

**REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, AND FINANCE**

**THE
NORTHWEST CORRIDOR PROJECT**

**THROUGH A
DESIGN-BUILD-FINANCE AGREEMENT**

PROJECT NUMBER

CSNHS-0008-00(256), P.I. No. 0008256

GEORGIA DEPARTMENT OF TRANSPORTATION

Request for Qualifications Addendum #1

ISSUED July 6, 2012

Statements of Qualifications Due: July 19, 2012 at 2:00 p.m. EDT

**Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308**

TABLE OF CONTENTS

1.	INTRODUCTION.....	1
2.	DESCRIPTION OF OPPORTUNITY	1
2.1	Background	1
2.2	Project Opportunity	2
2.3	Northwest Corridor.....	2
2.4	Project Environmental Status.....	2
2.5	Preliminary Estimates of Construction Costs	2
2.6	Project Funding	2
2.7	Right-of-Way Acquisition.....	3
2.8	GDOT Technical Requirements	3
2.8.1	Geotechnical Investigation Program.....	3
2.8.2	Utility Investigation and Relocation.....	3
2.8.3	Concept Design.....	4
2.8.4	Responsibility for Permits.....	4
2.8.5	Toll Collection System, Intelligent Transportation Systems, and Reversible Gate System Development	4
2.9	General Requirements.....	4
2.9.1	Federal Requirements.....	4
2.9.2	Liability, Insurance, Bonds and Letters of Credit.....	4
2.9.3	DBE and Local Labor Policy.....	5
3.	DESCRIPTION OF PROCUREMENT PROCESS	5
3.1	Overall Process	5
3.1.1	SOQs.....	5
3.1.2	RFP.....	5
3.2	Payment for Work Product.....	5
3.3	Participation on More than One Respondent Team	6
3.4	Pre-Qualification Requirements	6
3.5	Changes in Shortlisted Proposer Team	8
3.6	Procurement Schedule	8
3.7	Clarification Questions.....	8
3.8	Addenda.....	9
4.	SOQ CONTENT AND SUBMITTAL REQUIREMENTS	9
4.1	SOQ Submittal Requirements.....	9
5.	EVALUATION PROCESS AND CRITERIA.....	10
5.1	Responsiveness	10
5.2	Pass/Fail Review	10
5.3	Pass/Fail Qualification, Evaluation Criteria and Weighting	12
5.4	SOQ Evaluation Procedure.....	12
5.5	Policy Regarding Communications and Contact	13
5.6	Changes in the Project Management Plan.....	13
5.7	Open Government Laws.....	13
5.8	Organizational Conflicts of Interest	14
6.	PROTEST PROCEDURES	15
7.	GDOT RESERVED RIGHTS	15

Exhibits:

- Exhibit A Certain Definitions
- Exhibit B List of Project Documents
- Exhibit C Northwest Corridor Map
- Exhibit D RFQ Forms
- Exhibit E SOQ Format and Contents
- Exhibit F Evaluation Criteria and Weighting
- Exhibit G List of Restricted Firms and Affiliates

Forms:

- Form A Transmittal Letter
- Form B Information Regarding Respondent, Participating Members, Major Non-Participating Members, and Guarantors
- Form C-1 Technical Qualifications – Design
- Form C-2 Technical Qualifications – Construction
- Form D Personnel References
- Form E Certification

1. INTRODUCTION

The Georgia Department of Transportation (“GDOT”), an agency of the State of Georgia (“State”), hereby requests the sealed submittal of statements of qualifications (“SOQs”) from Respondents desiring to develop the **Northwest Corridor Project** (the “Project”) through a Design-Build-Finance Agreement approved by the State Transportation Board and signed by the Developer and the State Road and Tollway Authority (“SRTA”), an instrumentality of the State. Under such DBF Agreement, the Developer will be required to design and construct the Project, and initially finance a portion thereof.

This Request for Qualifications (“RFQ”) is issued in accordance with the provisions of Sections 32-2-78 through 32-2-80 of the Official Code of Georgia Annotated (the “Georgia Code”), Chapter 672-17 of the Rules of the Georgia Department of Transportation (the “Rules”) and other applicable laws and guidelines. This RFQ is being issued as the first phase in the request for proposals process pursuant to Section 32-2-80(a)(2) of the Georgia Code. Subject to Section 7, Respondents that are considered most qualified pursuant to Rule 672-17-.04(b)(3) in response to this RFQ (also referred to herein as “shortlisted”) will be invited to submit proposals (“Proposals”) in response to a Request for Proposals (“RFP”) for the Project. GDOT will conduct a pass/fail and responsiveness review prior to evaluating and scoring the SOQs. Only those SOQs deemed responsive and deemed to pass the pass/fail criteria will be scored and eligible to be shortlisted. Initially capitalized terms not otherwise defined herein shall have the meaning set forth in Exhibit A attached hereto.

GDOT has assembled a set of documents relating to the Project that will be available to prospective Respondents for review on the Website. A list of the Project Documents is attached hereto as Exhibit B. The Project Documents are included in the RFQ for the purpose of providing information to Respondents that is in GDOT’s possession. GDOT has not determined whether the Project Documents are accurate, complete or pertinent, or of any value to Respondents. GDOT makes no representation, warranty or guarantee as to, and shall not be responsible for, the accuracy, completeness, or pertinence of the Project Documents, and, in addition, shall not be responsible for any conclusions drawn therefrom.

2. DESCRIPTION OF OPPORTUNITY

2.1 Background

GDOT is authorized to develop, implement and administer its public-private partnership program (“P3 Program”) pursuant to Sections 32-2-78 through 32-2-80 of the Georgia Code. The P3 Program is intended to seek innovative project delivery and innovative financing solutions from the private sector to meet the State’s transportation infrastructure needs. The objectives of the P3 Program are identified in Section 672-17-.01 of the Rules. The Project is being proposed to relieve congestion, improve mobility and reduce travel times within the Atlanta region. GDOT has concluded that utilizing private-sector innovation and resources through a DBF Agreement is the best way to ensure cost-effective and expedited delivery of the Project and provide needed congestion relief to the public. SRTA and GDOT shall enter into various agreements including but not limited to, an Intergovernmental Agreement, whereby GDOT will be designated and serve as the manager for the Project. SRTA, subject to SRTA and GSFIC Board approval, will issue Toll Revenue Bonds and/or GARVEE Bonds and will serve as the borrower for a Transportation Infrastructure Finance and Innovation Act (“TIFIA”) loan for the Project.

Additional details regarding the respective responsibilities of SRTA and GDOT with respect to the Project will be provided during the RFP phase of the procurement.

2.2 Project Opportunity

It is anticipated that the Developer will perform all work associated with the design and construction of the Project (with the exception of the design and installation of the Toll Collection System, as described in more detail in Section 2.8.5 below), as well as certain financing obligations, through a DBF Agreement. GDOT intends to select a single private entity to enter into the DBF Agreement.

2.3 Northwest Corridor

The 29.7-mile Project will involve the addition of reversible managed lanes along I-75 and I-575 in Cobb and Cherokee Counties. The proposed improvements would extend the existing High Occupancy Vehicle (“HOV”) lanes from the current terminus at Akers Mill Road northward along I-75 and I-575. The proposed facility would begin as a two-lane facility, one lane in each direction, from Akers Mill Road to just south of Windy Hill Road where it will transition to a two-lane reversible facility. The two-lane reversible facility will continue north along I-75 to the I-75/I-575 Interchange where it will transition to a single reversible lane facility and continue north to just beyond Hickory Grove Road. A similar single-lane reversible facility would be constructed along I-575 between the I-75/I-575 Interchange and Sixes Road. Reversible ramps providing connection to and from I-285 general purpose lanes also are a part of the proposed improvements. For reference, the Northwest Corridor map is attached hereto as Exhibit C. Interested parties may obtain additional information regarding the Project by referring to the Website.

2.4 Project Environmental Status

The environmental documents under NEPA are being pursued for the Project by GDOT in coordination with the concept design efforts described in Section 2.8.3. A Final Environmental Impact Statement (FEIS) for the project has been approved and published as of October 2011. Respondents are expected to review this document and all FEIS supporting documents as included as part of Exhibit B. GDOT anticipates obtaining a record of decision (“ROD”) for the Project by the first quarter of 2013.

2.5 Preliminary Estimates of Construction Costs

Respondents are advised that GDOT approved the Managed Lanes System Plan (“MLSP”) in December 2009, which is intended to provide a general guide to GDOT to ensure a systemic approach to the implementation of managed lanes throughout the Atlanta region. The MLSP is available for review at <http://www.dot.state.ga.us/informationcenter/p3/projects>. GDOT’s current, preliminary estimate for the design-build portion of the Project is approximately \$750-\$850 million which includes design, construction, and utility relocation costs.

These estimates are for informational purposes only and are not a substitute for the Respondents’ own estimates of Project costs.

2.6 Project Funding

GDOT anticipates that approximately \$500 million of funding from public sources, and a TIFIA loan of approximately \$270 million, will be available for the Project for payment during the

construction period. Additional “gap” financing in the order of up to \$160 million will be provided by the Developer and repaid to the Developer under the DBF Agreement after final acceptance of the completed Project and in accordance with the terms of the RFP. GDOT anticipates that the sources of funding to repay the Developer will be the proceeds from toll revenue bonds and/or GARVEE bonds issued by SRTA. GDOT and SRTA will work together with the Georgia State Financing and Investment Commission (“GSFIC”) to properly size and issue such bonds.

Respondents are advised that private participation and funding will be essential to complete all Project elements under the DBF Agreement. The Respondent’s ability to secure or provide private financing in an amount up to \$160 million will be a key element considered in this RFQ and the subsequent RFP.

2.7 Right-of-Way Acquisition

Respondents should note that the Project will require acquisition of new right-of-way. GDOT will be responsible for the costs of acquiring all right-of-way identified by GDOT as being required for the Project (per as described in the FEIS environmental document) and will be responsible for providing right-of-way acquisition services in connection with the acquisition of any such parcels. If ~~GDOT~~the Developer determines ~~(including based on a request from Developer)~~ that additional right-of-way is required for the Project, GDOT shall acquire such additional right-of-way ~~(with Developer’s assistance, if requested)~~, at the Developer’s expense. The RFP will provide further details regarding GDOT’s right-of-way acquisition process.

2.8 GDOT Technical Requirements

It is anticipated that the DBF Agreement will require the Developer, upon receiving a notice to proceed from GDOT, to perform all Project design and construction obligations set forth in the DBF Agreement, and to cause the Project to be completed in accordance with certain standards and specifications. The final RFP will contain programmatic and Project-specific technical specifications and requirements that will apply to all work performed on the Project. Project-specific technical requirements will be developed for the final RFP with input during industry review by Shortlisted Proposers.

The RFP may permit Shortlisted Proposers to propose, for GDOT consideration, alternative technical concepts, exceptions and deviations from certain of the standards and specifications. The confidential alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All requests for deviations shall follow the requirements set forth in the RFP. Respondents should note, however, that, because federal funds will be included in the final plan of finance, there may be restrictions on deviations from federally-mandated design and construction standards.

2.8.1 Geotechnical Investigation Program

GDOT has performed certain geotechnical investigation work regarding the Project. The Project Documents available to Respondents for review as provided in Section 1 include geotechnical information collected by GDOT to date. GDOT anticipates allowing the Shortlisted Proposers an opportunity to self-perform certain geotechnical investigative work after the RFP is issued in order to assess the risk allocated to the Developer in the RFP.

2.8.2 Utility Investigation and Relocation

Various overhead and underground utilities along the Project will be impacted by the construction improvements. GDOT has initiated coordination with all known utility agencies to determine their involvement, general existing utility locations, degree of impact, and estimated relocation costs. GDOT anticipates that the Developer will be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with applicable standards and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs. A description of the responsibility for unidentified and misidentified utilities (as between GDOT and the Developer) will be provided in the RFP.

2.8.3 Concept Design

GDOT has commenced conceptual design for the Project in conjunction with the environmental process. The RFP will provide further information to Shortlisted Proposers regarding the concept design, including electronic design files, estimates, design assumptions and other relevant materials.

2.8.4 Responsibility for Permits

GDOT has commenced the permitting process for the Project and will obtain certain permits for the Project. Allocation of responsibility for the permits (as between GDOT and the Developer) will be provided in the RFP.

2.8.5 Toll Collection System, Intelligent Transportation Systems, and Reversible Gate System Development

GDOT anticipates that the design and installation of toll infrastructure (Gantry and other civil construction structures, fiber conduit and duct banks, roadside network construction and related building structures, and power systems, but not the Toll Collection System, (“TCS”), Intelligent Transportation Systems (“ITS”), and the reversible gate system for the tolled managed lanes within the Project will be included in the Developer’s scope of work. The Developer will be required to coordinate system design, construction, testing and integration with GDOT, SRTA, local and regional authorities, including interoperability requirements, as required in the DBF Agreement. It is anticipated that the tolled managed lanes will be tolled through a 100% electronic system requiring no reduction in speed. The RFP will establish the toll infrastructure, ITS, and reversible gate system requirements, as well as scheduling and coordination requirements for installation of the TCS.

2.9 General Requirements

2.9.1 Federal Requirements

Respondents are advised that GDOT will utilize federal funds for the Project. Applicable federal law and FHWA regulations will govern the Project’s procurement and contract documents.

2.9.2 Liability, Insurance, Bonds and Letters of Credit

GDOT anticipates that the Developer will be required to assume liabilities, to provide bonds or letters of credit (or both) and insurance coverage, as specified in the DBF Agreement. GDOT may also require the Developer to provide a number of other commitments, including, where applicable: (i) guarantees of parent companies and/or Participating Member; (ii) statements of

joint and several liability; and (iii) warranties. Specific provisions concerning bonding/letters of credit, insurance, guarantees, and indemnity requirements will be set forth in the RFP.

2.9.3 DBE and Local Labor Policy

It is the policy of GDOT to promote and encourage the use of small business enterprises, disadvantaged business enterprises, female-owned business enterprises and minority business enterprises (collectively referred to herein as “DBEs”), as well as local labor and resources, consistent with applicable laws and regulations. Therefore, GDOT encourages all DBEs and local labor and resources to participate in the business activities of GDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants. This desire on the part of GDOT is not intended to restrict or limit competitive bidding or to increase the cost of work. GDOT supports a healthy free market system that seeks to include responsible businesses and provides ample opportunity for business growth and development. GDOT has adopted the DBE definition set forth in 49 C.F.R. § 26.5. The DBE policy of GDOT applies to all GDOT contracts and purchases paid with any funds received from USDOT through FHWA, the Federal Transit Administration, and the Federal Aviation Administration. As applicable, vendor and vendor subcontractors who utilize DBEs may qualify for a State income tax credit for payments made to DBEs. Please see Section 48-7-38 of the Georgia Code for further information. Information regarding DBE requirements and goals will be included in the RFP.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

3.1.1 SOQs

GDOT will evaluate the SOQs it receives in response to this RFQ and will establish a shortlist, according to criteria generally outlined herein, of those Respondents that are considered most qualified to receive and respond to the RFP. GDOT intends to shortlist three to five Respondents. Notwithstanding the foregoing and subject to Section 672-17-.04(b)(3) of the Rules, GDOT reserves the right to proceed with the procurement with a smaller or larger number of Shortlisted Proposers. Upon announcement of the shortlist, a Shortlisted Proposer shall have no greater than fifteen (15) days to notify the GDOT in writing of its decision to withdraw from consideration as a Shortlisted Proposer. If a Shortlisted Proposer elects to withdraw, GDOT reserves the option to add the next most qualified Respondent to the shortlist.

3.1.2 RFP

Following the selection of Shortlisted Proposers, GDOT anticipates releasing a draft RFP for review and comment by the Shortlisted Proposers, including instructions to proposers, a scope of work, the DBF Agreement, and other contract documents. Following receipt of written comments, GDOT intends to schedule one-on-one and/or group meetings to discuss issues and comments identified by the Shortlisted Proposers. Specific details concerning the industry review process will be made available to the Shortlisted Proposers following the shortlisting announcement.

After consideration of input from the Shortlisted Proposers and subject to Section 7, GDOT plans to issue a final RFP to the Shortlisted Proposers for the submission of Proposals.

3.2 Payment for Work Product

The RFP shall include provisions regarding GDOT's acquisition and payments for Work Product, including, without limitation, (i) the amount of each such payment (which is anticipated to be consistent with market precedent), (ii) the timing of payment thereof, and (iii) the terms of the payment, provided that in no event shall the aggregate amount of all such payments to a particular Shortlisted Proposer for Work Product exceed \$1,750,000.

The payments for Work Product described above are in no way intended to reimburse a Shortlisted Proposer for the total cost of preparing a Proposal. Moreover, such payments will not be made as a result of any modification, suspension, cancellation, or termination of the procurement and/or Project, in whole or in part, but only in exchange for the right of GDOT to use, in its sole discretion, such Shortlisted Proposer's Work Product.

No payment, stipend or other compensation will be payable to Respondents for the preparation and/or delivery of SOQs.

3.3 Participation on More than One Respondent Team

To ensure a fair procurement process, Participating Members and Major Non-Participating Members are forbidden from participating, in any capacity, on another Respondent team during the course of the procurement. If GDOT does not shortlist a Respondent as part of the RFQ evaluation process, the members of the unsuccessful Respondent team are free to participate on Shortlisted Proposer teams, subject to the requirements of Section 3.5. GDOT reserves the right to disqualify any Respondent or Respondent team member that fails to comply with the prohibition contained in this Section 3.3 from further participation on the Project.

Respondents are prohibited from entering into exclusive teaming arrangements with toll collection system integrators. In addition, a Respondent shall not include a toll collection system integrator as a member of its team and the identity and experience of toll collection system integrators shall not be evaluated under this RFQ. Interaction and coordination with the toll collection system integrator will be defined in the RFP and discussed with the Shortlisted Proposers during the draft RFP process. Scheduling and coordination requirements will be set forth in the Final RFP and as such will not be a factor in the SOQ evaluation and shortlisting process.

3.4 Pre-Qualification Requirements

GDOT will require the Lead Contractor and Lead Engineering Firm for each Shortlisted Proposer to be pre-qualified with GDOT before the Proposal due date, ~~as set forth in the RFP~~. Satisfaction of such pre-qualification requirements will be a condition in the RFP to submitting a compliant and responsive Proposal.

As applicable, other engineering ~~and construction~~ firms must be pre-qualified prior to and during the term of the design build phase per the conditions of the DBF Agreement.

GDOT anticipates the following area classes will be required.

3.03 Multi-Lane Urban Roadway Widening and Reconstruction

3.05 Multi-Lane Urban Interstate Limited Access Design

- 3.07 Traffic Operations Design
- 3.08 Landscape Architecture Design
- 3.09 Traffic Control Systems Analysis, Design and Implementation
- 3.10 Utility Coordination
- 3.12 Hydraulic and Hydrological Studies (Roadway)
- 3.15 Highway and Outdoor Lighting
- 4.01 Minor Bridge Design
- 4.02 Major Bridge Design
- 4.04 Hydraulic and Hydrological Studies (Bridges)
- 4.05 Bridge Inspection
- 5.01 Land Surveying
- 5.02 Engineering Surveying
- 5.04 Aerial Photography
- 5.05 Photogrammetry
- 5.08 Overhead/Subsurface Utility Engineering (SUE)
- 6.01a Soil Survey Studies
- 6.02 Bridge Foundation Studies
- 6.03 Hydraulic and Hydrological Studies (Soils & Foundations)
- 6.04a Laboratory Testing of Roadway Construction Materials
- 6.04b Field Testing of Roadway Construction Materials
- 6.05 Hazardous Waste Site Assessment Studies
- 8.01 Construction Engineering and Supervision
- 9.01 Erosion, Sedimentation, and Pollution Control Plan
- 9.02 Rainfall and Runoff Reporting
- 9.03 Field Inspection for Erosion Control

Detailed pre-qualification requirements will be provided in the RFP. General information concerning GDOT's pre-qualification requirements and process may be found under the pre-qualification link on the GDOT website at www.dot.state.ga.us/doingbusiness.

3.5 Changes in Shortlisted Proposer Team

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

3.6 Procurement Schedule

GDOT anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule:

Issue RFQ	June 8, 2012
Deadline for questions and requests for clarification regarding the RFQ	June 22, 2012 (2:00 p.m. EDT)
Responses to questions regarding the RFQ	July 3, 2012
SOQ Due Date	July 19, 2012 (2:00 p.m. EDT)
Evaluate SOQs	July 20, 2012 through August 16, 2012
Shortlist selection	August 16, 2012

This schedule is subject to modification at the sole discretion of GDOT. Pursuant to Section 3.8, Respondents will be notified of any change by an addendum to this RFQ.

GDOT intends to issue the industry review draft of the RFP shortly after selection of the Shortlisted Proposers and to pursue the procurement to award of the DBF Agreement thereafter. GDOT currently anticipates awarding the DBF Agreement for the Project in September 2013.

3.7 Clarification Questions

Respondents shall examine the entire RFQ and seek clarification in writing in accordance with this Section 3.7. Subject to Section 5.5, Respondents may submit written questions and requests for clarification to GDOT at any time prior to the deadline for questions and requests for clarification listed in Section 3.6. Respondents must submit questions and requests for clarification to GDOT at either the street address, facsimile number or e-mail address below:

Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308
Attn: Chip Meeks
Facsimile: (404) 631-1844
E-mail: GeorgiaP3NWC@dot.ga.gov

Respondents are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project. GDOT will post responses on the Website to Respondent clarification requests which GDOT deems to be material and not otherwise adequately addressed, within a reasonable time following receipt, subject to the submission deadline set forth in Section 3.6.

3.8 Addenda

GDOT reserves the right to issue addenda to this RFQ at any time before the SOQ Due Date. GDOT will post any addenda to this RFQ on the Website.

Respondents are responsible for monitoring the Website for information concerning the Project.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

GDOT requires SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow GDOT to evaluate and competitively rank the Respondents for purposes of shortlisting based on the criteria set forth herein. Except as expressly stated herein, including in Exhibit E, Section E.2.1.2(a), each Respondent shall submit one original and **nine copies (for a total of ten)** of its SOQ in loose-leaf three ring binders and one electronic copy in "PDF" format. Each Respondent shall organize its SOQ in the order set forth in Exhibit E. Each SOQ shall contain the information described in Exhibit E.

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

4.1 SOQ Submittal Requirements

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

Statement of Qualifications for the
Northwest Corridor Project

The SOQ shall be delivered no later than 2:00 p.m. EDT on the SOQ Due Date to:

Georgia Department of Transportation
One Georgia Center
19th Floor
600 West Peachtree Street, NW
Atlanta, Georgia 30308
Attn: Chip Meeks

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

GDOT shall not accept any SOQs delivered after 2:00 p.m. EDT on the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Respondents are solely responsible for ensuring that GDOT receives their SOQs by the specified time on SOQ Due Date. GDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services including but not limited to delays due to security check-in process, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Each SOQ will be reviewed for (a) conformance to the RFQ instructions regarding organization and format, and (b) the responsiveness of the SOQ to the requirements set forth in this RFQ. SOQs that GDOT determines are non-responsive to this RFQ may be excluded from further consideration.

A Respondent must satisfy the pass/fail requirements under Section 5.2, satisfy the financial review requirements under Exhibit E, Section E.2.1.2 and be deemed to have submitted a responsive SOQ pursuant to this Section 5.1 in order for GDOT to evaluate its SOQ qualitatively under Section 5.3.

Respondents will be advised regarding a determination of non-responsiveness. GDOT also may exclude from consideration any Respondent who GDOT determines, in its sole discretion, included a material misrepresentation in its SOQ. GDOT may, in its sole discretion, request clarifications of the information submitted in the SOQ. GDOT, in its sole discretion, may waive minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ.

5.2 Pass/Fail Review

In conjunction with evaluation of each SOQ for responsiveness, GDOT will evaluate each SOQ based upon each of the following pass/fail requirements. Note that inaccurate or out-of-date personnel reference information in Form D may result in GDOT excluding the related experience from consideration and negatively impact the pass/fail review.

- (a) The SOQ contains an original executed Form A in accordance with Exhibit E, Section E.2.1.1(a).

- (b) The Respondent has provided evidence of capability of providing acceptable guarantees and obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Exhibit E, Section E.2.1.2(d).
- (c) The Respondent, including the Participating Members and Major Non-Participating Members (if any) and, if applicable, any joint venturers making up the Major Non-Participating Members, has complied with Exhibit E, Section E.2.1.2.
- (d) Neither the Respondent nor any other entity that has submitted Form B as required by this RFQ has been disqualified, removed, is currently debarred or suspended, or is a party to an agreement for voluntary exclusion, from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment, suspension or voluntary exclusion would preclude selection and award under Section 672-5-.15 of the Rules (see Form E).
- (e) The Respondent's team includes:
- i. A Lead Engineering Firm with experience in the design-build engineering of two transportation infrastructure projects each with a construction value in excess of \$80 million that achieved final design in the last seven years (Form C-1).

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.

- ii. A Lead Contractor with experience as a lead contractor of two transportation infrastructure projects each with a construction value in excess of \$80 million that ~~achieved final design~~completed construction in the last seven years (Form C-2).

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 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.

- (f) If any of the Lead Contractor or Lead Engineering Firm is a consortium, partnership or any other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed agreement does not exist, the SOQ contains a summary of the key terms of the anticipated teaming agreement. **Respondents may not include more than one Lead Contractor or Lead Engineering Firm. GDOT will not consider the experience and qualifications of subcontractors in evaluating SOQs.**
- (g) The proposed project manager and superintendent for the Lead Contractor and the proposed lead design engineer for the Lead Engineering Firm meet the minimum experience requirements as set forth in Exhibit E, Section E.2.1.3(d).
- (h) The information disclosed in Form E does not materially adversely affect the Respondent's ability to carry out the Project responsibilities potentially allocated to it, as determined by GDOT in its sole discretion.
- (i) The Respondent made the express, written commitments regarding the availability of personnel as required in Exhibit E, Section E.2.1.3(f).
- (j) If the Respondent 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 Respondent have not executed a teaming agreement, the SOQ contains a summary of the key terms of the anticipated agreement.

5.3 Pass/Fail Qualification, Evaluation Criteria and Weighting

GDOT will evaluate and score each responsive SOQ to determine if it satisfies all of the "pass/fail" qualification requirements in Section 5.2. Only if an SOQ is deemed to have "passed" will it be evaluated according to the criteria set forth in Exhibit F attached. The order in which the evaluation criteria appear in Exhibit F within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capacity, and Project Management Plan) is not an indication of weighting or importance.

5.4 SOQ Evaluation Procedure

GDOT anticipates using a Selection Recommendation Committee to evaluate and score the SOQs in accordance with the criteria set forth in Exhibit F and to make recommendations to the Steering Committee based on such analysis. The Selection Recommendation Committee may be assisted by Selection Recommendation Subcommittees to provide advice with respect to technical, financial or legal aspects of the SOQs. The Selection Recommendation Subcommittees may review submittals and provide advice to the Selection Recommendation Committee, but are not responsible for scoring the SOQs.

At GDOT's sole discretion, GDOT may at any time request additional information or clarification from a Respondent or may request a Respondent to verify or certify certain aspects of its SOQ. Upon receipt of requested clarifications and additional information, if any, the SOQs will be evaluated or reevaluated to factor in the clarifications and additional information.

GDOT will evaluate, score and rank SOQs and select the Shortlisted Proposers in a manner that furthers the best interests of the State as determined in the sole discretion of GDOT.

5.5 Policy Regarding Communications and Contact

Respondents are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities. Except as specifically permitted herein or approved in advance with GDOT, Respondents and their respective agents and consultants are not permitted to contact or communicate either directly or indirectly regarding the subject matter of this RFQ after the issuance date of the RFQ, with: any member of the Selection Recommendation Committee; the Selection Recommendation Subcommittees or the Steering Committee; or officers, administrators, staff or consultants of the Georgia Department of Transportation, State Road and Tollway Authority, Georgia State Financing and Investment Commission and their respective Boards; or the Governor's Office. Any verified allegation that a responding Respondent team or team member or an agent or consultant of the foregoing has attempted to, or has made such contact or otherwise attempted to influence the evaluation, ranking, and/or selection of Shortlisted Proposers may be cause for GDOT to disqualify the Respondent team from submitting an SOQ, to disqualify the team member from participating in a Respondent team and/or to discontinue further consideration of such Respondent team and to return its SOQ.

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

5.6 Changes in the Project Management Plan

GDOT understands that as Shortlisted Proposers and GDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, it is possible that the Project Management Plan will change and evolve. GDOT wishes to encourage such evolution and continued focus by Shortlisted Proposers so as to achieve the best solutions for the Project. Accordingly, it is GDOT's intention to use the Project Management Plan only for purposes of evaluating the SOQs. Shortlisted Proposers may modify, alter and enhance their respective Project Management Plans in conjunction with their Proposals. Shortlisted Proposers may not, however, change the Project Management Plan in a way that renders the SOQ a misrepresentation of the Shortlisted Proposer's intentions and capabilities.

5.7 Open Government Laws

All Respondents should obtain and thoroughly familiarize themselves with the Open Government Laws applicable to the issue of confidentiality and public information. GDOT will not advise a Respondent as to the nature or content of documents entitled to protection from disclosure under the Open Government Laws, as to the interpretation of such laws, or as to definition of trade secret. Each Respondent shall be solely responsible for all determinations made by it under applicable laws. Each Respondent is advised to contact its own legal counsel concerning the effect of applicable Open Government Laws to that Respondent's own circumstances.

All written correspondence, exhibits, photographs, reports, printed material, tapes, electronic disks, and other graphic and visual aids submitted to GDOT during this procurement process, including any part of the SOQs, are the property of the State, may not be returned to the submitting parties, and are subject to the Open Government Laws. Each Respondent shall be responsible for clearly identifying and labeling any document contained in the SOQ as “confidential” that the Respondent has reasonably determined meets the definition of trade secret under Section 32-2-80(a)(4) of the Georgia Code or is exempt from disclosure under Section 50-18-72 of the Georgia Code or any other applicable law. Respondents are advised that their designation as “confidential” shall not be binding on GDOT or determinative of any issue relating to confidentiality. Blanket “confidential” designations by a Respondent shall be considered non-responsive. In no event shall the State, GDOT, SRTA, GSFIC or any of their agents, representatives, consultants, directors, officers or employees be liable to a Respondent or Respondent team member for the disclosure of all or a portion of an SOQ submitted under this RFQ.

If GDOT 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, GDOT will endeavor to notify the applicable Respondent of the request. The Respondent may seek a protective order or other appropriate remedy. If GDOT determines in good faith that the materials identified as “confidential” are not exempt from the Open Government Laws, GDOT will release the requested information. GDOT shall make the final determination regarding whether the requested information is to be disclosed or withheld.

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

5.8 Organizational Conflicts of Interest

Respondents are advised that GDOT has adopted a conflicts of interest policy for public-private partnerships (“Conflicts of Interest Policy”), which is attached as Appendix 7 to GDOT’s Public-Private Partnership Guidelines (the “Guidelines”). The Guidelines, including the Conflicts of Interest Policy, are available on the Website. Prior to finalizing teaming arrangements, Respondents should review carefully and be informed of the Conflicts of Interest Policy, which may preclude certain individuals, firms and/or their affiliates from participating on a Respondent team for the Project. Individuals and firms that are restricted from proposing or joining a Respondent team include, without limitation, those individuals, firms and their affiliates identified in Exhibit G.

By submitting its SOQ, each Respondent agrees that, if a Respondent or GDOT discovers an actual, perceived or potential conflict of interest as defined in the Conflicts of Interest Policy, the Respondent must make an immediate and full written disclosure to GDOT in accordance with the Conflicts of Interest Policy. Further, each Respondent agrees that GDOT may exercise all rights and remedies afforded to GDOT under the Conflicts of Interest Policy.

Respondents are advised that GDOT’s Conflicts of Interest Policy is intended to augment applicable federal and state law, including federal laws and regulations related to organizational conflicts of interest and NEPA. To the extent applicable to the Project, such laws may preclude certain firms and their affiliates from participating on a Respondent team.

6. PROTEST PROCEDURES

Section 672-17-.07 of the Rules sets forth the exclusive protest procedures and remedies available with respect to this RFQ. Each Respondent, by submitting its SOQ, expressly recognizes the limitation on its rights to protest contained herein, expressly waives all other rights and remedies, and agrees that the decision on any protest, as provided herein, will be final and conclusive. These provisions are included in this RFQ expressly in consideration for such waiver and agreement by the Respondents. If a Respondent disregards, disputes, or does not follow the exclusive protest remedies set forth in this RFQ, it shall indemnify and hold the State, GDOT, SRTA, GSFIC and their respective directors, officers, officials, employees, agents, representatives, and consultants harmless from and against all liabilities, expenses, costs (including attorneys' fees and costs), fees, and damages incurred or suffered as a result of such Respondent's actions. The submission of an SOQ by a Respondent shall be deemed the Respondent's irrevocable and unconditional agreement with such indemnification obligation.

Notwithstanding the existence of a protest, GDOT may, in its sole discretion, continue the procurement process or any portion thereof.

7. GDOT RESERVED RIGHTS

In connection with this procurement, GDOT reserves to itself all rights (which rights shall be exercisable by GDOT in its sole discretion) available to it under the Rules, Guidelines and 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.
- (b) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by GDOT of the DBF Agreement, without incurring any cost, obligations or liabilities except as otherwise expressly stated in this RFQ or the subsequent RFP.
- (c) Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- (d) Not issue an RFP.
- (e) Reject at any time any and all submittals, responses and SOQs.
- (f) Modify all dates set or projected in this RFQ.
- (g) Terminate at any time evaluations of SOQs.
- (h) Issue addenda, supplements and modifications to this RFQ or a subsequent RFP.
- (i) Appoint Selection Recommendation Committees to review SOQs, make recommendations to the Steering Committee and seek the assistance of outside technical experts and consultants in SOQ or Proposal evaluation.

- (j) Require confirmation of information furnished by a Respondent, require additional information from a Respondent 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 Respondent responsibilities from the information contained in this RFQ or any subsequent RFP.
- (m) Waive administrative and otherwise immaterial deficiencies in an SOQ or permit clarifications or supplements to an SOQ.
- (n) Disqualify any Respondent who changes its SOQ without GDOT approval.
- (o) Not issue a notice to proceed after execution of the DBF Agreement.
- (p) Exercise any other right reserved or afforded to GDOT 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 GDOT to determine the Shortlisted Proposers, to enter into the DBF Agreement, or to proceed with the procurement described herein. Except as expressly set forth in Section 3.2, GDOT 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 Respondent.

Except as set forth in this RFQ, in no event shall GDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as the DBF Agreement has been authorized by GDOT and executed and, then, only to the extent set forth therein.

EXHIBIT A

CERTAIN DEFINITIONS

Georgia Code – The Official Code of Georgia Annotated.

Conflicts of Interest Policy – The conflicts of interest policy described in Section 5.8.

DBF Agreement – The Design-Build-Finance Agreement, as described in Section 1, to design, build and finance the Project.

Developer – The Shortlisted Proposer determined by GDOT to have submitted the Proposal that presents the best value to the State and who thereafter executes the DBF Agreement with GDOT; provided that the Developer that executes the DBF Agreement may be a special purpose entity formed and controlled by such Shortlisted Proposer or its Participating Members.

FHWA – The Federal Highway Administration.

Guarantor – The entity providing a guarantee pursuant to Exhibit E, Section E.2.1.2(a) or (c). A Guarantor must be the parent company of the entity that is the subject of the guarantee.

Guidelines – The Georgia Department of Transportation Public-Private Partnership Guidelines.

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

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

Major Non-Participating Member – Any or all of the Proposer team's Lead Engineering Firm and Lead Contractor, except where such entities qualify as a Participating Member.

Managed Lanes System Plan or MLSP – The plan for a systemic approach to the implementation of managed lanes throughout the Atlanta region, as described in Section 2.5.

Northwest Corridor – The Project described as such in Section 1.

Open Government Laws – Collectively, the Georgia Open Records Act (Ga. Code Ann. §§ 50-18-70 *et seq.*), Section 32-2-80(a)(4) of the Georgia Code and Section 672-17-.06 of the Rules.

Participating Member – means the following: (a) if the Respondent is a joint venture, partnership, or limited liability company, each member of the joint venture, partnership or limited liability company; or (b) if the Respondent is a corporation or other corporate entity, the Respondent.

Project Documents – Those documents identified in Exhibit B, as may be amended from time to time.

Project Management Plan – The plan developed by Respondent in accordance with Exhibit E, Section E.2.1.4.

Proposals – Proposals submitted by Shortlisted Proposers in response to the RFP.

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

Rules – The Rules of State Department of Transportation as posted on <http://dot.ga.gov/informationcenter/p3/administration/Pages/Rules.aspx>.

Selection Recommendation Committee – The group of individuals authorized by GDOT to evaluate, score and rank the SOQs, and prepare a recommended list of most qualified Respondents to submit to the Steering Committee for approval.

Selection Recommendation Subcommittee(s) – The group of individuals authorized by GDOT to provide additional resources and special subject matter expertise to assist and advise the Selection Recommendation Committee regarding its evaluation of the SOQs.

Shortlisted Proposers – Respondents who have submitted SOQs and are selected by GDOT (if any) as the most qualified to submit Proposals in response to the RFP in accordance with Section 672-17-.04(b)(3) of the Rules.

SOQ Due Date – The “SOQ Due Date” listed in Section 3.6.

Steering Committee – The group of individuals described in Section 3.1.8 of the Guidelines.

Website – The procurement website found at www.georgiap3.com/NWC.

Work Product – Proprietary information, trade secrets, techniques, concepts, analyses, approaches, ideas or other intellectual property or work product furnished by the Shortlisted Proposer to GDOT during the procurement (including, without limitation, alternative technical concepts).

EXHIBIT B

LIST OF PROJECT DOCUMENTS

1. BFI – WFI Reports
2. Bridge Design Calculations
3. Concept Report
4. Conceptual Design Calculations
5. Conceptual Drainage Study
6. Constructability Study
7. Design Exception Reports
8. Design Files for I-575
9. Design Files for I-75
10. Environmental Justification Report
11. Example Schedule of Values
12. Existing Plans
13. Feasibility Study - 4-27-07
14. FEIS
15. GIS Files
16. Highway Lighting Warrant Study
17. HMR Files
18. Hydraulic and Hydrology Study
19. ITS Reports
20. Mapping files
21. Pavement Evaluation
22. Permit Matrix
23. Soil Surveys
24. SUE
25. Survey Control I-575
26. Survey Control I-75
27. Survey data for I-75 and I-575
28. Technical Concept Report Prepared by GTP
29. Utility Information
30. Value Engineering (VE) Study and Implementation

EXHIBIT C

NORTHWEST CORRIDOR MAP

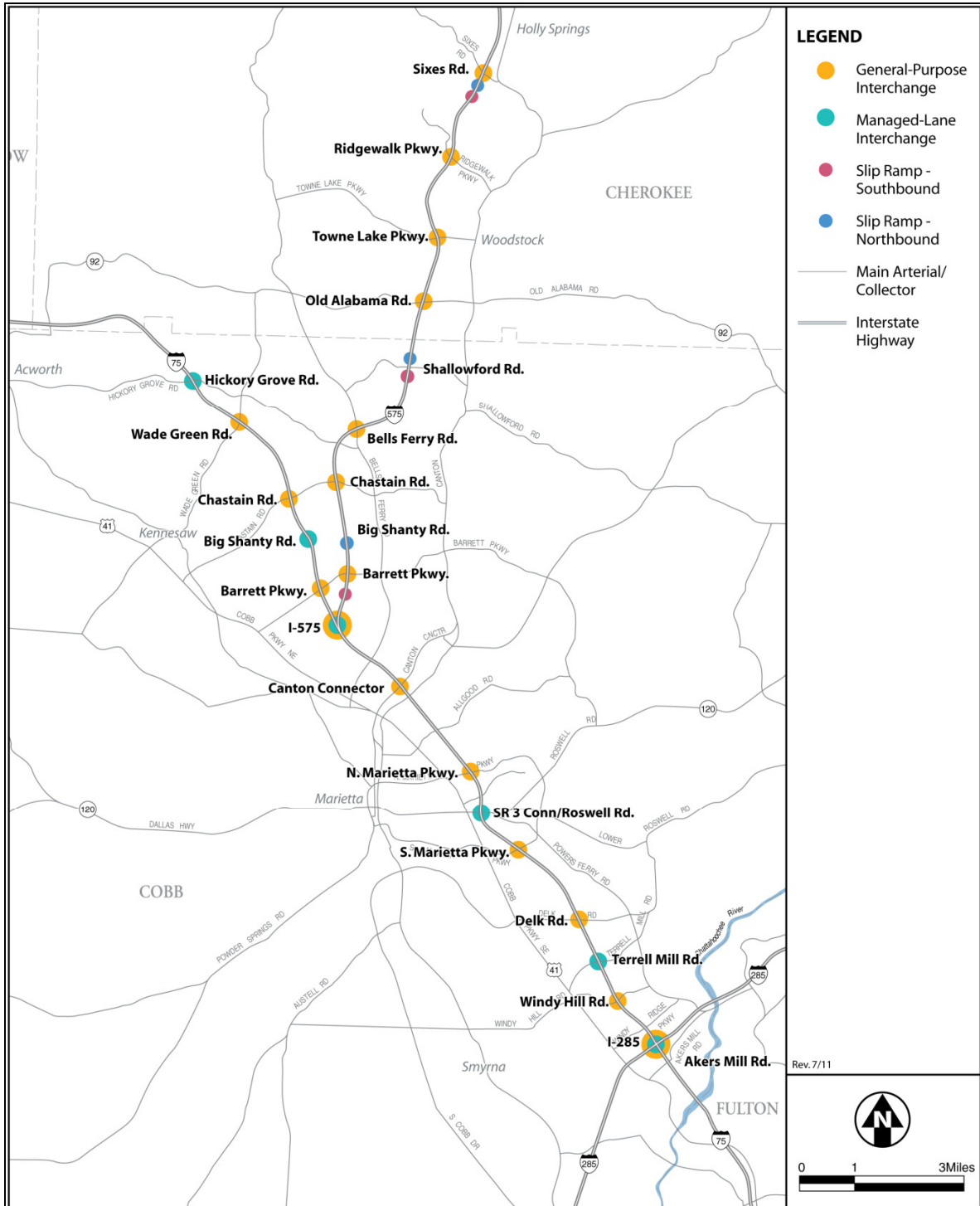


EXHIBIT C

EXHIBIT D

RFQ FORMS

- Form A Transmittal Letter
- Form B Information Regarding Respondent, Participating Members, Major Non-Participating Members and Guarantors
- Form C-1 Technical Qualifications - Design
- Form C-2 Technical Qualifications - Construction
- Form D Personnel References
- Form E Certification

FORM A
TRANSMITTAL LETTER

SUBMITTER: _____

SOQ Submission Date: _____

Georgia Department of Transportation
One Georgia Center
600 West Peachtree Street, NW
Atlanta, Georgia 30308

Ladies and Gentlemen:

The undersigned (“Respondent”) submits this qualification submittal (this “SOQ”) in response to that certain Request for Qualifications dated as of June 8, 2012, together with addenda thereto (the “RFQ”), issued by the Georgia Department of Transportation (“GDOT”) to develop the **Northwest Corridor Project** (the “Project”) through a Design-Build-Finance Agreement (“DBF 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 Respondent, Participating Members, Major Non-Participating Members and Guarantors
- Form C-1 – Technical Qualifications –Design
- Form C-2 – Technical Qualifications –Construction
- Form D – Personnel References
- Form E – Certification
- Experience Summary
- Project Management Plan
- Personnel Qualifications
- Key Personnel Commitment
- Organizational Chart

- Financial Statements
- Surety Letter / Letter of Credit Letter (as applicable)
- Credit Rating
- Teaming Agreements/Summary of Anticipated Teaming Agreements (as applicable)

VOLUME 2:

- Confidential Proprietary Information

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

<http://www.georgiap3.com/NWC>

Respondent 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]

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

Respondent understands that GDOT is not bound to shortlist any Respondent and may reject each SOQ received.

Respondent 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 Respondent.

Respondent agrees that GDOT 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 Georgia.

Authorized Representative of Respondent: _____.

Authorized Representative's contact information, including title, firm name, telephone number, facsimile number and email address: _____.

By executing this form the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent, each Participating Member and each Major Non-Participating Member in dealings with GDOT.

Respondent'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 Respondent's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Respondent'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 Respondent's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B
INFORMATION REGARDING RESPONDENT,
PARTICIPATING MEMBERS, MAJOR NON-PARTICIPATING MEMBERS AND
GUARANTORS*

Name of Respondent: _____

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 Georgia Contact: _____

Business Organization (check one):

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

A. Business Name: _____

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

* Submit one copy of Form B related to the Respondent team generally (filling in the introductory information and Parts A, C and D). Submit one copy of Form B for each Participating Member, Major Non-Participating Member and Guarantor (filling in the introductory information and Parts A and B).

B. Participating Member, Major Non-Participating Member and Guarantor Information. If the Participating Member, Major Non-Participating 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 Consortium, Joint Venture, Limited Liability Company or Partnership	Current or Expected Percentage of Interest Within the Consortium, Joint Venture, Limited Liability Company or Partnership and Type of Interest (if applicable)

C. Respondent Team Information – Participating Members. In the chart below, list the Participating Members of the Respondent team and the percentage interest of each Participating Member in the Respondent. If a Participating 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 Participating Member entity.

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

D. Respondent Team Information – Major Non-Participating Members. In the chart below, list the Major Non-Participating Members of the Respondent team in the appropriate box. If a Major Non-Participating 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-Participating Member entity.

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

AUTHORIZED REPRESENTATIVE:

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

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C-1

TECHNICAL QUALIFICATIONS - DESIGN

EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF TRANSPORTATION INFRASTRUCTURE PROJECTS

INSTRUCTIONS:

- (a) List the experience of the Lead Engineering Firm only, whether or not future Participating Members of the Developer.
- (b) List no more than six projects in Form C-1 for the Lead Engineering Firm. GDOT will not take into consideration any projects listed above this cap.
- (c) Include at least two projects in which the Lead Engineering Firm's design and engineering work involved transportation infrastructure with a construction value in excess of \$80 million each that achieved final design in the last seven years. The Lead Engineering Firm must have held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience. 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.
- (d) Attach to this form a maximum one-page narrative description for each project listed (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 design and/or construction. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST (1) & (2)	START/END DATES	% OF WORKS COMPLETED BY JUNE 1, 2012	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Design Core Inc.	I-75 Widening Fort Meyers, Florida	\$1,900,000	Start Date: 10/01/04 End Date: 12/31/05	100%	[\$XXX,XXX] % of Work: 80%	Design Core Inc. performed 80% of the design work for the I-75 Widening Project and oversaw the remaining 20% of the work.
1.						
2.						
3.						
4.						

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 1, 2012. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (06/01/12), Rate (Spot), Monitor (Last Price), Source (BGN).
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show company's participation in terms of money and percentage of the work.
- (4) Provide a brief summary of the role the company played in the listed project (scope of work).

FORM C-2

TECHNICAL QUALIFICATIONS - CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF TRANSPORTATION INFRASTRUCTURE PROJECTS

INSTRUCTIONS:

- (a) List the experience of the Lead Contractor only, whether or not future Participating Members of the Developer.
- (b) List no more than six projects in Form C-2 for the Lead Contractor. GDOT will not take into consideration any projects listed above this cap.
- (c) Include at least two projects in which the Lead Contractor's work involved transportation infrastructure having a construction value in excess of \$80 million each that have been completed in the past seven years. The Lead Contractor must have held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. 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.
- (d) Attach to this form a maximum one-page narrative description for each project listed (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 design and/or construction. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST (1) & (2)	START/END DATES	% OF WORKS COMPLETED BY JUNE 1, 2012	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Design Inc.	I-75 Interstate Widening Fort Meyers, Florida	\$1,900,000	Start Date: 10/01/04 End Date: 12/31/05	100%	[\$XXX,XXX] % of Work: 80%	Transport Design Inc. performed 80% of the design work for the I-75 Interstate Widening Project and oversaw the remaining 20% of the work.
1.						
2.						
3.						
4.						

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 1, 2012. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (06/01/12), Rate (Spot), Monitor (Last Price), Source (BGN).
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show company's participation in terms of money and percentage of the work.
- (4) Provide a brief summary of the role the company played in the listed project (scope of work).

FORM D
PERSONNEL REFERENCES

Respondent Team _____

References for Lead Contractor's project manager	
Name of individual proposed as Lead Contractor's project manager	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	

References for Lead Contractor's superintendent	
Name of individual proposed as Lead Contractor's superintendent	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
References for Lead Engineering Firm's lead design engineer	
Name of individual proposed as Lead Engineering Firm's lead design engineer	
REFERENCE 1	
Name of the project on which the reference worked with the individual (1)	

Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 2	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	
REFERENCE 3	
Name of the project on which the reference worked with the individual (1)	
Name of reference	
Reference's employer	
Reference's title/position	
Reference's phone and fax number (2)	
Reference's address	

Notes:

- (1) This project must meet the relevant project-level threshold(s) in Exhibit E, Sections E.2.1.3(d)(ii) through (iv) in the RFQ
- (2) For international phone numbers, include the full dialing code for calling from the United States.

FORM E
CERTIFICATION

Name of Respondent: _____

Name of Firm: _____

The term "affiliate" as used in this certification includes parent company(ies), subsidiaries, organizations under common ownership, joint venturers, partners, and other financially liable parties for that entity.

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

Yes No

If yes, please explain:

- (2) Has the firm or any affiliate ever sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

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

- (5) Within the last five years, 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 during the course of construction?

Yes No

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

- (6) Within the last ten years, 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 Georgia 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 Georgia law?

Yes No

If yes, please explain:

- (7) Within the last ten years, has the firm or any affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Georgia 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) Has the firm or any affiliate been determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract during the last five years with respect to a transportation project?

Yes No

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

- (9) Has a surety completed any work on behalf of the firm or affiliate with respect to a transportation project during the last five years?

Yes No

If yes, please provide (for each instance) an explanation of the circumstances, the project name and an owner's representative with a current telephone and fax number (and email address if available).

- (10) Has the firm or any affiliate been terminated for cause during the last five years with respect to a transportation project?

Yes No

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

- (11) Has the firm or any affiliate been involved in any arbitration, litigation, dispute review board or other dispute resolution proceeding occurring during the last ten years involving an amount in excess of \$500,000 related to performance on public infrastructure projects?

Yes No

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

- (12) With respect to each of Questions 1-11 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 1-11 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 1-11 above.

- (13) During the last five years, has the firm or affiliate withdrawn, after shortlisting and/or pre-qualification, from a design-build procurement that later achieved commercial close.

Yes No

If yes, please provide (for each instance) an explanation of the circumstances, including the reason for the withdrawal, the project name and the contact information for an owner's representative with a current telephone and fax number (and email address if available).

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: _____

EXHIBIT E

SOQ FORMAT AND CONTENT

E.1 Format

To help protect the confidentiality of financial and proprietary information, Respondents shall submit Volume 1 and Volume 2 of the SOQ in separate sealed packages. Respondents shall provide all confidential material in Volume 2.

Except as set forth herein, Respondents shall prepare SOQ submittals on 8-1/2" x 11" sized, white paper, except for forms and organizational charts, which Respondents may present on 11 x 17 white paper, folded to letter size and included in the applicable binder. Respondents shall sequentially number each section of the SOQ and separate each section with a tabbed divider. Except for tables, which Respondents may prepare using a minimum of ten point font size, Respondents shall prepare the SOQs using a minimum of twelve-point font size. Some of the required documents have specified page limitations. GDOT may disregard documents not complying with these page limitations. Pages may be printed on two sides, in which event each side shall be considered one page. Printed lines may be single-spaced. Respondents shall not include standard corporate brochures, awards and marketing materials in an SOQ and GDOT will not evaluate such materials.

E.2 Contents and Organization

Each Respondent shall organize its SOQ in the order set forth in this Exhibit E, Section E.2. The SOQ shall contain at least two separately bound and labeled volumes including the information described in this Exhibit E, Section E.2. Each volume may be subdivided as needed.

E.2.1 Volume 1

Respondents shall divide Volume 1 of the SOQ into four sections: (1) General and Pass/Fail; (2) Financial; (3) Technical; and (4) Project Management Plan. Respondents shall submit ~~each section of one original and nine copies of~~ Volume 1 in ~~a~~ separate binders, each binder with four (4) tab dividers separating each of the four (4) sections in order to facilitate the evaluation process. Volume 1 should not contain any confidential or proprietary information. Respondents must place all confidential and proprietary information in Volume 2.

E.2.1.1 General and Pass/Fail

The General and Pass/Fail section of Volume 1 shall contain the information described in this Exhibit E, Section E.2.1.1.

- (a) Form A – Transmittal Letter. A duly authorized official or representative of the Respondent must execute the transmittal letter in blue ink. For Respondents 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 Participating Member and Major Non-Participating Member, executed by authorized officials of such Participating Member or Major Non-Participating Member, stating that representations, statements and commitments made by the Respondent's authorized representative on behalf of the

EXHIBIT E

1

Participating Member or Major Non-Participating Member have been authorized by, are correct, and accurately represent the role of the Participating Member or Major Non-Participating Member in the Respondent team.

- (b) Form B – Information Regarding Respondent, Participating Members, Major Non-Participating Members and Guarantors. Complete a separate Form B for each Participating Member and Major Non-Participating Member of the Respondent and the Guarantor(s) of these entities (if any).
- (c) Form E – Certification. Complete a separate Form E for each Participating Member and Major Non-Participating Member of the Respondent and the Guarantor(s) of these entities (if any). If any of these entities is a partnership, joint venture, consortium or limited liability company, complete a separate Form E for each partner, joint venturer or consortium member of that entity. Failure to answer the questions or provide the information requested in Form E, or provision of conditional or qualified responses (i.e., “to our knowledge”, “to the extent of available information”, “such information is not readily available”, “such information is not maintained in the manner requested”, etc.), incomplete, inaccurate or non-responsive responses or failure to provide information enabling GDOT to contact owner representatives may, in the sole discretion of GDOT, lead to a lower evaluation score and/or a “fail” rating for the team or disqualification from the procurement process.
- (d) Teaming Agreement – Lead Contractor and Lead Engineering Firm (as applicable). See Section 5.2(f) for submission requirements.
- (e) Teaming Agreement – Respondent (if applicable). See Section 5.2(j) for submission requirements.

E.2.1.2 Financial

The Financial section of Volume 1 shall contain the information described in this Exhibit E, Section E.2.1.2.

- (a) Financial Statements – (except to the extent confidential (i.e. non-public companies) and therefore included in Volume 2).

Financial statements shall be provided in a separate notebook. Respondents are encouraged to submit financial statements electronically and to avoid large and unwieldy notebooks to the extent possible.

SOQs shall contain financial statements for the Respondent, including the Participating Members and Major Non-Participating Members (if any) and, if applicable, any joint venturers making up the Major Non-Participating Members, for the three most recent fiscal years, audited by a certified public accountant in accordance with a recognized accounting standard (i.e. either IAS or U.S. GAAP). If the Respondent is a newly formed entity and does not have independent financial statements, financial statements for the Participating Members and Major Non-Participating Members (if any) and, if applicable, any joint venturers making up the Major Non-Participating Members, shall be sufficient (and the Respondent shall expressly state that the Respondent is a newly formed entity and does not have independent financial statements – but

shall nonetheless provide sufficient background information on such entity – i.e. organizational, legal, ownership structure, initial funding, purpose, etc.). Financial statements shall be provided in U.S. Dollars where practicable, but financial statements in other currencies will be allowed if the conversion rates for each exhibit are clearly stated and can be confirmed. If audited financial statements are not available for an Participating Member or Major Non-Participating 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. If the relevant entities have received full parent guarantees as evidenced in Form B and by letters of parent company support parent as described in Exhibit E, Section E.2.1.2(c), then the Respondent shall submit financial statements for the parent entity in lieu of submitting financial statements for the subsidiary.

Respondents are advised that if any Participating Member, Major Non-Participating Member or, if applicable, any joint venturers making up the Major Non-Participating Members, 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, GDOT may require a guaranty to be provided by a separate entity acceptable to GDOT. Pursuant to Form B and Exhibit E, Section E.2.1.1(b), the SOQ shall identify the proposed Guarantor, if applicable, for each Participating Member, Major Non-Participating Members or joint venturers making up the Major Non-Participating Members that does not have audited financial statements or does not meet the minimum financial requirements and shall include audited financial statements for each proposed Guarantor. Respondents shall also note that GDOT may, in its discretion based upon the review of the information provided under this Exhibit E, Section E.2.1.2, also specify that an acceptable Guarantor is required as a condition of shortlisting.

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

- i. Opinion Letter (Auditor’s Report)
 - ii. Balance Sheet
 - iii. Income Statement
 - iv. Statement of Changes in Cash Flow
 - v. Footnotes
 - vi. If financial statements are prepared in accordance with principles other than U.S. GAAP, GDOT reserves the right to request clarification or additional information as needed in order to facilitate the review of the financial statements provided.
- (b) Credit Rating – If available, please provide the credit rating for the Respondent, including the rating for each Participating Member and Major Non-Participating

Member and, if applicable, each of the joint venturers comprising the Major Non-Participating Members.

- (c) Letter of Parent Company Support - Where a Participating Member or Major Non-Participating Member of a Respondent team is a subsidiary of another company, please provide a letter from the parent company, signed by a parent company officer, confirming their intention to support the subsidiary's participation in the Project. This letter must clearly state that the parent company will provide the financial support and human resources needed by the subsidiary to successfully carry out the Project. If the parent company does not provide a letter meeting these conditions and a supporting Form B for the parent company, GDOT will evaluate the subsidiary on the basis of its own financial standing and experience and will not consider the experience of the parent company or the parent company's other subsidiaries.
- (d) Evidence of Capacity of Surety or Letter of Credit – SOQs shall include evidence from a surety authorized to issue bonds in the State indicating without conditions or qualifications that the Respondent is capable at the time of SOQ submission of obtaining a performance bond and payment bond in an amount of at least \$350 million each. The evidence regarding bonding capacity shall take the form of a letter from a surety indicating that such capacity exists for the Respondent. Letters indicating “unlimited” bonding capability are not acceptable. Any surety company providing such letter must be rated at least A or better and Class VIII or better by A.M. Best and Company, be listed on Treasury Department Circular 570 [and be on the list of companies approved by the State of Georgia]. 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 Respondent may submit a letter from a bank indicating a willingness to issue a letter of credit for the Respondent as account party in the amount of \$350 million at the time of the 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 nationally recognized rating agencies. The bank's long term, unsecured debt rating shall be indicated in the bank letter.

GDOT 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. GDOT shall delineate such requirements, which will be consistent with Section 32-2-80(e) of the Georgia Code, applicable law and acceptable commercial practices, in the RFP. GDOT will provide Shortlisted 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.

- (e) Financial Approach and Ability to Obtain Financing - Respondent shall identify financing options it will pursue to meet the private financing requirement. The response does not limit the Respondent from exploring and/or choosing other financial options at the RFP stage. The Respondent shall also demonstrate its ability to execute the options identified and provide its experience on pertinent transactions. SOQs shall include evidence of the ability to provide and/or obtain the required “gap” financing. If the Respondent anticipates obtaining debt

EXHIBIT E

facilities from banks and/or other sources (whether recourse or non-recourse in nature), letters of support from such lenders shall be provided. Such letters shall state that the lender has read this RFQ and believes that it is likely to provide the financing required if the Respondent is selected.

- (f) Private Financing Experience - Respondents should describe any relevant experience in similar delivery structures where a significant private financing component was utilized to fund a portion of the capital costs over the construction period. The Respondent should describe its role on the transaction and involvement with providing and/or placing the financing described.
- (g) Experience with Balance Sheet Project Financings. Respondents shall describe instances in which they have utilized their balance sheet to finance infrastructure projects.

E.2.1.3 Technical

The Technical section of Volume 1 shall contain the information described in this Exhibit E, Section E.2.1.3.

- (a) Form C-1 – Technical Qualifications – Design.
- (b) Form C-2 – Technical Qualifications – Construction.
- (c) Respondent Experience Summary – SOQs shall include a written statement of no more than three pages describing the Respondent’s overall technical experience with respect to the Project. Respondents may highlight relevant projects not otherwise included in Forms C-1 and C-2 to the extent they demonstrate depth of experience.
- (d) Personnel Qualifications – For purposes of this Exhibit E, Section E.2.1.3(d), the term “Personnel” may include contractors, agents, or designees of a Respondent, and is not intended to be limited strictly to employees of the Respondent. Respondents shall provide separate resumes of no more than two pages each for the following key personnel and management staff:
 - i. Proposed lead individual from each Participating Member and Major Non-Participating Member;
 - ii. Proposed project manager for the Lead Contractor. The individual proposed for this position must have no less than ten years transportation infrastructure project management experience, with no less than seven years of experience as project manager, and experience as project manager on at least two transportation infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$80 million;
 - iii. Proposed superintendent for the Lead Contractor. The individual proposed for this position must have no less than ten years transportation infrastructure construction experience as a superintendent and experience as a superintendent on at least two transportation

infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$80 million;

- iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position ~~shall be an employee of the Lead Engineering Firm and~~ must have no less than ten years of experience in the design and engineering of transportation facilities, with no less than five years of experience as lead designer, and experience as project manager or lead designer for final design on at least two transportation infrastructure projects involving both bridge and roadway aspects, each having a construction value in excess of \$80 million;
- (e) Form D – Personnel References – Respondents shall provide three references each for the Lead Contractor’s project manager and superintendent and the Lead Engineering Firm’s lead design engineer. The references shall be a previous owner or client from projects that meet the experience thresholds for these individuals in Exhibit E, Sections E.2.1.3(d)(ii) through (iv) above. Minimum of one reference from each of the two transportation infrastructure projects as required under 5.2 (e) for these individuals shall be listed in Form D. **It is the responsibility of the Respondents to verify that the information provided in Form D is accurate and up to date.** Inaccurate information in Form D, including inaccurate contact information, may result in GDOT excluding the experience from consideration and a lower score for its SOQ.
- (f) Key Personnel Commitment – Respondents shall provide an express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Exhibit E, Section E.2.1.3(d) shall be available to serve the role so identified in connection with the Project. While GDOT recognizes personnel availability and scheduling issues impact the Respondents, Respondents 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 GDOT and shall be subject to prior approval by GDOT. Failure to obtain GDOT’s approval for such changes may result in disqualification of the Respondent by GDOT.
- (g) Organizational Chart – Respondents shall provide an organizational chart that sets forth the Respondent’s structure, teaming arrangement and reporting requirements that cover all aspects of Project development. Please also address key personnel.

E.2.1.4 Project Management Plan

The Respondent’s plan for development of the improvements of the Project shall be no more than twenty pages and shall include the following:

- (a) A description of the Respondent’s plan to design, construct, and finance the Project, including a discussion of life cycle cost analysis for alternatives, commitment of resources, and the use of subcontractors and suppliers. The description should include:

- i. A synopsis of the Respondent's general approach to advancing project development.
 - ii. A development and implementation schedule based upon current levels of information, including start of construction, substantial completion, final acceptance, project phasing (as applicable) and other major milestones.
 - iii. An overview of the Respondent's approach to the management of development, design, and construction, including quality control/quality assurance.
 - iv. An overview of the Respondent's approach to expeditiously resolve disputes within its team organization and between itself and GDOT, including successful techniques in partnering and avoiding and mitigating disputes before they become significant and disruptive.
 - v. The approach for other key Project functions, including safety, traffic management, permit procurement, utility relocation, and adjustment services, environmental protection, connecting facilities, intelligent transportation system ("ITS") capabilities, and public relations.
 - vi. Identification of key areas of risk relating to developing Project and a discussion of methods to mitigate and appropriately allocate and manage risk for the Project.
 - vii. A description of key assumptions.
- (b) Integration of Resources and Scheduling. A synopsis of the proposed approach to integrating work under the DBF Agreement for the Project. The synopsis should describe the Respondent's approach to integrating management and technical resources and schedule activities in a way that advances all elements of the Project in a timely and efficient manner. The synopsis should demonstrate an understanding of the time durations needed for individual activities and the interrelationships between those activities.

E.2.2 Volume 2

Volume 2 of the SOQ shall contain:

- (a) The first page of each binder for Volume 2 shall be a page executed by the Respondent that sets forth the specific items that the Respondent deems confidential, trade secret or proprietary information protected from public disclosure under the Open Government Laws. Each entry shall list the specific statute within the Open Government Laws that the Respondent believes would protect that item from public disclosure. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for GDOT to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Exhibit E, Section E.2.2(a) is intended to provide input to GDOT as to the confidential nature of a Respondent's SOQ, but in no event shall such list be binding on GDOT or determinative of any issue relating to confidentiality.

- (b) The Respondent 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 Respondent shall label these binders “Volume 2: Confidential Proprietary Information – Technical” or “Volume 2: Confidential Proprietary Information – Financial,” as appropriate.

GDOT will consider the Respondent to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any location in the SOQ other than in Volume 2, even if the Respondent includes that item in the list described in Exhibit E, Section E.2.2(a).

EXHIBIT F

EVALUATION CRITERIA AND WEIGHTING

F.1 Financial Qualifications and Capacity (20% Weighting)

- (a) The extent of financial support for the Respondent from lenders and investors as indicated by letters from sureties/banks indicating their willingness to provide a surety bond and, if applicable, letter of credit to the Respondent;
- (b) The degree to which the Respondent's approach to financing the project is appropriate and is supported by existing or readily available financing facilities;
- (c) The financial capability of the Respondent as demonstrated by the financial statements included in the SOQ as it relates to the Respondent's financial approach; and
- (d) The Respondent's and its individual team members' experience with, and degree of success related to, providing comparable project and gap financing.

Project and personnel references, as well as the information provided in Exhibit E, Sections E.2.1.1 and E.2.1.2, will be used, as deemed appropriate by GDOT, to assist in the evaluation of the Financial Qualifications and Capacity category.

F.2 Technical Qualifications and Capability (55% Weighting)

- (a) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to designing and constructing comparable projects.
- (b) The stability, strength, and likelihood of success of the proposed management structure and team; and
- (c) The extent and depth of experience of the management team and key personnel for the Project listed in Respondent's response to Exhibit E, Section E.2.1.3(d).

Project and personnel references, as well as the information provided in Exhibit E, Sections E.2.1.1 and E.2.1.3, will be used, as deemed appropriate by GDOT, to assist in the evaluation of the Technical Qualifications and Capability category.

F.3 Project Management Plan (25% Weighting)

- (a) The extent to which the Project Management Plan relating to the Project demonstrates a sound approach and comprehensive understanding of the following:
 - i. The design and construction activities to be undertaken under the DBF Agreement, including permitting, utility relocation, environmental protection, and ITS capabilities;

- ii. The risks associated with the overall design and construction activities and management;
- iii. A clear and feasible scheduling approach for the design and construction activities;
- iv. The provision of sufficient materials, equipment and qualified personnel for the design and construction activities;
- v. A quality management plan. The requirements the Developer will utilize to ensure both QA and QC functions are provided for the Project;
- vi. A traffic management plan that minimizes interruption to the motoring public;
- vii. A safety plan that describes the Developer's policies, plans, training programs, and incident response plans to ensure the health and safety of all personnel involved with the Project and the general public; and
- viii. A communications/outreach plan to support and coordinate with the State's communications for the Project.
- ix. A NEPA compliance and monitoring plan to support all known and applicable NEPA commitments contained in the FEIS

EXHIBIT G

LIST OF RESTRICTED FIRMS AND AFFILIATES

- HNTB Corporation
- Greenberg Traurig, LLP
- Nossaman LLP
- Public Resources Advisory Group (PRAG)
- Jeffrey A. Parker & Associates (JPA)
- [Ernst & Young Infrastructure Advisors LLC](#)
- Parsons Brinckerhoff
- Steer Davies Gleave
- Atkins
- MSX International
- Geoff Heekin, Aon Corporation
- David Roth, Aon Corporation
- David Wrightman, Aon Corporation
- Tom Budescu, Aon Corporation