REQUEST FOR QUALIFICATIONS

TO DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN

THE

I-4 ULTIMATE PROJECT

FINANCIAL MANAGEMENT # 432193-1-52-01

THROUGH A

CONCESSION AGREEMENT

FLORIDA DEPARTMENT OF TRANSPORTATION

ISSUED MARCH 8, 2013

ADDENDUM NO. 1 – ISSUED MARCH 15, 2013

Florida Department of Transportation
719 South Woodland Boulevard
DeLand, FL 32720

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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-4 Ultimate 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. Short-Listed Proposers will be invited to submit 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 5 office identified below. Proposers may make an appointment to review the Project Documents or may submit written requests for reproduction of hard copies of the Project Documents by contacting FDOT at the following address:

Florida Department of Transportation
Professional Services, District 5
719 South Woodland Boulevard
DeLand, FL 32720
Attn: Michelle Sloan

E-mail: michelle.sloan@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 AND ACRONYMS.

AADT – Annual Average Daily Traffic.

ATCs – Alternative Technical Concepts.

Availability Payment (AP) – The periodic payments made by FDOT to the Concessionaire upon opening of the Project to traffic in its final configuration. 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 (CA) – The agreement between the Concessionaire and FDOT to design, build, finance, operate and maintain the Project.

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

Contract Term – The Concession Agreement term, anticipated to be forty (40) years, commencing on the date that the Concession Agreement is executed by FDOT and the Concessionaire.

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.

DBE – Disadvantaged Business Enterprise.

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

District 5 – FDOT's District 5.

Engineer of Record (EOR) – 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.

Facility – The Project limits and improvements for which the Concessionaire will have operational and maintenance responsibilities upon substantial completion of the construction phase of the Project.

FDOT – The Florida Department of Transportation, the owner of the Project.

FDOT Website – The file transfer appliance site that FDOT will establish and use to transmit information to the Short-Listed Proposers.

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, Chapter 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(d) or Section 5.2.1.3(m). A Guarantor must be the parent company of, or under common ownership, control

or management as, the entity that is the subject of the guarantee, excluding any subsidiary of such entity.

I-4 – The Interstate 4.

Instructions to Proposers – The instructions given to Proposers in conjunction with the RFP.

Lead Contractor – The member of the Proposer team, whether a single entity or a joint venture, primarily responsible for the construction of the Project. There may be only one Lead Contractor per Proposer team.

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. There may be only one Lead Engineering Firm per Proposer team.

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. There may be only one Lead Operations and Maintenance Firm.

Limited Access Facility – A street or highway especially designed for through traffic, and over, from, or to which owners or occupants of abutting land or other persons have no right or easement of access, light, air, or view by reason of the fact that their property abuts upon such limited access facility or for any other reason. Such highways or streets may be facilities from which trucks, buses, and other commercial vehicles are excluded; or they may be facilities open to use by all customary forms of street and highway traffic.

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.

Managed Lanes – The managed toll lanes to be built within the Project.

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

OOCEA – The Orlando Orange County Expressway Authority.

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.

PD&E Study Re-evaluation – The re-evaluation of the PD&E Study as described in Section 3.1.

Preliminary Indicative Design – The indicative design prepared by FDOT which generally defines the Project scope and will be issued in connection with the RFP.

Project – The I-4 Ultimate Project.

Project Documents – Those documents identified in Exhibit A, as such Exhibit A may be amended from time-to-time prior to the Short-Listed Proposers' submission of Detailed Proposals. Updates of these documents will be posted in the locations listed in Section 4.2.

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

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.

Proposer – Companies, teams, joint ventures, partnerships or consortia submitting an SOQ.

Reference Design – The reference design prepared by FDOT which will be made available for reference purposes prior to the release of the Preliminary Indicative Design.

Request for Proposals (RFP) – The request for proposals prepared by FDOT, used to solicit bids for the Project and to provide the requirements for preparation of the Detailed Proposal. Short-Listed Proposers may access the RFP when available, via the FDOT Website.

Request for Qualifications (RFQ) – This request for qualifications prepared by FDOT.

Short-List – FDOT's act of choosing select Proposers to submit Detailed Proposals.

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 (3) Proposers and retains the option to Short-List up to four (4) Proposers.

SOQ – The Statement of Qualifications submitted by a Proposer in response to this RFQ.

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

State – The State of Florida.

Statement of Approach to Subcontracting/Subconsulting – Has the meaning assigned to such term in Section 5.2.1.3(l).

Statement of Financial Approach – Has the meaning assigned to such term in Section 5.2.1.2(i).

Statement of Technical Approach – Has the meaning assigned to such term in Section 5.2.1.3(k).

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

TOW – Types of Work.

Website – The website found at: http://www.moving-4-ward.com. After FDOT selects the Short-Listed Proposers, FDOT intends to create a file transfer appliance site ("**FDOT Website**") that FDOT will use to transmit information to the Short-Listed Proposers.

3. PROJECT OPPORTUNITY.

3.1 Project Description.

The construction of the Project will extend from west of Kirkman Road (Milepost 8.705) in Orange County to east of SR 434 (Milepost 5.142) in Seminole County. I-4 will be reconstructed to accommodate, in each direction, three (3) general use lanes, auxiliary lanes, and two (2) managed lanes ("**Managed Lanes**"). Access to and from the Managed Lanes will be provided through slip ramps located along the corridor and direct access Managed Lane-only ramps will be at Grand National Drive, South Street, Anderson Street, Ivanhoe Boulevard and Central Parkway interchanges.

The widening of I-4 includes reconstruction or new construction of the following interchanges along I-4:

- Kirkman Road (SR 435)
- Grand National Boulevard
- Florida's Turnpike (SR 91)
- Orange Blossom Trail (SR 600, US 17-92)
- Michigan Avenue
- Kaley Street
- East-West Expressway (SR 408)
- South Street
- Anderson Street
- Colonial Drive (SR 50)
- Ivanhoe Boulevard
- Princeton Street (SR 438)
- Par Avenue
- Fairbanks Avenue (SR 426)
- Lee Road (SR 423)
- Maitland Boulevard (SR 414)
- SR 436
- Central Parkway
- SR 434

The Project will involve replacement of nearly all bridges that are part of I-4 within the Project's limits.

The SR 408/I-4 interchange will be built to its ultimate configuration and will include modifications to SR 408, which is operated by OOCEA. The improvements to SR 408 will include, but not be limited to, modifications or additions of bridges over:

- Parramore Avenue
- Westmoreland Avenue

- Rio Grande Avenue
- Orange Blossom Trail (SR 600, US 17-92)
- Tampa Avenue

The Environmental Impact Statement completed in the original PD&E Study done for the I-4 corridor was re-evaluated based upon an updated traffic study. FDOT undertook the PD&E Study Re-evaluation and the Federal Highway Administration ("**FHWA**") approved it on April 7, 2005. The PD&E Study Re-evaluation included a new typical section for I-4, expanded to twelve (12) lanes to accommodate, in each direction, three (3) general use lanes, auxiliary lanes, and two (2) tolled lanes, through the section of the corridor from west of Kirkman Road (Orange County) to east of SR 434 (Seminole County).

FDOT has completed Reference Design (up to 60% for most roadway portions) on this twenty-one point eleven (21.11) mile corridor. The Reference Design has established the I-4 mainline and ramp geometry based on the traffic operational and safety needs for the roadway. The Reference Design also provides the layout of the Managed Lanes, including the start and end transitions from the Managed Lanes to the existing general use lanes and direct connect ramps to specific side streets along the corridor. FDOT has acquired right-of-way and obtained environmental permits based on the roadway layout depicted in the Reference Design. It should be noted that there have been modifications to the Reference Design for some of the locations.

These modifications include, but may not be limited to:

- A revised layout for the Kirkman interchange which is currently at 20% - line and grade plan level. FDOT has obtained the environmental resource permit for this change.
- The Grand National Drive interchange with I-4 which is currently at 60% plan level. FDOT has obtained the environmental resource permit for this change.
- Modification of the Light Rail Transit Envelope Reservation from Kirkman Road to John Young Parkway and inclusion of a collector distributor road system from Florida's Turnpike to Conroy Road is currently undergoing a PD&E Study Re-evaluation. (There are no plans associated with this change.)
- Removal of the pedestrian bridge on SR-436, addition of a pedestrian underpass crossing of SR-436, and sidewalks on the SR-436 bridge over I-4.

FDOT has already processed or is currently processing re-evaluations through FHWA for the changes listed above, and expects to complete this process prior to the due date for Proposals.

The Preliminary Indicative Design will be released in conjunction with the release of the RFP. The Preliminary Indicative Design will include the above listed modifications. If the Concessionaire makes any changes to the Preliminary Indicative Design (beyond any modifications made by FDOT during this procurement) or creates its own designs, and such designs result in the need for re-evaluation of the environmental permits, the Concessionaire will be responsible for obtaining any additional re-evaluations and completing all associated work. The Concessionaire must coordinate such additional re-evaluations with District 5 prior to the submission to FHWA for approval. All approved work must be completed in accordance

with the National Environmental Policy Act process. In addition, the Concessionaire will be required to demonstrate the minimization of environmental impacts during the design, permitting, construction and maintenance phases of the Project, while ensuring that all 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, and who is willing to share project risks. The successful Proposer must have proven ability to arrange and close non-recourse financing ~~on terms favorable to the State~~, 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 mechanism. FDOT also intends to partially compensate the Concessionaire with several design and construction Milestone Payments, including a Milestone Payment contemplated upon final acceptance of the Project. The RFP will present further details regarding the payment mechanisms.

During the Contract Term, the Concessionaire will operate and maintain (i) the existing I-4 lanes and associated roadway infrastructure from the date construction commences, and (ii) the Project's capital improvements (with the exception of electronic 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 Facility and ultimately handing back the Facility in a manner that is compliant with hand-back standards described in the Concession Agreement.

The Managed Lanes will be tolled using variable pricing. Florida's Turnpike Enterprise will provide, install, operate and maintain the electronic tolling equipment for the Managed Lanes. FDOT will set the toll rates and retain the toll revenue. The Concessionaire will be responsible for construction of the toll gantries, toll buildings, and tolling site appurtenances.

The Contract Term will be described in the RFP and is anticipated to be forty (40) years, commencing on the date that the Concession Agreement is executed between FDOT and the Concessionaire. The Contract Term will be comprised of a design and construction period (including design and construction phase operations and maintenance responsibilities) and a subsequent operations and maintenance period.

Additional information regarding the Project scope can be found in the PIM.

4. PROCUREMENT PROCESS.

4.1 Overall Process.

4.1.1 Statement of Qualifications (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 Request for Proposals (RFPs).

Following the determination of Short-Listed Proposers, FDOT will 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 pursuant to 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 final award and execution. If such final discussions are not successful, FDOT may conduct limited discussions with and seek clarifications from the next highest apparent best-value Short-Listed Proposer. Alternatively, FDOT may in its sole discretion 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 $2,000,000 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. Additionally, Short-Listed Proposers may be entitled to a portion of the stipend if FDOT terminates the procurement process for any reason prior to the due date of the Proposal. 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 or Proposer

team 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 FDOT 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 – Curved steel girders
- Major Bridges – Cast-in-place/post-tensioned/superstructures
- Intermediate Bridges
- Grading
- Drainage
- Portland Cement Concrete Roadway Paving
- Flexible Paving
- Hot Plant-Mix Bituminous

Except as provided below, the Lead Contractor shall complete the qualification process for the above-listed Types of Work (TOW) prior to the due date for Detailed Proposals.

If the roadway work is not performed by the qualified Lead Contractor, the entity performing the roadway work shall also be qualified, prior to commencement of such work, in the TOW corresponding to the type of paving work being performed. To the extent a Short-Listed Proposer's design for the Project does not contemplate the performance of one or more of the above-listed TOW, qualification in that TOW is not required.

Notwithstanding the foregoing, FDOT qualification for work falling within FDOT's TOWs for "Computerized Traffic Control," "ITS Systems," "Signals," or "Landscaping," is not required prior to the due date for Detailed Proposals. As to each such TOW, either the Lead Contractor or the entity to perform such work must be qualified by FDOT prior to performing any construction activities as to the respective TOW.

Except as provided herein, other categories of construction will not require qualification.

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) is 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.

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.

Type of Engineering and Design Work	Description of Engineering and Design Work Type
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
5.1	Conventional Bridge Inspection
5.3	Complex Bridge Inspection
5.4	Bridge Load Rating
6.1	Traffic Engineering Studies
6.2	Traffic Signal Timing
6.3	Intelligent Transportation Systems Analysis, Design and Implementation
6.3.1	Intelligent Transportation Systems Analysis and Design
6.3.2	Intelligent Transportation Systems Implementation
6.3.3	Intelligent Transportation Traffic Engineering Systems Communications
6.3.4	Intelligent Transportation Systems Software Development
7.1	Signing, Pavement Marking and Channelization
7.2	Lighting
7.3	Signalization
8.2	Design, Right-of-Way and Construction Surveying
9.1	Soil Exploration
9.2	Geotechnical Classification Lab Testing

Type of Engineering and Design Work	Description of Engineering and Design Work Type
9.3	Materials Testing
9.4.1	Standard Foundations Studies
9.4.2	Non-Redundant Drill Shaft Bridge Foundation Studies
9.5	Geotechnical Specialty Lab Testing
10.1	Roadway Construction Engineering Inspection
10.3	Construction Materials Inspection
10.5.1	Major Bridge CEI – Concrete
10.5.2	Major Bridge CEI – Steel
14	Architect
15	Landscape Architect

Qualification requirements for each TOW required for the Project include having experienced professionals (engineers, architects, surveyors, mappers, transportation planners, right-of-way acquisition consultants, etc.) that are registered in accordance with State 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 State law are strongly encouraged to contact the Florida Board of Professional Engineers immediately at (850) 521-0500.

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 and CEI 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 FDOT 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	March 8, 2013
Issue Addendum #1 to the RFQ	March 15, 2013
Last date for Proposer clarification requests	March 19, 2013
SOQ Due Date	March 29, 2013 (12:00 P.M. ESDT)
Short-List Selection	May 10, 2013

This schedule is subject to modification at the sole discretion of FDOT. FDOT will notify Proposers of any changes to this RFQ by issuing an addendum. FDOT anticipates selecting a Concessionaire in March 2014.

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 the following website: http://www.dot.state.fl.us/contractsadministrationdistrict5/PublicPrivatePartnership/PublicPrivatePartnership.shtm,

Proposers are responsible for monitoring this website for information concerning the Project.

4.3 Clarification Questions.

The deadline for questions or clarification is 5:00 P.M. (EDST), March 19, 2013. FDOT will, in its discretion, respond to timely and pertinent questions or comments it may receive. Proposers must submit any clarification requests arising from this RFQ, in writing, to the following street address, or e-mail address:

Michelle Sloan, Professional Services
Florida Department of Transportation
719 South Woodland Boulevard
DeLand, FL 32720
E-mail: michelle.sloan@dot.state.fl.us

Bidders shall take responsibility to review and be familiar with all questions and responses posted on this website up through the submittal date of the SOQs and to make any necessary adjustments in the SOQ document accordingly.

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.

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. The RFP and Concession Agreement will set forth specific provisions concerning bonding, insurance and indemnity. These provisions will take into account both legal and commercial considerations.

4.6 Small Businesses and Disadvantaged Business Enterprises.

It is the policy of FDOT to encourage the participation of small businesses, disadvantaged business enterprises ("**DBE**"), women-owned business enterprises and minority business enterprises in all facets of the business activities of FDOT, consistent with applicable laws and regulations. FDOT has reviewed this Project and Proposers shall aspire to have twelve percent (12%) or more of the entire design costs associated with Project work be performed by small businesses, and of that amount nine percent (9%) or more of the entire design costs should be performed by DBEs. Proposers shall also aspire to have twelve percent (12%) or more of the entire construction costs associated with Project work be performed by small businesses, of which nine percent (9%) or more of the entire construction costs should be performed by DBEs. Lastly, Proposers shall also aspire to have twelve percent (12%) or more of the entire operations and maintenance costs associated with Project work be performed by small businesses, of which nine percent (9%) or more of the entire operations and maintenance costs should be performed by DBEs. Although not a contract requirement, FDOT believes that the small business and DBE goals can realistically be achieved on this Project based on the number of small businesses and DBEs in the different types of work that will be required.

Proposers agree to use their best efforts to utilize qualified small businesses as service providers, vendors, contractors, subcontractors, advisors, and consultants for the Project. Additionally, Proposers shall agree to create and maintain a database of small businesses interested in working on the Project and employment opportunities for the Project, and to conduct reasonable outreach in good faith to inform small businesses of Project employment opportunities. Proposers should, in good faith, make reasonable, voluntary efforts to employ small businesses, and shall track the hiring and retention of small businesses hired for the Project. Proposers shall collect the tracking information from all sources and shall submit bi-annual reports to the I-4 Ultimate Construction Program Manager in a format reasonably requested by FDOT. Qualifications for small businesses may be found at the following website: http://www.dot.state.fl.us/equalopportunityoffice/sizeStandards.shtm.

Pursuant to the provisions of Section 339.0805, Florida Statutes, and Rule 14-78.005, Florida Administrative Code, FDOT has adopted rules to provide certified 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 Code of Federal Regulations Section 26.5.

FDOT's state-wide overall DBE participation goal is eight and six-tenths percent (8.6%). This goal applies to all FDOT contracts and purchases paid with funds received from the U.S. Department of Transportation through FHWA. 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.

Under 49 Code of Federal Regulations Part 26, if the eight and six-tenths percent (8.6%) goal is not achieved, FDOT may be required to return to a race-conscious program where goals are imposed on individual contracts. FDOT encourages all of our firms to actively pursue obtaining bids and quotes from certified DBEs.

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's consideration in FDOT's sole discretion, exceptions and deviations from certain of these standards and specifications through alternative technical concepts ("**ATCs**"). FDOT will develop an approval process for ATCs and will include details of the process in the Instructions to Proposers, which will be issued with the RFP. Proposers should note, however, that there may be restrictions on deviations from existing environmental approvals or from certain FDOT-mandated design and construction standards.

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.

With the exception of financial submittals required under Section 5.2.1.2, 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. Each Proposer shall submit one (1) original and nine (9) copies (for a total of ten (10) copies) of the financial submittals required under Section 5.2.1.2 in loose-leaf three-ring binders. To help protect the confidentiality of financial and proprietary information, Proposers shall submit Volume 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 all pages in each section of the SOQ~~volume~~ and separate each section with a divider tab. Proposers shall prepare the SOQs 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.

In addition to the hard copies of the SOQs described above, each Proposer shall submit the following information:

(a) Two (2) duplicate sets of CDs or USB drives, each containing:

i. a searchable "PDF" file~~s~~ for each volume of the SOQ, with bookmarks for each section within a volume;

~~(b)~~ii. ~~Two (2)~~ a standard, unlocked Microsoft Excel workbook~~s~~ containing all ~~Form C and~~ Form D reference information (organized in the same manner as ~~Form C and~~ Form D, with each ~~Form C and~~ Form D chart on separate sheets within the workbook); and

~~(c)~~iii. ~~Two (2)~~ a standard, unlocked Microsoft Excel workbook~~s~~ containing all Form E personnel reference information (organized in the same manner as Form E).

(b) Two (2) duplicate sets CDs or USB drives, each containing:

i. Financial statements; and

ii. a standard, unlocked Microsoft Excel workbook containing all Form C information (organized in the same manner as Form C, with each Form C chart on separate sheets within the workbook).

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 (2) separately bound and labeled volumes including the information described in this Section 5.2. Each volume may be subdivided as needed.

Proposers shall verify all reference contact information (e.g., reference information related to Form C, Form D and Form E) prior to submitting the SOQs.

5.2.1 Volume 1.

Proposers shall divide Volume 1 of the SOQ into threefour sections: (1) General and Legal; (2) Financial; and (3) Technical; and (4) Pass/Fail. 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.

5.2.1.1. General and Legal.

The General and Legal 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 Proposer, Equity Members, Major Non-Equity Members and Guarantors.

(d) Form F – Certification. Complete a separate Form F for each Equity Member and Major Non-Equity Member and Guarantor(s), if any. If any

of these entities is a partnership, joint venture, consortium or limited liability company, complete a separate Form F for each partner, joint venturer, consortium member or member of that entity.

(e) A list and a brief description of all instances during the last five (5) years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, or any Major Non-Equity Member was (i) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and email address if available).

(f) A list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five (5) years involving Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member or any Major Non-Equity Member and involving an amount in excess of $500,000 related to performance on public infrastructure projects with a contract value in excess of $100 million. For each instance, identify an owner's representative with a current phone and fax number (and email address if available).

(g) With respect to the information solicited in Sections 5.2.1.1(e) and (f), failure to provide this information, or provision of conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete, inaccurate or non-responsive submissions 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 disqualification from the procurement process for being nonresponsive.

(h) Form G - Proposer Experience Summary.

(i) Teaming Agreement – Proposer (if applicable). See Section 6.2(m) for submission requirements.

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

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

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

(m) Form C-1R – References – Transportation Infrastructure Concession and Public Private Partnership Experience.

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

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

(p) Form D-1R – References – Design.

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

(r) Form D-2R – References – Construction.

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

(t) Form D-3R – References – Operation and Maintenance.

(u) Form G – Proposer Experience Summary.

(v) Form H – Reference Check Templates.

(w) Resumes – See Section 5.2.1.3(g) for submission requirements.

(x) Key Personnel Commitment – See Section 5.2.1.3(j) for submission requirements.

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

(z) Letters of Bank Support – See Section 5.2.1.2(g) 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 Public-Private Partnership Experience.

(b) Form C-1R – References – Transportation Infrastructure Concession and Public-Private Partnership Experience.

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

(d) Financial statements (except to the extent confidential [non-public companies] and therefore included in Volume 2) shall be provided in a separate notebook. ~~Proposers are encouraged to submit financial statements electronically and to avoid large and unwieldy notebooks to the extent possible~~.

i. GAAP/IFRS. 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 U.S. Generally Accepted Accounting Principles (U.S. GAAP) or International Financial Reporting Standards (IFRS) or accompanied by a letter in the form specified in paragraph (ix) below.

ii. U.S. Dollars. Financial statements should be provided in U.S. dollars if available. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the income statements, cash flow statements, and balance sheets for the applicable time periods converted to U.S. dollars by a certified public accountant using the exchange rate prevailing on the last day of the applicable fiscal year as published in the Wall Street Journal.

iii. Audited. Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a certified public accountant). If audited financial statements are not yet available for the most recently completed fiscal year, the SOQ shall include unaudited financials for such fiscal year, certified as true, correct and complete by the chief financial officer or treasurer of the entity, in addition to audited financials for the three most recent fiscal years for which audited financials are available. If no audited financial statements are 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.

iv. English. Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be accompanied with the original financial statement information.

v. Newly Formed Entity. 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).

vi. Guarantors. 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, FDOT may require a guarantee covering such entity's performance and financial obligations by a Guarantor~~separate entity~~ acceptable to FDOT. The SOQ shall identify the proposed G~~g~~uarantor for each Equity Member or Major Non-Equity Member that does not have audited financial statements and shall include audited financial statements for each proposed G~~g~~uarantor. FDOT may also require, in its sole discretion based upon the review of the information provided under this Section 5.2.1.2 or the Proposer's form of organization (e.g. a limited liability entity), a guarantee from an acceptable G~~g~~uarantor as a condition of Short-Listing. In the event that ~~FDOT requires~~ a G~~g~~uarantor is required hereunder, the Proposer shall submit such financial information for the proposed G~~g~~uarantor as would be required of an Equity Member or Major Non-Equity Member, as applicable, under this Section 5.2.1.2, in addition to the financial information of the relevant Equity Member or Major Non-Equity Member.

vii. SEC Filings. If the Proposer, Proposer team member or any other entity for which financial information is submitted as required by this RFQ files reports with the Securities and Exchange Commission (SEC), then such financial statements shall be provided through a copy of their annual report on Form 10-K. For all subsequent quarters, provide a copy of any report filed on Form 10-Q or Form 8-K which has been filed since the latest filed 10-K.

viii. Investment Funds. For entities that are fund managers of an investment fund, financial statements must be provided for the fund manager, the limited partnership(s) constituting the investment fund and the general partner(s) of the investment fund. In addition, the Proposer must provide a letter from the chief executive officer, chief financial officer or treasurer of the investment fund which certifies the following:

- The investment capacity of the fund;
- The ownership structure of the various entities in the hierarchy of the fund;
- The investment criteria of the fund;
- The approval process for an equity investment; and
- The description of recent changes in the organization of the fund.

ix. Content of Financial Statements. Required financial statements shall include:

- Opinion Letter (Auditor's Report)
- Balance Sheet
- Income Statement
- Statement of Changes in Cash Flow
- Footnotes
- If financial statements are prepared in accordance with principles other than U.S. GAAP or International Financial Reporting Standards (IFRS), the entity 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 or IFRS, and the financial impact thereof. A restatement of financial information in accordance with U.S. GAAP or IFRS is not required.

(e) 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. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

(f) 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 the parent company's intention to provide support to the subsidiary's participation in the Project. This letter must clearly state that the parent company will provide financial support and human resources needed by the subsidiary to successfully carry out the Project. Notwithstanding submission of such letter of parent company support, FDOT will evaluate the subsidiary~~the member will be assessed solely~~ 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 unless the relevant entity is also a ~~g~~Guarantor~~is proposed by the Proposer or required by FDOT under Section 5.2.1.2(d)(vi)~~.

(g) Letters of Bank Support. For each Equity Member, please provide no less than three (3) and no more than five (5) letters from underwriters or from the Equity Member's principal banks, 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 "BBB-~~A~~" or "Baa3~~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). The bank's long term, unsecured debt ratings shall be indicated in the letter, noting also the agency providing each rating. The letter shall indicate any experience the lender has with the identified 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 non-recourse finance value in excess of $500 million at the time of closing.

In instances where the response to this RFQ contains descriptions of proposed or anticipated material changes in the financial condition of the Equity Member for which financial information is submitted as required hereby for the next reporting period, the underwriter(s) or bank(s)/financial institution(s) must provide a certificate stating its analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before the raising of finance for the Project.

(h) Surety Letter. Provide evidence from a surety authorized to issue bonds in the State, indicating~~, without conditions or qualifications,~~ that the Lead Contractor is capable at the time of SOQ submission of obtaining a performance bond and payment bond in an amount of at least $750 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. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has read this RFQ and 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, without conditions or qualifications, to issue an irrevocable letter of credit in the amount of $750 million at the time of SOQ submission. 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).

In instances where the response to this RFQ contains descriptions of proposed or anticipated material changes in the financial condition of the Lead Contractor~~Proposer or any other entity for which financial information is submitted~~ as required hereby for the next reporting period, the surety(ies) or bank(s)/financial institution(s) must provide a certificate stating its analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before issuance of surety bonds or a letter of credit for the Project.

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 $750 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.

(i) 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 ("**Statement of Financial Approach**"). The Statement of Financial Approach may be no longer than four (4) pages. Attach to the Statement of Financial Approach ~~the Proposer's~~ one or more organizational charts of the Proposer on ~~one page of~~ 11" x 17" sized white paper, folded to letter size, listing each

Equity Member, each Major Non-Equity Member, any subcontractors and subconsultants identified in the Statement of Approach to Subcontracting/Subconsulting, and key personnel and management staff described in Section 5.2.1.3(g). The organizational chart(s) will not count toward the four-page limit for the Statement of Financial Approach. **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.**

(j) Material Changes in Financial Condition. Provide information regarding any material changes in financial condition for each Equity Member and Major Non-Equity Member and, if applicable, each of the joint venturers comprising the Major Non-Equity Members for the past three (3) years and anticipated for the next reporting period.

If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective chief executive officer, chief financial officer or treasurer so certifying.

In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated association changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability and resolve of each Equity Member and Major Non-Equity Member and, if applicable, each of the joint venturers comprising the Major Non-Equity Members, as applicable, to remain engaged in this procurement and submit a responsive proposal.

The entity shall separately provide estimates of the impact on revenues, expenses and the change in equity for each material change as certified by the chief financial officer or treasurer.

References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be

undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.

If the financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a representative list of events intended to provide examples of what FDOT considers a material change in financial condition. This list is intended to be indicative only. At the discretion of FDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process.

List of Representative Material Changes:

- An event of default or bankruptcy involving the affected entity, or the parent corporation of the affected entity;
- A change in tangible net worth of 10% of shareholder equity;
- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or parent corporation of the affected entity;
- A change in credit rating for the affected entity or parent corporation of the affected entity;
- Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
- In the current and three (3) most recent completed fiscal years, the affected entity or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
- Other events known to the affected entity which represents a material change in financial condition over the past three (3) years, or may be pending for the next reporting period.

(k) Off-Balance Sheet Liabilities. Provide a letter from the chief financial officer or treasurer of the entity or the certified public accountant for each entity for which financial information is

submitted, identifying (1) the number of off balance sheet liabilities and (2) the aggregate dollar amount thereof.

5.2.1.3. Technical.

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

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

(b) Form D-1R – References – Design.

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

(d) Form D-2R – References – Construction.

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

(f) Form D-3R – References – Operation and Maintenance.

(g) Personnel Qualifications. A separate resume of no more than two (2) 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 experience as project manager on at least two (2) road civil works projects each having a construction value in excess of $100 million. The individual proposed for this position would be responsible for the overall project planning and scheduling, resource allocation, project accounting, and control, while providing technical direction and ensuring compliance with the plans and standards;

iii. Proposed program 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 as a superintendent on at least two (2) road civil works projects each having a construction value in excess of $100 million. The individual proposed for this position would be responsible for running the day-to-day operations on the construction site and for controlling the short-term schedule. This

individual would also be responsible for managing the multiple tiers of superintendents at the jobsite;

iv. Proposed design manager 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 or design manager, and experience as project manager, lead designer or design manager 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 ten (10) years' experience in the operations of road contracts; with at least one (1) contract that involves a tolled, Limited Access Facility with AADT of more than 100,000;

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.

(h) Form E – Listing of three (3) references each for (i) the Lead Contractor's project manager, (ii) the Lead Contractor's program superintendent, (iii) the Lead Engineering Firm's design manager and (iv) the Lead Operations and Maintenance Firm's operations manager. References shall be previous owners ~~or clients from~~ of projects that meet the experience thresholds for these individuals in Sections 5.2.1.3(g)(ii) – (v) above. It is the responsibility of the Proposer to verify that the information provided in Form E is accurate and up to date. Inaccurate information in Form E, including inaccurate contact information, may result in FDOT excluding the experience from consideration and a lower score for its SOQ.

(i) Form H – Reference check templates to be completed by the applicant for each of the references used in Form E.

(j) An express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Section 5.2.1.3(g) 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.

(k) 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 ("**Statement of Technical Approach**"). The Statement of Technical Approach may address, at the Proposer's discretion, any or all of the technical elements of the Project opportunity, including design and construction or operations and maintenance. The Statement of Technical Approach may be no longer than four (4) pages. Attach to the Statement of Technical Approach a copy of the Proposer's organizational chart(s) required under Section 5.2.1.2(i). The organizational chart(s) will not count toward the four-page limit for the Statement of Technical Approach. **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.**

(l) A statement of the Proposer's approach to subcontracting and subconsulting for the Project ("**Statement of Approach to Subcontracting/Subconsulting**"). The Statement of Approach to Subcontracting/Subconsulting may identify specific subcontractors and subconsultants to be included in the Proposer's team and may detail the relevant knowledge and experience that they bring to the Project. To the extent that any subcontractor or subconsultant is specifically identified in the Statement of Approach to Subcontracting/Subconsulting, the Proposer may not remove or replace such subcontractor or subconsultant from its team without the prior written approval of FDOT. The Statement of Approach to Subcontracting/Subconsulting may be no longer than two (2) pages. Attach to the Statement of Approach to Subcontracting/Subconsulting a copy of the Proposer's organizational chart(s) required under Section 5.2.1.2(i). The organizational chart(s) will not count toward the two-page limit for the Statement of Approach to Subcontracting/Subconsulting. **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.

(m) The technical qualifications of a parent company of a Major Non-Equity Member, or an entity under common ownership, control or management as the Major Non-Equity Member (excluding any subsidiary), may be included only if such entity provides a guarantee covering the Major Non-Equity Member's performance and obligations.

5.2.2 Volume 2.

Volume 2 of the SOQ shall contain:

(a) The Proposer shall execute the first page of each binder for Volume 2 and shall set 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 a 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 SOQ than in Volume 2, even if the Proposer includes that item in the list described in Section 5.2.2(a).

5.3 SOQ Submittal Requirements.

The Proposer shall individually label all packages constituting the SOQ as follows:

Response to the Request for Qualifications to
Design, Build, Finance, Operate and Maintain the
I-4 Ultimate Project
Financial Management # 432193-1-52-01
Through a Concession Agreement

The Proposer shall deliver the SOQ no later than the SOQ Due Date to:

Florida Department of Transportation
Professional Services, District 5
719 South Woodland Boulevard
DeLand, FL 32720
Attn: Michelle Sloan

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 12:00 P.M. (EDST) on 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.

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. Note that inaccurate or out of date project or personnel reference information (e.g., references related to Form C, Form D and Form E) may result in FDOT excluding the related experience from consideration and negatively impact the pass/fail review.

(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(h).

(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) Neither the Proposer nor any other entity that has submitted Form C-2 as required by this RFQ is precluded from bidding on work as a scrutinized company pursuant to Section 287.135, Florida Statutes.

(e) 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 $500 million of non-recourse debt and equity;

2. At least one (1) of the projects meeting the requirements in Section 6.2(e)(i)(1) above must have utilized a payment mechanism similar to the Availability Payments; and

3. At least one (1) of the projects meeting the requirements in Section 6.2(e)(i)(1) above must have been under the control of the Equity Member for at least four (4) years following financial close. Furthermore, such project(s) must be currently in operation (i.e., not under construction). ~~For the purposes of this paragraph, "control" means an equity interest of greater than 50% in, or the ability to otherwise direct the management of, the concessionaire or similar entity for the project.~~

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 non-recourse portion of the financing is eligible for consideration;
- The relevant experience must be from Equity Members that will hold a minimum 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 (not including any shares held by public entities) at financial close in the entity actually securing the financing package.
- For Equity Members that invest equity through one or more funds or vehicles under common management or ownership, the relevant experience may include the experience of such funds or vehicles.

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 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) Experience over the last seven (7) years in achieving final design for at least three (3) road civil works projects, each with a construction value in excess of $100 million;

(2) At least one (1) of the road civil works projects meeting the requirements in Section 6.2(e)(iii)(1) above must have achieved final design in the last four (4) years; and

(3) At least one (1) of the road civil works projects meeting the requirements in Section 6.2(e)(iii)(1) above must have 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 with AADT of more than 100,000;

(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.

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

(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 thirty percent (30%) 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 thirty~~fifty~~ percent (~~5~~30%) of the Lead Operations and Maintenance Firm's potential operation and maintenance work for the Project.

(f) 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.

(g) 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 venture members. Proposers may not include more than one Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm. FDOT will not consider the experience and qualifications of subcontractors.

(h) The proposed project manager and program superintendent for the Lead Contractor, the proposed design manager 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(g).

(i) The Proposal contains three references each for the Lead Contractor's project manager and superintendent, as well as the Lead Engineering Firm's design manager and the Lead Operations and Maintenance Firm's

operations manager and those references meet the requirements set forth in Section 5.2.1.3(h).

(j) The information disclosed in Form F and in response to Section 5.2.1.1(e) and (f) 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.

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

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

(m) 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 teaming agreement.

(n) If the Proposer is a consortium, partnership or any other form of joint venture, the SOQ includes a letter signed by each Equity ~~m~~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.

Note that inaccurate or out of date project or personnel reference information (e.g., references related to Form C, Form D and Form E) may result in FDOT excluding the related experience from consideration and negatively impact the SOQ score.

6.3.1 Financial Qualifications and Capacity (45% 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 substantial

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

(c) The financial capability of the Proposer as demonstrated by financial statements included in the SOQ and all other information submitted under Section 5.2.1.2; and

(d) The specificity and degree of unqualified 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 irrevocable letter of credit to the Proposer.

6.3.2 Technical Qualifications and Capability (45% 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 extent and depth of relevant experience of the management team and the stability and likelihood of success of the proposed management structure; 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(g)(i) to (vi).

6.3.3 Statement of Financial Approach (5% Weighting).

(a) The extent to which the Statement of Financial Approach required by Section 5.2.1.2(i) 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.

6.3.4 Statement of Technical Approach (2.5% Weighting).

(a) The extent to which the Statement of Technical Approach required by Section 5.2.1.3(k) 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.

6.3.5 Statement of Approach to Subcontracting/Subconsulting (2.5% Weighting).

(a) The extent to which the Statement of Approach to Subcontracting/Subconsulting required by Section 5.2.1.3(l) demonstrates an effective approach to integration and management of subcontractors and subconsultants; and

(b) The extent to which the Statement of Approach to Subcontracting/Subconsulting demonstrates use of subcontractors and subconsultants with an understanding of, and familiarity with, challenges and requirements particular to this Project and this region.

6.4 SOQ Evaluation Procedure.

FDOT anticipates using one or more scoring committees 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, FDOT will re-evaluate the SOQs 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 his designee. Any verified allegation that a responding

Proposer team or Proposer 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.

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, FDOT must approve in writing, prior to the commencement of such activities, the nature of such intended contact and the substance thereof.

6.5 Public Records Law.

All written correspondence, exhibits, photographs, reports, printed material, tapes, electronic disks, and other graphic and visual aids submitted to FDOT during this procurement process (and, 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 on the Project, or to aid in the development of the RFQ, RFP, estimates, or scope of services for the Project, or to

participate in any manner in the evaluation of SOQs or Detailed Proposals. The following entities are precluded from submitting an SOQ and from participating as an Equity Member, Major Non-Equity Member, or subcontractor/subconsultant to a Proposer: Reynolds, Smith and Hills, Inc., KPMG Corporate Finance LLC, The Valerin Group, Inc., Traffic Engineering Data Solutions, Inc., Bob McQueen and Associates Inc. d/b/a The 0cash Company, GCME, Inc., Kimley Horn and Associates, Inc., and Nossaman LLP;

(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; or

(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 who is adversely affected 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 of the RFQ.

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, the protest bond, 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

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 8-1/2" x 11" sized white paper, and contain the following:

(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 with respect to FDOT's proposed action; and

(g) Otherwise 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 120.573, 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.

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, or failure to post the bond or other security required by law within the time allowed for filing a bond, shall constitute a waiver of proceedings under Chapter 120, Florida Statutes. 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 apparent best-value 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.

(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.

(n) Permit clarifications or supplements to an SOQ.

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

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

(q) 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 accepting and reviewing 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 authorized and executed by FDOT and then, only to the extent set forth therein.

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. GEOTECHNICAL DOCUMENTS

II. PRESENTATIONS

III. TRAFFIC AND REVENUE STUDY

IV. PROJECT DEVELOPMENT & ENVIRONMENT (PD&E) DOCUMENTS

V. PROJECT COMMITMENTS

VI. PROJECT EXHIBITS

VII. REFERENCE DESIGN

VIII. RISK ASSESSMENT

IX. WORKING SIMULATION FILES

X. UTILITY CONFLICTS

EXHIBIT B

PROJECT MAP

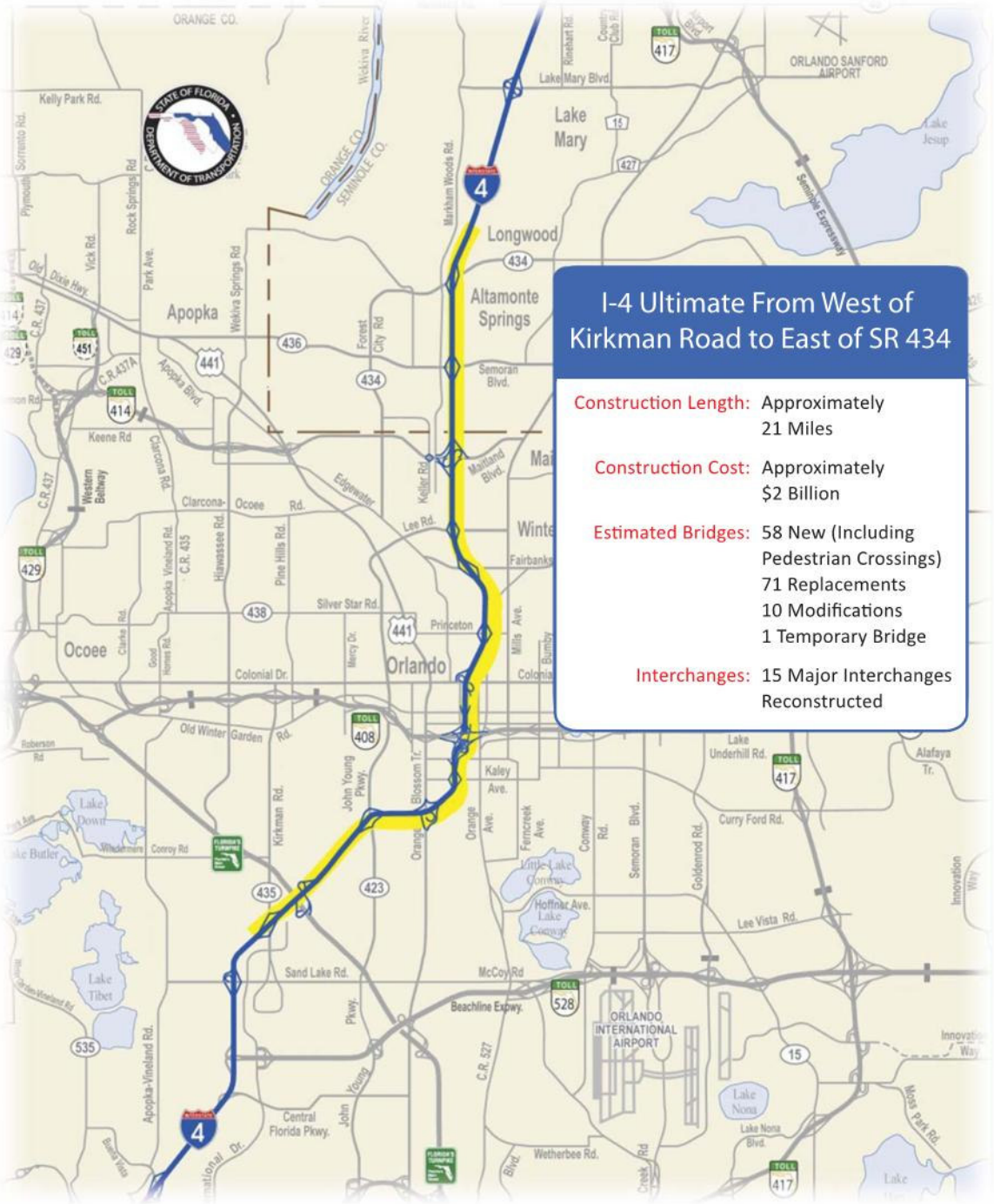

EXHIBIT C

RFQ FORMS

Form A – Transmittal Letter.

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

Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and Public-Private Partnership Experience

Form C-1R – References – Transportation Infrastructure Concession and Public-Private Partnership Experience

Form C-2 – Financial Qualifications – Summary Financial Information

Form D-1 – Technical Qualifications – Design

Form D-1R – References – Design

Form D-2 – Technical Qualifications – Construction

Form D-2R – References – Construction

Form D-3 – Technical Qualifications – Operation and Maintenance

Form D-3R – References – Operation and Maintenance

Form E – Personal References

Form F – Certification

Form G – Proposer Experience Summary

Form H – Reference Check Template

FORM A

TRANSMITTAL LETTER

PROPOSER:_____

SOQ Date: _____

Florida Department of Transportation
Professional Services, District 5

719 South Woodland Boulevard
DeLand, FL 32720

Attn: Michelle Sloan

Financial Management # 432193-1-52-01

Ladies and Gentlemen:

The undersigned ("**Proposer**") submits this qualification submittal (this "**SOQ**") in response to that certain Request for Qualifications dated as of March 8, 2013~~**[Insert date]**~~**, together with any addenda thereto** (the "**RFQ**"), issued by the Florida Department of Transportation ("**FDOT**") to design, build, finance, operate and maintain the I-4 Ultimate 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.

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 Proposer, Equity Members, Major Non-Equity Members and Guarantors
- Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and Public-Private Partnership Experience
- Form C-1R – References – Transportation Infrastructure Concession and Public-Private Partnership Experience
- Form C-2 – Financial Qualifications – Summary Financial Information

- Form D-1 – Technical Qualifications – Design
- Form D-1R – References –Design
- Form D-2 – Technical Qualifications –Construction
- Form D-2R – References – Construction
- Form D-3 – Technical Qualifications – Operation and Maintenance
- Form D-3R – References – Operation and Maintenance
- Form E – Personal References
- Form F – Certification
- Form G – Proposer Experience Summary
- Statement of Financial Approach
- Statement of Technical Approach
- Statement of Approach to Subcontracting/Subconsulting
- Organizational Chart
- Personnel Qualifications and References
- Legal Matters
- Financial Statements
- Surety Letter
- Letter of Parent Company Support
- Letter(s) of Bank Support
- Teaming Agreements/Summary of Anticipated Teaming Agreements
- Any additional information required to be provided under Section 5.2

VOLUME 2:

- Confidential Proprietary Information

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

http://www.dot.state.fl.us/contractsadministrationdistrict5/Design%20Build/DesignBuild_New.shtm,

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:

_____

(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]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B

INFORMATION REGARDING PROPOSER, EQUITY MEMBERS, 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: _____

Title: _____

Business Organization (check one):

☐ Corporation (If yes, then indicate the state and year of incorporation.)

_____

* Submit one copy of Form B for the Proposer and each Equity Member, Major Non-Equity Member and Guarantor. Proposer shall complete all portions except Part B. ~~(Each Equity Member, Major Non-Equity Member and Guarantor shall complete all portions except Parts C and D filling in the introductory information and Parts A and B)~~.

☐ Partnership ☐ Joint Venture/Consortium ☐ Limited Liability Company ☐ Other (describe)

A. Business Address:_____

Headquarters:

_____

Office Performing Work:

_____

Contact Telephone Number:

_____

B. Equity Member, Major Non-Equity Member and Guarantor Information. If the Equity Member, Major Non-Equity Member or Guarantor 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 Joint Venture, Consortium, Partnership or Limited Liability Company	Current or Envisioned Percentage of Shareholding and Type of Share (if applicable)

C. Proposer Team Information – Equity Members. In the chart below, list the Equity Members of the Proposer team and the percentage interest of each Equity Member in the Proposer. ~~If an Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Equity Member entity.~~

Equity Member Name (Composition of Equity Member)	Percentage Interest in Proposer
~~Example: Finance JV (Joint Venturer #1 – 75%) (Joint Venturer #2 – 25%)~~	~~50%~~
Equity Member 1:	50%
Equity Member 2:	
Equity Member 3:	

D. Proposer Team Information – Major Non-Equity Members. In the chart below, list the Major Non-Equity Members of the Proposer team in the appropriate box. ~~If a Major Non-Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Major Non-Equity Member entity.~~

Major Non-Equity Member Name ~~(Composition of Major Non-Equity Member)~~
~~Example:~~ ~~Lead Contractor: Construction JV~~ ~~(Builders Inc. – 60%)~~ ~~(Constructors Co. – 40%)~~
Lead Engineering Firm:
Lead Contractor:
Lead Operations and Maintenance Firm:

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 pertains:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C-1 - FINANCIAL QUALIFICATIONS – TRANSPORTATION INFRASTRUCTURE CONCESSION AND PUBLIC-PRIVATE PARTNERSHIP EXPERIENCE

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

COMPANY NAME	PROJECT NAME AND LOCATION (1), (2), (3), (4)	PROJECT SIZE (5), (6)	DEBT AMOUNT & GEARING (5), (7)	DATE OF FINANCIAL CLOSE	~~START~~ DATE~~S~~ OF COMMENCEMENT OF OPERATION (IF APPLICABLE)	% OF WORKS COMPLETED BY March 19, 2013	LEVEL OF COMPANY'S PARTICIPATION (8)	TYPE OF PAYMENT MECHANISM (9)
Example Entry: Financiers Corp.	Luxor Tunnels Luxor, Egypt	950,000	$750,000 [95%, senior bank debt]	01/01/2010	04/15/10	100	$100,000 ($100,000; 50% shareholding of project company)	Availability payment

(*)List only the experience of Equity Members who will be future shareholders (minimum 10%) of the Concessionaire; for Equity Members that invest equity through one or more funds or vehicles under common management or ownership, the experience of all such funds and vehicles may be included.

Notes:

(1) List no more than ten (10) projects in the aggregate in Form C-1. FDOT will evaluate these projects in order and will not take into consideration any projects listed above this cap.

(2) 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) non-recourse financing (non-recourse debt and equity) above $~~5~~300 USD million within the past seven (7) years. The Equity Member must have held a minimum ten percent (10%) equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package.

(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, 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, highlighting similarities in project financing, design, construction and/or operation and maintenance. 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.

(4) Complete Form C-1-R with the contact information for all listed project experiences.

(5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

(6) Project size means the total amount of the project financed under non-recourse finance/project finance scheme (i.e., without public debt or capital grants).

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

(8) Show company's amount of equity investment in United States Dollars 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 private shareholders' equity investments for the listed project.

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

FORM C-1R – REFERENCES – TRANSPORTATION INFRASTRUCTURE CONCESSION AND PUBLIC-PRIVATE PARTNERSHIP EXPERIENCE

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

COMPANY NAME	PROJECT NAME AND LOCATION	NAME OF REFERENCE	REFERENCE'S REGIONAL LOCATION AND TIME ZONE (1), (2)	NAME OF REFERENCE'S EMPLOYER	REFERENCE'S TITLE/POSITION	REFERENCE'S PHONE/FAX NUMBER AND LANGUAGE (3), (4)	REFERENCE'S EMAIL ADDRESS	PROJECT COMPLETION DATE	TOTAL PROJECT COST (USD) (5), (6)
Road Designers Inc.	Luxor Tunnels Luxor, Egypt	Michael Johnson	Africa / EET	Luxor Tunnel Authority	Managing Director	Ph: (203) 111-222-3333 Fax: (203) 111-222-4444 Language: English	reference@referencecompany.com	7/31/11	1,350,000

(*)List only references for experience of Equity Members who will be future shareholders (minimum 10%) of the Concessionaire; for Equity Members that invest equity through one or more funds or vehicles under common management or ownership, references for experience of all such funds and vehicles may be included.

NOTES:

(1) List one of the following regional locations, as applicable, to describe where the reference is located: North America; Central/South America; Europe; Asia; Africa; or Australia.

(2) Provide the time zone in which the reference is located.

(3) For international phone numbers, include the full dialing code for calling from the United States.

(4) If the reference is conversant in English, please state so, otherwise, if the reference does not speak English, provide the language(s) the reference speaks.

(5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

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

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

SUMMARY FINANCIAL INFORMATION (**) FOR ALL EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS OF THE PROPOSER FOR FISCAL YEARS 2010, 2011 AND 2012 (1)

(IF A GUARANTOR IS REQUIRED FOR AN EQUITY MEMBER OR MAJOR NON-EQUITY MEMBER, AS EVIDENCED IN FORM B, THEN ~~ONLY~~ THE GUARANTOR ENTITY AS WELL AS THE EQUITY MEMBER OR MAJOR NON-EQUITY MEMBER SHOULD COMPLETE THIS FORM ~~IN PLACE OF SUCH EQUITY MEMBER OR MAJOR NON-EQUITY MEMBER~~)

[INSERT NAME OF ENTITY]

Fiscal year	ROLE/ RESPONSIBILITY WITHIN THE PROPOSER TEAM	TOTAL REVENUES	EARNINGS FROM OPERATIONS (EBITDA)	INTEREST EXPENSE	NET INCOME	CURRENT ASSETS	CASH & CASH EQUIVALENTS	ACCOUNTS RECEIVABLE	~~SHORT TERM INVESTMENTS~~ OTHER CURRENT ASSETS (2)	TOTAL ASSETS (3~~2~~)	CURRENT LIABILITIES	CURRENT PORTION OF LONG-TERM DEBT	LONG-TERM DEBT	TOTAL DEBT	TOTAL EQUITY	GEARING (4~~3~~)
[FY XXXX]	[Equity Member]															

(*) The Chief Financial Officer 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 the applicable fiscal year as published in the Wall Street Journal.

Notes:

(1) Complete separate forms for each Equity Member and Major Non-Equity Member of the Proposer.

(2) Current Assets excluding Cash & Cash Equivalents, Accounts Receivable, and Inventories.

~~(2)~~(3) Excludes goodwill and intangibles.

(4~~3~~) Long Term Liabilities/Net Worth.

I hereby certify that the foregoing is complete, true and correct, and that I am the Chief Financial Officer of the entity to which this form pertains:

By: _____ Date: _____

Name: _____

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), (4), (5)	PROJECT COST (6) & (7)	START/END DATES	% OF WORKS COMPLETED BY March 19, 2013	AADT (8)	LEVEL OF COMPANY'S PARTICIPATION (9)	ROLE OF COMPANY FOR THE PROJECT (10)
Example Entry: Road Designers, Inc.	Luxor Tunnels Luxor, Egypt	$1,350,000	Start Date: 4/15/10 End Date: 7/31/11	100%	100,000	$[XXX,XXX] % of Work: 80%	Road Designer's Inc. performed 80% of the design work for the Luxor Tunnels Project and oversaw the remaining 20% of the work.

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

Notes:

(1) List no more than ten (10) projects in Form D-1. FDOT will evaluate these projects in order and will not take into consideration any projects listed above this cap.

(2) Only list projects with a value in excess of $100 USD million on which the company worked within the past seven (7) years.

(3) 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.

(4) 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 and explain why the experience the company gained on the project is relevant, highlighting similarities in project financing, design, construction and/or operation and maintenance.

(5) Complete Form D-1-R with the contact information for all listed project experiences.

(6) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

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

(8) List the AADT prior to expansion works (if applicable) for the specific roadway involved in the project.

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

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

FORM D-1R - REFERENCES - DESIGN

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

COMPANY NAME	PROJECT NAME AND LOCATION	NAME OF REFERENCE	REFERENCE'S REGIONAL LOCATION AND TIME ZONE (1), (2)	NAME OF REFERENCE'S EMPLOYER	REFERENCE'S TITLE/POSITION	REFERENCE'S PHONE/FAX NUMBER AND LANGUAGE (3), (4)	REFERENCE'S EMAIL ADDRESS	PROJECT COMPLETION DATE	TOTAL PROJECT COST (USD) (5), (6)
Road Designers Inc.	Luxor Tunnels	Michael Johnson	Africa / EET	Luxor Tunnel Authority	Managing Director	Ph: (203) 111-222-3333 Fax: (203) 111-222-4444 Language: English	reference@referencecompany.com	7/31/11	1,350,000

* List only references for experience of the Lead Engineering Firm, whether or not future shareholders of the Concessionaire, and of any Guarantor of the Lead Engineering Firm.

NOTES:

(1) List one of the following regional locations, as applicable, to describe where the reference is located: North America; Central/South America; Europe; Asia; Africa; or Australia.

(2) Provide the time zone in which the reference is located.

(3) For international phone numbers, include the full dialing code for calling from the United States.

(4) If the reference is conversant in English, please state so, otherwise, if the reference does not speak English, provide the language(s) the reference speaks.

(5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

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

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), (4), (5)	PROJECT COST (6) & (7)	START/END DATES	AADT (8)	% OF WORKS COMPLETED BY March 19,2013	LEVEL OF COMPANY'S PARTICIPATION (9)	ROLE OF COMPANY FOR THE PROJECT (10)
Example Entry: Expressway Construction Inc.	Luxor Tunnels Luxor, Egypt	$1,350,000	Start Date: 4/15/04 End Date: 7/31/05	150,000	100%	$[XXX,XXX] % of Work: 80%	Expressway Construction Inc. self-performed 80% of the construction work for the Luxor Tunnels Project and oversaw the remaining 20% of the work.

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

Notes:

(1) List no more than ten (10) projects in Form D-2. FDOT will evaluate these projects in order and will not take into consideration any projects listed above this cap.

(2) 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.

(3) 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.

(4) 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, highlighting similarities in project financing, design, construction and/or operation and maintenance.

(5) Complete Form D-2-R with the contact information for all listed project experiences.

(6) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

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

(8) List the AADT prior to the expansion works (if applicable) for the specific roadway involved in the project.

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

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

FORM D-2R - REFERENCES - CONSTRUCTION

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

COMPANY NAME	PROJECT NAME AND LOCATION	NAME OF REFERENCE	REFERENCE'S REGIONAL LOCATION AND TIME ZONE (1), (2)	NAME OF REFERENCE'S EMPLOYER	REFERENCE'S TITLE/POSITION	REFERENCE'S PHONE/FAX NUMBER AND LANGUAGE (3), (4)	REFERENCE'S EMAIL ADDRESS	PROJECT COMPLETION DATE	TOTAL PROJECT COST (5), (6)
Expressway Construction Inc.	Luxor Tunnels	Michael Johnson	Africa / EET	Luxor Tunnel Authority	Managing Director	Ph: (203) 111-222-3333 Fax: (203) 111-222-4444 Language: English	reference@referencecompany.com	7/31/11	1,350,000

* List only references for experience of the Lead Contractor, whether or not future shareholders of the Concessionaire, and of any Guarantor of the Lead Contractor.

NOTES:

(1) List one of the following regional locations, as applicable, to describe where the reference is located: North America; Central/South America; Europe; Asia; Africa; or Australia.

(2) Provide the time zone in which the reference is located.

(3) For international phone numbers, include the full dialing code for calling from the United States.

(4) If the reference is conversant in English, please state so, otherwise, if the reference does not speak English, provide the language(s) the reference speaks.

(5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

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

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), (4), (5)	CONTRACT VALUE (6) & (7)	AADT (8)	START/END DATES	LENGTH OF ROAD UNDER OPERATION (centerline miles)	LEVEL OF COMPANY'S PARTICIPATION (9)	ROLE OF COMPANY FOR THE PROJECT (10)
Example Entry: Road Operations Inc.	Luxor Tunnels Luxor, Egypt	$2,000,000	150,000	Start Date: 4/15/10 (ongoing)	10 miles	$[XXX,XXX] % of Work: 80%	Road Operations Inc. both operates and maintains the 10 miles of roadway (including tunnels) for the project and will continue this work through 2020.

* List only the experience of the Lead Operations and Maintenance Firm ~~only~~, whether or not future shareholders of the ~~c~~Concessionaire, and of any Guarantor of the Lead Operations and Maintenance Firm.

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

COMPANY NAME	HEADCOUNT	TOTAL ROAD NETWORK OPERATED
Example Entry: Road Operations Inc.	250	900

Notes:

(1) List no more than ten (10) projects in Form D-3. FDOT will evaluate these projects in order and will not take into consideration any projects listed above this cap.

(2) 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.

(3) Only list projects where the Lead Operations and Maintenance Firm held a minimum thirty percent (30%) 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 thirty~~fifty~~ percent (~~5~~30%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

(4) 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, AADT for the project, explain why the experience the company gained on the project is relevant, highlighting similarities in project financing, design, construction and/or operation and maintenance.

(5) Complete Form D-3-R with the contact information for all listed project experiences.

(6) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

(7) Contract Value means the total budgeted contract value or, if the project is complete, the total contract value.

(8) List the current AADT for the specific roadway involved in the project.

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

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

FORM D-3R - REFERENCES – 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	NAME OF REFERENCE	REFERENCE'S REGIONAL LOCATION AND TIME ZONE (1), (2)	NAME OF REFERENCE'S EMPLOYER	REFERENCE'S TITLE/POSITION	REFERENCE'S PHONE/FAX NUMBER AND LANGUAGE (3), (4)	REFERENCE'S EMAIL ADDRESS	PROJECT COMPLETION DATE	CONTRACT VALUE (5), (6)
Road Operations Inc.	Luxor Tunnels Luxor, Egypt	Michael Johnson	Africa / EET	Luxor Tunnel Authority	Managing Director	Ph: (203) 111-222-3333 Fax: (203) 111-222-4444 Language: English	reference@referencecompany.com	7/31/11	1,350,000

* List only references for experience of the Lead Operations and Maintenance Firm, whether or not future shareholders of the Concessionaire, and of any Guarantor of the Lead Operations and Maintenance Firm.

NOTES:

(1) List one of the following regional locations, as applicable, to describe where the reference is located: North America; Central/South America; Europe; Asia; Africa; or Australia.

(2) Provide the time zone in which the reference is located.

(3) For international phone numbers, include the full dialing code for calling from the United States.

(4) If the reference is conversant in English, please state so, otherwise, if the reference does not speak English, provide the language(s) the reference speaks.

(5) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of March 19, 2013 as published in the Wall Street Journal.

(6) Contract Value means the total budgeted contract value or, if the project is complete, the total contract value.

FORM E – PERSONAL REFERENCES

INFORMATION REGARDING PERSONNEL REFERENCES (1)

POSITION WITH PROPOSER (2)	NAME OF INDIVIDUAL (3)	PROJECT NAME (4)	NAME OF REFERENCE	REFERENCE'S REGIONAL LOCATION AND TIME ZONE (5), (6)	NAME OF REFERENCE'S EMPLOYER	REFERENCE'S TITLE/POSITION	REFERENCE'S PHONE/FAX NUMBER (7)	ENGLISH-SPEAKING (Y/N) / REFERENCE'S PRIMARY LANGUAGE (8)	REFERENCE'S EMAIL ADDRESS
Project Manager for Lead Contractor	John Adams	Luxor Tunnels	Michael Johnson	Africa Time zone: EET	Luxor Tunnel Authority	Managing Director	Ph: (203) 111-222-3333 Fax: (203) 111-222-4444	No / French	reference@referencecompany.com

NOTES:

(1) Provide the reference information described in Section 5.2.1.3(h) of the RFQ.

(2) List the position to which this reference relates (Lead Contractor's project manager, Lead Contractor's program superintendent, Lead Engineering Firm's design manager, or the Lead Operations and Maintenance Firm's operations manager).

(3) List the name of the individual holding the position described in the "Position with Proposer" column.

(4) List the name of the project on which the reference worked with this individual. The project listed must meet the relevant project-level threshold(s) in Sections 5.2.1.3(g)(ii) through (v) in the RFQ.

(5) List one of the following regional locations, as applicable, to describe where the reference is located: North America; Central/South America; Europe; Asia; Africa; or Australia.

(6) Provide the time zone in which the reference is located.

(7) For international phone numbers, include the full dialing code for calling from the United States.

(8) If the reference is conversant in English, please state so, otherwise, if the reference does not speak English, provide the language(s) the reference speaks.

FORM F

CERTIFICATION

Name of Submitter: _____

1. Has the firm or any current officer or any affiliate* ~~or any **current** officer~~ thereof been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, material misrepresentation with respect to a public contract, 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 bidding on or performing work for the federal government, any state or local government, or any foreign governmental entity?

   ☐ Yes ☐ No

   If yes, please explain:

4. Is the firm on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in Iran Petroleum Energy Sector List?

   ☐ Yes ☐ No

   If yes, please explain:

~~4.~~5. 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.

If you answered "Yes" to one or more of the Questions 1 through 4, please contact the FDOT Contracts Administration Office at (850) 414-4000 prior to submitting the SOQ.

~~5.~~6. 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*~~team members~~ and the project(s), provide an explanation of the circumstances, and provide owner contact information, including telephone numbers and email addresses.

~~6.~~7. 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.~~8. 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:

~~8.~~9. With respect to each of Questions 1-~~7~~8 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-~~7~~8 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?~~.~~

☐ Yes ☐ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-~~7~~8 above.

* Affiliates include parent companies~~y~~, subsidiar~~y company~~ies, entities under common ownership, joint venturers ~~members~~ and partners, and other financially liable parties for that entity and, for items 1 and 3 only, any other individual or entity included in the definition of "affiliate" under Section 337.165, Florida Statutes.

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

By: _____

Print Name: _____

Title: _____

Date: _____

FORM G

PROPOSER EXPERIENCE SUMMARY

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

1. Equity Member Experience*

A. Identify at least three (3) and no more than five (5) road civil works projects over the last seven (7) years in which any Equity Member has experience in closing financing, each in excess of $500 million of non-recourse debt and equity that are relevant to the Project:

Table 1-A

Company	Project Name & Location

B. From the projects listed in Table 1-A, identify at least one (1) project that utilized a payment mechanism similar to the Availability Payments~~based largely on a recurring public payment stream during the contract term~~:

Table 1-B

Company	Project Name & Location	Type of Payment Mechanism

C. From t~~T~~he projects listed in Table 1-A, identify at least one (1) and no more than two (2) projects that that have been ~~in operation and~~ under the control of the Equity Member for at least four~~ive~~ (4~~5~~) years following financial close and must be currently in operation (i.e., not under construction):

Table 1-C

Company	Project Name & Location	Date Operations Began

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

2. Lead Contractor Experience*

A. Identify at least three (3) and no more than five (5) 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) and no more than three (3) projects 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) and no more than three (3) 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 each involved works with a value in excess of $100 million, on a roadway that had 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(ed)(ii) of the RFP.

3. Lead Engineering Firm Experience*

A. Identify the Lead Engineering Firm's experience in the design and engineering of no less than three (3) and no more than five (5) 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) and no more than three (3) road civil works projects, each 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) and no more than three (3) road civil works projects 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(ed)(iii) of the RFP.

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) and no more than five (5) 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) and no more than four (4) projects that involve limited access facilities with AADT of more than 100,000:

Table 4-B

Company	Project Name & Location

C. From the projects listed in Table 4-A, identify at least one (1) and no more than three (3) projects 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) and no more than three (3) roadway projects that it has operated for at least two~~three~~ (2~~3~~) years that involves traffic management / operations on urban limited access facilities with:

Table 4-D

Company	Project Name & Location

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

FORM H
REFERENCE CHECK TEMPLATE

Top Portion to be filled out by the Applicant:

Applicant Name: _____

Firm Name: _____

Position to be held on the I-4 Ultimate Improvements Project: (Check One)

☐ Construction Project Manager

☐ Construction Program Superintendent

☐ Design Project Manager

☐ Operations and Maintenance Manager

Reference Project Name: _____

Title/Position Held: _____

Company Name: _____

Bottom Portion to be filled out by the Reference:

Reference's Name: _____

Reference's Title Position: _____

Reference's Company Name: _____

Is the information regarding the Project Name, Title/Position Held, and Company in which the Applicant was employed correct? ☐ Yes ☐ No

How long did you work with the Applicant?

What were the Applicant's primary job responsibilities?

What were the Applicant's strengths?

What were the Applicant's weaknesses?

On a scale from 1 – 5 (with 1 being the lowest and 5 being the highest), how would you rate his/her:

_____ Quality of Work _____ Management Skills _____ Ethics

Would you rehire this candidate? ☐ Yes ☐ No

Additional Comments:

Reference Signature: _____ Date: _____