

I-4 Ultimate Project

RFQ Question and Answer Matrix #2 (Issued on March 14, 2013)

(Questions Submitted Between March 9, 2013 and March 12, 2013)

No.	Issue	Section	Question/Comment	FDOT Response
Request for Qualifications				
1.	Format	Section 5.1	For hard copy SOQ submittals, it is not defined whether documents must be single-sided or whether double-sided printing is allowed. Would FDOT please confirm that double-sided printing is allowed for all hard copy submittals?	Double-sided printing is permitted.
2.	General & Legal and Form A - Transmittal Letter	Section 5.2.1.1(b) and Form A	<p>This section states “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.”</p> <p>We note that “lead firm” is not a defined term, and propose that FDOT replaces this term with “the Proposer and its duly authorized official or representative as indicated on this Form A” for better clarity.</p>	FDOT will not make the requested change. Each Equity Member of the Proposer team must acknowledge that the firm speaking on behalf of the Proposer team is authorized to do so, regardless of whether the Proposer entity is not yet legally formed at the time of submission of the SOQ.
3.	Form A	5.2.1.1(b)	Form A is to be supported by letters from each Equity Member, whereas page 2 of Form A itself requires confirmation from Major Non-Equity Members that the named representative is authorized to act. Which takes precedence – the requirement in 5.2.1.1(b) or the text of Form A itself?	Please see revised language in RFQ Addendum No. 1.
4.	Volume 1	5.2.1	<p>We note that SOQ Section 5.2.1 states that Volume 1 shall be divided into four sections: (1) General and Legal; (2) Financial; (3) Technical; (4) Pass/Fail. These sections shall be submitted in separate binders.</p> <p>With the Pass/Fail volume of the RFQ no longer required, could FDOT please confirm that only three Sections of Volume 1 are required [(1) General and Legal; (2) Financial; and (3) Technical]?</p>	Please see revised language in RFQ Addendum No. 1.
5.	Financial Statements	5.2.1.2	<p>Clarification #9 in the RFQ Question and Answer Matrix #1 (Issued on March 8, 2013), makes it clear that a subsidiary’s financial qualifications will be assessed based on a parent company’s financials where the parent company is proposed as a guarantor.</p> <p>Please confirm that if audited financial statements are provided for a Guarantor identified as such by a Proposer under Section 5.2.1.2(d)vi</p>	Whether or not relying on a guarantor’s financials, the subsidiary’s financial information must also be provided and will be evaluated together with the guarantor’s financials. Please see revised language in RFQ Addendum No. 1.

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			then: (i) any pass/fail evaluation under Section 6.2 and any financial evaluation under Section 6.3.1 in respect of the relevant Equity Member or Major Non-Equity Member will be based solely upon the financial information provided in respect of the Guarantor; and (ii) no audited/unaudited financial statements need to be provided in respect of the Equity Member or Major Non-Equity Member benefitting from the guarantee of its performance and financial obligations.	
6.	Forms C-1 through D-3	5.2.1.2.(a)	Form C-1 states in footnote (2) that Equity Members should “Only list transportation projects....within the past seven (7) years”. We understand this requirement to be inclusive of the 7th year, meaning from March 2005 onwards. Please confirm.	“Within the past seven (7) years” means March 2006 onward.
7.	Financial	5.2.1.2.(d)	This section states that “Proposers are encouraged to submit financial statements electronically and to avoid large and unwieldy notebooks to the extent possible”, but provides no further guidance on the form and process of electronic submittal. Would FDOT please clarify its intent with respect to the above? We propose adding the following statement following the above quoted sentence: “Proposers may use an unlocked CD or USB drive in an 8 - 1/2” x 11” sleeve inserted into the applicable SOQ Volume and Section tab to submit financial statements electronically”	Please see revised language in RFQ Addendum No. 1, Sections 5.1 and 5.2.1.2(d).
8.	Financial	5.2.1.2.(d)(i)	Could FDOT please confirm our understanding that SOQ will be compliant where all available financial statements for an entity existing for less than 3 years are submitted, even in an instance where such total is less than three (3)?	Confirmed.
9.	Guarantors and Letter of Parent Company Support	5.2.1.2(d)vi and 5.2.1.2(f)	According to the Sections 5.2.1.2 (d)vi and 5.2.1.2 (f) and the definition of Guarantor, the entity providing a guarantee to an Equity Member or a Major Non-Equity Members must be the parent company of this entity. Could FDOT please consider the extension of permitted support to Equity Members or Major Non-Equity Members to affiliated entities with common ownership, acting as “financially responsible party”, in which case documents described under Sections 5.2.1.2 (d)(vi.) and 5.2.1.2 (f) would be provided by the financially responsible party?	Please see revised language in RFQ Addendum No. 1.
10.	Credit rating	5.2.1.2.e	Please clarify if a letter stating the credit rating/s of a guarantor is required to be submitted as part of the SOQ documents.	Yes – the credit rating (or statement specifying that no credit rating exists) for a guarantor is required to be submitted as part of the SOQ documents. Generally speaking, to the extent that a

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				guarantor’s financials are being relied upon, the same financial information must be submitted for the guarantor as is required of the entity on whose behalf the guarantee is being provided. Please see revised language in RFQ Addendum No. 1, Section 5.2.1.2(d)(vi).
11.	Letters of Bank Support	5.2.1.2.(g)	Could FDOT please confirm our understanding where a bank or an underwriter wishes to provide a Letter of Bank Support to more than one Equity Member of the same Proposer, then a single letter indicating support for multiple Equity Members (including reference to relevant financing experience with each supported Equity Member and reference to material changes in the financial position of each supported Equity Member, as applicable)?	A single letter indicating support for multiple Equity Members as noted is acceptable.
12.	Financial	5.2.1.2(h)	Please confirm whether “the surety(ies) or bank(s)/financial institution(s) must provide a certificate stating its analysis specifically incorporates a review” of the anticipated material changes in the financial condition of “the Proposer or any other entity for which financial information is submitted” as stated in Section 5.2.1.2(h), or only for the Lead Contractor?	Please see revised language in RFQ Addendum No. 1.
13.	Org charts, Financial and Technical	5.2.1.2.(i) and 5.2.1.3.(k)	We kindly request that FDOT consider allowing that two (2) organizational charts be developed and submitted alongside each of Section 5.2.1.2.(i) and Section 5.2.1.3.(k), where one chart would demonstrate the contractual structure of all the companies that are part of a Proposer consortium, and the second chart would demonstrate the functional structure of the Proposer team based on Project role and staffing. This approach would allow FDOT to better evaluate both the Proposer’s management team and proposed management structure, as well as the Proposer’s approach to subcontracting and subconsulting.	Please see revised language in RFQ Addendum No. 1.
14.	Material changes in financial condition	5.2.1.2.j	Please clarify if a letter discussing material changes in financial condition of a guarantor is required to be submitted as part of the SOQ documents.	Yes – please also see response to Question 10 above.
15.	Off-balance sheet liabilities	5.2.1.2.k	Please clarify if a letter discussing off-balance sheet liabilities of a guarantor is required to be submitted as part of the SOQ documents.	Yes – please also see response to Question 10 above.
16.	Minimum number of key personnel references	5.2.1.3.(g.)(ii)-(v.) 6.2.(h)	We note that 3 client/owner references are required for each of the key individuals (Lead Contractor’s project manager and program manager; Lead Engineering Firm’s design manager; Lead Operation and Maintenance Firm’s operations manager), and that these references must	In such circumstances, multiple references from the same owner on the same project is acceptable, but the references must come from the owner and not any other participant in the

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		6.2.(i)	<p>be related to projects meeting size and timing requirements.</p> <p>It is possible that individuals best qualified for the roles above may not have worked on 3 different projects meeting the minimum size thresholds in the last 7-10 years if they were exclusively staffed on large multi-year projects. This is especially true if, for example, an operation manager candidate has managed the O&M activities on the same transportation concession for the last 10 years.</p> <p>Would FDOT consider revising the minimum number of references for key personnel from 3 to 2? Alternatively, could FDOT please confirm whether it is acceptable to provide multiple references from the same client/owner organization who are familiar with key individual's role on the same project?</p>	project. Please see revised language in RFQ Addendum No. 1.
17.	Technical	5.2.1.3(h)	<p>Form E requires 3 references each for (i) 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 projects that meet the experience thresholds for these individuals in Sections 5.2.1.3 (g) (ii) – (v) above.</p> <p>If for a specific position we are submitting an individual with less than 3 project experiences, still complying with the RFQ requirements of 2 projects, is FDOT still looking for submission of 3 references or just a reference per project that meet the experience threshold for these individuals in 5.2.3(g)(ii)-(v)?</p>	Three references are required, but may be from the same owner to the extent the individual has experience on less than three projects. Please also see response to Question 16 above.
18.	Technical	5.2.1.3(h)	Still regarding Form E above: If for a certain project, the Client nominated a consulting firm as the interface with the Lead Contractor, is FDOT looking for a reference from that consulting firm which the Lead Contractor used to deal with or a reference from the ultimate Client or Owner?	FDOT requires a reference from the owner. Please also see response to Question 16 above.
19.	Equity Member's experience	6.2(e)i and Form C-1	In FDOT's RFQ Question and Answer Matrix #1 (Issued on March 8, 2013), the FDOT response to #27 did not comment upon the clarification proposed. For clarity, the change requested is that the eligibility criteria for Equity Member's experience under Section 6.2(e)i and Form C-1 of the Draft RFQ be clarified to include the experience of funds or vehicles under common ownership to the Equity Member. Such a clarification ensures that FDOT has access to the most comprehensive competition amongst bidders since it ensures that the eligibility criteria reflect the most common ownership structures for equity sponsors in P3 schemes. This construction was used recently, for example, in the RFQ for the Ohio	Please see revised language in RFQ Addendum No. 1.

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			River Bridges East End Crossing P3 project.	
20.	Financial Qualifications	6.2(e)i.1 and Note 2 in Form C-1	Does the \$500 million minimum requirement on Form C-1 apply to all projects to be evaluated as mentioned in Note 2 of Form C-1, or is it only required for 3 projects to satisfy the pass/fail criteria as per Section 6.2.(e).i.1?	Please see revised language in RFQ Addendum No. 1. Note 2 of Form C-1 has been reduced from \$500M USD to \$300M USD for the purposes of providing financial qualifications. For the avoidance of doubt, the \$500M USD minimum requirement still applies to Section 6.2(e)(i)(1). The qualifying projects to satisfy Section 6.2(e)(i) must be identified in Form C-1.
21.	Forms, References and Dates	6.2(e)ii.(1)	Is it correct to assume that the reference “ <i>in the last fifteen (15) years</i> ” counts back from the date stipulated for the SOQ (i.e. March, 2013)?	Yes, that is correct – i.e., March 1998.
22.	Lead O&M Experience	6.2(e)iv.1.A	Please define “Limited Access Facility” as per Section 6.2.(e).iv.1.A?	A definition has been added - please see RFQ Addendum No. 1.
23.	Proposer joint & several liability	6.2.(n)	This section states “If the Proposer is a consortium, partnership or any other form of joint venture, the SOQ includes a letter signed by each member indicating a willingness to accept joint and several liability until the point at which the Concessionaire creates a special purpose entity as will be allowed in the Concession Agreement.” For greater clarity, could FDOT please consider replacing “each member” in sentence above to “each Equity Member”, as only Equity Members will be forming the special purpose entity?	Please see revised language in RFQ Addendum No. 1.
24.	General	All Forms	Do all forms need to be formatted exactly per the RFQ, or can we change the coloring / formatting of the tables to match Consortium branding (keeping the content the same)?	All forms must be formatted exactly as provided in the RFQ.
25.	Project Sheets and RFQ Forms	Exhibit C, Form C-1, Form D-1, Form D-2, Form D-3, and Form E-1	We kindly request that FDOT consider allowing a 2-page project sheet for each project listed in Form C-1, Form D-1, Form D-2, Form D-3 and Form E-1. In our experience, this is consistent with comparable RFQ submission requirements, and allows the Proposer to demonstrate the relevance of each project experience submitted that would provide FDOT with more accurate information based on which to score the SOQs.	FDOT will not make the requested change.
26.	Information Regarding Equity Members, Major	Exhibit C - Form B	We note that the footnote on Page 1 of Form B states “Submit one copy of Form B for each Equity Member, Major Non-Equity Member and Guarantor (filling in the introduction information and Parts A and B)”, and that there are no additional instructions with respect to the submission	

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	Non-Equity Members and Guarantors		<p>of Form B in draft RFQ Section 5.2.1.1.(c).</p> <p>Where Proposer is a consortium, would FDOT please confirm our understanding that each Equity Member, each Major Non-Equity Member and each Guarantor are required to complete and execute a separate Form B, and that there is no requirement to also submit a Form B on behalf of the entire Proposer consortium where no associated corporate entity has yet been formed and the Proposer so certifies as per draft RFQ Section 5.2.1.2.(d)(v)?</p> <p>Furthermore, could FDOT please confirm our understanding that in addition to introduction information and Parts A and B, Parts C and D should also be filled out on each Form B submitted as part of the SOQ?</p>	<p>Confirmed.</p> <p>Please see revised language in RFQ Addendum No. 1.</p>
27.	Financial Qualifications - Transportation Infrastructure Concession and Public-Private Partnership Experience	Exhibit C - Form C-1	Could FDOT please confirm our understanding that “Start Date” heading in Form C-1 is referring to the start of operation, or scheduled date of substantial completion if still under construction, for each project listed in Form C-1?	Please see revised language in RFQ Addendum No. 1.
28.	Financial Qualifications - Summary Financial Information	Exhibit C - Form C-2	Could FDOT please define the “Short-Term Investments” heading in Form C-2?	“Short-Term Investments” is replaced with “Other Current Assets” – please see revised language in RFQ Addendum No. 1.
29.	Financial Qualifications - Summary Financial Information	Exhibit C - Form C-2	Would FDOT please confirm whether “Total Debt” in Form C-2 includes liabilities with respect to financial debts, or whether it is meant to be the sum of “Current Portion of Long Term Debt” and “Long Term Debt” columns in the table?	Total Debt is calculated as Current Portion of Long-Term Debt plus Long-Term Debt.
30.	Financial Qualifications - Summary Financial Information	Exhibit C - Form C-2	With regard to Form C-2, second to last column, is “Total Equity” defined as tangible net worth? I.e., Total Equity excluding goodwill and intangibles?	Total Equity is tangible net worth and excludes goodwill and intangibles.
31.	References - Design	Exhibit C - Form D-1R	Would FDOT please confirm our understanding that for projects listed in Form D-1 where Lead Engineering Firm was under contract to a contractor and not acting directly for a public client, it is acceptable to list in Form D-1R references employed by the private sector contractor (i.e.	FDOT requires references from owners of the projects. Please also see response to Question 16 above.

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			Lead Engineering Firm's client for the specific project)?	
32.	Proposer Experience Summary	Exhibit C - Form G	Form G has a note for Lead Contractor Experience that refers Proposers to Section 6.2(d)(ii) and for a Lead Engineering Firm Experience that refers Proposers to Section 6.2(d)(iii). Could FDOT please confirm our understanding that the above references should be Section 6.2(e)(ii) and Section 6.2(e)(iii), respectively?	Please see revised language in RFQ Addendum No. 1.
33.	Form F	Form F	Item 1 in form F is limited to "within the past 5 years". We assume that items 2 through 8 are intended to be limited by the same time limits? Please confirm. Given that some of the companies responding to this RFQ may have been in business for several decades, providing a limit to this time frame seems reasonable.	FDOT will not make the requested change. Items 2 through 8 are not limited to the five-year period applicable to item 1.
34.	Form G	Form G	Page 2 of Form G, asterisk references Section 6.2(d)(ii). This reference should be 6.2(e)(ii). Page 3 of Form G, asterisk references Section 6.2(d)(iii). This reference should be 6.2(e)(iii). Page 4 of Form G, asterisk references Section 6.2(d)(v). This reference should be 6.2(e)iv.	Please see revised language in RFQ Addendum No. 1.
35.	Pass/Fail review	Form G	Please modify section 1.c of Form G to mirror the new experience requirement in section 6.2.e.i.3.	Please see revised language in RFQ Addendum No. 1.
36.	Pass/Fail review	Form G	Please modify section 1.c of Form G to mirror the new experience requirement in section 6.2.e.iv.2.	Please see revised language in RFQ Addendum No. 1.
37.	General	N/A	Are electronic signatures (PDF documents) in blue acceptable as originals for the purpose of the SOQ?	Yes, electronic signatures are acceptable.