME 1” in Form A.

34. Delete “PROPOSER” from the title of Form B.

35. Delete “Florida Individual’s Title:” from Form B.

36. Add “Name of Florida Contact:” below “Name of Official Representative:” on Form B.

37. Delete the Business Organization Section of Form B. Replace with the following:

Business Organization (check one):
- ☐ Corporation (If yes, then indicate the State and Year of Incorporation.)
- ☐ Partnership
- ☐ Joint Venture/Consortium
- ☐ Limited Liability Company
- ☐ Other (describe)

38. Delete “Business Name:” from Form B.

39. Replace “B. Business Address:” with “A. Business Address:” on Form B.

40. Delete “ *Complete a separate Form B for each Equity Member, Major Non-Equity Member of the Proposer and the guarantor(s) of these entities (if any) and include it in Volume 1 of the SOQ” from the bottom of Form B.

41. Delete Form B, Section C. Replace with Section B as follows (additional rows not shown):

B. If the entity is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.”

Name and Address	Proposed Role Within the Consortium, Joint Venture, Limited Liability Company or Partnership	Current or Envisioned Percentage of Shareholding and Type of Share (if applicable)

42. Delete Form B, Section D and the signature chart following Section D.

43. Replace “Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm’s Official Representative” with “Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Official Representative of the entity to which this form relates:” at the bottom of Form B.

44. Replace “In thousands United States Dollars (identify conversion rates of amounts in other currencies)” with “In thousands United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 1, 2007. Please identify the benchmark on which the exchange rate is based.” in Note 3 on Form C-1 and Note 4 on Form D-1, Form D-2, and Form D-3.

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45. Add “Please identify the benchmark on which the exchange rate is based.” to (**) on Form C-2.

46. Replace “sixty percent (60%)” with “fifty percent (50%)” in both places in Form D-3, Note 2.

47. Replace “please identify the team members and the project, provide an explanation of the circumstances, and provide owner contact information including telephone numbers” with “please identify the firm or affiliate* and the project(s), provide an explanation of the circumstances, and provide owner contact information, including current telephone and fax numbers (and email address if available).” to Form E, Question 5.

48. Delete Question 8 on Form E. Replace with Questions 8-11 as follows:

8. Has the firm or any affiliate* been 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 during the last five years with respect to a transportation project?

☐ Yes ☐ No

If yes, please identify (for each instance) the entity determined liable and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

9. Has the firm or any affiliate* been terminated for cause during the last five years with respect to a transportation project?

☐ Yes ☐ No

If yes, please identify (for each instance) the entity terminated for cause and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

10. Has the firm or any affiliate* been involved in any arbitration, litigation, dispute review board or other dispute resolution proceeding occurring during the last five years involving an amount in excess of $500,000 related to performance on public infrastructure projects with a contract value in excess of $250 million?

☐ Yes ☐ No

If yes, please provide a brief description (including the resolution) of each qualifying arbitration, litigation, dispute review board or other dispute resolution proceeding. For each instance, identify an owner’s representative with a current telephone and fax number (and email address if available).

11. With respect to each of Questions 1-10 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 or any affiliate* that could result in the firm or affiliate* being found liable, guilty or in violation of the matters referenced in Questions 1-10 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 1-10 above.

49. Replace " * Affiliates include parent company, subsidiary companies, joint venture members and partners, and other financially liable parties for that entity" with " * The term "affiliates" includes parent company(ies), subsidiaries, organizations under common ownership, joint venturers, partners, and other financially liable parties for that entity."

_____

Antonette Adams
Professional Services Administrator, District 4

I-595 Corridor Roadway Improvements Project
RFQ and PIM Question and Answers Matrix (Addendum #2)

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
1.	PD&E and Geometric Files Access	General	We respectively request that the District make all existing files (.dgn, .tin, .dtm, GEOPAK, etc.) available so that no proposer(s) has any unfair advantage over other competitors. We fully understand that these files will be working files and subject to change. Your timely response is greatly appreciated.	Please see the Project Website (www.i-595.com), which describes how interested parties may obtain existing information from FDOT.
2.	Technical Documents	General	Please provide information regarding use of the interchange infield areas for drainage, particularly at I-75. We respectfully suggest that FDOT utilize one of several options, for example: - Provide the latest designs being developed by District 4 for I-75's PD&E and by the Turnpike for the TPKE / I-595 Design; - Omit the two interchanges from the bid by establishing limits of exception around the two interchanges; OR - Provide a baseline design for each interchange, including direction regarding drainage.	FDOT will provide drainage information for all areas as part of the RFP.
3.	Utilities	General	Will the utility relocations and engineering work done by the utility companies and their consultants be reimbursable by FHWA? If so, how and when will the money be available for the utility companies (or the concessionaire on their behalf) to proceed with the engineering and relocations? Will the concessionaire have the option to construct utility relocations on behalf of the utility companies if the utility companies cannot timely relocate their facilities in conjunction with the I-595 Contractor's schedule?	FDOT will provide details regarding utility relocations in the Concession Agreement included in the RFP.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
4.	Drawings and Sketches	General	Will FDOT release additional information such as drawings and sketches about the at grade solution for the reversible lanes. If so, when will it become available?	Yes. FDOT will provide technical information regarding the at-grade project configuration at an appropriate time during the procurement.
5.	Definition of "Guarantor"	Sections 2 and 5.2.1.2(c)	The new "Guarantor" definition expressly states that said Guarantor cannot be a member of the Proposer. The intent of this appears to be to avoid double-counting Equity Members and Guarantors in the evaluation of the financial standing of the Proposer. Nevertheless, it is possible that an interested sponsor might want to invest part of its equity share directly and the other part indirectly through a subsidiary. The new definition of Guarantor eliminates this possibility, as the sponsor is totally prevented from being a guarantor of its own subsidiary. Please consider allowing a sponsor to be both Guarantor and Equity Member, as long as either: a) only Equity Members are considered for the purposes of evaluating the financial standing of the Proposer (regardless of whether they invest directly or through a subsidiary); or b) the financial standing of Proposer is based on a weighted average, according to the % of each Equity Member. In this case, any Equity Member may use the financial standing of a Guarantor, who in turn is a member of the Proposer , in accordance with its stake in the Proposer.	FDOT has revised the definition of "Guarantor" to allow a project sponsor to be both a Guarantor and an Equity Member, provided that the guarantee is for a subsidiary of the Equity Member. The new definition reads: Guarantor - The entity providing a guarantee pursuant to Section 5.2.1.2(c). A Guarantor must be the parent company of the entity that is the subject of the guarantee.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
6.	Definitions, Subcontractor Qualifications	Sections 2 and 5.2.1.3(a) & (b)	Lead Contractor is defined as the member of the Proposer team, whether a single entity or a joint venture, primarily responsible for the construction of the project. Lead Engineering Firm is defined as the member of the Proposer team, whether a single entity or a joint venture, primarily responsible for the design and engineering of the project. Major Non-Equity Member is defined as the Proposer's Lead Engineering Firm, Lead Contractor and Lead Operations and Maintenance Firm. The RFQ instructions (particularly forms such as Form D-1 - Technical Qualifications - Design, and Form D-2 - Technical Qualifications - Construction) literally interpreted would not allow the inclusion of major subcontracted partners committed to the Proposer's team. These major subcontracted and committed partners provide important experience and resources that further demonstrates the qualifications of the Proposer's team. Can a limited number of major subcontractor qualifications (experience) be included in the RFQ forms?	FDOT will not consider the experience of subcontractors in making its short-list determinations. Therefore, please only list the experience of the Lead Engineering Firm (Form D-1) and Lead Contractor (Form D-2). As noted in the question, these entities may be joint ventures. Proposers may list a joint venturer's experience on these forms if it meets the thresholds set forth in the RFQ.
7.	Project Description	Section 3.1	Adjacent Projects: The project description in Section 3.1 states that the major improvement measures include "geometric improvements to the I-595/Florida's Turnpike Interchange" and "widening/reconstruction of Florida's Turnpike from Griffin Road to Peters Road." What exactly, if anything, is the Turnpike going to construct at the I-595/Turnpike interchange and what are the expected start and completion dates? Similarly, what exactly is to be constructed at the Turnpike interchange and along the Turnpike mainline under this I-595 contract by the concessionaire?	FDOT will provide further details regarding the precise scope of work in due course after the selection of Short-Listed Proposers. FDOT anticipates that the Concessionaire will perform all Project improvements defined in the RFP, including those described in this question.
8.	Financing Experience	Section 3.1	The RFQ sets forth that "the successful Proposer must have proven ability to arrange and close private financing on terms favorable to the State…" Please clarify the meaning of this phrase and how the Proposer should demonstrate this experience.	FDOT will primarily depend on the information in Form C-1 and references to determine whether a Proposer has the ability to arrange and close private financing.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
9.	Stipends	Section 4.1.4	Is the stipend an "opt in" and/or would it be viewed favorably if the client opted out?	FDOT will require all Short-Listed Proposers to execute a Contractual Services Agreement (Stipend Agreement) as described in Section 4.1.4. There are no "opt-in" or "opt-out" options.
10.	Major Non-Equity Members / Participation on Multiple Teams	Section 4.1.5	With respect to Participation on More than One Proposer Team RFQ Section 4.1.5 states "To ensure a fair procurement process, Equity Members and Major Non-Equity Members, are forbidden from participating, in any capacity, on another Proposer team during the course of the procurement…" Please clarify the term "Major Non-Equity Members" intended by RFQ. Would an Engineering firm which is pre-qualified by FDOT in Minor type of work "6.1 Traffic Engineering Studies" be considered as a Major Non-Equity Member? Could a team with this qualification pursue this project with multiple teams since we are providing design services for minor Type of Work.	The definition of "Major Non-Equity Member" in the RFQ states that a Major Non-Equity Member is the "Proposer's Lead Engineering Firm, Lead Contractor [or] Lead Operations and Maintenance Firm." If an entity like the one described in the question is not the Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm for one of the Proposer teams, that entity is free to pursue partnering opportunities with more than one Proposer team.
11.	Proposer Team Changes / Additions	Section 4.1.7	FDOT makes a distinction between a short-listed Proposer changing the composition of its team, and the Proposer adding a new Equity Member or Major Non-Equity Member. Can we confirm that FDOT will remain satisfied with the shortlisted Proposer meeting the minimum criteria if adding new member, if such addition is not constituting a change to the team?	Please see Section 4.1.7. FDOT reserves the right to accept or reject any team change request in its sole discretion (including requests regarding additions to a team). Note that additions to a team constitute a change under Section 4.1.7.
12.	Operation Services	Section 4.1.8	Could you please define the scope of the Operation Services that FDOT is expecting from the Private Partner at this stage?	FDOT is not sure what "Operation Services" are being referred to in the question. Please refer to the PIM, which describes the anticipated scope of work for the Project.
13.	Commun – ication With Proposers	Section 4.2	Within the schedule in 4.2, does FDOT anticipate any correspondence with any Proposers between the SOQ due date and the Short List Selection date?	FDOT does not currently anticipate any correspondence with Proposers during the period described.
14.	Procurement Schedule	Section 4.2	On 28 September 2007, FDOT released an accelerated procurement schedule. While we recognize the urgent need for the Project, we are concerned with the impact of the accelerated	FDOT will take these comments into consideration.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
			schedule on the Project for the following reasons: Competitiveness of Proposals - The competitiveness of a proposal is in large part driven by the level of due diligence industry participants can undertake, which is a function of both resources and time. The greater the due diligence, the better the understanding of the project risks and consequently the more competitive the pricing. This is particularly the case in the development of a design and the consequent pricing of the upfront capital cost which could be significantly impacted by a tight schedule. Level of Industry Participation - The proposed schedule will likely reduce the number of industry participants who ultimately pursue the Project as some will form the view that they are unable to mobilize the necessary resources in the timeframe. While reduced competition may increase a team's chances of being successful, it may also make it unable to interest other key participants in participating on the team due to concern over the accelerated schedule's impact on the competitiveness of the proposal and availability of resources. Achievability of Schedule - Within the proposed schedule, FDOT has set an ambitious task of issuing a final RFP on December 3, 2007 and any final addendum to the RFP by January 7, 2008. This allows minimal time (and far less than in many comparable projects) for feedback from shortlisted proposers on the RFP and subsequent adoption of changes. Again this is likely to impact the competitiveness of proposals as it is unlikely that much feedback from shortlisted proposers will be able to be incorporated into the RFP and hence proposals will be based on a potentially sub-optimal RFP. FDOT P3 Program - The FOOT P3 program is at a relatively early stage in its evolution. It is imperative for the success of future projects that FDOT's procurement process is viewed by industry	

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
			participants as sound. The Port of Miami Tunnel project has suffered from significant delays in its procurement schedule and this has caused significant concern amongst industry participants in relation to the likelihood of future projects being successfully procured on a timely basis. For the reasons outlined above, we recommend that there should be a clear six month period between release of the RFP and submission of proposals to ensure the optimal outcome for FDOT. This would require the addition of two more months to the currently contemplated proposal submission date of April 7, 2008.	
15.	Paper Type	Section 5.1	FDOT has not specified a paper type other than "white paper 8.5"x11.'" Are there any other specificities such as a percentage of recycled material, weight, etc.?	There are no other paper type specifications.
16.	Font Sixe	Sectin 5.1	Please clarify which font size "Exhibits" falls into: 10 pt. font or 12 pt. font?	Proposers may prepare the tables in Exhibits B, C, D and F in 10 point font. All other portions of the SOQ shall be in 12 point font.
17.	Single vs. Double Sided	Section 5.1	Please clarify if the SOQ as a whole should be a single-sided document or a double-sided document. If the SOQ as a global document should be a single-sided document and the "originals" are double-sided, how would FDOT like to see the 20 copies – consistent with the originals as double-sided documents or single-sided?	FDOT's preference is for double-sided documents, but a Proposer may exercise its discretion to use single-sided pages as it deems necessary or desirable.
18.	Packaging	Section 5.1	For the final submittal what are the packing requirements? Should all of the originals be grouped in 1 box (6 binders) and then the copies be submitted by sets (6 binders per box)? Or should each box contain like binders (ex: all of Vol. 1 General and Legal in 1 box and so on)?	Please package the originals in one box. Please provide the copies in boxes containing like binders.
19.	Page Limitations	Section 5.1	Due to the fact that there was not a page limitation set for the SOQ in general, would it be acceptable to sequentially number the pages of the SOQ according to their section rather than the entire volume.	Yes. Please sequentially number the pages of SOQ by section rather than by the entire volume. FDOT has revised Section 5.1 to match this answer.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
20.	Format of Volume 1	Sections 5.1 and 5.2.1	Combining the text from Sections 5.1 and 5.2.1, is FDOT requesting a total of 84 binders for Volume 1 (it reads below that each of the four sections of Volume 1 must come in their own separate binder)? Or, might we submit 21 total binders that clearly divide each of the four sections by tabs?	FDOT has revised Section 5.2.1 so that there are only three sections of Volume 1. Please provide separate binders for each of these three sections (for a total of 63 binders).
21.	Format of Volume 1	Section 5.1 and 5.2.2	For Volume 2, can we assume FDOT wants 42 binders total (21 for Vol. 2, Section One, Technical and 21 for Vol. 2, Section Two, Financial)?	Please provide separate binders for each of the two sections within Volume 2 (for a total of 42 binders).
22.	Need for Guarantors	Section 5.2.1.2(c)	If a Concessionaire has three Equity Members and one of the Equity Members is a newly formed entity who does not have audited financial statements, but such Equity Member were owned 100% by the other two Equity Members of the Concessionaire, so that, in effect the ultimate owners of the common equity of the Concessionaire were the same two entities, please confirm that FDOT would not require a guarantee for such Equity Member who does not have audited financial statements.	The requirement to provide a guarantee in Section 5.2.1.2(c) would still apply. As a result, the SOQ would have to include the guarantee and information regarding the Guarantor.
23.	FDOT Acceptable Guarantor	Section 5.2.1.2(c)	What are the criteria for a Guarantor to be acceptable to FDOT?	FDOT has revised the definition of "Guarantor" and Section 5.2.1.2(c) to clarify that the Guarantor must be the parent company of the entity that is the subject of the guarantee.
24.	Credit Ratings	Section 5.2.1.2(d)	Per Section 5. 2.1.2(d) is FDOT interested in long-term credit ratings from nationally recognized US rating agencies only, or if others exist, will these also be of interest (eg. Short term ratings, local currency ratings, local agency ratings?)	FDOT will primarily focus on long-term credit ratings when reviewing Proposals. Proposers may, however, provide other available credit ratings if they feel that these additional ratings provide meaningful information.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
25.	Parent Company	Section 5.2.1.2(e)	Please confirm that the last sentence in this section which reads "If a letter and supporting Form B are not provided by the parent company, the member will be assessed solely on the basis of their own financial standing," only applies if the Parent Company is also the Guarantor for the entity.	Regardless of whether or not the parent company is a Guarantor, if the Proposer plans to rely on the financial standing of the parent company of one of its team members, the Proposer must provide a letter of parent company support from the parent company along with information regarding the parent company (Form B). If the proposer does not provide these materials, then FDOT will assess this team member solely on its own financial standing.
26.	Subsidiaries	Sections 5.2.1.2(e) and 6.6(b)	Please confirm what criteria FDOT uses to consider a company as a "subsidiary."	"Subsidiary" should be interpreted in accordance with its commercially accepted definition.
27.	Surety Letter	Section 5.2.1.2(g)	We would like to know if the Surety Letter that Lead Contractor has to issue in the prequalification to evidence that they are capable of obtaining a Performance Bond and Payment Bond in an amount of at least $250 million, has to be issued by: 1) One or more Surety Companies or 2) A Broker	The required letter must be issued by the surety, not a broker.
28.	Statement of Financial Approach - Confidential Information	Section 5.2.1.2(h)	In the financial approach FDOT requires the proposer to identify challenges and to propose innovations to meet these challenges. We consider that this should not be considered public information at this stage as it can show potential competitors how the proposer plans to approach the project. Either it is deemed confidential or the proposer won't be able to be as explicit as would be desirable in order to get the highest score.	Please see the capitalized and bolded statement in Section 5.2.1.2(h). Under the Government in the Sunshine Laws, FDOT believes that the Statement of Financial Approach will be a public document unless an exemption from disclosure exists. Whether the Statement of Financial Approach is deemed confidential or not is a legal question and not a matter of FDOT policy.
29.	Statement of Financial Approach	Section 5.2.1.2(h)	Please clarify if "4 pages" refers to 4 single or double-sided pages for the Statement of Financial Approach.	"4 pages" refers to four single-sided sheets of paper or two double-sided sheets of paper.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
30.	Resume for Lead Individuals	Section 5.2.1.3(d)(i)	If one or more Equity Members will be legally delegating all of their management authority to another Equity Member, is it sufficient to provide the resume for only the lead individual of the Equity Member which will have full management authority for the project?	Please provide a resume for the lead individual from each Equity Member. This requirement applies whether or not an Equity Member will delegate all of its management authority to another Equity Member.
31.	Lead Design Engineer	Section 5.2.1.3(d)(iv)	Section 5.2.1.3(d)(iv) of the RFQ reads, "Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position may be an employee or a subconsultant of the Lead Engineering Firm and must have no less than ten (10) years experience in the design and engineering of transportation structures, with no less than five (5) years experience as lead designer, and experience with at least two (2) road civil works projects, each having a construction value in excess of $100 million[.]" Could the FDOT provide us with a more detailed definition of "transportation structure" in order to identify the best candidate for the lead design engineer.	"Transportation structures" means road and bridge structures.
32.	O&M Experience	Section 5.2.1.3(d) & (e)	Most PPP companies perform the O& M work "in-house." It is very common that most O&M managers work for a long period of time for the same PPP Company and manage a "single-project" during a seven year period. In the situation above, would the FDOT accept just one reference and experience for a single project for the Lead O&M firm's manager to meet the RFQ criteria?	Under the scenario described in the question, the Proposer must submit three references for the operations manager from the same owner or client. Please also note that Section 5.2.1.3(d)(v) requires the proposed operations manager to have no less than 7 years of experience operating road projects and does not require that this individual have experience on multiple projects.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
33.	Technical Section, Volume 1- Individual Resources Committed to in SOQ	Section 5.2.1.3(f)	Does the requirement for an express, written statement committing individuals designated in the SOQ apply to the "lead individuals" for each Equity Member and Major Non-Equity Member, or just the project manager for the Lead Contractor, superintendent for the Lead Contractor, lead design engineer for the Lead Engineering Firm and the operations manager for the Lead Operations and Maintenance Firm?	This requirement applies to all of the individuals described in Section 5.2.1.3(d) of the RFQ, including the "lead individuals" for each Equity Member and Major Non-Equity Member.
34.	Key Personnel Statement of Availability	Section 5.2.1.3(f)	Key Personnel Statement of Availability – For the Statement of Key Personnel Commitment, does each company (Equity Member and Major Non-Equity Member) need to submit a commitment letter or will one letter, signed by the Proposer be sufficient?	A single express, written statement committing the individuals designated in the SOQ for the positions or roles described in Section 5.2.1.3(d) is sufficient.
35.	Statement of Technicall Approach	Section 5.2.1.3(g)	Please clarify if "4 pages" refers to 4 single or double-sided pages for the Statement of Technical Approach.	"4 pages" refers to four single-sided sheets of paper or two double-sided sheets of paper.
36.	Parent Company Experience	Section 6.2	FDOT requests the experience of the Equity Members and Major Non-Equity Members. We understand that if a Parent Company establishes a US Corporation (fully owned by the Parent Company) to participate in the I-595 project as an Equity Member or Major Non-Equity Member, and the Parent Company supports and guarantees all the obligations under the future contract of its subsidiary, then the experience of the Parent Company can be included for the purposes of the SOQ requirements.	As part of the evaluation process, FDOT will consider the experience of a parent company only if the parent company provides a letter of support and a guarantee (if applicable). FDOT reserves the right to clarify the relationship between the Equity Member/Major Non-Equity Member and the parent company during the evaluation process. Please note that FDOT has revised Section 5.2.1.2(c) (regarding Guarantors) and Section 5.2.1.2(e) (regarding letters of parent company support) to reflect this intent.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
37.	Use of Subsidiary's Experience	Section 6.2(d)	Please confirm whether a consortium would pass the pass/fail review under Section 6.2(d) for the Lead Contractor, Lead Engineering Firm, Lead Operations & Maintenance Firm and Equity Member, if the respective required experience were satisfied directly by a member of the consortium or indirectly through a wholly owned subsidiary of one of the members of the consortium.	As part of the evaluation process, FDOT will consider the experience of wholly-owned subsidiaries of the Equity Members and Major Non-Equity Members only if the parent company provides a letter of support and a guarantee (if applicable). FDOT reserves the right to clarify the relationship between the Equity Member/Major Non-Equity Member and the listed subsidiaries during the evaluation process. Please note that FDOT has revised Section 5.2.1.2(c) (regarding Guarantors) and Section 5.2.1.2(e) (regarding letters of parent company support) to reflect this intent.
38.	Availability Payment Experience	Section 6.2(d)(i)(2)	We respectfully request that you consider the experience in availability payment structure projects as an advantage for the Proposer to be short-listed instead of being a pass/fail requirement. Note that this suggestion has been posed in the first tier of Q&A to the RFQ. The financial challenge of a toll road project is much more real than in a structure of a non-traffic risk project. In this way, the number of Proposers to this RFQ will decrease since this kind of financing structure is not extended worldwide, especially when only a 10% equity participation is required.	FDOT does not currently plan on changing the referenced requirement.
39.	Availability Payment Experience	Section 6.2(d)(i)(2)	Could the structure of Guaranteed Minimum Income with O&M evaluated performance in a toll road project be considered as an availability payment structure for this pass/fail requirement? In this case, the Owner (Public Entity) guarantees a revenue stream (annual payments) to the concessionaire if the revenues collected by the toll do not reach a certain level and punish the concessionaire according to different performance criteria (safety, congestion, etc.).	The structure described in the question is not an "availability payment structure" for purposes of this requirement.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
40.	Availability Payment Experience	Section 6.2(d)(i)(2)	Could the structure of Guaranteed Internal Rate of Return Ratio (IRR) with O&M evaluated performance in a toll road project be considered as an availability payment structure for the pass/fail requirement? In this case, the Owner (Public Entity) guarantees a revenue stream (annual payments) to the concessionaire if the revenues collected by the toll do not reach the anticipated IRR and punish the concessionaire according to different performance criteria (safety, congestion, etc.)	The structure described in the question is not an "availability payment structure" for purposes of this requirement.
41.	Availability Payment Experience	Section 6.2(d)(i)(2)	Could the structure of O&M evaluated performance in a toll road project be considered as an availability payment structure in the pass/fail requirements? In this case, the Owner (Public Entity) guarantees an additional revenue stream (either by annual payments or by an extension in the concession period) to the concessionaire as a bonus related to different performance criteria (safety, congestion, etc.).	The structure described in the question is not an "availability payment structure" for purposes of this requirement.
42.	Lead Contractor Experience	Section 6.2(d)(ii)	A consortium may decide to appoint as its Lead Contractor a subsidiary or affiliate of the lead member of the consortium and simultaneously subcontract a large part of the construction work to a third entity under a teaming agreement or similar arrangement. In this situation, we would expect FDOT to accept as part of the Lead Contractor's experience the sum of both such Lead Contractor (who by itself already meets the experience requirements) and the subcontractor's experience, in order to meet the pass/fail criteria. Please confirm. Please also indicate where in the SOQ should a Proposer include the (i) evidence of the subcontractor's commitment to the team (ii) subcontractor's general experience requirements and (iii) subcontractor's specific experience with relevance to the Project (Form D-2).	FDOT will not consider the experience of subcontractors in making its short-list determinations. Therefore, please only list the experience of the Lead Contractor (Form D-2). Please note that the Lead Contractor may be a joint venture. Proposers may list a joint venturer's experience on this form if it meets the thresholds set forth in the RFQ.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
43.	Lead Engineering Firm Experience	Section 6.2(d)(iii)	Section 6.2(d)(iii) of the RFQ reads: A Lead Engineering Firm, with experience in the design and engineering of the following: (1) No less than three (3) road civil works projects, each with a construction value in excess of $100 million and that achieved final design in the last seven (7) years; including (2) No less than one (1) road civil works project with a construction value in excess of $100 million that achieved final design in the last four (4) years; and . . . . Could FDOT provide a more detailed definition of "achieved final design"?	"Achieved final design" means that the Lead Engineering Firm completed the design and the owner accepted the design as ready for construction.
44.	Lead O&M Firm Experience	Section 6.2(d)(iv)	A consortium may decide to appoint as its Lead O&M Firm a subsidiary of the lead member of the consortium and simultaneously subcontract a large part of the O&M work to a third entity under a teaming agreement or similar arrangement. In the situation above, we would expect FDOT to accept the addition by a Proposer of the experience of such Lead O&M Firm (who already meets the experience requirements under Section 6.2 (d) (iv)), plus the experience of a subcontractor who will be doing a large part of the O&M work. Please confirm. Please specify how the subcontractor experience may be included/demonstrated in the SOQ.	FDOT will not consider the experience of subcontractors in making its short-list determinations. Therefore, please only list the experience of the Lead Operations and Maintenance Firm (Form D-3). Please note that the Lead Operations and Maintenance Firm may be a joint venture. Proposers may list a joint venturer's experience on this form if it meets the thresholds set forth in the RFQ.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
45.	Lead O&M Firm Experience	Section 6.2(d)(iv)	Section 6.2(d)(iv) reads "The relevant experience must be on projects where the Lead Operation and Maintenance Firm held a minimum sixty percent (60%) of the ultimate responsibility for the listed operation and maintenance experience[.]" We understand that FDOT wants to make sure that the experience of the O&M firm is in projects where the firm had the control and had direct management in the operation and maintenance of the facility. In order for us to show this experience, we think that Section 6.2(d)(iv) could read as follows: "The relevant experience must be on projects where the Lead Operation and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operation and maintenance experience. Should the Lead Operation and Maintenance Firm have held lower than fifty percent (50%), then the firm must demonstrate that it had direct control in the management of the operation and maintenance facility." We would kindly request to introduce this wording in the SOQ.	FDOT has reduced the referenced threshold to fifty percent (50%).
46.	Lead O&M Firm Experience	Section 6.2(d)(iv)	Concerning the relevant experience of the Lead O&M Firm, this experience shall be provided by projects where it held a minimum sixty percent (60%) of the ultimate responsibility for the listed operations and maintenance experience. With the understanding that a shareholder has the control of a company when it has 51% of the shares, we request FDOT to accept a reduced threshold requirement under Section 6.2 (d) (iv) to 51 %.	FDOT has reduced the referenced threshold to fifty percent (50%).

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
47.	Lead O&M Firm Experience	Section 6.2(d)(iv)	Please confirm whether a sole entity whose shareholders have operating and maintaining roadway projects experience would meet the pass/fail review under Section 6.2(d)(iv), as Lead Operation and Maintenance Firm	The intent of the question is not clear. FDOT will consider the experience of the shareholders only if the shareholders provide a letter of support and a guarantee (if applicable). FDOT reserves the right to clarify the relationship between the Lead Operations and Maintenance Firm and the shareholders during the evaluation process. Please note that FDOT has revised Section 5.2.1.2(c) (regarding Guarantors) and Section 5.2.1.2(e) (regarding letters of parent company support).
48.	Florida Registered PE – O&M Phase	Section 6.2(d)(iv)(3)	Please clarify that the Lead O&M Firm needs to have the ability to have a Florida registered professional engineer during the O&M phase of the project, not earlier than that.	FDOT requires the Lead Operations and Maintenance Firm to have a Florida registered professional engineer on staff during the operations and maintenance phase of the Project and not before (Section 6.2(d)(iv)(3)).
49.	Financial Evaluation Factors	Section 6.3.1(d)	Section 6.3.1(d) sets forth that one of the elements to consider for the financial qualifications and capacity of the Proposer is "the extent of financial support for the Proposer from lenders and investors as indicated by bank letters of support…" Please confirm whether FDOT will give more points or penalize a Proposer who provides letters of support which exceed the requirements under the RFQ.	FDOT will take these factors into account when doing the qualitative scoring.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
50.	Transmittal Letter	Form A	Powers of signatory for the SOQ: The draft transmittal letter in the RFQ does not specify whether the signature of the person signing the Transmittal Letter on behalf of the concessionaire must provide any indication of its powers to represent the concessionaire. If any formal powers of attorney were required, obtaining the same might take time, especially if a formal international notary verification system has to be utilized. We would expect the person signing the SOQ in the name of the Concessionaire to be authorized by the Consortium Teaming Agreements; we would also expect that no formal or Notary acknowledged power of attorney will be required for submission. Could FDOT confirm that our understanding is correct? If not, if the power of attorney were granted before a Notary of a foreign country would it have to be translated into English and the Notary's signature validated with an apostille.	FDOT confirms that no formal power of attorney or notary signature is required for execution of Form A.
51.	Form A	Section 5.2.1.1(b), Transmittal Letter -Form A	This section requires the letter to be executed by the Proposer Representative and accompanied by letters from authorized officials from each Equity Member affirming the assertions made by the Proposal Representative. The Transmittal Letter itself concludes with a clause requesting signatures from each Equity Member and Major Non-Equity Member acknowledging their agreement that the named Proposer Representative is authorized to act as agent in their collective behalf as the Proposer. It would be more efficient and inclusive for each Equity Member and Non-Equity Member to submit its letter with Form A that both acknowledges the authorization of the Proposer Representative to act as agent as well as addressing the specifications identified in Section 5.2.1.1(b). This would give the Non-Equity Members the opportunity to make the confirmations required in Section 5.2.1.1(b) and incorporate all acknowledgements into one document. Will FDOT accept this approach in lieu of signing the signature blocks attached to Form A?	Please comply with the RFQ requirements as written.

No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
52.	Proposer Information	Form B	In situations where team members are not located in a single geographic area, but rather globally, would it be acceptable to have each Team Member submit their own Form B in its entirety with each Form B only having 1 signature on the signature page (page 4)?	FDOT has revised Form B. Each Equity Member and each Major Non-Equity Member must fill out a separate Form B for their entity (including signing the copy of Form B for their entity).
53.	Proposer Information	Form B	If the Lead Contractor is a joint venture, do we need to fill out a separate Form B for the construction joint venture as well as the individual joint venture members or just the individual joint venture members?	Please complete Form B for the joint venture and each of its members.
54.	Proposer Information	Form B	Please confirm that section C only applies to the entity filling out each Form B.	FDOT has revised the instructions for this section of the form to clarify that it only applies to the entity filling out Form B.
55.	Proposer Information	Form B	Does section D in Form B need to be filled out only on the Proposer's Form B or should each Major Non-Equity Member fill out section D on their individual Form B?	FDOT has deleted Section D. See the revised Form B.
56.	Proposer Information	Form B	Does the signature table on page 4 need to be filled out only on the Proposer's Form B or on each individual Form B? We understand that an authorized representative of each entity must sign their individual Form B on page 4, but are unclear as to the signature table.	FDOT has deleted the signature table. See the revised Form B.
57.	Exchange Rate Dates	Form C-1	Please indicate the date to be applied for exchange rate for project investments.	Please use October 1, 2007 and identify the rate of exchange used.
58.	Project Descriptions	Form C-1	Please clarify if "1 page" refers to a single or double-sided page for the project descriptions.	"1 page" refers to a single side of one sheet of paper.

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No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
59.	TTS versus TTB	Form C-2	Background: TTS means "Telegraphic Transfer Selling" and TTB "Telegraphic Transfer Bid." The only difference with an exchange reference rate is that in the TTS or TTB the exchange commission is included, so that even if the exchange reference rate has not changed, the TTB or TTS may change because the exchange commission, that the bank applies, changes. In addition, since every Bank is free to apply an exchange commission or other one, so the TTS or TTB may also vary from bank to bank. It is possible to use exchange reference rates from a recognized institution (exp. The European Central Bank) that may differ with TTS rates? If not, please specify for each year (from 1997 to 2006), which TTS rates will be applied?	Please use the reference exchange rate that the Proposer considers appropriate. However, please identify the reference source and the rate employed. Please see the revised Form C-2.
60.	CFO Certification	Form C-2	It is a requirement in Form C-2 that the Chief Financial Officer of the parent company for each reporting entity certifies that the information in such form C-2 is complete, true and correct. The prequalification submittal of our team is not done through a project entity specifically formed for this sole purpose, each of the reporting entities are fully operative companies, Chief Financial Officers of all these companies are fully capable of certifying form C-2 information. Unless there is a reason why the Chief Financial Officer of a parent company is expressly needed we intend that the Chief Financial Officers of each team member certifies its respective information, please confirm that this is acceptable.	The certification of the parent company's Chief Financial Officer is required only when that parent company serves as a Guarantor or where the parent company's experience is presented for consideration as part of the SOQ.
61.	Exchange Rate Dates	Form D	Please indicate the date to be applied for exchange rate for project investments.	Please use October 1, 2007.
62.	Project Descriptions	Form D	Please clarify if "1 page" refers to a single or double-sided page for the project descriptions.	"1 page" refers to a single side of one sheet of paper.

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No.	Issue	RFQ / PIM Section	Question/Comment	Answer/Response
63.	Lead O&M Firm	Form D-3	If the O&M company is the concessionaire itself, belonging to the parent company (Concessionaire Group), which is the company that needs to appear as the responsible party for these tasks?	Please list the entity that will fill the role of Lead Operations and Maintenance Firm. This applies even if the entity has other roles on the Proposer team. For example, if an Equity Member also has the experience required for the Lead Contractor, the SOQ could list that entity for both roles.

REQUEST FOR QUALIFICATIONS

TO DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN

THE
I-595 CORRIDOR ROADWAY IMPROVEMENTS PROJECT

FINANCIAL MANAGEMENT # 420809-3-52-01

THROUGH A

CONCESSION AGREEMENT

ADDENDUM #2

FLORIDA DEPARTMENT OF TRANSPORTATION

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ADDENDUM #2 with Rider - ISSUED OCTOBER 24, 2007

Florida Department of Transportation
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309

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Exhibits:

Exhibit A List of Project Documents
Exhibit B Project Map
Exhibit C RFQ Forms

Forms:

Form A Transmittal Letter
Form B Information Regarding Equity Members and Major Non-Equity Members
Form C-1 Financial Qualifications – Transportation Infrastructure Concession and PPP Experience
Form C-2 Financial Qualifications – Summary Financial Information
Form D-1 Technical Qualifications – Design
Form D-2 Technical Qualifications – Construction
Form D-3 Technical Qualifications – Operations and Maintenance
Form E Certification
Form F Proposer Experience Summary

1. INTRODUCTION.

The Florida Department of Transportation ("FDOT"), an agency of the State of Florida ("State"), hereby requests the sealed submittal of statements of qualifications ("SOQ") from Proposers desiring to design, build, finance, operate and maintain the I-595 Corridor Roadway Improvements Project (the "Project"), an FDOT project, through a Concession Agreement.

This Request for Qualifications ("RFQ") is issued in accordance with the provisions of Section 334.30, Florida Statutes, and other applicable provisions of law. Proposers short-listed in response to this RFQ will be invited to submit detailed proposals ("Detailed Proposals") in response to a Request for Proposals ("RFP").

FDOT will make the Project Documents available to prospective Proposers for review either on the Website or at FDOT's District 4 office identified below. Proposers may make an appointment to review the Project Documents or may submit written requests for reproduction of hard copies of Project Documents by contacting FDOT at the following address:

Florida Department of Transportation
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309
Attn: Antonette Adams
Telephone: (954) 777-4624
Facsimile: (954) 777-4602
E-Mail: d4.profserv@dot.state.fl.us

FDOT will charge for the costs of providing copies at its standard rates and for the costs of any contracted printing services.

2. CERTAIN DEFINITIONS.

Availability Payment – Periodic payments to the Concessionaire made by FDOT that begin when the Project opens to traffic. Entitlement to the Availability Payment will generally be based on the availability of the Project to vehicular traffic and Concessionaire's conformance with other operation and maintenance criteria established in the Concession Agreement.

Concession Agreement – The agreement between the Concessionaire and FDOT to design, build, finance, operate and maintain the Project.

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Concessionaire – The Short-Listed Proposer determined by FDOT to have submitted the Detailed Proposal that presents the best value to the State and who thereafter executes a Concession Agreement with FDOT.

Contractual Services Agreement – The agreement between a Short-Listed Proposer and FDOT pursuant to which FDOT will pay a stipend to the Short-Listed Proposer if the Short-Listed Proposer submits a responsive Detailed Proposal but is not chosen by FDOT as the Concessionaire.

Detailed Proposals – Proposals submitted by Short-Listed Proposers in response to the RFP.

Engineer of Record – The engineering/design firm(s) on the Proposer team that is/are technically qualified and in charge of the engineering/design types of work for the Project and are qualified with FDOT to perform such work. This firm or firms may or may not be the same as the Lead Engineering Firm.

Equity Member – A member of a Proposer team that will contribute shareholders' equity to the Concessionaire as part of the financing plan for the Project.

FHWA – The Federal Highway Administration.

FOIA – The federal Freedom of Information Act, as set forth in 5 U.S.C. Section 552.

Government in the Sunshine Laws – Collectively, the Public Records Law, Ch. 119, Florida Statutes, and the Public Meetings Law, Section 286.011, Florida Statutes.

Guarantor – The entity providing a guarantee pursuant to Section 5.2.1.2(c). A Guarantor must be the parent company of the entity that is the subject of the guarantee.

Lead Contractor – The member of the Proposer team, whether a single entity or a joint venture, primarily responsible for the construction of the Project.

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

Lead Operations and Maintenance Firm – The member of the Proposer team, whether a single entity or a joint venture, primarily responsible for the maintenance and operation obligations as set forth in the Concession Agreement.

Major Non-Equity Member – The Proposer's Lead Engineering Firm, Lead Contractor and Lead Operations and Maintenance Firm. If any of these entities qualify as an Equity Member, then that entity shall not be treated as a Major Non-Equity Member.

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PD&E Study – The Project Development and Environment Study developed by FDOT for the Project. The PD&E Study documents commitments made by FDOT to FHWA.

PIM – The Project Information Memorandum prepared by FDOT to provide general information regarding the Project to potential Proposers. Interested parties may access the PIM via the Website.

Project Documents – Those documents identified in Exhibit A, as such Exhibit may be amended from time-to-time prior to the Short-Listed Proposers' submission of Detailed Proposals.

Project Selection Committee – The group of individuals authorized by FDOT to select the Short-Listed Proposers based on the evaluation criteria identified in the RFQ and to then select a Concessionaire from among the Short-Listed Proposers based on the evaluation criteria FDOT will include in the RFP.

Proposers – Companies, teams, joints ventures, partnerships or consortia submitting SOQs in response to this RFQ.

Short-Listed Proposers – Proposers submitting SOQs who are selected by FDOT as qualified to submit detailed proposals in response to the RFP. FDOT intends to short-list three Proposers and retains the option to short-list up to four Proposers.

SOQ Due Date – The "SOQ Due Date" listed in Section 4.2.

Website – The website found at: http://www.i-595.com. After FDOT selects the Short-Listed Proposers, FDOT intends to create a file transfer appliance (FTA) site that it will use to transmit information to the Short-Listed Proposers.

3. PROJECT OPPORTUNITY.

3.1 Project Description.

Project Description: The limits of the Project extend from the I-75/Sawgrass Expressway Interchange to east of the I-595/I-95 interchange in Central Broward County, Florida, for a total project length of approximately 10.5 miles. The Project consists of the reconstruction and resurfacing of the I-595 mainline, including the addition of auxiliary lanes (and all associated improvements to adjacent cross-roads, frontage roads and ramps), and a new express lanes system in the I-595 median.

The major improvement measures include: (1) at-grade express toll lanes serving express traffic to/from I-75/Sawgrass Expressway from/to east of SR-7, with a direct connection to the median of Florida's Turnpike; (2) the addition of auxiliary lanes on the eastbound and westbound I-595 and SR 84 roadways; (3) a continuous connection

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of the SR 84 frontage road between Davie Road and SR 7; (4) grade separated (braided) interchange ramps; (5) combined ramps and cross-road bypasses; (6) geometric improvements to the I-595/Florida's Turnpike Interchange; (7) widening/reconstruction of Florida's Turnpike from Griffin Road to Peters Road; (8) the accommodation of a future transit envelope within the corridor currently under development as part of the Central Broward East-West Transit Analysis (CBE-WTA); and (9) implementation of the environmental commitments set forth in the PD&E Study and subsequent environmental permit commitments as they relate to the design, construction and maintenance of the Project. Major construction components include: roadway and barrier walls, earthwork, retaining and noise abatement walls, bridges (new, widening and reconstruction), drainage, and intelligent transportation systems. Interested parties may obtain general information regarding the Project by referring to the PIM and the Website.

On June 29, 2006 FHWA approved a Type II Categorical Exclusion for the Project. FHWA based this approval on the environmental commitments identified in the Commitments and Recommendations section of the PD&E Study. FDOT is currently developing a re-evaluation of the original PD&E Study to address the change in typical section and further document the pond sites that FDOT is selecting for the Concessionaire's use in the drainage design. Any design proposal by the Concessionaire that may change the intent of the existing approved PD&E Study may require additional re-evaluations. It will be the responsibility of the Concessionaire to complete all work associated with a re-evaluation, coordinate with FDOT District 4 Planning and Environmental Management Office staff prior to the submission to FHWA for approval and complete all work in accordance with the National Environmental Policy Act process. In addition, the Concessionaire will be required to demonstrate the minimization of impacts during the design, permitting, construction and maintenance phases of the Project, while ensuring that all environmental commitments are honored.

FDOT seeks to enter into a Concession Agreement with Concessionaire to design, build, finance, operate and maintain the Project. FDOT is seeking a private partner experienced in undertaking large transportation infrastructure projects under a concession approach who is willing to share Project risks. The successful Proposer must have proven ability to arrange and close private financing, as well as demonstrated skill in designing, building, managing and operating complex highways on behalf of public sector owners.

FDOT expects to compensate the Concessionaire through an availability payment structure that may include other components such as a small usage-related payment that is primarily intended to compensate the Concessionaire for traffic on the Project in excess of pre-determined levels. In addition, FDOT intends to pay construction milestone payments to the Concessionaire, with a final milestone payment

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contemplated upon final completion of the construction phase of the Project. Further details regarding this payment mechanism will be presented in the RFP.

3.2 Responsibility for Permits.

The Concessionaire will generally be responsible for identifying and securing all necessary regulatory and building permits. Despite this, in the interest of expediency FDOT has commenced the process for securing one or more these permits. The RFP will provide further details regarding permits and allocation of responsibility with respect to permits. From time-to-time, FDOT may also post additional information on the Website regarding permits.

4. PROCUREMENT PROCESS.

4.1 Overall Process.

4.1.1 SOQs.

FDOT will evaluate the SOQs it receives in response to this RFQ and will determine, according to criteria outlined in this RFQ, the identity of the Short-Listed Proposers selected to receive the RFP. FDOT intends to short-list three (3) Proposers, with an option to short-list a maximum of four (4) Proposers. If FDOT receives less than three (3) responsive SOQs, FDOT may either (a) proceed with the procurement with a smaller number of Short-Listed Proposers or (b) terminate this procurement.

4.1.2 RFP.

Following the determination of Short-Listed Proposers, FDOT may choose to release a draft RFP to Short-Listed Proposers for review and comment, including instructions to proposers, scope of work, technical provisions, a draft Concession Agreement and other contract documents. Following receipt of written comments, FDOT may schedule one-on-one and/or group fact-finding meetings to exchange ideas and to discuss issues raised by the Short-Listed Proposers. FDOT will provide the Short-Listed Proposers with specific details concerning the industry review process following short-listing.

4.1.3 Final Discussions/Clarifications.

Based upon the Detailed Proposals received under the RFP, FDOT may, in accordance with applicable law and based on a determination of apparent best value, select a Short-Listed Proposer for final, limited discussions and clarifications to finalize a Concession Agreement for award and execution. If such final discussions are not successful, FDOT may conduct limited discussions with and seek clarifications from the

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next highest rated Short-Listed Proposer. Alternatively, FDOT at its sole discretion may terminate the procurement.

4.1.4 Stipends.

FDOT intends to pay partial compensation to each responsive but unsuccessful Short-Listed Proposer for the work product it produces in developing and submitting a Detailed Proposal. The amount of this partial compensation shall not exceed $1,000,000 and in no way is intended to compensate the responsive but unsuccessful Short-Listed Proposer(s) for the total cost of preparing a Detailed Proposal. FDOT reserves the right to use, as it deems appropriate, any of the concepts or ideas contained within the Detailed Proposals submitted by unsuccessful Short-Listed Proposers. The RFP and a separate Contractual Services Agreement shall set forth specific provisions regarding FDOT's payment of this stipulated amount.

4.1.5 Participation on More than One Proposer Team.

To ensure a fair procurement process, Equity Members and Major Non-Equity Members, are forbidden from participating, in any capacity, on another Proposer team during the course of the procurement. If FDOT does not short-list a Proposer as part of the RFQ evaluation process, the members of the unsuccessful Proposer team are free to participate on Short-Listed Proposer teams, subject to the requirements of Section 4.1.7. Any Proposer that fails to comply with the prohibition contained in this Section 4.1.5 may be disqualified from further participation as a Proposer for the Project.

4.1.6 FDOT Qualification of Construction and Design Firms.

4.1.6.1 Generally.

Consistent with the intent of the FDOT prequalification process outlined in Chapter 14-91 Florida Administrative Code, Short-Listed Proposer teams shall, except to the extent expressly provided otherwise in this RFQ, satisfy the technical qualification requirements for the Project as required by Chapter 14-75 and 14-22, Florida Administrative Code and become qualified with FDOT no later than the dates indicated below. Firms not already pre-qualified with the Department shall initiate the application process as soon as practical after reviewing the technical qualification requirements set forth in this RFQ.

4.1.6.2 FDOT Required Classification of Work for Contractors.

In accordance with and by the time set forth in this Section 4.1.6.2, the Lead Contractor shall be qualified with FDOT in the following:

- "Major Bridges – Bridges which include curved steel girders";

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- "Major Bridges – Bridges of concrete segmental construction";
- "Major Bridges – Cast-in-place post-tensioned superstructures";
- "Intermediate Bridges";
- "Grading";
- "Drainage";
- "Flexible Paving"; and
- "Hot Plan-Mix Bituminous."

To the extent a Short-Listed Proposer's design for the Project does not contemplate the performance of one of the above-listed types of work ("TOW"), qualification in that TOW is not required. Other categories of construction will not require qualification, however, if the roadway work is not performed by the qualified Lead Contractor, the entity performing the roadway work shall also be qualified.

The qualification process involves submitting (i) a completed contractor qualification form to FDOT and (ii) audited financial statements within four (4) months of the entity's fiscal year end. If the most recent year's annual audited financial statement(s) are not available at that time, the Proposer shall submit its latest available audited financial statement and then submit the most recent year's annual audited financial statements as soon as they become available, but in no event later than six (6) months of its fiscal year end.

The Lead Contractor shall complete the qualification process prior to the due date for Detailed Proposals.

4.1.6.3 FDOT Required Types of Work for Engineering/Design Consultants.

Except to the extent expressly provided otherwise in this RFQ, in accordance with Chapter 14-75, Florida Administrative Code, at least one team member of each Short-Listed Proposer team (lead or sub) must be pre-qualified by FDOT for each of the Professional Engineering/Design TOW listed in this Section 4.1.6.3. This requirement does not apply to any TOW that is not implicated by a Short-Listed Proposer's design for the Project.

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Type of Engineering and Design Work	Description of Engineering and Design Work Type
Major	
3.2	Major Highway Design
3.3	Controlled Access Highway Design
4.2.1	Major Bridge Design - Concrete
4.2.2	Major Bridge Design - Steel
4.2.3	Major Bridge Design - Segmental
5.1	Conventional Bridge Inspection
5.3	Complex Bridge Inspection
5.4	Bridge Load Rating
9.1	Soil Exploration
9.2	Geotechnical Classification Lab Testing
9.4.1	Standard Foundations Studies
9.4.2	Non-Redundant Drill Shaft Bridge Foundation Studies
Minor:	
6.1	Traffic Engineering Studies
6.2	Traffic Signal Timing
7.1	Signing, Pavement Marking and Channelization
7.2	Lighting
7.3	Signalization
8.2	Design, Right of Way and Construction Surveying
15.	Landscape Architect

Qualification requirements for each TOW required for the Project include having experienced professionals (engineers, architects, surveyors, mappers, landscape architects, transportation planners, right of way acquisition consultants, etc.) that are registered in accordance with Florida law. International and domestic professional engineering/design firms interested in participating in the Project that do not have professionals within their firm that are currently registered in accordance with Florida law are strongly encouraged to contact the Florida Board of Professional Engineers immediately at (850) 521-0500.

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In addition, all firms must register to do business in the State. This can be accomplished by contacting the Division of Corporations within the Florida Department of State at (850) 245-6051.

Each Short-Listed Proposer team must complete the qualification process for engineering/design firms prior to the due date for Detailed Proposals. Firms unable to meet qualification requirements prior to this qualification deadline may partner with an Engineer of Record that is qualified and in responsible charge of all engineering/design work associated with the TOW to be performed by the firm unable to meet FDOT qualifications.

4.1.6.4 Pre-qualification Assistance.

For assistance with the contractor pre-qualification process contact the FDOT Contracts Administration Office at (850) 414-4000. Proposers can obtain assistance with the engineering/design consultant pre-qualification process from the Procurement Office at (850) 414-4485.

4.1.7 Changes in Proposer Team.

In the event that a Short-Listed Proposer seeks to change the composition of its team (including additions to a Proposer team) or the percentage of equity participation of one or more Equity Members of its team, the Short-Listed Proposer shall promptly seek FDOT's approval of the proposed change and provide FDOT with sufficient details of the proposed change so as to facilitate FDOT's consideration thereof. FDOT may in its sole discretion accept, reject or seek additional information regarding a Short-Listed Proposer's request to change its team, and will base its decision on whether the Short-Listed Proposer as a whole still meets the minimum criteria contained in this RFQ and whether FDOT would still have short-listed the team if the change had occurred before the Short-Listed Proposer submitted its SOQ. If a Short-Listed Proposer seeks to add one or more new Equity Members or Major Non-Equity Members to its team, the proposed new member shall provide all of the information that is required in this RFQ regarding Equity Members and Major-Non-Equity Members of a Proposer team.

4.2 Procurement Schedule.

FDOT anticipates carrying out the first phase of the procurement process for the Project in accordance with the following schedule:

Issue RFQ	October 1, 2007
Issue Addendum #1 to the RFQ	October 11, 2007
Last date for Proposer clarification requests	October 17, 2007

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Issue Addendum # 2 to the RFQ	October 19, 2007
SOQ Due Date	November 5, 2007 (2:00 p.m. EST)
Short-List Selection	December 3, 2007

This schedule is subject to modification at the sole discretion of FDOT. FDOT will notify Proposers of any change by an addendum to this RFQ. FDOT anticipates selecting a Concessionaire in May 2008.

FDOT reserves the right to issue addenda to this RFQ at any time before the SOQ Due Date. FDOT will post any addenda to this RFQ on one or more of the following websites:

http://www2.dot.state.fl.us/procurement/ads/advnew.htm#dist4;
http://www2.dot.state.fl.us/procurement/ads/advdbld.htm#dist4;
http://www.dot.state.fl.us/cc-admin/Public_Private_Partnerships/ppp.htm; and
http://www.dot.state.fl.us/contractsadministrationdistrict4/.

Proposers are responsible for monitoring these websites for information concerning the Project.

4.3 Clarification Questions.

Proposers may submit written clarification questions to FDOT at any time prior to 5:00 p.m. EST on the last day for clarification requests listed in Section 4.2. Proposers must submit any clarification requests to FDOT at either the street address, facsimile number or e-mail address below:

Antonette Adams,
Florida Department of Transportation
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309
Facsimile: (954) 777-4602
E-mail: d4.profserv@dot.state.fl.us

4.4 Federal Requirements.

Proposers are advised that FDOT will utilize federal funds for the Project. Accordingly, applicable federal law and FHWA regulations will govern the Project's procurement and contract documents.

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4.5 Liability, Insurance and Bonds.

FDOT anticipates that the Concession Agreement will require the Concessionaire to assume liabilities, to provide bonds and insurance coverage, and to indemnify and defend FDOT against third party claims as specified in the Concession Agreement. FDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by State law. FDOT is prohibited by State law from indemnifying any Proposer. The State and FDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFP and the Concession Agreement. These provisions will take into account both legal and commercial considerations.

4.6 Disadvantaged Business Enterprises.

It is the policy of FDOT to encourage the participation of DBE, women-owned business enterprises and minority business enterprises in all facets of the business activities of FDOT, consistent with applicable laws and regulations. Pursuant to the provisions of Chapter 339.0805, Florida Statutes, and Chapter 14-78.005, Florida Administrative Code, FDOT has adopted rules to provide certified disadvantaged business enterprises ("DBE") opportunities to participate in the business activities of FDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants. FDOT has adopted the DBE definition set forth in 49 C.F.R. Section 26.5.

FDOT's overall DBE goal is eight and one-tenth percent (8.1%). This goal applies to all FDOT contracts and purchases paid with funds received from the U.S. Department of Transportation through FHWA, the Federal Transit Administration, and the Federal Aviation Administration. Because FDOT has programmed federally-sourced funds for the Project, this DBE goal will apply to the Project and the Concessionaire is obligated to comply with applicable federal laws and regulations related to DBEs. For further information regarding FDOT's DBE program and the Concessionaire's DBE obligations, Proposers may contact Arthur Wright at (850) 414-4747.

4.7 Deviations from Standards and Existing Approvals.

FDOT anticipates that the RFP will include environmental approvals and a proposed set of Project-specific standards and specifications. The RFP may permit Short-Listed Proposers to propose, for FDOT consideration in FDOT's sole discretion, exceptions and deviations from certain of these standards and specifications. Proposers should note, however, that there may be restrictions on deviations from existing environmental approvals or from certain FDOT-mandated design and construction standards.

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5. SOQ CONTENT AND SUBMITTAL REQUIREMENTS.

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

SOQs shall be written in the English language only and shall provide cost and revenue references in United States of America dollar denominations.

5.1 Format.

Each Proposer shall submit one (1) original and twenty (20) copies (for a total of twenty one (21)) of its SOQ in loose-leaf three ring binders, and one electronic copy in "PDF" format, contained in sealed packages. To help protect the confidentiality of financial and proprietary information, Proposers shall submit Volumes 1 and Volume 2 of the SOQ in separate sealed packages. Proposers shall provide all confidential material in Volume 2.

Proposers shall prepare SOQ submittals on 8-1/2" x 11" sized, white paper, except for forms, which Proposers may present on 11 x 17 white paper, folded to letter size and include in the applicable binder. Proposers shall sequentially number each section of the SOQ, and, except as provided below, shall prepare the SOQs using a minimum of twelve-point font size. Proposers may prepare tables using a minimum of ten point font size. Some of the required documents have specified page limitations. FDOT may disregard documents not complying with these page limitations. Proposers shall not include standard corporate brochures, awards, licenses and marketing materials in an SOQ and FDOT will not evaluate such materials.

5.2 Contents and Organization.

Proposers shall organize their SOQ in the order set forth in this Section 5.2. The SOQ shall contain at least two separately bound and labeled volumes including the information described in this Section 5.2. Each volume may be subdivided as needed.

5.2.1 Volume 1.

Proposers shall divide Volume 1 of the SOQ into three sections: (1) General and Pass/Fail; (2) Financial; and (3) Technical. Proposers shall submit each section of Volume 1 in a separate binder in order to facilitate the evaluation process. Volume 1 should not contain any confidential or proprietary information. Proposers must place all confidential and proprietary information in Volume 2.

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5.2.1.1 General and Pass/Fail.

The General and Pass/Fail section of Volume 1 shall contain the information described in this Section 5.2.1.1.

(a) Proposer's Contact Information. A form indicating the name, title, firm name, address, telephone number, facsimile number and email address for all persons on the Proposer's team who the Proposer wishes to receive notices in relation to the Project.

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

(c) Form B – Information Regarding Equity Members, Major Non-Equity Members and Guarantors. Complete a separate Form B for each Equity Member and Major Non-Equity Member of the Proposer and the Guarantor(s) of these entities (if any).

(d) Form F - Proposer Experience Summary.

(e) Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and PPP Experience.

(f) Form C-2 – Financial Qualifications – Summary Financial Information.

(g) Form D-1 – Technical Qualifications – Design.

(h) Form D-2 – Technical Qualifications – Construction.

(i) Form D-3 – Technical Qualifications – Operation and Maintenance.

(j) Form E – Certification. Complete a separate Form E for each Equity Member and Major Non-Equity Member of the Proposer and the Guarantor(s) of these entities (if any). If one of these entities is a partnership, joint venture, consortium or limited liability

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company, complete a separate Form E for member. Failure to answer the questions or provide the information requested in Form E, or provision of conditional or qualified responses (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.), incomplete, inaccurate or non-responsive responses or failure to provide information enabling FDOT to contact owner representatives may, in the sole discretion of FDOT, lead to a lower evaluation score and/or a "fail" rating for the team or disqualification from the procurement process.

(k) Teaming Agreement – Proposer (if applicable). See Section 6.2(l) for submission requirements.

(l) Teaming Agreement – Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm (if applicable). See Section 6.2(f) for submission requirements.

(m) Resumes – See Section 5.2.1.3(d) for submission requirements.

(n) References – See Section 5.2.1.3(e) for submission requirements.

(o) Key Personnel Commitment - See Section 5.2.1.3(f) for submission requirements.

(p) Surety Letter / Bank Letter (as applicable) – See Section 5.2.1.2(g) for submission requirements.

(q) Letters of Bank Support – See Section 5.2.1.2(f) for submission requirements.

(r) Joint and Several Liability Letter (if applicable) – See Section 6.2(m) for submission requirements.

5.2.1.2 Financial.

The Financial section of Volume 1 shall contain the information described in this Section 5.2.1.2.

(a) Form C-1 – Financial Qualifications –Transportation Infrastructure Concession and PPP Experience.

(b) Form C-2 – Financial Qualifications – Summary Financial Information.

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(c) Financial Statements (except to the extent confidential [non-public companies] and therefore included in Volume 2).

Financial statements for the Proposer, including the Equity Members and Major Non-Equity Members and, if applicable, any joint venturers making up the Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below. If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the Equity Members shall be sufficient (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements). Financial statements must be provided in U.S. dollars. If audited financial statements are not available for an Equity Member or Major Non-Equity Member, the SOQ shall include unaudited financials for such member, certified as true, correct and complete by the chief financial officer or treasurer of the entity.

Proposers are advised that if any Equity Member or Major Non-Equity Member of the selected Proposer's team does not have audited financial statements, or if it fails to meet the minimum financial requirements stated in this RFQ and/or in the RFP, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor. The SOQ shall identify the proposed Guarantor for each Equity Member or Major Non-Equity Members that does not have audited financial statements and shall include audited financial statements for each proposed Guarantor. Proposers shall also note that FDOT may, in its discretion based upon the review of the information provided under this Section 5.2.1.2, also specify that an acceptable Guarantor is required as a condition of short-listing.

If the team or any other entity for which financial information is submitted as required hereby files reports with the Securities and Exchange Commission, then electronic links to the latest 10-K and 10-Q shall be provided. Required financial statements shall include:

i. Opinion Letter (Auditor's Report)

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ii. Balance Sheet

iii. Income Statement

iv. Statement of Changes in Cash Flow

v. Footnotes

vi. If financial statements are prepared in accordance with principles other than U.S. GAAP, the Proposal must include a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof.

(d) Credit Rating – If available, please provide the credit rating for the Proposer, including the rating for each Equity Member and Major Non-Equity Member and, if applicable, each of the joint venturers comprising the Major Non-Equity Members.

(e) Letter of Parent Company Support - Where an Equity Member or Major Non-Equity Member of a Proposer team is a subsidiary of another company, please provide a letter from the parent company, signed by a parent company officer, confirming their intention to support the subsidiary's participation in the Project. This letter must clearly state that the parent company will provide the financial support and human resources needed by the subsidiary to successfully carry out the Project. If the parent company does not provide a letter meeting these conditions and a supporting Form B for the parent company, FDOT will evaluate the subsidiary on the basis of its own financial standing and experience and will not consider the experience of the parent company or the parent company's other subsidiaries.

(f) Letters of Bank Support – No less than three letters from monoline insurers or from the Equity Member's principal banks supporting the Proposer or the Equity Members indicating that the identified member is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. To be considered, a letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor

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Service and Standard & Poors Ratings Group). The letter shall indicate any experience the lender has with the identified Proposer or the Equity Member in connection with public-private partnership concession financing packages in the infrastructure sector that have closed within the past seven (7) years and that has raised a private finance value in excess of $300 million at time of closing.

(g) Surety Letter - Evidence from a surety authorized to issue bonds in the State indicating that the Lead Contractor is capable of obtaining a Performance Bond and Payment Bond in an amount of at least $250 million. The evidence regarding bonding capacity shall take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. Any surety providing such letter must be rated at least A or better and Class VIII or better by A.M. Best and Company. The letter must specifically state that the surety has read this RFQ, evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. As an alternative to the surety letter required by this section, the Proposer may submit a letter from a bank indicating a willingness to issue a letter of credit in the amount of $250 million. To be considered, the letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poors Ratings Group)

FDOT has not yet determined the specific amount or form of payment and performance bonds, guarantees, or other security that it will require for the Project. Proposers are advised that the RFP may require a package of bonds and other security in a total amount greater than the $250 million amount referenced above. FDOT shall delineate such requirements, which will be consistent with applicable law and acceptable commercial practices, in the RFP. FDOT will provide Short-Listed Proposers with a draft RFP indicating the structure and component parts of the security package during the industry review process that will precede the issuance of the RFP.

(h) A statement of the Proposer's financial approach to the Project, including identification of any perceived challenges to financing the Project and proposed innovations to meet these challenges. The statement of financial approach may be no longer than 4 pages.

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THE STATEMENT PROVIDED WILL BE A PUBLIC DOCUMENT SUBJECT TO RELEASE UNDER THE GOVERNMENT IN THE SUNSHINE LAWS UNLESS AN EXEMPTION FROM DISCLOSURE EXISTS. PROPOSERS SHOULD PREPARE THE REQUIRED STATEMENT WITH THE UNDERSTANDING THAT IT MAY BECOME AVAILABLE TO THE PUBLIC PRIOR TO SELECTION OF A CONCESSIONAIRE.

5.2.1.3 Technical.

The Technical section of Volume 1 shall contain the information described in this Section 5.2.1.3.

(a) Forms D-1 – Technical Qualifications – Design.

(b) Form D-2 – Technical Qualifications – Construction.

(c) Form D-3 – Technical Qualifications – Operation and Maintenance.

(d) Personnel Qualifications. Separate resumes of no more than two pages each for the following key personnel and management staff:

i. Proposed lead individual from each Equity Member and Major Non-Equity Member;

ii. Proposed project manager for the Lead Contractor. The individual proposed for this position must have no less than ten (10) years road civil works project management experience, with no less than seven (7) years experience as project manager, and project management experience with at least two (2) road civil works projects each having a construction value in excess of $100 million;

iii. Proposed superintendent for the Lead Contractor. The individual proposed for this position must have no less than ten (10) years road civil works construction experience as a superintendent and experience with at least two (2) road civil works projects each having a construction value in excess of $100 million;

iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position may be an employee or a subconsultant of the Lead Engineering Firm and must have no less than ten (10) years experience in the design and engineering of transportation structures, with no

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less than five (5) years experience as lead designer, and experience with at least two (2) road civil works projects, each having a construction value in excess of $100 million;

v. Proposed operations manager for the Lead Operations and Maintenance Firm. The individual proposed for this position must have no less than seven (7) years experience in the operation of road projects;

vi. Any other key members of the Proposer's management team; and

vii. Any other individual that the Proposer wishes to identify at this time.

(e) Three references each for the Lead Contractor's project manager and superintendent, the Lead Engineering Firm's lead design engineer and the Lead Operations and Maintenance Firm's operations manager. References shall be previous owners or clients with whom these individuals have worked within the past ten (10) years (including at least one reference from the past five years) and shall include the name, position, company or agency and current addresses and phone and fax numbers.

(f) An express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Section 5.2.1.3(d) shall be available to serve the role so identified in connection with the Project. While FDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be reviewed very carefully by FDOT and shall be subject to prior FDOT approval. Failure to obtain FDOT approval for such changes may result in disqualification of the Proposer by FDOT.

(g) A statement of the Proposer's technical approach to the Project, including identification of any perceived technical challenges and proposed innovations to meet these challenges. The statement may address, at the Proposer's discretion, any or all of the technical elements of the Project opportunity, including design and

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construction, or operations and maintenance. The statement of technical approach may be no longer than 4 pages. **THE STATEMENT PROVIDED WILL BE A PUBLIC DOCUMENT SUBJECT TO RELEASE UNDER THE GOVERNMENT IN THE SUNSHINE LAWS UNLESS AN EXEMPTION FROM DISCLOSURE EXISTS. PROPOSERS SHOULD PREPARE THE REQUIRED STATEMENT WITH THE UNDERSTANDING THAT IT MAY BECOME AVAILABLE TO THE PUBLIC PRIOR TO SELECTION OF A CONCESSIONAIRE.**

5.2.2 Volume 2.

Volume 2 of the SOQ shall contain:

(a) The first page of each binder for Volume 2 shall be a page executed by the Proposer that sets forth the specific items that the Proposer deems confidential, trade secret or proprietary information protected from public disclosure under the Government in the Sunshine Laws. Each entry shall list the specific statute within the Government in the Sunshine Laws that the Proposer believes would protect that item from public disclosure. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for FDOT to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Section 5.2.2 is intended to provide input to FDOT as to the confidential nature of a Proposer's SOQ, but in no event shall such list be binding on FDOT or determinative of any issue relating to confidentiality.

(b) The Proposer shall separate the items included in Volume 2 into technical information and financial information and submit these two types of information in two separate binders in order to facilitate the evaluation process. The Proposer shall label these binders "Volume 2: Confidential Proprietary Information – Technical" or "Volume 2: Confidential Proprietary Information – Financial," as appropriate.

(c) FDOT will consider the Proposer to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any other location in the Proposal than in Volume 2, even if the Proposer includes that item in the list described in Section 5.2.2(a).

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5.3 SOQ Submittal Requirements.

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

Response to the
Request for Qualifications to
Design, Build, Finance, Maintain and Operate the
I-595 Corridor Roadway Improvements Project through a
Concession Agreement - Financial Management # 420809-3-52-01

The SOQ shall be delivered no later than the SOQ Due Date to:

Florida Department of Transportation
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309
Attn: Antonette Adams

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by a member of FDOT staff. FDOT will not accept facsimile or other electronically submitted SOQs.

FDOT shall not accept any SOQs delivered after the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Proposers are solely responsible for assuring that FDOT receives their SOQs by this deadline. FDOT 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 FDOT.

6. EVALUATION PROCESS AND CRITERIA.

6.1 Responsiveness.

Each SOQ will be reviewed for (a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ, (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 SOQs not responsive to this RFQ may be excluded from further consideration and the Proposer will be so advised. FDOT may also exclude from consideration any Proposer who FDOT determines, in its sole discretion, included a material misrepresentation in its SOQ. FDOT may, in its sole discretion, request clarifications of the information submitted in the SOQ.

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6.2 Pass/Fail Review.

In conjunction with evaluation of each SOQ for responsiveness, FDOT will evaluate each SOQ based upon the following requirements. A Proposer must meet each requirement in order for FDOT to evaluate its SOQ qualitatively under Section 6.3.

(a) The Proposal contains an original executed Form A in accordance with Section 5.2.1.1(b).

(b) The Proposer has provided evidence of the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Section 5.2.1.2(g).

(c) Neither the Proposer nor any other entity that has submitted Form C-2 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 Section 337.165, Florida Statutes.

(d) The Proposer's team includes, at a minimum, the following Equity Members or Major Non-Equity Members:

i. One or more Equity Members with a minimum of the following experience:

(1) Experience over the last seven (7) years in closing financing for at least three (3) road civil works projects each in excess of $300 million of private debt and equity; and

(2) At least one (1) of the three (3) projects must have utilized an availability payment structure.

To be eligible for consideration in the pass-fail evaluation:

- The financing packages for these projects must have actually closed;
- For projects with a public subsidy or co-financing, only the private portion of the financing is eligible for consideration;

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- The relevant experience must be from Equity Members that will hold more than ten percent (10%) equity interest (held in the form of shares) in the Concessionaire; and

- The relevant experience must be on projects where the Equity Member held a minimum ten percent (10%) equity interest at financial close in the entity actually securing the financing package.

ii. A Lead Contractor with a minimum of the following experience:

(1) Experience as a lead contractor with at least three (3) roadway civil works projects in the last fifteen (15) years, each project having a construction value in excess of $100 million. The Lead Contractor must have completed one of these projects in the past four (4) years; and

(2) Experience as a lead contractor with at least one (1) roadway expansion project in the last seven (7) years that the Lead Contractor has completed and that was open to traffic during the construction period, that involved works with a value in excess of $100 million, on a roadway that had an Annual Average Daily Traffic (AADT) of more than 100,000 vehicles prior to the expansion works.

To be eligible for consideration in the pass-fail evaluation:

- The relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience; and

- If the Lead Contractor is a joint venture, the experience must be from joint venturers that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.

iii. A Lead Engineering Firm, with experience in the design and engineering of the following:

(1) No less than three (3) road civil works projects, each with a construction value in excess of $100 million and that achieved final design in the last seven (7) years; including

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(2) No less than one (1) road civil works project with a construction value in excess of $100 million that achieved final design in the last four (4) years; and

(3) No less than one (1) road civil works project with a construction value in excess of $100 million that reached substantial completion of construction in the last seven (7) years.

To be eligible for consideration in the pass-fail evaluation:

- The relevant experience must be on projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience; and

- If the Lead Engineering Firm is a joint venture, the experience must be from joint venturers that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential engineering work for the Project.

iv. A Lead Operation and Maintenance Firm with a minimum of the following experience:

(1) Experience with operating and maintaining at least three (3) roadway projects over the past five (5) years that meet the following requirements:

(A) At least two (2) projects that involve limited access facilities;

(B) The Lead Operation and Maintenance Firm has operated each project for at least two (2) years; and

(C) The Lead Operation and Maintenance Firm is still providing services on at least one (1) of the projects; and

(2) Current work on at least one (1) roadway project that the firm has operated for at least three (3) years that involves traffic management / operations on urban limited access facilities.

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(3) Note that in addition to the experience requirements identified above, by signing Form A, a Proposer certifies that its Lead Operations and Maintenance Firm has the ability to have a Florida registered professional engineer on staff to make final engineering decisions as required during the operations and maintenance phase of the Project.

To be eligible for consideration in the pass-fail evaluation:

- The relevant experience must be on projects where the Lead Operation and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience;
- The contract term was five (5) years or longer; and
- If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operation and maintenance work for the Project.

(e) If the Proposer is a consortium, partnership or any other form of joint venture, the Proposal indicates an authorized representative for the Proposer in Form A.

(f) If any of the Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm is a joint venture, the Proposal contains an executed teaming agreement or, if an executed agreement does not exist, a summary of the key terms of the anticipated teaming agreement for that joint venture that indicates the percentages of ownership and roles of the various joint venturers.

(g) The proposed project manager and superintendent for the Lead Contractor, the proposed lead design engineer for the Lead Engineering Firm and the proposed operations manager for the Lead Operations and Maintenance Firm meet the minimum experience requirements as set forth in Section 5.2.1.3(d).

(h) The Proposal contains three references each for the Lead Contractor's project manager and superintendent, as well as the Lead Engineering

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Firm's lead design engineer and those references meet the requirements set forth in Section 5.2.1.3(e).

(i) The information disclosed in Form E does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it, as determined by FDOT in its sole discretion.

(j) The Proposer made the express, written commitments regarding the availability of personnel as required in Section 5.2.1.3(f).

(k) The Proposer has submitted the letters of bank support as described in Section 5.2.1.2(f).

(l) If the Proposer is a consortium, partnership or any other form of joint venture, the SOQ contains an executed teaming agreement or, if the entities making up the Proposer have not executed a teaming agreement, a summary of the key terms of the anticipated agreement.

(m) If the Proposer is a consortium, partnership or any other form of joint venture, the SOQ includes a letter signed by each member indicating a willingness to accept joint and several liability until the point at which the Concessionaire creates a special purpose entity as will be allowed in the Concession Agreement.

6.3 Evaluation Criteria and Weighting.

FDOT will evaluate and score each responsive SOQ meeting all of the "pass/fail" qualification requirements in Section 6.2 according to the criteria set forth below. The order in which the evaluation criteria appears within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capability, Statement of Financial Approach and Statement of Technical Approach) is not an indication of weighting or importance.

6.3.1 Financial Qualifications and Capacity (47.5% Weighting).

(a) The Proposer's experience in successfully closing the financing of large transportation concession projects, with an emphasis on roadway public-private partnership projects involving comparable payment mechanisms;

(b) The Proposer's demonstrated experience in successfully developing large transportation projects that involved the Proposer sharing

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substantial risks associated with design, construction, finance, operation and maintenance;

(c) The financial capability of the Proposer as demonstrated by the documents included in the SOQ; and

(d) The extent of financial support for the Proposer from lenders and investors as indicated by bank letters of support indicating willingness to finance the Project, parent company letters of support and letters from sureties/banks indicating their willingness to provide a surety bond or letter or credit to the Proposer.

6.3.2 Technical Qualifications and Capability (47.5% Weighting).

(a) The extent and depth of the Proposer's relevant experience, including its success in carrying out comparable projects and responsibilities independently and in combination with other firms, including:

- The Proposer's experience in successfully managing the design and construction process for large road civil works projects that were open to traffic during the construction period; and
- The Proposer's track record in successfully operating and maintaining transportation infrastructure to a high standard over an extended contract term;

(b) The stability and likelihood of success of the proposed management structure and team; and

(c) The extent and depth of relevant experience of the management team and key personnel listed as required by Section 5.2.1.3(d).

6.3.3 Statement of Financial Approach (2.5% Weighting).

(a) The extent to which the Statement of Financial Approach demonstrates an understanding of the financial complexity of the Project; and

(b) The extent to which the Statement of Financial Approach identifies Project financing problems and challenges and suggests innovative solutions to these problems and challenges.

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6.3.4 Statement of Technical Approach (2.5% Weighting).

(a) The extent to which the Statement of Technical Approach demonstrates an understanding of the technical complexity of the Project; and

(b) The extent to which the Statement of Technical Approach identifies Project technical problems and challenges and suggests innovative solutions to these problems and challenges.

6.4 SOQ Evaluation Procedure.

FDOT anticipates utilizing one or more advisory subcommittees to review and evaluate the SOQs in accordance with the above criteria and to make recommendations to the Project Selection Committee based upon such analysis. FDOT may also schedule fact-finding interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing FDOT's understanding of the SOQs and obtaining clarifications of the terms contained in the SOQs. FDOT 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 SOQ. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, FDOT and applicable law. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. Upon receipt of requested clarifications and additional information as described above, if any, the SOQs will be re-evaluated to factor in the clarifications and additional information.

FDOT will evaluate and rank SOQs and select the Short-Listed Proposers in a manner that furthers the best interests of the State as determined in the sole discretion of FDOT.

Proposers are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities. Proposers and their respective agents and consultants are not permitted to contact, directly or indirectly, any member of the Project Selection Committee, FDOT's administration, FDOT's staff or FDOT's consultants regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted hereby or approved in advance by the Secretary of FDOT or her designee. Any verified allegation that a responding Proposer team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Short-Listed Proposers may be cause for FDOT to disqualify the Proposer team from submitting an SOQ, to disqualify the team member from participating in a Proposer team and/or to discontinue further consideration of such Proposer team and to return its SOQ.

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

6.5 Public Records Law.

All written correspondence, exhibits, photographs, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to FDOT during this procurement process, including any part of the SOQs are, upon their receipt by FDOT, the property of the State, may not be returned to the submitting parties, and are subject to the Government in the Sunshine Laws and FOIA. In no event shall the State, FDOT, 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 an SOQ submitted under this RFQ.

If FDOT receives a request for public disclosure of all or any portion of the materials identified as confidential and included in Volume 2 of an SOQ, FDOT will use reasonable efforts to notify the applicable Proposer team of the request and give such responding Proposer team an opportunity to seek a protective order or other appropriate remedy. The Proposer shall seek court protection immediately on an emergency basis. In the event that such protective order or other remedy is not obtained within the time period specified in the notice issued by FDOT and allowed under applicable law, FDOT will be free to release the requested information.

Nothing contained in this provision shall modify or amend requirements and obligations imposed on FDOT by the Government in the Sunshine Laws, FOIA or other applicable law, and the provisions of the Government in the Sunshine Laws, FOIA or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

6.6 Organizational Conflicts of Interest.

Proposers are advised that the following entities and individuals are precluded from submitting an SOQ and from participating as an Equity Member, Major Non-Equity Member, or subcontractor/subconsultant to a Proposer:

(a) Any consultant firm that has been contracted by FDOT to serve as owner's representative or construction engineering inspection services on the Project, or to aid in the development of the RFQ, RFP, estimates, or scope

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of services for the Project, or to participate in any manner in the evaluation of SOQs or Detailed Proposals;

(b) Any entity that is a parent, affiliate, or subsidiary of any of the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and

(c) Any employee or former employee of any of the foregoing entities who was involved with the Project while serving as an employee of such entity.

7. PROTEST PROCEDURES.

Any person whose substantial interest will be determined by the requirements contained in this RFQ has the right pursuant to Section 120.57(3)(b), Florida Statutes, to protest the requirements. Those wishing to protest the RFQ requirements must file a notice of intent to protest in writing pursuant to Sections 120.569 and 120.57(3), Florida Statutes, within seventy-two (72) hours of the posting the RFQ. Saturdays, Sundays, and state holidays shall be excluded in the computation of the 72-hour time periods.

Any person who files a notice of protest shall post with FDOT, at the time of filing the notice of protest, a bond payable to FDOT in the amount of $5,000. The formal written protest shall be filed within ten (10) days after the date of the notice of protest is filed. The notice of intent and the formal written protest must be sent to:

Clerk of Agency Proceedings
Florida Department of Transportation
Haydon Burns Building
605 Suwannee Street, MS 58
Tallahassee, Florida 32399-0458

with a copy to:

Office of General Counsel
Florida Department of Transportation
Haydon Burns Building
605 Suwannee Street, MS 58
Tallahassee, Florida 32399-0458

The formal written protest shall state with particularity the facts and law upon which the protest is based, should include a copy of the RFQ, must be legible, prepared on 8 ½ by 11 inch white paper, and contain the following:

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(a) The name, address, telephone number, any FDOT identifying number on the RFQ, if known, the name and identification number of each agency affected, if known, and name, address, and telephone number of your representative, if any, which shall be the address for service purposes during the course of the proceeding;

(b) An explanation of how your substantial interests will be affected by the protested action;

(c) A statement of when and how you received the RFQ;

(d) A statement of all disputed issues of material fact. If there are none, this must be indicated;

(e) A concise statement of the ultimate facts alleged, including the specific facts the petitioner contends warrant reversal or modification of FDOT's proposed action, as well as an explanation of how the alleged facts relate to the specific rules and statutes the petitioner contends require reversal or modification of FDOT's proposed action;

(f) A statement of the relief sought, stating precisely the desired action the petitioner wishes FDOT should take in respect to FDOT's proposed action; and

(g) Conform to all other requirements set out in Chapter 120, Florida Statutes, and Chapter 28-106, Florida Administrative Code, including but not limited to Section 120.57, Florida Statutes, and Rules 28-106.201(2), 28-106.301(2) , and 28-110, Florida Administrative Code as may be applicable.

A formal hearing will be held if there are disputed issues of material fact. If a formal hearing is held, this matter will be referred to the Division of Administrative Hearings, where witnesses and evidence may be presented and other witnesses may be cross-examined before an administrative law judge. If there are no disputed issues of material fact, an informal hearing will be held, in which case the person filing the protest will have the right to provide FDOT with any written documentation or legal arguments which they wish FDOT to consider.

Mediation, pursuant to Section 120.57(3), Florida Statutes, may be available if agreed to by all parties, and on such terms as may be agreed upon by all parties. The right to an administrative hearing is not affected when mediation does not result in a settlement.

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A petition for an administrative hearing shall be dismissed if it is not in substantial compliance with the requirements of either Rule 28-106.201(2) or Rule 28-106.301(2), Florida Administrative Code, or if the petition has not been timely filed. Failure to file a protest within the time prescribed in Section 120.57(3), Florida Statutes, shall constitute a waiver of proceedings under Chapter 120, Florida Statutes. If the RFQ advises of the bond requirement but a bond or statutorily authorized alternate is not posted when required, the agency shall summarily dismiss the petition. If the petition is dismissed, the petitioner will have waived its right to have the intended action reviewed pursuant to Chapter 120, Florida Statutes, and the action set forth in the notice shall be conclusive and final.

8. FDOT RESERVED RIGHTS.

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

(a) Develop the Project in any manner that it, in its sole discretion, deems necessary. If FDOT does not execute a Concession Agreement to its satisfaction with the apparent best-value Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project, or exercise such other rights under the provisions of State law as it deems appropriate.

(b) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by FDOT of a Concession Agreement, without incurring any cost obligations or liabilities.

(c) Not issue an RFP.

(d) Reject at any time any and all submittals, responses and SOQs.

(e) Modify all dates set or projected in this RFQ.

(f) Terminate at any time evaluations of SOQs.

(g) Suspend and terminate Concession Agreement discussions and clarifications at any time, elect not to commence Concession Agreement discussions and clarifications with any responding Proposer and engage in discussions and clarifications with a Proposer that is not the highest ranked Proposer.

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(h) Issue addenda, supplements and modifications to this RFQ or a subsequent RFP.

(i) Appoint evaluation committees to review SOQs, make recommendations to the Project Selection Committee and seek the assistance of outside technical experts and consultants in SOQ or Detailed Proposal evaluation.

(j) Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ or a subsequent RFP.

(k) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.

(l) Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.

(m) Waive administrative and otherwise immaterial deficiencies in an SOQ or permit clarifications or supplements to an SOQ.

(n) Disqualify any Proposer who changes its SOQ without FDOT approval.

(o) Not issue a notice to proceed after execution of the Concession Agreement.

(p) Exercise any other right reserved or afforded to FDOT under this RFQ or a subsequent RFP and applicable law, including waiving deficiencies in an SOQ or accept and review a non-conforming SOQ.

This RFQ does not commit FDOT to determine the Short-Listed Proposers, to enter into a Concession Agreement, or to proceed with the procurement described herein. Except as expressly set forth in Section 4.1.4, FDOT and the State assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

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

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EXHIBIT A

LIST OF PROJECT DOCUMENTS

Proposers may find the most recent list of Project Documents on the Website, divided into the following major headings listed below.

I. INDUSTRY FORUM
II. MISCELLANEOUS PROJECT INFORMATION
III. PROJECT DEVELOPMENT & ENVIRONMENT (PD&E) DOCUMENTATION

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EXHIBIT B

PROJECT MAP

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EXHIBIT C

RFQ FORMS

Form A - Transmittal Letter.

Form B - Information Regarding Equity Members, Major Non-Equity Members and Guarantors.

Form C-1 - Financial Qualifications – Transportation Infrastructure Concession and PPP Experience.

Form C-2 – Financial Qualifications – Summary Financial Information.

Form D1 - Technical Qualifications - Design.

Form D2 - Technical Qualifications - Construction.

Form D3 - Technical Qualifications - Operation and Maintenance.

Form E – Certification.

Form F - Proposer Experience Summary.

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FORM A

TRANSMITTAL LETTER

PROPOSER:_____

SOQ Date: _____

Florida Department of Transportation
Procurement Office, District 4
3400 W. Commercial Boulevard
Ft. Lauderdale, FL 33309
Attn: Antonette Adams
Financial Management # 420809-3-52-01

Ladies and Gentlemen:

The undersigned ("Proposer") submits this qualification submittal (this "SOQ") in response to that certain Request for Qualifications dated as of October 1, 2007, together with addenda thereto (the "RFQ"), issued by the Florida Department of Transportation ("FDOT") to design, build, finance, operate and maintain the I-595 Corridor Roadway Improvements Project (the "Project") through a Concession Agreement ("Concession Agreement"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Our team consists of the following members:

Equity Members

_____

_____

_____

Major Non-Equity Members

_____

_____

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

VOLUME 1:

- Transmittal Letter (this Form A)
- Form B – Information Regarding Equity Members, Major Non-Equity Members and Guarantors
- Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and PPP Experience
- Form C-2 – Financial Qualifications – Summary Financial Information
- Form D1 – Technical Qualifications –Design
- Form D2 – Technical Qualifications –Construction
- Form D3 – Technical Qualifications –Operation and Maintenance
- Form E – Certification
- Form F - Proposer Experience Summary
- Statement of Financial Approach
- Statement of Technical Approach
- Personnel Qualifications and References
- Legal Qualifications
- Financial Statements
- Surety Letter
- Letter of Parent Company Support
- Letter(s) of Bank Support
- Teaming Agreements/Summary of Anticipated Teaming Agreements

VOLUME 2:

- Confidential Proprietary Information

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Proposer acknowledges receipt, understanding and full consideration of all materials posted on the following websites:

http://www2.dot.state.fl.us/procurement/ads/advnew.htm#dist4;
http://www2.dot.state.fl.us/procurement/ads/advdbld.htm#dist4;
http://www.dot.state.fl.us/cc-admin/Public_Private_Partnerships/ppp.htm; and
http://www.dot.state.fl.us/contractsadministrationdistrict4/.

Proposer acknowledges receipt, understanding and full consideration of the following addenda and sets of questions and answers to the RFQ:

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

Proposer certifies that its Lead Operations and Maintenance Firm has the ability to have a Florida registered professional engineer on staff to make final engineering decisions as required during the operations and maintenance phase of the Project.

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

Proposer understands that FDOT is not bound to short-list any Proposer and may reject each SOQ received.

Proposer further understands that, except as set forth in the RFQ and RFP, all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Proposer.

Proposer agrees that FDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ or in this SOQ.

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

Authorized Representative of Proposer:_____.

By executing this form each Equity Member and Major Non-Equity Member of the Proposer confirms that the representative named above is authorized to act as agent on behalf of the Proposer and the principal contact for the Proposer in dealings with FDOT.

Proposer's business address:

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(No.)	(Street)	(Floor or Suite)

(City)	(State or Province)	(ZIP or Postal Code)	(Country)

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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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

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FORM B

INFORMATION REGARDING
EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND GUARANTORS*

Name of Proposer:_____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

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

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

Name of Official Representative: _____

Name of Florida Contact: _____

Business Organization (check one):
☐ Corporation (If yes, then indicate the State and Year of Incorporation.)
☐ Partnership
☐ Joint Venture/Consortium
☐ Limited Liability Company
☐ Other (describe)

A. Business Address:_____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

_____

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B. If the entity is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Name and Address	Proposed Role Within the Consortium, Joint Venture, Limited Liability Company or Partnership	Current or Envisioned Percentage of Shareholding and Type of Share (if applicable)

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Official Representative of the entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

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

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FORM C-1 - FINANCIAL QUALIFICATIONS – TRANSPORTATION INFRASTRUCTURE CONCESSION AND PPP EXPERIENCE

EXPERIENCE OF THE EQUITY MEMBERS(*) IN TRANSPORTATION INFRASTRUCTURE CONCESSION CONTRACTS AND PUBLIC-PRIVATE PARTNERSHIPS

COMPANY NAME	PROJECT NAME AND LOCATION (1), (2)	PROJECT SIZE (3), (4)	DEBT AMOUNT & GEARING (3), (5)	START DATES	% OF WORKS COMPLETED BY JUNE 30,2007	LEVEL OF COMPANY'S PARTICIPATION (6)	TYPE OF PAYMENT MECHANISM (7)

(*)List only the experience of Equity Members who will be future shareholders of the Concessionaire.

Notes :

(1) Only list transportation projects for which the Equity Member has arranged and closed (i.e. financial contracts duly signed and the initial drawdown has occurred) private financing (private debt and equity) above $300 USD million within the past seven (7) years.

(2) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, describe the type / sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel), explain why the experience the company gained on the project is relevant and provide contact information for reference purposes. If there was a real toll on the project, the description should clarify who set and collected the tolls as well as retained the toll revenues.

(3) In thousands United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 1, 2007. Please identify the benchmark on which the exchange rate is ba

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(4) Project size means the total amount of the project financed under private finance / project finance scheme (i.e., without public finance or capital grants).

(5) Include in brackets the percentage of gearing and type of debt (bonds unwrapped or wrapped, bank debt, etc.).

(6) Show company's equity investment as a shareholder. The equity investment may take the form of either (A) shareholders' equity or (B) shareholder subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the company's equity investment bears to the total of all shareholders' equity investments for the listed project.

(7) Specify the type of payment mechanism used (availability payment, shadow toll, real toll or combinations of these mechanisms).

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FORM C-2 - FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION (*)

SUMMARY FINANCIAL INFORMATION (**) FOR ALL EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS OF THE PROPOSER FOR FINANCIAL YEARS 2004, 2005 AND 2006 (1)

COMPANY	ROLE/ RESPONSIBILITY WITHIN THE PROPOSER TEAM	TOTAL REVENUES	PRE-TAX PROFIT	RELEVANT REVENUES (2)	FIXED ASSETS	TOTAL ASSETS (3)	CONTINGENT LIABILITIES	LONG TERM LIABILITIES	SHORT TERM LIABILITIES	NET WORTH	GEARING (4)

(*) The Chief Financial Officer from the parent company for each reporting entity must certify the information on this form as complete, true and correct. Information should be derived from audited financial statements where possible. Audited financial statements will prevail over this table.

(**) Expressed in thousands (000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the exchange rate prevailing on the last day of each financial year. Please identify the benchmark on which the exchange rate is based.

Notes:

(1) Complete separate forms for each calendar year.
(2) Relevant revenue consists of revenue from design-build-finance-operate contracts on transportation projects.
(3) Excludes goodwill and intangibles.
(4) Long Term Liabilities / Net Worth

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FORM D-1 - TECHNICAL QUALIFICATIONS - DESIGN

EXPERIENCE OF THE LEAD ENGINEERING FIRM* IN THE DESIGN AND ENGINEERING OF ROADWAY TRANSPORTATION PROJECTS

COMPANY NAME	PROJECT NAME AND LOCATION (1), (2), (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORKS COMPLETED BY JUNE 30, 2007	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of the Lead Engineering Firm only, whether or not future shareholders of the Concessionaire.

Notes:
(1) Only list projects with a value in excess of $100 USD million on which the company worked within the past seven (7) years.
(2) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering experience. If the Lead Engineering Firm is a joint-venture, only list projects from joint-venturers that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential design and engineering work for the Project.
(3) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.
(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 1, 2007. Please identify the benchmark on which the exchange rate is based.
(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
(6) Show company's participation in terms of money and percentage of the work.
(7) Provide a brief summary of the role the company played in the listed project (scope of work).

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FORM D-2 - TECHNICAL QUALIFICATIONS - CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR* IN THE CONSTRUCTION OF ROAD CIVIL WORKS PROJECTS

COMPANY NAME	PROJECT NAME AND LOCATION (1), (2), (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORKS COMPLETED BY JUNE 30, 2007	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of the Lead Contractor only, whether or not future shareholders of the Concessionaire.

Notes:

(1) Only list projects with a value in excess of $100 USD million that fit within one of the two following categories:

- Road civil works projects on which the company worked within the past fifteen (15) years; and
- Completed roadway expansion projects on which the company worked within the past seven (7) years that were open to traffic during the construction period and were on a roadway that had an Annual Average Daily Traffic (AADT) of more than 100,000 vehicles prior to the expansion works.

(2) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint-venture, only list projects from joint-venturers that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.

(3) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, specify whether the construction contract included supply and installation of electronic toll systems, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 1, 2007. Please identify the benchmark on which the exchange rate is based.

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(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

(6) Show company's participation in terms of money and percentage of the work.

(7) Provide a brief summary of the role the company played in the listed project (scope of work).

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FORM D-3 - TECHNICAL QUALIFICATIONS – OPERATIONS AND MAINTENANCE

EXPERIENCE OF THE LEAD OPERATIONS AND MAINTENANCE FIRM* IN THE OPERATION AND MAINTENANCE OF ROADWAY FACILITIES

COMPANY NAME	PROJECT NAME AND LOCATION (1), (2), (3)	PROJECT COST (4) & (5)	START/END DATES	LENGTH OF ROAD UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of Lead Operations and Maintenance Firm only, whether or not future shareholders of the concessionaire.

Please provide the headcount (number of employees) and total road network (combined mileage) for the roadway projects currently operated by the Lead Operations and Maintenance Firm.

COMPANY NAME	HEADCOUNT	TOTAL ROAD NETWORK OPERATED

Notes:
(1) Only list projects on which the company worked over the past five (5) years and that had contract terms of five (5) years or longer.
(2) Only list projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint-venture, only list projects from joint-venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.
(3) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, indicate whether the project was a public-private partnership or concession, state the current Annual Average Daily Traffic for the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.
(4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 1, 2007. Please identify the benchmark on which the exchange rate is based.
(5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
(6) Show company's participation in terms of money and percentage of the work.
(7) Provide a brief summary of the role the company played in the listed project (scope of work).

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FORM E

CERTIFICATION

Name of Submitter: _____

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

   ☐ Yes ☐ No

   If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act?

   ☐ Yes ☐ No

   If yes, please explain:

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

   ☐ Yes ☐ No

   If yes, please explain:

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

   ☐ Yes ☐ No

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

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5. Has any construction project performed or managed by the firm or any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

☐ Yes ☐ No

If yes, please identify the firm or affiliate* and the project(s), provide an explanation of the circumstances, and provide owner contact information, including current telephone and fax numbers (and email address if available).

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Florida governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Florida law?

☐ Yes ☐ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Florida Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☐ No

If yes, please explain:

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8. Has the firm or any affiliate* been 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 during the last five years with respect to a transportation project?

☐ Yes ☐ No

If yes, please identify (for each instance) the entity determined liable and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

9. Has the firm or any affiliate* been terminated for cause during the last five years with respect to a transportation project?

☐ Yes ☐ No

If yes, please identify (for each instance) the entity terminated for cause and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

10. Has the firm or any affiliate* been involved in any arbitration, litigation, dispute review board or other dispute resolution proceeding occurring during the last five years involving an amount in excess of $500,000 related to performance on public infrastructure projects with a contract value in excess of $250 million?

☐ Yes ☐ No

If yes, please provide a brief description (including the resolution) of each qualifying arbitration, litigation, dispute review board or other dispute resolution proceeding. For each instance, identify an owner's representative with a current telephone and fax number (and email address if available).

11. With respect to each of Questions 1-10 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 or any affiliate* that could result in the firm or affiliate* being found liable, guilty or in violation of the matters referenced in Questions 1-10 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state

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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 1-10 above.

* The term "affiliates" includes parent company(ies), subsidiaries, organizations under common ownership, joint venturers, partners, and other financially liable parties for that entity.

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

By: _____

Print Name: _____
Title: _____

Date: _____

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FORM F

PROPOSER EXPERIENCE SUMMARY

All information provided in this Form F must be from information contained in Forms C-1, D-1, D-2, and/or D-3, as applicable.

1. Equity Member Experience*

A. Identify at least three (3) road civil works projects over the last seven (7) years in which any Equity Member has experience in closing financing, each in excess of $300 million of private debt and equity:

Table 1-A

Company	Project Name & Location

B. From the projects listed in Table 1-A, identify at least one (1) project that utilized an availability payment structure:

Table 1-B

Company	Project Name & Location	Type of Payment Mechanism

* List only projects that meet the eligibility requirements set forth in Section 6.2(d)(i) of the RFP.

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2. Lead Contractor Experience*

A. Identify at least three (3) road civil works projects in the last fifteen (15) years in which the Lead Contractor has experience as a lead contractor, each project having a construction value in excess of $100 million:

Table 2-A

Company	Project Name & Location

B. From the projects listed in Table 2-A, identify at least one (1) project in which the Lead Contractor completed in the past four (4) years:

Table 2-B

Company	Project Name & Location	Start/End Dates

C. Identify at least one (1) roadway expansion project in the last seven (7) years that the Lead Contractor has completed as a lead contractor and that was open to traffic during the construction period, that involved works with a value in excess of $100 million, on a roadway that had an Annual Average Daily Traffic (AADT) of more than 100,000 vehicles prior to the expansion works:

Table 2-C

Company	Project Name & Location

* List only projects that meet the eligibility requirements set forth in Section 6.2(d)(ii) of the RFP.

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3. Lead Engineering Firm Experience*

A. Identify the Lead Engineering Firm's experience in the design and engineering of no less than three (3) road civil works projects, each with a construction value in excess of $100 million and that achieved final design in the last seven (7) years:

Table 3-A

Company	Project Name & Location

B. Identify the Lead Engineering Firm's experience in the design and engineering of no less than one (1) road civil works project with a construction value of in excess of $100 million that achieved final design in the last four (4) years:

Table 3-B

Company	Project Name & Location

C. Identify the Lead Engineering Firm's experience in the design and engineering of no less than one (1) road civil works project with a construction value of in excess of $100 million that reached substantial completion of construction in the last seven (7) years:

Table 3-C

Company	Project Name & Location

* List only projects that meet the eligibility requirements set forth in Section 6.2(d)(iii) of the RFP.

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4. Lead Operation and Maintenance Firm Experience*

A. Identify the Lead Operation and Maintenance Firm's experience in operating and maintaining at least three (3) roadway projects over the past five (5) years that have been operated by the Lead Operation and Maintenance Firm for at least two (2) years:

Table 4-A

Company	Project Name & Location

B. From the projects listed in Table 4-A, identify at least two (2) projects that involve limited access facilities:

Table 4-B

Company	Project Name & Location

C. From the projects listed in Table 4-A, identify at least one (1) project that the Lead Operation and Maintenance Firm is still providing services:

Table 4-C

Company	Project Name & Location

D. Identify the Lead Operation and Maintenance Firm's current work on at least one (1) roadway project that it has operated for at least three (3) years that involves traffic management / operations on urban limited access facilities:

Table 4-D

Company	Project Name & Location

* List only projects that meet the eligibility requirements set forth in Section 6.2(d)(iv) of the RFP.

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INTERSTATE 595 Express

Moving Forward Together

I-595 Project Information Memorandum

October 1, 2007

Florida Department Of Transportation

District 4

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

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GLOSSARY

Availability Payment – the performance-based periodic payments made by FDOT to the Concessionaire during the Contract Term

Best Value Proposer – the Short-Listed Proposer submitting the Detailed Proposal representing the best value to the State

Concession – the right to design, construct, finance, operate and maintain the Project as provided in the Concession Agreement

Concession Agreement - the agreement between the Concessionaire and FDOT to design, build, finance, operate and maintain the Project

Contract Term – the Concession Agreement term

Concessionaire – the Short-Listed Proposer who is chosen by FDOT as the Short-Listed Proposer that submits the Detailed Proposal that presents the best value to the State and who thereafter executes a Concession Agreement with FDOT

Detailed Proposal – a proposal submitted by a Short-Listed Proposer in response to the RFP

ETL – the three (3) reversible Express Toll Lanes serving express traffic to/from I-75/Sawgrass Expressway from/to east of SR-7 with a direct connection to the Florida's Turnpike

Facility – the physical elements of the Project

FDOT – the Florida Department of Transportation

FTE – the Florida's Turnpike Enterprise

ITP – the instructions to Proposers that will be part of the RFP

ITS – Intelligent Transportation System

Milestone Payment – the progress payments that FDOT anticipates to pay to the Concessionaire upon achievement of specific design and construction milestones

PD&E Study – the Project Development and Environment Study as described in Section 2.3.1

PIM – this Project Information Memorandum

Project - the I-595 Corridor Improvements Project

Proposer - companies, teams, joint ventures, partnerships or consortia submitting an SOQ

RFP – the request for proposals that FDOT will release to the Short-Listed Proposers

RFQ – the request for qualifications issued in conjunction with this PIM

Short-Listed Proposers – Proposers submitting SOQs who are selected by FDOT as qualified to submit Detailed Proposals in response to the RFP.

SOQ – the statement of qualifications submitted by a Proposer in response to the RFQ

State – the State of Florida

Substantial Completion Date – the date on which construction of the Project capital improvements are substantially complete

Website – the website found at: http://www.i-595.com

1. INTRODUCTION

1.1. Overview and Project Description

The Florida Department of Transportation ("**FDOT**") releases this Project Information Memorandum ("**PIM**") in conjunction with its Request for Qualifications ("**RFQ**") for the I-595 Corridor Roadway Improvements Project (the "**Project**") to be developed through a public-private partnership. The PIM describes the Project as currently planned and provides information for use by entities ("**Proposers**") considering submission of a Statement of Qualifications ("**SOQ**") in response to the RFQ.

With the issuance of the RFQ, FDOT will commence the process culminating in the ultimate award of a contract ("**Concession Agreement**") for the right to design, construct, finance, operate and maintain the Project (the "**Concession**"), in return for payment over the course of an extended contract term (the "**Contract Term**"). The Short-Listed Proposer chosen by FDOT as the best value Proposer ("**Best Value Proposer**") who subsequently executes the Concession Agreement is referred to in this PIM as the concessionaire ("**Concessionaire**").

The design and construction activities of the Project generally consist of the reconstruction of the I-595 mainline and all associated improvements from the I-75/Sawgrass Expressway interchange to the I-595/I-95 interchange, for a total project length of approximately 10.5 miles, which include the following:

- Reconstruction, widening and resurfacing of the I-595 mainline
- Modification and construction of auxiliary lanes, braided ramps, cross-road bypasses and various geometric improvements to eliminate operational deficiencies caused by merge, diverge and weaving segments along the corridor
- Reconstruction and resurfacing of the SR 84 frontage road
- Construction of three (3) reversible Express Toll Lanes ("**ETL**") in the median serving express traffic to/from I-75/Sawgrass Expressway from/to east of SR-7 with a direct connection to the Florida's Turnpike
- Geometric improvements to the I-595/Florida's Turnpike interchange and widening / reconstruction of the Florida's Turnpike mainline to integrate the ETL direct connection
- Deployment of various Intelligent Transportation Systems (ITS) elements for the ETL and the general purpose lanes
- Preservation of an envelope within the right-of-way that would accommodate construction of a future transit system
- Other improvements including construction of noise barriers, bridge works, drainage, utility relocations, signing and pavement markings, lighting, landscaping, etc.

During the Contract Term, the Concessionaire will operate and maintain (i) the existing general purpose lanes and associated roadway infrastructure from the date construction commences, and (ii) the Project's capital improvements (with the exception of toll systems) from the date construction is substantially complete (the "**Substantial Completion Date**"). In addition the Concessionaire will be responsible for carrying out major maintenance of all physical elements of the Project facility (the "**Facility**") and ultimately handing back the Facility in a manner that is compliant with hand-back standards described in the Concession Agreement.

The ETL will be tolled using variable pricing. FDOT's Florida Turnpike Enterprise ("**FTE**") will provide, install, operate and maintain the electronic tolling equipment for the ETL as described in Section 2.6.2. FDOT will set the toll rates and retain the toll revenue.

The Contract Term will be described in the request for proposals ("**RFP**") and is anticipated to be between 35 and 50 years, commencing on the date that the Concession Agreement is executed by FDOT and the Concessionaire. The Contract Term will be comprised of a construction period and a subsequent operations period.

1.2. Project Objectives

The primary objectives of the Project are to:

- Optimize mobility in the corridor, i.e. maximize traffic throughput and minimize congestion in both the ETL and the general purpose lanes;
- Maintain a high level of quality in the engineering, construction, maintenance and operations services provided by the Concessionaire;
- Ensure a premium free-flow service is provided at all times on the ETL, guaranteeing reliability of travel time;
- Expedite the Project construction completion.

1.3. Project Funding and Financing

At this time, FDOT expects to commit public funds through its work program to finance a significant portion of the Project as construction progress payments (the "**Milestone Payments**"); however, the final payment structure will be described in the RFP. Funding for the Project will include federal grants and, with the exception of procedural waivers FDOT may pursue, the Short-Listed Proposers will need to satisfy all applicable federal statutes and regulations. During the Contract Term, the Concessionaire will be compensated through performance-based payments (the "**Availability Payments**"), as further described in Section 4.2. The Concessionaire will be responsible for financing design and construction of the Project not paid for by FDOT through Milestone Payments (if any) during construction.

1.4. Authority

FDOT is an agency of the State of Florida (the "**State**"). Its mission is to provide a safe transportation system that ensures the mobility of people and goods, enhances economic prosperity and preserves the quality of Florida's environment and communities. FDOT is comprised of a central office, seven districts and FTE. Each of its seven districts is managed by a District Secretary. FDOT's District 4, located in Fort Lauderdale, coordinated the planning process for the Project.

FDOT through District 4, will be responsible for the procurement of the Project and will be the contracting entity for the Concession Agreement.

1.5. Florida's Turnpike Enterprise's Role

The Project includes significant interchange improvements with the Florida's Turnpike which FTE is funding through its work program by means of a transfer of funds to FDOT. These funds are incorporated into those identified in Section 1.3 and will not be treated separately from FDOT's commitments.

As described in Section 2.6.2, the FTE will provide, install, operate and maintain the electronic tolling equipment for the ETL, and will manage tolling operations and maintenance (including all SunPass customer services and violation enforcement).. Communication regarding FTE's responsibilities shall be channeled through the official contact person for FDOT District 4. The FTE shall not be used directly or indirectly as a partner or subcontractor for non-toll operations and maintenance of the Project.

1.6. Advisors

FDOT will supervise the procurement process. Experts from various disciplines within FDOT will handle the technical and economic evaluation of the SOQs and subsequent proposals in response to the RFP ("**Detailed Proposals**"). FDOT will also be assisted by the following advisors during the procurement process:

- The engineering design firm of Reynolds, Smith & Hills ("**RS&H**") is FDOT's primary consulting engineer for the Project. RS&H is responsible for overseeing preliminary engineering, geotechnical, subsurface utility and related studies, and for processing of initial environmental and construction permits. RS&H assisted in the development of technical criteria for the RFQ and will assist in the development of technical specifications for the RFP issued to the Short-Listed Proposers. RS&H will provide engineering and design-related advice to FDOT through the execution of the Concession Agreement and potentially thereafter.

- Jeffrey A. Parker & Associates, Inc. ("**JPA**") and Asesores de Infraestructuras ("**A de I**") are serving jointly as the financial advisor to FDOT for this Project. JPA and A de I will advise FDOT on financial issues during the Project procurement and evaluation process, and will provide financial, commercial and structuring advice to FDOT through the execution of the Concession Agreement.
- The law firm of Nossaman, Guthner, Knox & Elliott LLP ("**Nossaman**") is the legal and procurement advisor to FDOT for this Project and will assist in preparing the procurement and contract documents. Nossaman has affiliated with the law firm of GrayRobinson, P.A. to provide advice on Florida state law issues.
- The engineering design firm of Wilbur Smith Associates ("**WSA**") is performing traffic and revenue forecasting for this project.

FDOT, at its sole discretion, may add and/or remove external advisors at any point during the procurement process.

1.7. Public-Private Partnership Goals and Framework

The RFQ and RFP will be issued pursuant to Chapter 334.30 of the Florida Statutes, which states in part "The Legislature hereby finds and declares that there is a public need for rapid construction of safe and efficient transportation facilities for the purpose of travel within the state, and that it is in the public's interest to provide for the construction of additional safe, convenient, and economical transportation facilities…. [FDOT] may receive or solicit proposals and…enter into agreements with private entities, or consortia thereof, for the building, operation, ownership, or financing of transportation facilities."

FDOT expects structuring the Project procurement as a PPP will accomplish the following goals:

- Encourage long-term efficiency and service quality
- Accelerate the construction schedule by allowing concurrent engineering and construction work
- Provide capacity improvements and noise barrier construction much sooner than currently planned by providing a mechanism to finance Project funding shortfalls
- Allow FDOT and the traveling public to benefit from lifecycle cost optimization and technical innovation from industry.

Provisions to facilitate achievement of these objectives are being incorporated into the procurement process and will be reflected in the Concession Agreement. To the extent possible, the Concessionaire will be given the flexibility to determine and implement the technical solutions needed to best meet these objectives through the use of a process under which FDOT might potentially consider certain alternative technical concepts during the procurement stage.

The selection of the Best Value Proposer will be made on the basis of evaluation criteria that will address price, approach to project management, design and construction, quality assurance and control, and operations and maintenance. The detailed selection criteria will be fully defined in the RFP.

1.8. Procurement Overview

As detailed in Section 5, the procurement process will consist of the following phases:

- Request for Qualifications (RFQ) advertisement and selection of Short-Listed Proposers
- Request for Proposals (RFP) distribution, including interaction with the Short-Listed Proposers
- Submission of Detailed Proposals
- Selection of the Best Value Proposer
- Clarifications and execution of the Concession Agreement

Further details are provided in Section 5.

1.9. Use of Information in this PIM

The information contained herein is only intended to assist prospective Proposers in considering whether to submit an SOQ in response to the RFQ and, if so, factors to consider in preparing the SOQ. The information is of an indicative and preliminary nature only, and is subject to change. FDOT makes no representation or warranty that the information contained herein is correct or complete.

1.10. Project Website

The Project website www.i-595.com ("**Website**") contains further information on the Project, and will be updated periodically. However, all official procurement communication will be posted through the following FDOT websites:

http://www2.dot.state.fl.us/procurement/results/advreslt.htm#dist4
http://www2.dot.state.fl.us/procurement/ads/advdbld.htm#dist4
http://www.dot.state.fl.us/cc-admin/Public_Private_Partnerships/ppp.htm
http://www.dot.state.fl.us/contractsadministrationdistrict4/

2. DETAILED PROJECT DESCRIPTION

2.1. Project Location

The I-595 corridor is located in central Broward County, Florida. The Project extends from the I-75/Sawgrass Expressway interchange west of SW 136th Avenue to the I-595/I-95 interchange, for a total project length of approximately 10.5 miles. The I-595 corridor passes through or lies immediately adjacent to six governmental jurisdictions: the City of Sunrise, Town of Davie, City of Plantation, City of Ft. Lauderdale, and Town of Dania, as well as unincorporated areas of Broward County.

The majority of the I-595 corridor is comprised of two facilities: I-595 and SR 84. The I-595 portion of the corridor is a six-lane, limited access facility. In addition to the interchanges with the two roadway systems at each end of the corridor, there are nine other interchanges along the corridor at the following crossroads: SW 136th Avenue, Flamingo Road (SR 823), Hiatus Road, Nob Hill Road, Pine Island Road, University Drive (SR 817), Davie Road, Florida's Turnpike (SR 91) and SR 7 (US 441).

Figure 1
Project Location Map

The SR 84 portion of the corridor lies both north and south of the I-595 mainline. The two lanes north of the mainline operate one-way westbound while the two lanes south of the mainline operate one-way eastbound. In the area west of the I-75 interchange and continuing east to Davie Road, the SR 84 lanes serve as a collector-distributor system to the I-595 mainline. The SR 84 system is suspended through the I-595 interchanges with Florida's Turnpike and SR 7. East of the SR 7 interchange, the SR 84 and I-595 rights of way separate. The SR 84 alignment veers to the northeast and the I-595 alignment continues nearly due east.

2.2. Traffic

Figure 2 shows recent weekday traffic counts along the entire length of I-595 between I-75 on the west and I-95 on the east. Segment volumes reach as much as 205,000 vehicles per weekday. Volumes exceed 131,000 vehicles per day over the 10-mile length of the facility.

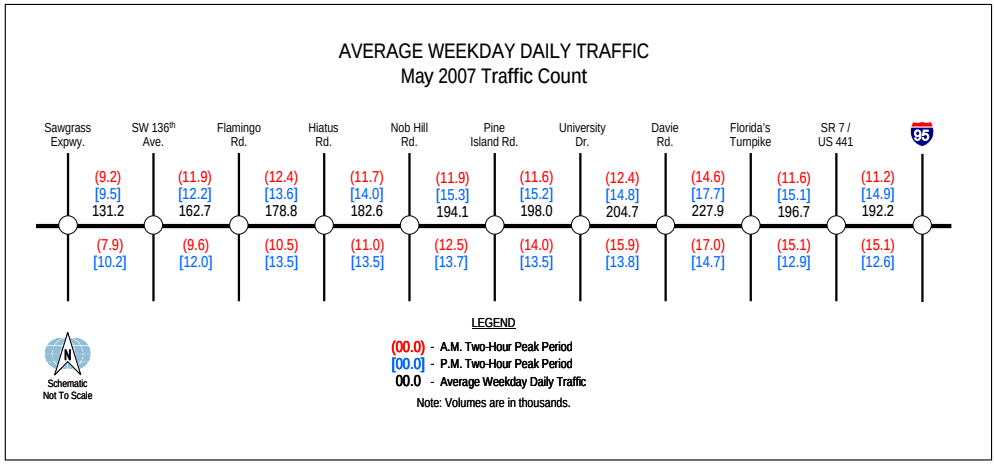
Existing A.M. and P.M. two-hour peak volumes are also shown in each travel direction. In general, the major direction in the morning peak is eastbound and the major travel direction in the afternoon peak is westbound. Traffic is currently constrained during peak periods. It is anticipated that there will be some increase in peak hour and weekday total volumes once the various capacity expansions planned as part of this Project are implemented.

A comprehensive traffic and revenue study is currently underway and will be made available to the Short-Listed Proposers for information purposes. In preparing Detailed Proposals the Short-Listed Proposers should rely on their own sources of information. The study will include, among other items:

- The collection of a detailed current traffic profit profile, including traffic counts along the entire corridor and measured speed and delay conditions;
- Stated preference surveys throughout the project corridor in an attempt to measure motorists value of time and willingness to pay tolls to use the ETL;
- Development of future traffic forecasts in the overall corridor, using the multi-county SERPM travel demand model to forecast growth through the year 2030;
- Development of a micro-model sub-model which is used in estimating the share of traffic which might be expected to use the ETL versus the general purpose lanes at various times of day and at various hypothetical toll rates;
- Development of a micro-simulation model to better anticipate the sensitive equilibrium between the distribution of traffic and critical speeds in the general purpose lanes. The micro-simulation model would also help identify any possible bottlenecks in the general purpose lanes which may also influence motorists route choice;
- A toll sensitivity analysis will be undertaken at multiple modeling years to determine optimum toll levels during peak, shoulder and off-peak conditions, by travel direction;
- Annual traffic and revenue forecasts will be developed, possibly under alternative assumptions regarding pricing, for a forecast period extending from 2014 through 2054.

In addition, stated preference survey data will also be made available to Short-Listed Proposers. The study will also include detailed traffic estimates, on both the ETL and general purpose lanes by travel time interval and direction, for typical weekday conditions.

Figure 2



2.3. Project Environment and Permitting

2.3.1. Environmental Approval

On June 29, 2006 the Federal Highway Administration ("**FHWA**") approved a Type II Categorical Exclusion for the Project (the "**Project Development and Environment Study**" or "**PD&E Study**"), according to the National Environmental Policy Act of 1969 (NEPA) and 23 CFR 1771. This approval was based upon the environmental commitments identified in the Commitments and Recommendations section of the PD&E. A Categorical Exclusion signifies a category of actions which do not individually or cumulatively have a significant effect on the human environment; therefore, neither an Environmental Assessment nor an Environmental Impact Statement is required. A signed copy of the Environmental Class of Action Determination for a Type II Categorical Exclusion can be found on the Website.

FDOT has recently decided to change the prior elevated alignment for the ETL and provide an at-grade alignment for the ETL. FDOT is currently performing a re-evaluation of the original PD&E Study to address the change in typical section and further document any changes in the Project commitments, criteria, environmental documentation and scope that have occurred

subsequent to the Type II Categorical Exclusion from FHWA.
The re-evaluation process is not subject to a public hearing and may be completed prior to the issuance of the final RFP. Any design proposal by the Concessionaire that may change the intent of the existing approved PD&E Study may require additional re-evaluations. It will be the responsibility of the Concessionaire to complete all work associated with a re-evaluation, coordinate with FDOT Planning and Environmental staff prior to the submission to FHWA for approval, and complete all work in accordance with the NEPA process.

2.3.2. Permits Required

The proposed Project improvements will require several different types of permits from federal, state, and local jurisdictional regulatory agencies, including the Broward County Environmental Protection Department (BCEPD), Central Broward Water Control District (CBWCD), Old Plantation Water Control District (OPWCD), Tindall Hammock Irrigation and Soil Conservation District (THISCD), Florida Department of Environmental Protection (FDEP), South Florida Water Management District (SFWMD), US Army Corps of Engineers (ACOE), and United States Coast Guard (USCG).

FDOT has identified a number of major regulatory permits that will likely be required for the Project. This list is indicative only and is not meant to be comprehensive:

- BCEPD Environmental General Resource License
- BCEPD Surface Water Management License
- CBWCD Surface Water Management Master Plan Permit
- Davie Tree Removal License
- FDEP NPDES Stormwater Pollution Prevention Plan
- OPWCD Surface Water Management Master Plan Permit
- Plantation Tree Removal License
- SFWMD Individual Environmental Resource Permit
- SFWMD Right of Way Occupancy Permit
- SFWMD Water Use Permit
- THISCD Surface Water Management Master Plan Permit
- USACOE Dredge/Fill Permit
- USCG Bridge Permit

2.3.3. Responsibility for Permits

The Concessionaire will generally be responsible for identifying and securing all necessary regulatory permits. However, in the interest of expediency, FDOT will commence the process for securing the SFWMD Individual Environmental Resource Permit, the SFWMD Right of Way Occupancy Permit, BCEPD Surface Water Management License, CBWCD Surface Water Management Master Plan Permit, OPWCD Surface Water Management Master Plan Permit, and THISCD Surface Water Management Master Plan Permit prior to award of the Concession Agreement. The Concessionaire will be responsible for obtaining all other permits required for the Project, as well as any permit modification or construction permit related to the final design components. The RFP will provide further details regarding permits and allocation of responsibility with respect to permits. FDOT may also post to the Website additional information regarding permits as it becomes available.

2.3.4. Aquatic and Natural Environment

In planning the Project, significant effort has been made to ensure that the Project can be implemented with minimal impact on the landscape and natural environment. Portions of the Project site in temporary use during the construction period must be landscaped to recreate and re-establish the pre-existing landscape and/or functionality. Temporary use sites will need to be pre-approved by FDOT to ensure there are no environmental impacts. Landscaping and other mitigation requirements will be site-specific. The Concessionaire will be required to demonstrate the minimization of impacts during the design, permitting, construction and maintenance activities of the Project, with regards to wetlands, natural areas and listed species, including the compliance with all environmental commitments during such activities.

2.3.5. Residential Environment and Noise

The Concessionaire will be responsible for abatement of operational and construction noise to acceptable levels as measured within the Right-of-Way, along the approach and at nearby residential and commercial noise-sensitive receptor locations. Traffic noise levels must comply with FHWA criteria contained in 23 CFR Part 772 for Category B receptors. Construction noise levels must comply with the new FHWA guidelines (RCNM) which establish Project-specific noise criteria limits for each piece of construction equipment and for each noise-sensitive receptor location.

The construction of noise barriers will be included in the Project. As part of the completed PD&E Study, noise barriers at 12 locations throughout the corridor were recommended for further consideration and public input as documented in the PD&E Noise Study Report. As part of the Project re-evaluation, the noise analysis will be refined to reflect any changes associated with the at-grade alignment of the ETL.

Upon completion of the noise analysis refinement (anticipated by the end of 2007), meetings will be held with property owners (benefited receivers) adjacent to the proposed noise barriers to solicit community input regarding desires, types, heights and locations of the barriers. The results of the community input and any required refinement of the barrier design elements and cost will be documented in a Noise Study Report Addendum, which will be provided to Short-Listed Proposers.

2.3.6. Public Involvement Plan

An extensive public involvement program was implemented during the PD&E Study, which culminated with a public hearing, held on November 29, 2005. FDOT is currently establishing a public outreach campaign to inform the public of the latest Project developments, which includes the following components:

- Elected official briefings / updates (continue through October 2007)
- Public workshop (November 2007)
- Noise barrier meetings (November 2007 – January 2008)
- Public hearing for tolls (schedule to be determined).

The public involvement plan during the Contract Term, as well as the Concessionaire's role in the public involvement process will be defined in the RFP.

2.4. Engineering and Construction

2.4.1. Technical Requirements

FDOT is currently considering the best approach to the development of technical requirements for the Project, and will release technical provisions as part of the RFP. In the development of these technical provisions, FDOT will take into account risk allocation considerations and O&M obligations of the Concessionaire. The technical requirements will seek to balance FDOT's desire to harness innovation with its mission to serve the needs and interests of the public. The main improvements are described below:

Express Toll Lanes (ETL)

The ETL will serve as managed lanes with the utilization of variable priced tolling. The ETL will include three 12-foot reversible lanes with exchanges that provide access to/from I-75, the Sawgrass Expressway, Florida's Turnpike and I-595 east of SR-7 (providing access to I-95). The ETL will not provide access to customers to/from SW 136 Avenue, Flamingo Road, Hiatus Road, Nob Hill Road, Pine Island Road, University Drive, Davie Road and SR 7 (US 441).

These lanes will reverse directions in peak travel times. Generally the ETL morning traffic will travel eastbound, and in the evening the direction of the ETL will be westbound, thereby removing a portion of the long distance through traffic from the I-595 general purpose lanes. It is expected that HOV 3 and express bus transit will be allowed on the ETL toll free. Allowance or prohibition of trucks on the ETL will be set forth in the RFP.

ETL Exchanges

The I-595 mainline and Florida's Turnpike mainline medians will be widened to accommodate the reversible lane exchanges. Auxiliary lanes will be designed for access into the reversible lane system. Overhead dynamic message signs will guide motorists into or away from the auxiliary lanes leading to the ETL, depending on the time of day. Opposing traffic will be prohibited from entering the ETL by access control barriers and/or gates.

I-595 Mainline

The design of the I-595 mainline will include six general purpose lanes, three in each direction. The right profile grade lane (I-595 eastbound) will generally remain in its current location, 32-34 feet right of the centerline of construction and generally at the same elevation. The left profile grade lane (I-595 westbound) will shift to the north in order to accommodate the ETL.

Eastbound general purpose lanes will require widening and/or reconstruction and the westbound general purpose lanes will require significantly more reconstruction. This is due to the shift in the alignment to accommodate the ETL.

Mainline I-595 Interchanges

Major improvements are proposed for the mainline interchanges to eliminate friction in the outer lanes caused by merge, diverge and weaving segments along the mainline. The proposed improvements accomplish this by introducing braided ramps, and reducing the exits by combining some of these movements, and swapping the location of ramps (placing off-ramp before the on-ramp). The improvements either eliminate the mainline weaving segments or move the weave onto the frontage road (SR 84). All ramps are parallel in type with auxiliary lanes beginning/ending at the ramps to improve on the operations of the merging and diverging segments.

Florida's Turnpike Mainline

The Florida's Turnpike mainline must be realigned from north of Griffin Road to the south abutment of the Florida's Turnpike bridges over I-595, and also from the north abutment of the Florida's Turnpike bridges over I-595 to Peters Road. The Florida's Turnpike median will require widening in these areas to allow for the ETL exchange areas. In addition, Florida's Turnpike northbound will be widened to the outside to allow for the addition of the proposed westbound to northbound ramp.

Florida's Turnpike Interchange

A new westbound to northbound slip ramp will be added in the northeast quadrant of the interchange. The reconfiguration of some ramps will reduce the number of weaving sections, increase acceleration lane lengths, and improve operations within the interchange.

SR 84

Currently, SR 84 is a four-lane facility (two lanes in each direction) located along the north and south sides of I-595 and designed for a 50 mph speed. Limited right of way, proposed mainline auxiliary lanes, realigned ramps, braiding of ramps, proposed bicycle/pedestrian facility and potential impacts North New River Canal make maintaining the existing drainage system impractical. SR 84 will be reconstructed as a four-lane facility (two 12-foot lanes in each direction), with Type F curb and gutter on the outside and a 4-foot paved shoulder on the inside (8-foot overall width).

The improvements to WB SR 84 will require reconstruction of the intersections at SW 136th Avenue, Flamingo Road, Hiatus Road, Nob Hill Road, Pine Island Road, University Drive, and Davie Road. Currently, SR 84 ends to the east of Davie Road and EB traffic is forced onto the I-595 mainline. SR 84 will be extended through the Florida's Turnpike and SR 7 interchanges, and a continuous connection will be made to eliminate local traffic having to enter onto the I-595 mainline.

Transit Facilities

A proposed envelope for an elevated transit corridor is located on the south side of I-595, both north and south of eastbound SR-84. The transit envelope must be preserved, including considerations for future foundations. Construction of transit elements, including substructures, will not be part of the Project. The requirements for the preservation of foundation footprints and the alignment envelope will be set forth in the RFP.

Bulkhead

The shift in the alignment of WB I-595, and therefore SR 84, will impact the maintenance berm and/or the south bank of the North New River Canal (NNRC). The canal will most likely require a bulkhead along the south side of the canal adjacent to WB SR 84. The north side of the canal may need a bulkhead as well. Additional information will be set forth in the RFP.

Bridges

The design of the Project will include new bridges, bridge replacements, and bridge widenings. Widened bridges will be required to provide 16'-0" vertical clearance, pending the approval of FHWA. New bridges and bridge replacements will be required to meet the standard minimum

vertical clearance requirements of 16'-6" over roadways. New bridges, bridge replacements and bridge widenings will be required over the NNRC. The design of the bridges will be in compliance with the latest editions of the relevant codes, manuals, standards, and regulations as adopted by FDOT and set forth in the RFP.

Signing and Pavement Markings

The design of the signing and pavement markings, including guide signs, will be in compliance with the latest editions of the relevant codes, manuals, standards, and regulations as adopted by FDOT and set forth in the RFP.

ITS

The design of ITS will include a reversible lanes access control system, CCTV camera traffic surveillance system, vehicle detection system, motorist information system with dynamic message signs and fiber optic based communication system for the ETL and the general purpose lanes. In addition, the Concessionaire shall deploy an ITS interim traffic management system during the construction period.

ITS criteria for the Project are currently under development to ensure that the latest technology is implemented. The Project ITS will need to be integrated with existing and future FDOT systems and updated regularly. ITS requirements will be set forth in the RFP.

Pedestrian / Bicycle Facilities

The I-595 corridor has been designated by Broward County to be a major component in the Broward County Greenways system. The alignment of the bi-directional mixed use path is currently being evaluated by Broward County and FDOT. A preliminary alignment as well as other requirements for the Broward County Greenway will be set forth in the RFP.

In addition to the Broward County Greenway, a 6-foot sidewalk is proposed along EB SR 84. Undesignated 4-foot (6-foot next to barrier wall) bicycle lanes are also proposed along SR 84 in both directions to accommodate those riders that currently use SR 84. The bicycle lanes will be undesignated because of proximity to the interstate ramps and high speed traffic.

Life Safety Plan

A first responder plan is currently under development and will address the separation of the ETL from I-595 mainline lanes and interchanges. The requirements will be set forth in the RFP.

2.4.2. Right-of-Way

It is anticipated that FDOT will provide the limits of anticipated right-of-way takings and an acquisition schedule in the RFP documents. FDOT currently expects to secure the right-of-way as will be defined in the RFP in a timely manner without the Concessionaire's involvement.

The current anticipated right-of-way clear date is October 2010. The anticipated right-of-way need is minimal and should pose no significant effect on construction operations planned prior to October 2010. However, the Concessionaire will need to refrain from construction activities within the areas of acquisition prior to the right-of-way clear date and plan accordingly in the scheduling of construction activities within these areas.

The Concessionaire will be responsible for securing any minor additional right-of-way it deems necessary or desirable for the Project, including temporary right-of-way needed for construction operations or off-site right-of-way needed for operations and maintenance.

2.4.3. Drainage

A comprehensive stormwater management facility design evaluation is being performed for the Project by FDOT in accordance with methodologies approved by the Federal Highway Administration (FHWA) and in accordance with drainage design criteria specified by South Florida Water Management District (SFWMD), and local regulatory agencies including Broward County Environmental Protection Department (BCEPD), Central Broward Water Control District (CBWCD), Old Plantation Water Control District (OPWCD), and Tindall Hammock Irrigation and Soil Conservation District (THISCD).

FDOT is currently coordinating its proposed stormwater management facility design concepts with the regulatory agencies and local drainage districts with the intention of identifying and finalizing the stormwater management facility types, sizes, and locations, and to assure issuance and/or execution of all drainage-related conceptual/master plan permits and right-of-way agreements prior to the summer of 2008. The stormwater management facilities currently under consideration include ponds located within interchange infield areas, shared use ponds within adjacent golf courses, offsite rock pits, and exfiltration trench within the roadway corridor. The shared use pond agreements are being pursued to minimize impacts to the public and will significantly lessen the right-of-way acquisition costs required for drainage. In addition to the drainage-related permits, FDOT is also conducting a hydraulic analysis of the SFWMD North New River Canal and coordinating closely with the SFWMD Right-of-Way Division to ensure any impacts to the canal right-of-way can be mitigated appropriately.

FDOT will be providing the Concessionaire with the stormwater management facility design evaluation during the RFP stage, in addition to any shared use agreements, permits, and/or correspondence with the regulatory agencies that is available. The Concessionaire will be responsible for designing, constructing, and maintaining the Project corridor stormwater management collection, conveyance, and storage/treatment facility systems including connections to existing or constructed offsite facilities.

2.4.4. Utility Coordination and Relocation

Various overhead and underground utilities along the I-595 corridor will be impacted by the construction improvements. FDOT had initiated coordination with all known utility agencies to determine their involvement, general existing utility locations, degree of impact, and estimated relocation costs.

The Concessionaire's responsibilities for coordinating, and potentially in some cases constructing the various utility relocations will be defined in the RFP. An existing utility base map will be included in the RFP with a conceptual conflict/resolution matrix.

2.4.5. Subsurface Conditions

FDOT recognizes that subsurface conditions will be an important parameter which the Short-Listed Proposers will consider in preparing their Detailed Proposals. FDOT is in the midst of completing a geotechnical field investigation program whose preliminary results will be made available to Short-Listed Proposers in the RFP.

The geotechnical field investigation performed by FDOT along the Project corridor is as follows:

- Forty eight (48) 85 feet deep SPT Borings are drilled for all the proposed widening of the existing twenty four bridges; i.e., two (2) per bridge.
- Sixty two (62) 85 feet deep SPT Borings are drilled proximate to the proposed bent locations of seventeen (17) new bridges, contingent upon access.
- One (1) 100 feet deep SPT Boring is drilled at every 300 feet interval (alternate bent location) for the proposed reversible lanes in the median of I-595.
- One (1) 40 feet deep SPT boring is drilled at every 250 feet interval along the bulkhead wall alignments proposed along the south side of the North New River Canal.
- One (1) 40 feet deep SPT boring is drilled at approximately every 250 feet interval along the MSE wall alignments.
- Roadway Auger Borings, 5 to 20 feet deep are drilled along the I-595 median of the Project corridor where SPT borings are not drilled for the proposed reversible lanes.
- Roadway Auger Borings, 5 to 20 feet deep are drilled along north and south sides of SR 84 (Eastbound and Westbound) along the Project corridor.

However, in preparing their Detailed Proposals, the Short-Listed Proposers should rely on their own sources of information and form their own opinion of the geotechnical conditions likely to be encountered. In particular the details pertaining to borings will only consist of general indications of the materials likely to be found adjacent to the borings drilled on the Project site, approximately at the boring locations indicated.

The Concessionaire will be responsible for identifying and performing any additional geotechnical field investigation, and geotechnical engineering analysis and design dictated by the Project needs. All geotechnical work necessary shall be performed in accordance with the relevant codes, manuals, standards, and regulations as adopted by FDOT and set forth in the RFP. FDOT anticipates that risks associated with subsurface conditions will be borne by the Concessionaire.

2.4.6. Contamination

As part of the Project re-evaluation process, the previous Level I Assessment (Contamination Screening Report – CSER) information will be updated, and FDOT will subsequently conduct a Level II Site Assessment along the Project corridor to determine potential contamination impacts. Related reports will be available on the Website when completed. FDOT will include further information and remediation requirements in the RFP.

FDOT will be responsible for further assessment and clean up based upon information provided by the Concessionaire during final design. The Concessionaire shall provide plans to FDOT's contamination impact coordinator for constructability review.

2.4.7. Cultural / Archeological Heritage

In letters dated January 9, 2006 and April 26, 2006, the State Historic Preservation Officer concurred that the proposed Project will have no adverse effect on any resources listed, or potentially-eligible for listing on the National Register of Historic Places. Copies of these letters are included in the Appendix C of the Type II Categorical Exclusion document available on the Website.

2.5. Operation and Maintenance

The Concessionaire will be responsible for all operations and maintenance of the Project, with the exception of FTE's responsibilities as further detailed in Section 2.6:

- Routine maintenance
- Equipment maintenance (including ITS maintenance)
- Traffic management (traffic incident management, road ranger service, emergency response plan, transportation management center operation for I-595)
- Safety management
- Regular monitoring and reporting to FDOT

The RFP will delineate operation and maintenance requirements based on key objectives

including high levels of:

- Facility's availability and user service
- Emergency responsiveness (accident clearance response time)
- Health and safety
- Security
- Environmental and aesthetic standards
- Protection of the Project capital asset, including routine and periodic maintenance

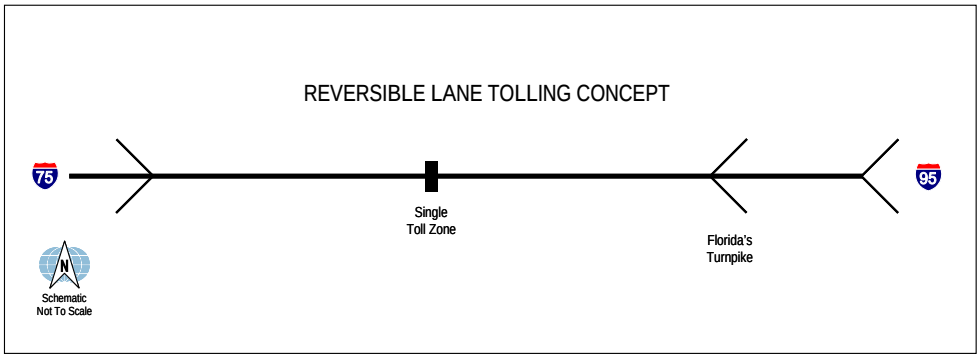
To the extent possible, the operation and maintenance technical specifications will be defined in the RFP as functional requirements and the Concessionaire will be responsible for choosing the means, method, action and resources necessary to meet the functional requirements. The RFP will (i) set forth the standards that must be met for the roadway to be deemed open and available, and (ii) define the operational standards to be maintained throughout the Contract Term.

2.6. Electronic Toll Systems and Operations

2.6.1. Toll Collection

Tolls will be collected only from vehicles using the ETL. All tolls will be collected electronically, and no cash collection facilities will be provided. As shown below, it is currently planned that only a single electronic toll zone will be required somewhere near the mid point of the Project and access between the western access points and prior to the access ramps to and from Florida's Turnpike. No additional toll facilities are currently anticipated east of the Florida's Turnpike ramps.

Figure 3



Toll collection will be by means of SUNPASS, the adopted statewide electronic toll program in

Florida. In addition, FDOT is considering the additional use of video tolling, to enable vehicles not equipped with SUNPASS transponders to use the ETL.

It is anticipated that variable toll rates will be used, possibly including dynamic pricing. Under dynamic pricing, tolls may be adjusted periodically by FDOT based on actual measured traffic levels in the ETL, the general purpose lanes or both.

2.6.2. Concessionaire's Responsibilities

The Concessionaire will be responsible for the design, construction, and maintenance of the tolling gantry structure, up to 200' of a fiber reinforced concrete pavement section, maintenance pull off area, toll equipment building(s), and any electrical and communication connections and services. The Concessionaire will work with FDOT with the intent to meet the standard FTE tolling gantry and infrastructure requirements. The Concessionaire will provide the necessary fixed and dynamic signs to convey the tolling information to drivers. The Concessionaire will provide an electronic connection to FTE, consistent with FTE requirements, which indicate and confirm the toll rate that was shown on the sign at the date and time that the customer was charged for travel on the ETL.

FTE will provide, install, operate and maintain the electronic tolling equipment for the ETL. FTE will manage all SunPass customer services and violation enforcement. FTE will require a certain period (currently anticipated at 45 days) of unrestricted access from completion of the tolling gantry and infrastructure to completion of the toll collection equipment.

It is preferred that the Concessionaire will locate the single reversible tolling point such that it is a single toll gantry, at grade, on a tangent section, with a cross slope less than 4%, and not in a merge section. The Concessionaire will coordinate the design of the tolling site with the FTE.

2.7. Major Maintenance, Handback and Inspections

During the Contract Term, the Concessionaire will be responsible for the lifecycle and major maintenance of the Facility, including but not limited to the resurfacing of the roadway, renewal and replacement of equipment and systems (other than toll equipment).

At the time of handback, the overall Facility must comply with functional, technical and handback requirements which will be set forth in the RFP. A plan of inspection prior to handback will be developed and presented in the final RFP, and the Concessionaire will be required to submit detailed quality assurance, quality management and quality assurance control plans to FDOT for approval.

3. CONTRACT PRINCIPLES AND HIGHLIGHTS

3.1. Concessionaire's General Contractual Obligations

The Concessionaire will assume full responsibility for the design, construction, financing, operation and maintenance of the Project, except as provided in Section 2.6.2.

The Concessionaire will be responsible for the completion of the design and construction-related activities: obtaining permits, utilities coordination and relocation, securing access and/or acquisition of areas outside preliminary right-of-way plans, subsurface and contamination management, general health, safety and environmental management, etc.

During the Contract Term, the Concessionaire will have general responsibility for ensuring high levels of availability, health and safety, security, emergency responsiveness, asset conditions, and environmental and aesthetic standards for the road. Specific requirements related to function, performance and quality to safeguard these general objectives will be specified in the RFP.

3.2. Substantial Completion

Each Detailed Proposal must include a proposed construction schedule. Evaluation of this schedule will be part of the overall evaluation of the detailed technical proposal. The Concession Agreement will provide for a long-stop date, measured from the Substantial Completion date set forth in the Concessionaire's Detailed Proposal, by which the Project must achieve Substantial Completion or FDOT may terminate the Concession Agreement for Concessionaire default.

3.3. Bonding: Performance and Payment Guarantees

FDOT is currently evaluating the requirements it will establish for performance and payment guarantees and a decision will be made prior to issuance of the RFP. The Project is being conducted under Florida's public-private partnership program and a 100% performance bond will not be required. FDOT is evaluating project risks and milestone payments, among other factors, to determine the appropriate bonding and other financial assurance requirements.

3.4. Risk Allocation

In order to achieve an optimal, cost-effective contractual structure, FDOT intends to allocate risk to the contracting party that best can manage the assigned risk. In general, the Availability Payment scheme will discourage non-performance, while still taking into account the credit needs of the Project and its lenders. Table 4 is a general indication of FDOT's current view about risk allocation. It is provided for information purposes only and is not an exhaustive list of the Project's risk allocation. Actual risk allocation and risk sharing processes will be set forth in detail in the RFP and may be further refined based on feedback from the Short-Listed Proposers during the review process.

Table 4
Preliminary Risk Allocation Matrix

Risk Category	Description	Risk Allocation		
		FDOT	Concessionaire	Shared
Political	Intergovernmental Agreements needed for award of concession	X		
Financial	Appropriation risk for Milestone Payments and Availability Payments		X	
	Equity and debt funding (financial close, interest rate (1) and currency risk)		X	
Traffic and Revenue	Risk of actual traffic on ETL and/or general purpose lanes being lower or higher than projections (2)	X		
Right-of-Way	Areas within Preliminary Right of Way Plan	X		
	Areas outside Preliminary Right of Way Plan		X	
Permits	Obtaining Federal, State and Local Permits			X
Utilities	Agreements, schedules and relocations			X
Procurement	Legislative and regulatory authorities for award of Concession	X		
Construction	Nonconforming work		X	
	Impacts on vehicle traffic and existing roadway operations and adjacent communities beyond agreed levels		X	
	Directed changes to the work and discriminatory actions	X		
	Labor and material shortages and cost escalation		X	
	Subsurface conditions		X	
	Contamination			X
Operations & Maintenance	Meeting availability and O&M criteria		X	
	Usage-related cost increases due to traffic exceeding specified levels (2)			X
Hand-Back	Return Project assets in specified condition when concession ends		X	
Force Majeure	Specified events not covered by insurance (3)			X
Change in law	Change in local, State or Federal laws affecting the Project (excluding tax laws) occurring after Proposal submission	X		

(1) A risk sharing mechanism from submission of Detailed Proposals to financial close is under consideration together with refinancing gains sharing provisions
(2) RFP will provide some protection for operation and maintenance cost increases linked to traffic
(3) FDOT is considering self-insuring for hurricane and terrorism

Upon the occurrence of specific qualifying events that cause a material change in the Project's implementation and/or economics (as demonstrated using the financial model or by other acceptable means), the Concessionaire will be granted relief from performance and/or economic compensation that will be defined in the Concession Agreement. A detailed description of the risk allocation and mitigation mechanisms will be set forth in the RFP.

3.5. Taxes and Financial Structuring Matters

Each Proposer will be solely responsible for tax planning and compliance with applicable tax laws in connection with its participation in the selection process and the development of its Detailed Proposal. FDOT will provide reasonable assistance to Short-Listed Proposers in undertaking finance plans requiring issuance of debt by other public entities; however, the Concessionaire will be responsible for initiating the necessary approval and implementation processes and for achieving financial close. Additionally, the Concessionaire will be responsible for fulfilling its obligations under applicable tax laws as a result of the execution and performance of the Concession Agreement. Payments to or from FDOT will not be adjusted for errors or deficiencies in tax planning with respect to the Detailed Proposal. Proposers will bear the risks for future changes in tax laws in the U.S. and other countries whose statutes may apply to the assumptions used in preparing their Detailed Proposals.

FDOT will take the lead in securing a Private Activity Bond (PAB) allocation from USDOT for those Proposers interested in incorporating this finance mechanism in their Detailed Proposal. FDOT also will coordinate the identification of one or more conduit issuers for PABs.

3.6. Additional Contractual Provisions

The Concession Agreement will also contain technical terms and specifications, and provisions regarding force majeure, relief events, allocation of additional risks, third party liabilities and corresponding insurance requirements. There will be provisions pertaining to topics such as cancellation, termination without cause, termination for default, and the interests of lenders and guarantors. Methodologies for addressing compensation in the case of different termination events will be included.

4. PAYMENT MECHANISM

4.1. Milestone Payments

During the construction period, FDOT anticipates making Milestone Payments upon successfully reaching specific design and construction milestones. A final decision on whether Milestone Payments will be made, their timing and their amount will be made prior to the issuance of the RFP.

4.2. Availability Payments

FDOT will make a stream of recurring Availability Payments to the Concessionaire during the Contract Term. Each Availability Payment will be calculated based on the maximum amount bid by the Concessionaire in its Detailed Proposal (which will not exceed a maximum affordability ceiling set forth in the RFP). Performance deductions shall be applied to the maximum amount if the Concessionaire does not meet the performance requirements set out in the Concession Agreement.

4.2.1. Maximum Availability Payment

Proposers will bid a single, maximum Availability Payment amount, unadjusted for inflation in a year specified in the RFP. FDOT will specify an inflation indexing mechanism in the RFP. Indexed Availability Payments will be paid at regular intervals during the Contract Term by FDOT to the Concessionaire. The Concessionaire will be entitled to receive the Maximum Availability Payment, net of applicable performance deductions, only after the Substantial Completion Date.

Deleted: The payment regime applicable prior to the Substantial Completion Date is described in Section 4.2.3.¶

4.2.2. Performance Criteria

In the interest of achieving the objectives stated above, the Availability Payment will be calculated based on the following two main elements:

- The availability of the roadway and its conformity to agreed capacity specifications.
- The quality of the operation and maintenance work

The RFP also will include criteria for evaluating the overall performance of the Concessionaire in order to provide an objective basis for determining default and seeking replacement of the Concessionaire for deficient performance.

FDOT is designing these criteria to give the Concessionaire incentives to meet FDOT's overall objectives for the Project, encouraging: efficient execution of the Project; high-quality design, construction and maintenance of the facilities, security and safety; as well as the best possible operation and maintenance of the Project. FDOT intends to encourage design and construction of a safe, high-quality facility with a reasonable balance between capital improvement costs and future operation and maintenance costs.

Availability Criteria

A significant portion of each Availability Payment will be based on the availability of the roadway (i.e. that the full capacity of the Facility is open, particularly during peak-hours). This will allow the Concessionaire to be rewarded for designing and constructing a Facility that requires fewer lane closures to perform capital renewals during the Contract Term, and for using operation and maintenance methods which will ensure the least possible obstruction to traffic in conformance with the Project's operating requirements (i.e. optimization of routine maintenance plans and a responsive accident and break-down clearance management).

In addition to vehicle usage of the lanes, various functional requirements may be stipulated for keeping the roadway open, e.g. that the visibility is satisfactory, that accidents and break-downs are cleared within specified time frames and that approved emergency, evacuation and life safety plans are in place at all times. If the state of the roadway does not comply with the agreed requirements, the roadway will be deemed not available. Specifications for availability will be set forth in the RFP and will be discussed with Short-Listed Proposers.

Quality Criteria

The Concessionaire's operation and maintenance performance will be measured against a number of criteria in addition to availability, which will be specified in the RFP. These criteria are expected to correspond to the requirements that are specified in FDOT's maintenance and safety standards for the State road network, with significant additional requirements that: 1) reflect the Project's unique nature as a combination of tolled and non-tolled lanes; 2) encourage quality upkeep, safety and security; and 3) protect the capital asset in light of handback requirements. FDOT is weighting this part of the compensation to ensure a high standard of quality over the duration of the Concession.

It is anticipated that standard FDOT ITS performance measures (detailed measurement can be found at http://www.smartsunguide.com) will apply to the ITS operations and ITS maintenance of this Project. Additional performance measures related to this Project, for example, reversible lane operations, are under development by FDOT.

4.3. Usage-related Payments

In addition the Concessionaire may receive other payments to cover increased operation and maintenance costs incurred above certain traffic thresholds set forth in the RFP. These usage-related payments will be in addition to each Availability Payment.

FDOT is currently investigating whether these payments should provide a small upside to the Concessionaire's compensation. Usage-related payments will be adjusted for inflation. The methodology for making usage-related payments and their inflation adjustment is currently being studied by FDOT. FDOT expects this traffic-related payment to represent only a minor portion of the Concessionaire's revenue stream.

5. PROCUREMENT PROCESS

5.1. Preliminary Procurement Timeline

A preliminary schedule for the procurement process is included below. This schedule is subject to change.

Table 5
Preliminary Procurement Schedule (Subject to Change)

October 1st, 2007	RFQ and PIM release
November 5th, 2007	Statement of Qualifications due from Proposers
December 3rd, 2007	Announcement of Short-Listed Proposers
May 5th, 2008	Announcement of Best Value Proposer

5.2. Request for Qualification and Short-listing

FDOT intends to shortlist three (3) Proposers, with the option to shortlist a maximum of four (4) Proposers. The Short-Listed Proposers will be eligible to receive the RFP and to submit Detailed Proposals. The RFP will specify the submittal requirements and evaluation methodology in the Instructions to Proposers (**"ITP**"). In addition, the RFP will contain a Concession Agreement, technical criteria and technical specifications, and reference information.

5.3. Request for Proposals and Selection

The RFP will only be issued to the Short-Listed Proposers. FDOT will consider feedback from the Short-Listed Proposers in order to achieve the highest quality and most cost-effective project, before issuance of a final addendum. During this period, FDOT may also coordinate the gathering of additional, relevant information.

FDOT will award the Concession Agreement to the Short-Listed Proposer that, based on an overall evaluation of the Detailed Proposal, has offered the best value. In general, best value will be determined based on the size of the Short-Listed Proposer's maximum Availability Payment, together with its approaches to project management, design and construction, and its plans for quality assurance and control, and for operations and maintenance of the Project. A more detailed discussion of the evaluation process and criteria will be included in the RFP.

5.4. Stipend

Short-listed Proposers that are not selected will receive a stipend of $1,000,000 (one million dollars) to cover a portion of the Detailed Proposal costs, pursuant to the conditions set forth in the RFP. A responsive Detailed Proposal must be submitted in order to receive a stipend.