Vance C. Smith, Jr., Commissioner

GEORGIA DEPARTMENT OF TRANSPORTATION

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Atlanta, Georgia 30308
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ADDENDUM NO. 1
DATED MARCH 25, 2010
RFQ-484-050310P3

Form and Overview

Project: West by Northwest Project

Statements of Qualifications Due: May 3, 2010 at 2:00 p.m. EDT

Contract:

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

Project Number NH000-0073-00(242), P.I. No. 714130-

Project Number NH000-0575-00(028), P.I. No. 713640-

Project Number NHS00-0001-00(760), P.I. No. 0001760

Project Number MSL00-0003-00(433), P.I. No. 0003433

Project Description:

The West by Northwest Project ("Project") will consist of: (1) a concession to design, construct, finance, operate and maintain the segment of the Project known as the "Northwest Corridor Segment" (Project Number CSNHS-0008-00(256), P.I. No. 0008256; NH000-0073-00(242), P.I. No. 714130- and NH000-0575-00(028), P.I. No. 713640-); and (2) pre-development activities for the remainder of the Project, known as the "Western Corridor Segment" (Project Numbers NHS00-0001-00(760), P.I. No. 0001760 and MSL00-0003-00(433), P.I. No. 0003433).

Addendum 1:

The Georgia Department of Transportation ("GDOT") hereby issues Addendum 1 to the Request for Qualifications for the Project dated February 26, 2010 ("Addendum 1"). A clean and redlined version of Addendum 1 is attached hereto as Attachment A and Attachment B, respectively.

This Form and Overview contains a general description of the revisions to the Request for Qualifications contained in Addendum 1 and is provided for informational purposes only. This Form and Overview is not part of Addendum 1 and in the event there is a conflict between this Form and Overview and Addendum 1, Addendum 1 shall control.

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

No.	Section	Revision
Request for Qualifications (RFQ)		
1.	Cover Page	General revisions to indicate issuance of Addendum 1.
2.	Section 1	General revisions to terminology and references.
3.	Section 2.5	Revised to indicate a record of decision is expected for the Northwest Corridor Segment in early 2011.
4.	Section 2.6	Revised to indicate that the Managed Lane Systems Plan is available to Respondents for review.

No.	Section	Revision
5.	Section 2.9	General cleanup.
6.	Section 2.9.4	Revised to clarify that the Managed Lane Systems Plan is available to Respondents for review.
7.	Section 2.9.5	Revised to clarify the information to be provided regarding permits in the Request for Proposals.
8.	Section 2.9.6	Revised to remove references to the customer service center and related work.
9.	Section 4	Revised to clarify submittal requirements.
10.	Section 4.1	Revised to clarify submittal requirements.
11.	Section 5.2	Revised the pass/fail criteria for consistency with other revisions.
12.	Section 5.2(b)	Revised to clarify that evidence of capability of obtaining a letter of credit is acceptable.
13.	Section 5.2(d)	Revised to remove references to the customer service center and related work.
14.	Section 5.5	Revised to clarify the policy regarding communications and contact.
15.	Form A	Revised to clarify that evidence of capability of obtaining a letter of credit is acceptable.
16.	Form A	Revised to streamline and clarify Form A requirements.
17.	Form C	Revised to clarify Form C requirements.
18.	Form D-2	Revised to remove references to the customer service center and related work.
19.	Form D-3	Revised to remove references to the customer service center and related work.
20.	Exhibit E, Section E.2.1.1	Revised to streamline Respondent submission requirements. General revisions to reflect other changes in the document.
21.	Exhibit E, Section E.2.1.2(b)	Revised to allow submission of financial statements prepared in accordance with the International Financial Reporting Standards (IFRS). General revisions to reflect other changes in the document.
22.	Exhibit E, Section E.2.1.2(e)	Revised to clarify surety letter / letter of credit letter requirements.
23.	Exhibit E, Section E.2.1.4	Revised to remove references to the customer service center and related work.
24.	Exhibit E, Section E.2.2	Revised to clarify submittal requirements.
25.	Exhibit F, Section F.1	General cleanup.
26.	Exhibit F, Section F.2	Revised to remove references to the customer service center and related work.
27.	Exhibit F, Section F.3	Revised to clarify the evaluation criteria.

ATTACHMENT A

Addendum 1 – Clean

[see attached document]

REQUEST FOR QUALIFICATIONS

TO DEVELOP, DESIGN, CONSTRUCT, FINANCE, OPERATE AND MAINTAIN

THE WEST BY NORTHWEST PROJECT

THROUGH A CONCESSION AGREEMENT

PROJECT NUMBERS

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

NH000-0073-00(242), P.I. No. 714130-

NH000-0575-00(028), P.I. No. 713640-

AND PRE-DEVELOPMENT AGREEMENT

PROJECT NUMBERS

NHS00-0001-00(760), P.I. No. 0001760

MSL00-0003-00(433), P.I. No. 0003433

GEORGIA DEPARTMENT OF TRANSPORTATION

Request for Qualifications

ISSUED FEBRUARY 26, 2010

ADDENDUM #1 ISSUED MARCH 25, 2010

Statements of Qualifications Due: May 3, 2010 at 2:00 p.m. EDT

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

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Exhibit B	List of Project Documents
Exhibit C-1	Northwest Corridor Segment Map
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Exhibit F	Evaluation Criteria and Weighting
Exhibit G	List of Restricted Firms and Affiliates

Forms:

Form A	Transmittal Letter
Form B	Information Regarding Equity Members and Major Non-Equity Members
Form C	Financial Qualifications – Transportation Infrastructure Concession and P3 Experience
Form D-1	Technical Qualifications – Design
Form D-2	Technical Qualifications – Construction
Form D-3	Technical Qualifications – Operations and Maintenance
Form E	Personnel References
Form F	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 **West by Northwest Project** (the "Project") through public-private partnership ("P3") agreements that will include (1) a concession to design, construct, finance, operate and maintain an identified first phase of the Project ("Northwest Corridor Segment") and (2) pre-development activities for the remainder of the Project ("Western Corridor Segment").

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 "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 step in the request for proposals process pursuant to Section 32-2-80(a)(2) of the 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 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 region. GDOT has concluded that harnessing private-sector innovation and resource through a concession agreement and a pre-development agreement is the best way to ensure cost-effective and expedited delivery of the Project and provide needed congestion relief to the public.

2.2 Project Opportunity

GDOT has determined that the Northwest Corridor Segment is ready for development. It is anticipated that the Developer will perform all work associated with the development, design,

construction, financing, operation and maintenance of the Northwest Corridor Segment through a concession arrangement ("Concession Agreement"). The Concession Agreement may allow the Developer to use toll revenues from the managed lanes, as well as identified public funding, to support financing of the Project.

The Developer will also conduct pre-development activities for the Western Corridor Segment through a pre-development arrangement ("Pre-Development Agreement"). GDOT believes that employing private-sector innovation through pre-development activities is the best way to bring the Western Corridor Segment to the point that it is ready for design, construction, financing, operation and maintenance.

GDOT intends to select a single private entity to enter into both the Concession Agreement and the Pre-Development Agreement (collectively, the "P3 Contracts"). This approach reflects GDOT's conclusion that a system-wide solution is needed to expand commuter options and address congestion problems in the Atlanta region. In addition, this combined approach allows GDOT to accommodate the fact that the two segments are at different levels of development and have different schedules for anticipated environmental clearances. The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of infrastructure for the region and to help develop transportation solutions for the remainder of the Project, with a potential first opportunity to enter into a concession agreement for the development of the Western Corridor Segment.

2.3 Northwest Corridor Segment

The 29-mile Northwest Corridor Segment will involve the addition of reversible managed lanes along I-75 and I-575. The segment will include two lanes on the outside of the existing general purpose lanes along I-75, between I-285 and I-575. The managed lanes will consist of a mix of roadway at-grade, on walls and elevated highway. In addition, one managed lane will be added along I-75 between I-575 and Hickory Grove Road and along I-575 to south of Sixes Road. These lanes will be at-grade and located in the median along the inside of the existing general purpose lanes. As currently conceived, access points are proposed along I-75 at Terrell Mill Road, Roswell Road, Big Shanty Connector and Hickory Grove Road (south side only). Access points are proposed along I-575 as either slip ramp access or interchanges at Big Shanty Road, Shallowford Road and Dupree Road (south side only). For reference, the Northwest Corridor Segment map is attached hereto as Exhibit C-1. Interested parties may obtain additional information regarding the Northwest Corridor Segment by referring to the Website. The NEPA process for the Northwest Corridor Segment has been underway for several years, considering a wide range of alternatives that were presented in the May 2007 Alternatives Analysis / Draft Environmental Impact Statement document. GDOT published a Notice of Intent associated with the I-75/I-575 section of the Northwest Corridor Segment in Cobb and Cherokee Counties in the December 24, 2009 Federal Register (Volume 74, Number 246) with respect to the Supplemental Draft Environmental Impact Statement. The Notice of Intent provides for GDOT's intentions to proceed with a reversible managed lanes alternative for the Northwest Corridor Segment.

GDOT anticipates that the Concession Agreement for the Northwest Corridor Segment will: (a) obligate the Developer to (i) develop, design and construct the Northwest Corridor Segment, (ii) provide financing for such improvements, and (iii) operate and maintain the Northwest Corridor Segment and (b) grant the Developer the right to retain toll revenues from users of the tolled portions of the Northwest Corridor Segment for a maximum period to be specified in the RFP, subject to any revenue sharing with or other payments to GDOT.

2.4 Western Corridor Segment

As conceived, the proposed Western Corridor Segment will include the addition of 27.19 miles of at-grade bi-directional managed lanes along I-285 West and I-20 West. Two managed lanes in each direction are proposed along I-285 West between I-75 North and I-20 West and along I-20 West between I-285 West and State Route 6. The lanes will be located to the inside of the existing general purpose lanes. Access points are proposed along I-285 West at Cumberland Boulevard, Mt. Wilkinson Parkway, Orchard Road, and South of Bolton Road. Access points are proposed along I-20 West at the Chattahoochee River, Factory Shoals Road and State Route 6. For reference, the preliminary Western Corridor Segment map is attached hereto as Exhibit C-2. Interested parties may obtain additional information regarding the Western Corridor Segment by referring to the Website.

GDOT anticipates entering into a Pre-Development Agreement that will grant the Developer pre-development rights and obligations for the Western Corridor Segment. Under the Pre-Development Agreement, the Developer will provide services to GDOT, helping GDOT to analyze, identify, plan, further refine and advance the Western Corridor Segment so it is ready for development. It is anticipated that corridor and Project-specific National Environmental Policy Act ("NEPA") studies coupled with the Developer's pre-development activities will refine the scope of the Western Corridor Segment during the term of the Pre-Development Agreement. It is anticipated that GDOT will retain a third party consultant to prepare the requisite Western Corridor Segment NEPA document prior to award of the P3 Contracts.

The Developer will be expected to manage the development of the Western Corridor Segment consistent with the requirements of the RFP. GDOT anticipates that the Developer's initial scope of work for pre-development activities will include preparing a master development plan, master financial plan, project management plan, and quality management plan. The Developer will also support any GDOT activities related to preliminary engineering, environmental approvals and the public involvement process as will be described further in the RFP.

It is anticipated that the Pre-Development Agreement will provide the Developer with a limited right of first negotiation to enter into a concession agreement to design, construct, finance, operate and/or maintain the Western Corridor Segment, however, the Pre-Development Agreement will not unconditionally provide that the Developer will be awarded the concession agreement.

2.5 Project Environmental Status

The environmental documents under NEPA are being pursued for the Northwest Corridor Segment by GDOT in coordination with the preliminary design efforts described in Section 2.9.3. GDOT anticipates obtaining a record of decision ("ROD") for the Northwest Corridor Segment by early 2011; however, a locally preferred alternative has not yet been identified.

GDOT currently has no ongoing NEPA activities for the Western Corridor Segment. The level of environmental documentation (e.g., Environmental Assessment or Environmental Impact Statement) has not yet been determined by GDOT and FHWA. GDOT anticipates that the NEPA activities will commence prior to award of the P3 Contracts. The schedule for completion of the environmental process will depend on the level of required environmental documentation and the specific issues encountered.

2.6 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. Based on the MLSP and GDOT's current, preliminary estimates, development of the Northwest Corridor Segment is expected to cost approximately $1.1 billion. The estimate includes design, construction, right-of-way acquisition and utility relocation costs.

The current preliminary estimate for the Western Corridor Segment is $1.2 billion, which is subject to further alternatives analysis as part of the upcoming NEPA process. This estimated cost is from the MLSP and includes design, construction, right-of-way acquisition and utility relocation costs. The cost estimate is based on the MLSP recommendations, including two managed lanes (each direction) along I-285 and I-20 West, constructed at-grade in the center of the existing interstate corridors. It is expected that the Developer, working with GDOT during the NEPA process, will validate (and refine where necessary) all Western Corridor Segment scope elements, including managed lane orientation, location, laneage, termini and access schemes.

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

2.7 Funding Available for Development Costs

GDOT anticipates that $350 million from public sources will be available for the Northwest Corridor Segment. Respondents are advised that private participation and funding will be essential to complete all project elements under the P3 Contracts. The Respondent's experience in securing private financing on comparable projects will be a key element considered in this RFQ and the RFP. Further, the Shortlisted Proposers' ability to minimize GDOT's financial contribution while maximizing the delivery of the Project will likely be a critical evaluation component of the RFP and Proposals.

GDOT also anticipates assisting the Developer in accessing the Transportation Infrastructure Finance and Innovation Act ("TIFIA") Program, Private Activity Bonds ("PABs") and other potential sources of funding which are subject to federal requirements and availability. GDOT currently anticipates making applications for these sources of funding during the RFP phase, subject to the regulations and guidelines of the United States Department of Transportation ("USDOT") and FHWA. GDOT has initiated and is currently engaged in discussions with FHWA with respect to the TIFIA process for the Project.

Public funding contributed for the Project may be in several forms, including, without limitation, payment of right-of-way acquisition costs, periodic payments to the Developer (including payments for pre-development services), milestone-based payments to the Developer during the design and construction of the Project, availability or performance-based payments to the Developer during the concession term, or a combination of some or all of the foregoing. The RFP will provide further details regarding anticipated public funding and GDOT's expectations relating to private Project financing.

2.8 Right-of-Way Acquisition

Respondents should note that the Northwest Corridor Segment will require acquisition of new right-of-way. GDOT anticipates that the Developer will be responsible for the costs of acquiring

all new right-of-way and will be responsible for providing right-of-way acquisition services in connection with the acquisition of any such parcels. GDOT may assist the Developer in the necessary acquisition of right-of-way and will provide support in cases of condemnation, at the Developer's expense, prior to financial close. It is anticipated that any GDOT right-of-way support following financial close will be limited. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in that process.

2.9 GDOT Technical Requirements

It is anticipated that, with respect to the Northwest Corridor Segment, the Concession Agreement will require the Developer, upon receiving a notice to proceed from GDOT, to assume substantially all development obligations from GDOT and its consultants arising from and after execution of the Concession Agreement, and to cause the Northwest Corridor Segment 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 these standards. The 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 construction standards.

2.9.1 Geotechnical Investigation Program

GDOT has performed certain geotechnical investigation work regarding the Northwest Corridor Segment. The Project Documents available to Respondents for review as provided in Section 1 include geotechnical information collected by GDOT to date. GDOT may decide to perform additional geotechnical investigation based on the input it receives during the industry review process. 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.

2.9.2 Utility Investigation and Relocation

Various overhead and underground utilities along the Northwest Corridor Segment 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.

2.9.3 Preliminary Design

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

GDOT has not commenced preliminary design for the Western Corridor Segment. The RFP will provide Shortlisted Proposers with further information regarding conceptual typical sections, scope assumptions, cost estimates and other relevant materials.

2.9.4 Traffic and Revenue Forecast

A level 2 traffic and revenue study has been completed for the Northwest Corridor Segment. Existing traffic and revenue studies will be made available to the Shortlisted Proposers as part of the RFP. Future studies, including investment grade traffic and revenue studies, will be the responsibility of the Shortlisted Proposers.

Level 1 traffic and revenue studies applicable to the Western Corridor Segment were prepared as part of the MLSP. GDOT has not commenced Level 2 traffic and revenue studies for the Western Corridor Segment. The RFP will set forth additional information regarding the scope of, and potential compensation for, any future traffic and revenue studies.

2.9.5 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.

2.9.6 Toll Collection System Development and Operation

GDOT anticipates that the design and installation of the toll collection 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 and toll collection operations with local and regional authorities, including interoperability requirements, as necessary. It is anticipated that the tolled managed lanes will be tolled through a 100% electronic barrier-free system requiring no reduction in speed. The RFP will establish the toll collection system requirements, including tolling policies, enforcement, toll operations, toll rate regulations and methodology, interoperability requirements and general business rules.

2.10 General Requirements

2.10.1 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.

2.10.2 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 and to indemnify and defend GDOT against

third party claims as specified in the P3 Contracts. GDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by State law. The State and GDOT do not intend that there will be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding/letters of credit, insurance and indemnity will be set forth in the RFP and the P3 Contracts.

2.10.3 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 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 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.

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 P3 Contracts, 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

Pursuant to Section 672-17-.04(c)(4) of the Rules, GDOT will offer to pay partial compensation to each responsive but unsuccessful Shortlisted Proposer for the work product it produces in developing and submitting a Proposal. The amount of this partial compensation is anticipated to be consistent with market precedent and in no way is intended to reimburse the responsive but unsuccessful Shortlisted Proposer for the total cost of preparing a Proposal. If an unsuccessful Shortlisted Proposer accepts the partial compensation offer, GDOT will have the right to use, as it deems appropriate, any of the concepts or ideas contained within the Proposal submitted by the unsuccessful Shortlisted Proposer. If an unsuccessful Shortlisted Proposer does not accept the partial compensation offer, then no compensation will be due or payable from GDOT, and GDOT will have no right to use any proprietary, trade secret concepts and ideas contained within the Proposal submitted by that Shortlisted Proposer. The RFP and a separate contractual services agreement shall set forth the specific provisions regarding GDOT's payment of this partial compensation. No compensation will be provided 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, Equity Members and Major Non-Equity 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 .

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 to submitting a compliant and responsive Proposal. As applicable, other engineering and construction firms must be pre-qualified prior to execution of the P3 Contracts. 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/contractors.

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 equity participation of one or more Equity 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 Equity Members or Major Non-Equity Members to its team, the proposed new member shall provide all of the information that is required in this RFQ regarding Equity Members and Major-Non-Equity Members of a 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	February 26, 2010
Pre-SOQ workshop	March 11, 2010 (10:00 a.m. EST)
Deadline for questions and requests for clarification regarding the RFQ	April 5, 2010 (2:00 p.m. EDT)
SOQ Due Date	May 3, 2010 (2:00 p.m. EDT)
Evaluate SOQs	May 4, 2010 through May 31, 2010
Shortlist selection	June 1, 2010

This schedule is subject to modification at the sole discretion of GDOT. Pursuant to Section 3.9, 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 P3 Contracts thereafter. GDOT currently anticipates awarding the P3 Contracts for the Project in March 2011.

3.7 Pre-SOQ Workshop

GDOT intends to hold a pre-SOQ workshop in its board room at One Georgia Center, 600 West Peachtree Street, NW, Atlanta, Georgia, on the date and time specified in Section 3.6. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit an SOQ if they do not attend the workshop. At the pre-SOQ Workshop, GDOT intends to generally address and respond to written clarification questions received from prospective Respondents by noon (EST) on March 8, 2010, provided that the written clarification questions are submitted in conformance with Section 3.8.

3.8 Clarification Questions

Respondents shall examine the entire RFQ and seek clarification in writing in accordance with this Section 3.8. Subject to Section 5.5, Respondents may submit written clarification questions to GDOT at any time prior to the deadline for clarification requests listed in Section 3.6. Respondents must submit clarification requests 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: GeorgiaP3WNW@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.

3.9 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(b), each Respondent shall submit one original and **19 copies (for a total of 20)** 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
West by Northwest Project

The SOQ shall be delivered no later than 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 the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Respondents are solely responsible for assuring

that GDOT receives their SOQs by the SOQ Due Date. GDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

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. Respondents will be advised regarding a determination of non-responsiveness. GDOT may also 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 the following pass/fail requirements. A Respondent must satisfy each pass/fail requirement and be deemed to have submitted a responsive SOQ pursuant to Section 5.1 in order for GDOT to evaluate its SOQ qualitatively under Section 5.3. Note that inaccurate or out of date personnel reference information in Form E 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 the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Exhibit E, Section E.2.1.2(e).

(c) 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 F).

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

i. One or more Equity Members that collectively have experience in closing financing for at least two road civil works projects in excess of $300 million of private debt and equity each in the last seven years (Form C).

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

- The financing package for the project must have actually closed (i.e. financial contracts duly signed and the initial drawdown has occurred);

- Only the private portion of the project's financing is eligible for consideration;

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

- The relevant experience must be from a project where the Equity Member held a minimum ten percent (10%) equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package.

ii. A Lead Engineering Firm with experience in the design and engineering of two urban road civil works projects with a construction value in excess of $100 million each that achieved final design in the last seven years (Form D-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.

iii. A Lead Contractor with experience as a lead contractor in two urban road civil works projects having a construction value in excess of $100 million each that have been completed in the past four years (Form D-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.

iv. A Lead Operations and Maintenance Firm with experience in the last five years operating and maintaining (a) two projects involving urban toll roads and facilities and (b) two projects involving toll operations for a toll facility (Form D-3). As applicable, one project may qualify for both subsections (a) and (b).

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

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

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

(e) If any of the Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance 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, Lead Engineering Firm or Lead Operations and Maintenance Firm. GDOT will not consider the experience and qualifications of subcontractors in evaluating SOQs.**

(f) The proposed project manager and superintendent for the Lead Contractor, the proposed lead design engineer for the Lead Engineering Firm and the proposed operations manager for the Lead Operations and Maintenance Firm meet the minimum experience requirements as set forth in Exhibit E, Section E.2.1.3(e).

(g) The information disclosed in Form F 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.

(h) The Respondent made the express, written commitments regarding the availability of personnel as required in Exhibit E, Section E.2.1.3(g).

(i) 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.

(j) If the Respondent is a consortium, partnership or any other form of joint venture, or an association that is not a legal entity, the SOQ includes a letter signed by each member indicating a willingness to accept joint and several liability.

5.3 Evaluation Criteria and Weighting

GDOT will evaluate and score each responsive SOQ meeting all of the "pass/fail" qualification requirements in Section 5.2 according to the criteria set forth in Exhibit F attached. The order in which the evaluation criteria appear within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capacity, and Conceptual Project Development 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 submittals.

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 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. Respondents and their respective agents and consultants are not permitted to contact or communicate with, directly or indirectly, any member of the Selection Recommendation Committee, the Selection Recommendation Subcommittees or the Steering Committee, or officers, administrators, staff or consultants of the State Transportation Board or GDOT regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted herein or approved in advance by GDOT. Any verified allegation that a responding Respondent team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of 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 Conceptual Project Development 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 likely that the Conceptual Project Development Plan will change and evolve. GDOT wishes to encourage that evolution and continued focus by Shortlisted Proposers on the best transportation solutions for the Project. Accordingly, it is GDOT's intention to use the Conceptual Project Development Plan only for purposes of evaluating the SOQs. Shortlisted Proposers may modify, alter and enhance their respective Project development plans in conjunction with their Proposals. Shortlisted Proposers may not, however, change the Conceptual Project Development 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 Code or is exempt from disclosure under Section 50-18-72 of the Code or any other applicable law. Respondents are advised that the designation of "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 or GDOT 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 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 carefully review and be informed of the Conflicts of Interest Policy, which may preclude certain firms and/or their affiliates from participating on a Respondent team for the Project. Firms that are restricted from proposing or joining a Respondent team include, without limitation, those 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 and its 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 Concession Agreement or the Pre-Development 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 Concession Agreement or the Pre-Development 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 P3 Contracts, 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.

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 P3 Contracts have been executed and authorized by GDOT and, then, only to the extent set forth therein.

EXHIBIT A

CERTAIN DEFINITIONS

A.1 Certain Definitions

Code – The Official Code of Georgia Annotated.

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

Concession Agreement – The Concession Agreement described in Section 2.2 between the Developer and GDOT to design, build, finance, operate and maintain the Northwest Corridor Segment.

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

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 P3 Contracts with GDOT; provided that the Developer that executes the P3 Contracts may be a special purpose entity formed and controlled by such Shortlisted Proposer or its Equity Members.

Equity Member – A member of a Respondent team that will directly or indirectly contribute equity to the Developer as part of the financing plan for the Project.

FHWA – The Federal Highway Administration.

Guarantor – The entity providing a guarantee pursuant to Exhibit E, Section E.2.1.2(b). 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.

Lead Operations and Maintenance Firm – The member of the Respondent team, whether a single entity or a joint venture, primarily responsible for the maintenance and operation obligations as set forth in the P3 Contracts, including, without limitation, the oversight of the group of firms involved in the provision of operations and maintenance.

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

Managed Lanes System Plan or MLSP – The plan for a systemic approach to the implementation of managed lanes throughout the Atlanta region, as described in Section 2.6.

Northwest Corridor Segment – The segment of 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 Code and Section 672-17-.06 of the Rules.

P3 Contracts – The Concession Agreement and the Pre-Development Agreement, as described in Section 2.2.

Pre-Development Agreement – The Pre-Development Agreement described in Section 2.2 between the Developer and GDOT to perform pre-development activities for the Western Corridor Segment.

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

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.

Selection Recommendation Committee – The group of individuals authorized by GDOT (if any) 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 (if any) 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 website found at www.georgiap3.com/WNW.

Western Corridor Segment – The segment of the Project described as such in Section 1.

EXHIBIT B

LIST OF PROJECT DOCUMENTS

1. Bridge Design Calculations
2. Conceptual Design Calculations
3. Conceptual Drainage Study
4. I-575 Survey Control
5. I-75 Survey Control
6. Survey data for I-75 and I-575
7. Design Files for I-75
8. Design Files for I-575
9. Hydraulic Reports for I-575
10. Hydraulic Reports for I-75 (to be provided)
11. Soil Survey for I-75
12. Soil Survey for I-575
13. GIS Files
14. HMR Files
15. Exception Report
16. Existing Bridge Plans
17. BFI – WFI Reports
18. Highway Lighting Warrant Study
19. ITS Report
20. Permit Matrix
21. SUE
22. Utility information
23. Value Engineering (VE) Study and Responses
24. Feasibility Study - 4-27-07
25. Mapping files
26. Technical Concept Report
27. Pavement Evaluation for I-575
28. Constructability Study
29. Draft Environmental Impact Statement (PB)
30. Environmental Justification Report
31. Environmental Layout

EXHIBIT C-1

NORTHWEST CORRIDOR SEGMENT MAP

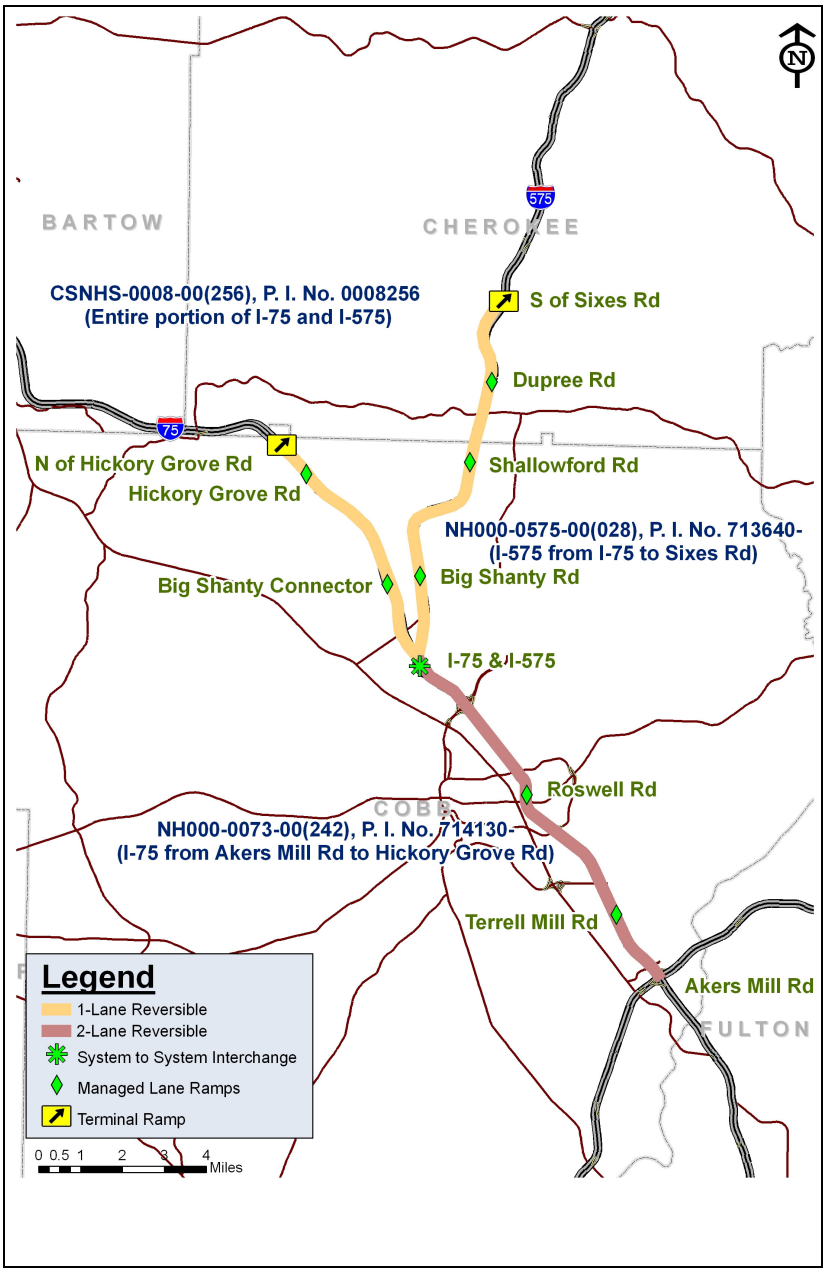

EXHIBIT C-2

WESTERN CORRIDOR SEGMENT MAP

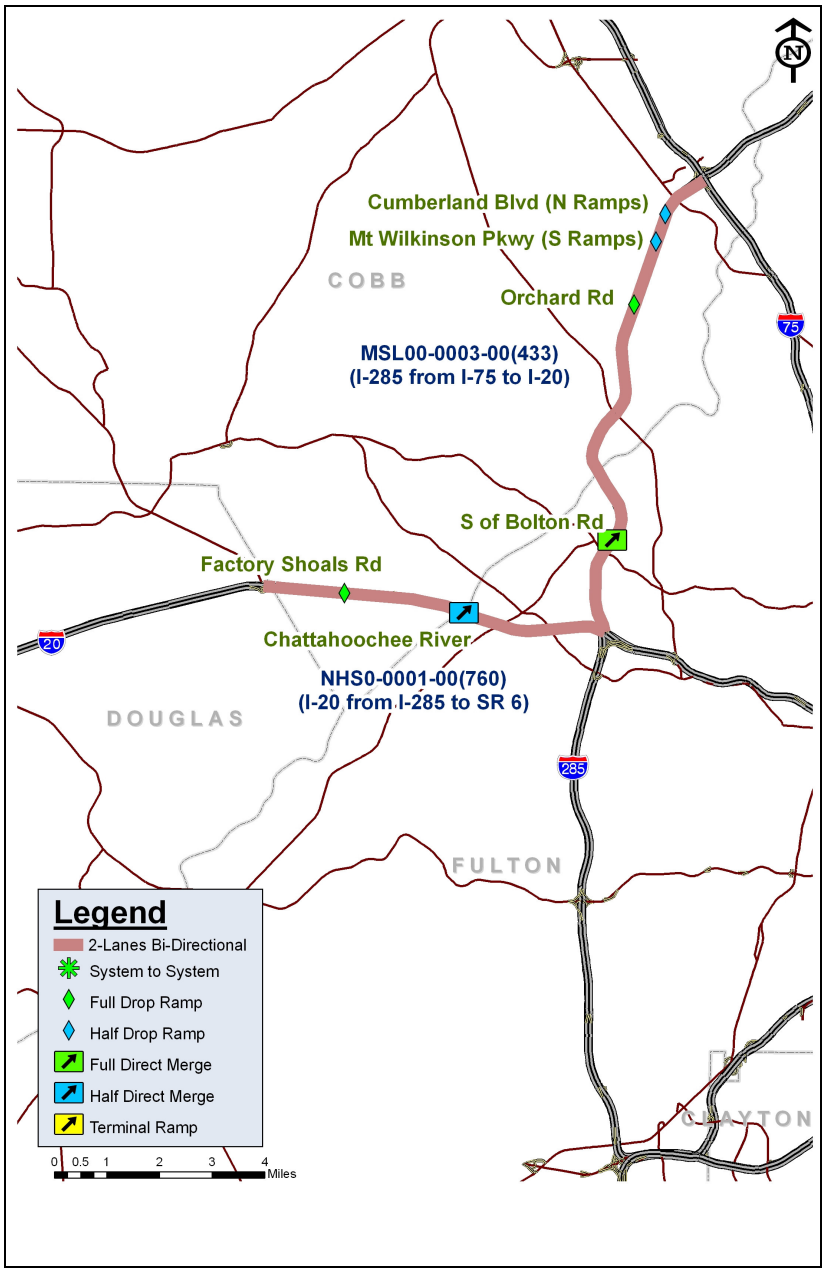

EXHIBIT D

RFQ FORMS

Form A	Transmittal Letter
Form B	Information Regarding Equity Members, Major Non-Equity Members and Guarantors
Form C	Financial Qualifications – Equity Members Transportation Infrastructure Concession and P3 Experience
Form D-1	Technical Qualifications - Design
Form D-2	Technical Qualifications - Construction
Form D-3	Technical Qualifications - Operations and Maintenance
Form E	Personnel References
Form F	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 February 26, 2010, together with addenda thereto (the "RFQ"), issued by the Georgia Department of Transportation ("GDOT") to develop the **West by Northwest Project** (the "Project") through a Concession Agreement and Pre-Development Agreement (collectively, the "P3 Contracts"). 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 Equity Members, Major Non-Equity Members and Guarantors
- Form C – Financial Qualifications – Equity Members Transportation Infrastructure Concession and P3 Experience
- Form D-1 – Technical Qualifications –Design
- Form D-2 – Technical Qualifications –Construction
- Form D-3 – Technical Qualifications –Operations and Maintenance
- Form E – Personnel References
- Form F – Certification
- Experience Summary
- Conceptual Project Development Plan
- Personnel Qualifications

- Key Personnel Commitment
- Organizational Chart
- Financial Statements
- Surety Letter / Letter of Credit Letter (as applicable)
- Credit Rating
- Joint and Several Liability Letter (as applicable)
- Letter of Parent Company Support
- 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:

www.georgiap3.com/WNW

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

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 Equity Member and each Major Non-Equity 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 SUBMITTER TEAM,
EQUITY MEMBERS, MAJOR NON-EQUITY 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 Equity Member, Major Non-Equity Member and Guarantor (filling in the introductory information and Parts A and B).

B. Equity Member, Major Non-Equity Member and Guarantor Information. If the Equity Member, Major Non-Equity Member or Guarantor is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Name and Address	Proposed Role Within the 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 – Equity Members. In the chart below, list the Equity Members of the Respondent team and the percentage interest of each Equity Member in the Respondent. If an Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Equity Member entity.

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

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

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

AUTHORIZED REPRESENTATIVE:

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

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C

FINANCIAL QUALIFICATIONS – EQUITY MEMBERS TRANSPORTATION INFRASTRUCTURE CONCESSION AND P3 EXPERIENCE

INSTRUCTIONS:

(a) List only the experience of Equity Members who will hold an equity interest in the Developer.

(b) List no more than an aggregate number of ten projects for the Equity Members in Form C. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ.

(c) Include at least two road civil works projects in which the Equity Members have arranged and closed financing (private debt and equity) above $300 million each within the last seven years. The financing package for each project must have actually closed (i.e. financial contracts duly signed and the initial drawdown has occurred). Only the private portion of the project's financing is eligible for consideration. The relevant experience must be from an Equity Member that will hold more than ten percent (10%) equity interest (held in the form of shares) in the Developer. The Equity Member must have held a minimum ten percent (10%) equity interest (not including any shares held by public entities) in the project at financial close in the entity actually securing the financing package.

(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 financing, design, construction and/or operations and maintenance. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT SIZE (1), (2)	DEBT AMOUNT & GEARING (2), (3)	DATE OF FINANCIAL CLOSE	START DATES	% OF WORKS COMPLETED BY FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (4)	TYPE OF PAYMENT MECHANISM (5)
Example Entry: Equity Corp.	Paris Tunnels Paris, France	1,000,000	$750,000 [75%, senior bank debt]	01/15/2005	10/01/04	100	$250,000 ($100,000; 40% shareholding of project company)	Toll collections
1.								
2.								
3.								
4.								

NOTES:

(1) Project size means the total amount of the project financed under private finance / project finance scheme (i.e., without public debt, public equity or capital grants).
(2) In thousands United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), Rate (Spot), Monitor (Last Price), Source (BGN).
(3) Include in brackets the percentage of gearing and type of debt (bonds unwrapped or wrapped, bank debt, etc.).
(4) Show in United States Dollars the total of private shareholders' equity investments for the listed project. The equity investment may take the form of either (i) equity or (ii) subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the company's equity investment bears to the total of all private shareholders' equity investments for the listed project.
(5) Specify the type of payment mechanism used (i.e. availability payment, shadow toll, real toll or combinations of these mechanisms).

FORM D-1

TECHNICAL QUALIFICATIONS - DESIGN

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

INSTRUCTIONS:

(a) List the experience of the Lead Engineering Firm only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-1 for the Lead Engineering Firm. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise on managed lanes and associated facilities.

(c) Include at least two projects in which the Lead Engineering Firm's design and engineering work involved urban road civil works with a construction value in excess of $100 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 financing, design, construction and/or operations and maintenance. 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 FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Design Core Inc.	Paris Tunnels Paris, France	$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 Paris Tunnels 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 February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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-2

TECHNICAL QUALIFICATIONS - CONSTRUCTION

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

INSTRUCTIONS:

(a) List the experience of the Lead Contractor only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-2 for the Lead Contractor. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise on managed lanes and associated toll collection systems and related facilities.

(c) Include at least two projects in which the Lead Contractor's work involved urban road civil works having a construction value in excess of $100 million each that have been completed in the past four 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 financing, design, construction and/or operations and maintenance. 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 FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Design Inc.	Paris Tunnels Paris, France	$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 Paris Tunnels 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 February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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-3

TECHNICAL QUALIFICATIONS – OPERATIONS AND MAINTENANCE

EXPERIENCE OF THE LEAD OPERATIONS AND MAINTENANCE FIRM IN THE OPERATIONS AND MAINTENANCE OF TOLL ROAD FACILITIES

INSTRUCTIONS:

(a) List the experience of the Lead Operations and Maintenance Firm only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-3 for the Lead Operations and Maintenance Firm. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise in managing traffic during construction, operating and maintaining highway facilities and implementing toll operations for a toll facility.

(c) Include at least two projects in the last five years in which the Lead Operations and Maintenance Firm's operations and maintenance work involved urban toll roads and facilities where the contract term was five years or longer. The relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

(d) Include at least two projects in the last five years in which the Lead Operations and Maintenance Firm's operations and maintenance work involved toll operations for a toll facility where the contract term was five years or longer. The relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

(e) 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 financing, design, construction and/or operations and maintenance. 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	LENGTH OF ROAD UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Operations Inc.	Paris Tunnels Paris, France	$1,900,000	Start Date: 12/31/05 (ongoing)	12 miles	$[XXX,XXX] % of Work: 80%	Transport Operations Inc. both operates and maintains the 12 miles of roadway (including tunnels) for the project and will continue this work through 2020.
1.						
2.						
3.						
4.						

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

COMPANY NAME	HEADCOUNT	TOTAL ROAD NETWORK OPERATED
Example Entry: Transport Operations Inc.	275	925

NOTES:

(1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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).
(5) As applicable, one project may qualify for both subsections (c) and (d) of the "Instructions" above.

FORM E

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	
References for Lead Operations and Maintenance Firm's operations manager	
Name of individual proposed as Lead Operations and Maintenance Firm's operation 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	

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

FORM F

CERTIFICATION

Name of Respondent: _____

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) 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) 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 P3 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) Conceptual Project Development Plan. Respondents shall submit each section of Volume 1 in a separate binder in order to facilitate the evaluation process. Volume 1 should not contain any confidential or proprietary information. 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 Equity Member, executed by authorized officials of such Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member have been authorized by, are correct, and accurately represent the role of the Equity Member in the Respondent team.

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

(c) Form F – Certification. Complete a separate Form F for each Equity Member and Major Non-Equity 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 F for each partner, joint venturer or consortium member of that entity. Failure to answer the questions or provide the information requested in Form F, 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, Lead Engineering Firm and Lead Operations and Maintenance Firm (as applicable). See Section 5.2(e) for submission requirements.

(e) Teaming Agreement – Respondent (if applicable). See Section 5.2(i) for submission requirements.

(f) Joint and Several Liability Letter (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) Form C – Financial Qualifications –Transportation Infrastructure Concession and P3 Experience.

(b) 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 Equity Members and Major Non-Equity Members and, if applicable, any joint venturers making up the Major Non-Equity Members, for the three most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP), International Financial Reporting Standards (IFRS) or accompanied by a letter in the form specified in paragraph (vi) below. If the Respondent is a newly formed entity and does not have independent financial statements, financial statements for the Equity 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). Financial statements must be provided in United States Dollars. If audited financial statements are not available for an Equity Member or Major Non-Equity Member, the SOQ shall include unaudited financials for such member, certified as true, correct and complete by the chief financial officer or treasurer of the entity. 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(d), 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 Equity Member or Major Non-Equity Member of the selected Respondent's team does not have audited financial statements, or if it fails to meet the minimum financial requirements stated in this RFQ and/or in the RFP, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor. Pursuant to Form B and Exhibit E, Section E.2.1.1(b), the SOQ shall identify the proposed Guarantor for each Equity Member or Major Non-Equity 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 or IFRS, the SOQ must include a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS, and the financial impact thereof. A restatement of the financial information in U.S. GAAP or IFRS is not required.

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

(d) Letter of Parent Company Support - Where an Equity Member or Major Non-Equity 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.

(e) Surety Letter – SOQs shall include evidence from a surety authorized to issue bonds in the State indicating without conditions or qualifications that the Lead Contractor is capable at the time of SOQ submission of obtaining a performance bond and payment bond in an amount of at least $250 million each. The evidence regarding bonding capacity shall take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. Any surety providing such letter must be rated at least A or better and Class VIII or better by A.M. Best and Company. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has read this RFQ, and evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. As an alternative to the surety letter required by this section, the 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 $250 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 of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poors Ratings Group). The bank's long term, unsecured debt rating shall be indicated in the letter of bank support.

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 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.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 D-1 – Technical Qualifications – Design.

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

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

(d) 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 D-1, D-2 and D-3 to the extent they demonstrate depth of experience.

(e) Personnel Qualifications – 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 Equity Member and Major Non-Equity Member;

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

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

iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position shall be an employee of the Lead Engineering Firm and must have no less than ten years experience in the design and engineering of transportation structures, with no less than five years experience as lead designer, and experience as project manager or lead designer for final design on at least two road civil works projects, each having a construction value in excess of $100 million;

v. Proposed operations manager for the Lead Operations and Maintenance Firm. The individual proposed for this position must have no less than five years experience in the operation of open road tolling projects. Experience with managed lanes is preferred but not required.

(f) Form E – Personnel References – Respondents shall provide three references each for the Lead Contractor's project manager and superintendent, the Lead Engineering Firm's lead design engineer and the Lead Operations and Maintenance Firm's operations manager. 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(e)(ii) through (v) above. **It is the responsibility of the Respondents to verify that the information provided in Form E is accurate and up to date**. Inaccurate information in Form E, including inaccurate contact information, may result in GDOT excluding the experience from consideration and a lower score for its SOQ.

(g) 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(e) 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.

(h) Organizational Chart – Respondents shall provide an organizational chart that sets forth the Respondent's structure, teaming arrangement and reporting requirements that covers all aspects of Project development, including the concession and the pre-development opportunities. Please also address key personnel.

E.2.1.4 Conceptual Project Development Plan

The Respondent's conceptual plan for development of the improvements and operation and maintenance of the Project, including both the Northwest Corridor Segment and the Western Corridor Segment, shall be no more than twenty pages and shall include the following:

(a) Northwest Corridor Segment. A description of the Respondent's conceptual plan to design, construct, finance, operate and maintain the Northwest Corridor Segment, 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 on the Northwest Corridor Segment.

ii. A conceptual development and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance, project phasing (as applicable) and other major milestones.

iii. An overview of the Respondent's approach to the management of development, design, construction, operation and maintenance, including quality control/quality assurance.

iv. An overview of the Respondent's approach to the toll collection system for the managed lanes on the Northwest Corridor Segment.

v. A description of the Respondent's recommended transponder technologies, including any associated risks and/or unique features / advantages related to such technologies.

vi. 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.

vii. The approach for other key Project functions for the Northwest Corridor Segment, including safety, traffic management, permit procurement,

utility relocation, right-of-way acquisition, and adjustment services, environmental protection, connecting facilities, intelligent transportation system ("ITS") capabilities, technical support for NEPA and public relations.

viii. Identification of key areas of risk relating to developing the Northwest Corridor Segment and a discussion of methods to mitigate and appropriately allocate and manage risk for the Northwest Corridor Segment.

ix. A discussion of options and strategies for financing the Northwest Corridor Segment and the key financial issues for the concession work.

x. A description of key assumptions.

(b) Western Corridor Segment. A synopsis of Respondent's plan to undertake activities for the Western Corridor Segment leading to expedited and cost-effective delivery of the entire Project that maximizes GDOT's objectives. The synopsis should include sufficient details in order to allow GDOT to determine:

i. The proposed conceptual approach for the pre-development activities under the Pre-Development Agreement.

ii. The proposed approach to addressing financial feasibility of the Western Corridor Segment.

iii. The actions required to ensure expedited Project delivery under the Pre-Development Agreement for the Western Corridor Segment.

iv. The major challenges and risks relating to completing the activities identified and strategies to mitigate these challenges and risks.

v. Description of key assumptions.

(c) Integration of Resources and Scheduling. A synopsis of the proposed approach to integrating work under the Concession Agreement for the Northwest Corridor Segment and the work under the Pre-Development Agreement for the Western Corridor Segment into a single effort. 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 (35% Weighting)

(a) The Respondent's and its individual team members' experience with, and degree of success related to, financing comparable projects;

(b) The Respondent's demonstrated experience in successfully developing large transportation projects that involved the Respondent sharing substantial risks associated with design, construction, finance, operation and maintenance;

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

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

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 (45% Weighting)

(a) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to developing, designing and constructing comparable projects, with an emphasis on concession/toll projects (including toll systems) and pre-development activities;

(b) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to operating and maintaining comparable projects (including toll systems);

(c) The stability, strength, and likelihood of success of the proposed management structure and team; and

(d) 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(e).

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 Conceptual Project Development Plan (20% Weighting)

The overall 20% weighting for the Conceptual Project Development Plan will be comprised of 15% for the Northwest Corridor Segment and 5% for the Western Corridor Segment.

(a) The extent to which the Conceptual Project Development Plan relating to the Northwest Corridor Segment demonstrates a sound approach and comprehensive understanding of the following:

i. The design and construction activities to be undertaken under the Concession Agreement;

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; and

iv. The provision of sufficient materials, equipment and qualified personnel for the design and construction activities.

(b) The extent to which the Conceptual Project Development Plan relating to the Northwest Corridor Segment demonstrates a sound approach and comprehensive understanding of the following:

i. The operations and maintenance activities to be undertaken under the Concession Agreement taking into account total life cycle costs;

ii. The activities required to develop and implement the toll collection system;

iii. The risks associated with the overall operations and maintenance activities and management; and

iv. The provision of sufficient materials, equipment and qualified personnel for the operations and maintenance activities.

(c) The extent and depth to which the Conceptual Project Development Plan demonstrates knowledge of available financing tools and structures for comparable projects and identifies key financial issues for the Northwest Corridor Segment; and

(d) The extent to which the Conceptual Project Development Plan relating to the Western Corridor Segment demonstrates an understanding of the strategies and tools for completing the pre-development activities, including transportation planning, financing, design and construction, and demonstrates an integrated approach for managing and marshalling resources to perform the work required for pre-development activities on the Western Corridor Segment while developing the Northwest Corridor Segment.

EXHIBIT G

LIST OF RESTRICTED FIRMS AND AFFILIATES

- HNTB Corporation
- Nossaman LLP
- Royal Bank of Canada
- Hayslett Group LLC
- Parsons Brinckerhoff
- Steer Davies Gleave
- McRae Communications, Inc.
- Greenberg Traurig, LLP

ATTACHMENT B

Addendum 1 – Redlined

[see attached document]

REQUEST FOR QUALIFICATIONS

TO DEVELOP, DESIGN, CONSTRUCT, FINANCE, OPERATE AND MAINTAIN

THE WEST BY NORTHWEST PROJECT

THROUGH A CONCESSION AGREEMENT

PROJECT NUMBERS

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

NH000-0073-00(242), P.I. No. 714130-

NH000-0575-00(028), P.I. No. 713640-

AND PRE-DEVELOPMENT AGREEMENT

PROJECT NUMBERS

NHS00-0001-00(760), P.I. No. 0001760

MSL00-0003-00(433), P.I. No. 0003433

GEORGIA DEPARTMENT OF TRANSPORTATION

Request for Qualifications

ISSUED FEBRUARY 26, 2010

ADDENDUM #1 ISSUED MARCH 25, 2010

Statements of Qualifications Due: May 3, 2010 at 2:00 p.m. EDT

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

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Exhibit B	List of Project Documents
Exhibit C-1	Northwest Corridor Segment Map
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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 Equity Members and Major Non-Equity Members
Form C	Financial Qualifications – Transportation Infrastructure Concession and P3 Experience
Form D-1	Technical Qualifications – Design
Form D-2	Technical Qualifications – Construction
Form D-3	Technical Qualifications – Operations and Maintenance
Form E	Personnel References
Form F	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 ~~interested teams ("~~Respondents~~")~~ desiring to develop the **West by Northwest Project** (the "Project") through public-private partnership ("P3") agreements that will include (1) a concession to design, construct, finance, operate and maintain an identified first phase of the Project ("Northwest Corridor Segment") and (2) pre-development activities for the remainder of the Project ("Western Corridor Segment").

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 "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 step in the request for proposals process pursuant to Section 32-2~~3~~-80(a)(2) of the 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 ~~("Project Documents")~~ 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 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 region. GDOT has concluded that harnessing private-sector innovation and resource through a concession agreement and a pre-development agreement is the best way to ensure cost-effective and expedited delivery of the Project and provide needed congestion relief to the public.

2.2 Project Opportunity

GDOT has determined that the Northwest Corridor Segment is ready for development. It is anticipated that the Developer will perform all work associated with the development, design,

construction, financing, operation and maintenance of the Northwest Corridor Segment through a concession arrangement ("Concession Agreement"). The Concession Agreement may allow the Developer to use toll revenues from the managed lanes, as well as identified public funding, to support financing of the Project.

The Developer will also conduct pre-development activities for the Western Corridor Segment through a pre-development arrangement ("Pre-Development Agreement"). GDOT believes that employing private-sector innovation through pre-development activities is the best way to bring the Western Corridor Segment to the point that it is ready for design, construction, financing, operation and maintenance.

GDOT intends to select a single private entity to enter into both the Concession Agreement and the Pre-Development Agreement (collectively, the "P3 Contracts"). This approach reflects GDOT's conclusion that a system-wide solution is needed to expand commuter options and address congestion problems in the Atlanta region. In addition, this combined approach allows GDOT to accommodate the fact that the two segments are at different levels of development and have different schedules for anticipated environmental clearances. The procurement provides a unique opportunity for a private partner to both immediately develop a significant piece of infrastructure for the region and to help develop transportation solutions for the remainder of the Project, with a potential first opportunity to enter into a concession agreement for the development of the Western Corridor Segment.

2.3 Northwest Corridor Segment

The 29-mile Northwest Corridor Segment will involve the addition of reversible managed lanes along I-75 and I-575. The segment will include two lanes on the outside of the existing general purpose lanes along I-75, between I-285 and I-575. The managed lanes will consist of a mix of roadway at-grade, on walls and elevated highway. In addition, one managed lane will be added along I-75 between I-575 and Hickory Grove Road and along I-575 to south of Sixes Road. These lanes will be at-grade and located in the median along the inside of the existing general purpose lanes. As currently conceived, access points are proposed along I-75 at Terrell Mill Road, Roswell Road, Big Shanty Connector and Hickory Grove Road (south side only). Access points are proposed along I-575 as either slip ramp access or interchanges at Big Shanty Road, Shallowford Road and Dupree Road (south side only). For reference, the Northwest Corridor Segment map is attached hereto as Exhibit C-1. Interested parties may obtain additional information regarding the Northwest Corridor Segment by referring to the Website. The NEPA process for the Northwest Corridor Segment has been underway for several years, considering a wide range of alternatives that were presented in the May 2007 Alternatives Analysis / Draft Environmental Impact Statement document. GDOT published a Notice of Intent associated with the I-75/I-575 section of the Northwest Corridor Segment in Cobb and Cherokee Counties in the December 24, 2009 Federal Register (Volume 74, Number 246) with respect to the Supplemental Draft Environmental Impact Statement. The Notice of Intent provides for GDOT's intentions to proceed with a reversible managed lanes alternative for the Northwest Corridor Segment.

GDOT anticipates that the Concession Agreement for the Northwest Corridor Segment will: (a) obligate the Developer to (i) develop, design and construct the Northwest Corridor Segment, (ii) provide financing for such improvements, and (iii) operate and maintain the Northwest Corridor Segment and (b) grant the Developer the right to retain toll revenues from users of the tolled portions of the Northwest Corridor Segment for a maximum period to be specified in the RFP, subject to any revenue sharing with or other payments to GDOT.

2.4 Western Corridor Segment

As conceived, the proposed Western Corridor Segment will include the addition of 27.19 miles of at-grade bi-directional managed lanes along I-285 West and I-20 West. Two managed lanes in each direction are proposed along I-285 West between I-75 North and I-20 West and along I-20 West between I-285 West and State Route 6. The lanes will be located to the inside of the existing general purpose lanes. Access points are proposed along I-285 West at Cumberland Boulevard, Mt. Wilkinson Parkway, Orchard Road, and South of Bolton Road. Access points are proposed along I-20 West at the Chattahoochee River, Factory Shoals Road and State Route 6. For reference, the preliminary Western Corridor Segment map is attached hereto as Exhibit C-2. Interested parties may obtain additional information regarding the Western Corridor Segment by referring to the Website.

GDOT anticipates entering into a Pre-Development Agreement that will grant the Developer pre-development rights and obligations for the Western Corridor Segment. Under the Pre-Development Agreement, the Developer will provide services to GDOT, helping GDOT to analyze, identify, plan, further refine and advance the Western Corridor Segment so it is ready for development. It is anticipated that corridor and Project-specific National Environmental Policy Act ("NEPA") studies coupled with the Developer's pre-development activities will refine the scope of the Western Corridor Segment during the term of the Pre-Development Agreement. It is anticipated that GDOT will retain a third party consultant to prepare the requisite Western Corridor Segment NEPA document prior to award of the P3 Contracts.

The Developer will be expected to manage the development of the Western Corridor Segment consistent with the requirements of the RFP. GDOT anticipates that the Developer's initial scope of work for pre-development activities will include preparing a master development plan, master financial plan, project management plan, and quality management plan. The Developer will also support any GDOT activities related to preliminary engineering, environmental approvals and the public involvement process as will be described further in the RFP.

It is anticipated that the Pre-Development Agreement will provide the Developer with a limited right of first negotiation to enter into a concession agreement to design, construct, finance, operate and/or maintain the Western Corridor Segment, however, the Pre-Development Agreement will not unconditionally provide that the Developer will be awarded the concession agreement.

2.5 Project Environmental Status

The environmental documents under NEPA are being pursued for the Northwest Corridor Segment by GDOT in coordination with the preliminary design efforts described in Section 2.9.3. GDOT anticipates obtaining a record of decision ("ROD") for the Northwest Corridor Segment by ~~late 2010~~ early 2011; however, a locally preferred alternative has not yet been identified.

GDOT currently has no ongoing NEPA activities for the Western Corridor Segment. The level of environmental documentation (e.g., Environmental Assessment or Environmental Impact Statement) has not yet been determined by GDOT and FHWA. GDOT anticipates that the NEPA activities will commence prior to award of the P3 Contracts. The schedule for completion of the environmental process will depend on the level of required environmental documentation and the specific issues encountered.

2.6 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 ~~will be~~is available for review at http://www.dot.state.ga.us/informationcenter/p3/projects~~posted on the Website once it is finalized~~. Based on the MLSP and GDOT's current, preliminary estimates, development of the Northwest Corridor Segment is expected to cost approximately $1.1 billion. The estimate includes design, construction, right-of-way acquisition and utility relocation costs.

The current preliminary estimate for the Western Corridor Segment is $1.2 billion, which is subject to further alternatives analysis as part of the upcoming NEPA process. This estimated cost is from the MLSP and includes design, construction, right-of-way acquisition and utility relocation costs. The cost estimate is based on the MLSP recommendations, including two managed lanes (each direction) along I-285 and I-20 West, constructed at-grade in the center of the existing interstate corridors. It is expected that the Developer, working with GDOT during the NEPA process, will validate (and refine where necessary) all Western Corridor Segment scope elements, including managed lane orientation, location, laneage, termini and access schemes.

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

2.7 Funding Available for Development Costs

GDOT anticipates that $350 million from public sources will be available for the Northwest Corridor Segment. Respondents are advised that private participation and funding will be essential to complete all project elements under the P3 Contracts. The Respondent's experience in securing private financing on comparable projects will be a key element considered in this RFQ and the RFP. Further, the Shortlisted Proposers' ability to minimize GDOT's financial contribution while maximizing the delivery of the Project will likely be a critical evaluation component of the RFP and Proposals.

GDOT also anticipates assisting the Developer in accessing the Transportation Infrastructure Finance and Innovation Act ("TIFIA") Program, Private Activity Bonds ("PABs") and other potential sources of funding which are subject to federal requirements and availability. GDOT currently anticipates making applications for these sources of funding during the RFP phase, subject to the regulations and guidelines of the United States Department of Transportation ("USDOT") and FHWA. GDOT has initiated and is currently engaged in discussions with FHWA with respect to the TIFIA process for the Project.

Public funding contributed for the Project may be in several forms, including, without limitation, payment of right-of-way acquisition costs, periodic payments to the Developer (including payments for pre-development services), milestone-based payments to the Developer during the design and construction of the Project, availability or performance-based payments to the Developer during the concession term, or a combination of some or all of the foregoing. The RFP will provide further details regarding anticipated public funding and GDOT's expectations relating to private Project financing.

2.8 Right-of-Way Acquisition

Respondents should note that the Northwest Corridor Segment will require acquisition of new right-of-way. GDOT anticipates that the Developer will be responsible for the costs of acquiring all new right-of-way and will be responsible for providing right-of-way acquisition services in connection with the acquisition of any such parcels. GDOT may assist the Developer in the necessary acquisition of right-of-way and will provide support in cases of condemnation, at the Developer's expense, prior to financial close. It is anticipated that any GDOT right-of-way support following financial close will be limited. The RFP will provide further details regarding the acquisition process and the responsibilities of the Developer in that process.

2.9 GDOT Technical Requirements

It is anticipated that, with respect to the Northwest Corridor Segment, the Concession Agreement will require the Developer, upon receiving a notice to proceed from GDOT, to assume substantially all development obligations from GDOT and its consultants arising from and after execution of the Concession Agreement, and to cause the Northwest Corridor Segment 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 these standards. The 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~~may~~ be included in the final plan of finance, there may be restrictions on deviations from federally-mandated construction standards.

2.9.1 Geotechnical Investigation Program

GDOT has performed certain geotechnical investigation work regarding the Northwest Corridor Segment. The Project Documents available to Respondents for review as provided in Section 1 include geotechnical information collected by GDOT to date. GDOT may decide to perform additional geotechnical investigation based on the input it receives during the industry review process. 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.

2.9.2 Utility Investigation and Relocation

Various overhead and underground utilities along the Northwest Corridor Segment 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.

2.9.3 Preliminary Design

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

GDOT has not commenced preliminary design for the Western Corridor Segment. The RFP will provide Shortlisted Proposers with further information regarding conceptual typical sections, scope assumptions, cost estimates and other relevant materials.

2.9.4 Traffic and Revenue Forecast

A level 2 traffic and revenue study has been completed for the Northwest Corridor Segment. Existing traffic and revenue studies will be made available to the Shortlisted Proposers as part of the RFP. Future studies, including investment grade traffic and revenue studies, will be the responsibility of the Shortlisted Proposers.

Level 1 traffic and revenue studies applicable to the Western Corridor Segment were prepared as part of the MLSP. ~~The MLSP and its technical appendices will be made available to the Shortlisted Proposers as part of the RFP.~~ GDOT has not commenced Level 2 traffic and revenue studies for the Western Corridor Segment. The RFP will set forth additional information regarding the scope of, and potential compensation for, any future traffic and revenue studies.

2.9.5 Responsibility for Permits

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

2.9.6 Toll Collection System Development and Operation

GDOT anticipates that the design and installation of the toll collection system for the tolled managed lanes within the Project will be included in the Developer's scope of work. ~~The Developer may also be responsible for developing and implementing the customer service center necessary to support the electronic toll collection accounts, processing of transactions and processing of violations related to the Project.~~ The Developer will be required to coordinate system design~~,~~ and toll collection operations ~~and customer service operations~~ with local and regional authorities, including interoperability requirements, as necessary. It is anticipated that the tolled managed lanes will be tolled through a 100% electronic barrier-free system requiring no reduction in speed. The RFP will establish the toll collection system requirements, including tolling policies, enforcement, toll operations, toll rate regulations and methodology, interoperability requirements and general business rules.

2.10 General Requirements

2.10.1 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.

2.10.2 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 and to indemnify and defend GDOT against third party claims as specified in the P3 Contracts. GDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by State law. The State and GDOT do not intend that there will be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding/letters of credit, insurance and indemnity will be set forth in the RFP and the P3 Contracts.

2.10.3 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 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 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.

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 P3 Contracts, 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

Pursuant to Section 672-17-.04(c)(4) of the Rules, GDOT will offer to pay partial compensation to each responsive but unsuccessful Shortlisted Proposer for the work product it produces in developing and submitting a Proposal. The amount of this partial compensation is anticipated to be consistent with market precedent and in no way is intended to reimburse the responsive but unsuccessful Shortlisted Proposer for the total cost of preparing a Proposal. If an unsuccessful Shortlisted Proposer accepts the partial compensation offer, GDOT will have the right to use, as it deems appropriate, any of the concepts or ideas contained within the Proposal submitted by the unsuccessful Shortlisted Proposer. If an unsuccessful Shortlisted Proposer does not accept the partial compensation offer, then no compensation will be due or payable from GDOT, and GDOT will have no right to use any proprietary, trade secret concepts and ideas contained within the Proposal submitted by that Shortlisted Proposer. The RFP and a separate contractual services agreement shall set forth the specific provisions regarding GDOT's payment of this partial compensation. No compensation will be provided 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, Equity Members and Major Non-Equity 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 .

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 to submitting a compliant and responsive Proposal. As applicable, other engineering and construction firms must be pre-qualified prior to execution of the P3 Contracts. 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/contractors.

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 equity participation of one or more Equity 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 Equity Members or Major Non-Equity Members to its team, the proposed new member shall provide all of the information that is required in this RFQ regarding Equity Members and Major-Non-Equity Members of a 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	February 26, 2010
Pre-SOQ workshop	March 11, 2010 (10:00 a.m. EST)
Deadline for questions and requests for clarification regarding the RFQ	April 5, 2010 (2:00 p.m. EDT)
SOQ Due Date	May 3, 2010 (2:00 p.m. EDT)
Evaluate SOQs	May 4, 2010 through May 31, 2010
Shortlist selection	June 1, 2010

This schedule is subject to modification at the sole discretion of GDOT. Pursuant to Section 3.9, 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 P3 Contracts thereafter. GDOT currently anticipates awarding the P3 Contracts for the Project in March 2011.

3.7 Pre-SOQ Workshop

GDOT intends to hold a pre-SOQ workshop in its board room at One Georgia Center, 600 West Peachtree Street, NW, Atlanta, Georgia, on the date and time specified in Section 3.6. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit an SOQ if they do not attend the workshop. At the pre-SOQ Workshop, GDOT intends to generally address and respond to written clarification questions received from prospective Respondents by noon (EST) on March 8, 2010, provided that the written clarification questions are submitted in conformance with Section 3.8.

3.8 Clarification Questions

Respondents shall examine the entire RFQ and seek clarification in writing in accordance with this Section 3.8. Subject to Section 5.5, Respondents may submit written clarification questions to GDOT at any time prior to the deadline for clarification requests listed in Section 3.6. Respondents must submit clarification requests 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: GeorgiaP3WNW@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.

3.9 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 ~~and shortlist~~ 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(b), each Respondent shall submit one original and **19 copies (for a total of 20)** 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:

~~Response to the~~
~~Request for~~Statement of Qualifications for the
West by Northwest Project

The SOQ shall be delivered no later than 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 the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Respondents are solely responsible for assuring that GDOT receives their SOQs by the SOQ Due Date. GDOT shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

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. Respondents will be advised regarding a determination of non-responsiveness. GDOT may also 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 the following pass/fail requirements. A Respondent must satisfy each pass/fail requirement and be deemed to have submitted a responsive SOQ pursuant to Section 5.1 in order for GDOT to evaluate its SOQ qualitatively under Section 5.3. Note that inaccurate or out of date personnel reference information in Form E 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~~).

(b) The Respondent has provided evidence of the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Exhibit E, Section E.2.1.2(e).

(c) 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 F).

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

i. One or more Equity Members that collectively have experience in closing financing for at least two road civil works projects in excess of $300 million of private debt and equity each in the last seven years (Form C).

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

- The financing package for the project must have actually closed (i.e. financial contracts duly signed and the initial drawdown has occurred);
- Only the private portion of the project's financing is eligible for consideration;
- The relevant experience must be from an Equity Member that will hold more than ten percent (10%) equity interest (held in the form of shares) in the Developer; and
- The relevant experience must be from a project where the Equity Member held a minimum ten percent (10%) equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package.

ii. A Lead Engineering Firm with experience in the design and engineering of two urban road civil works projects with a construction value in excess of $100 million each that achieved final design in the last seven years (Form D-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.

iii. A Lead Contractor with experience as a lead contractor in two urban road civil works projects having a construction value in excess of $100 million each that have been completed in the past four years (Form D-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.

iv. A Lead Operations and Maintenance Firm with experience in the last five years operating and maintaining (a) two projects involving urban toll roads and facilities and (b) two projects involving toll operations for a toll facility ~~and/or customer service center~~ (Form D-3). As applicable, one project may qualify for both subsections (a) and (b).

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

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

- The relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience;

- The contract term was five years or longer; and

- If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

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

~~(f)~~(e) If any of the Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance 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, Lead Engineering Firm or Lead Operations and Maintenance Firm. GDOT will not consider the experience and qualifications of subcontractors in evaluating SOQs.**

~~(g)~~(f) The proposed project manager and superintendent for the Lead Contractor, the proposed lead design engineer for the Lead Engineering Firm and the proposed operations manager for the Lead Operations and Maintenance Firm meet the minimum experience requirements as set forth in Exhibit E, Section E.2.1.3(e).

~~(h)~~(g) The information disclosed in Form F 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)~~(h) The Respondent made the express, written commitments regarding the availability of personnel as required in Exhibit E, Section E.2.1.3(g).

~~(j)~~(i) 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.

~~(k)~~(j) If the Respondent is a consortium, partnership or any other form of joint venture, or an association that is not a legal entity, the SOQ includes a letter signed by each member indicating a willingness to accept joint and several liability.

5.3 Evaluation Criteria and Weighting

GDOT will evaluate and score each responsive SOQ meeting all of the "pass/fail" qualification requirements in Section 5.2 according to the criteria set forth in Exhibit F attached. The order in which the evaluation criteria appear within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capacity, and Conceptual Project Development 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 submittals.

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 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. Respondents and their respective agents and consultants are not permitted to contact or communicate with, directly or indirectly, any member of the Selection Recommendation Committee, the Selection Recommendation Subcommittees or the Steering Committee, or officers, administrators, staff or consultants of the State Transportation Board or GDOT regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted herein or approved in advance by GDOT. Any verified allegation that a responding Respondent team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of 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 Conceptual Project Development 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 likely that the Conceptual Project Development Plan will change and evolve. GDOT wishes to encourage that evolution and continued focus by Shortlisted Proposers on the best transportation solutions for the Project. Accordingly, it is GDOT's intention to use the Conceptual Project Development Plan only for purposes of evaluating the SOQs. Shortlisted Proposers may modify, alter and enhance their respective Project development plans in conjunction with their Proposals. Shortlisted Proposers may not, however, change the Conceptual Project Development 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 Code or is exempt from disclosure under Section 50-18-72 of the Code or any other applicable law. Respondents are advised that the designation of "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 or GDOT 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 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 carefully review and be informed of the Conflicts of Interest Policy, which may preclude certain firms and/or their affiliates from participating on a Respondent team for the Project. Firms that are restricted from proposing or joining a Respondent team include, without limitation, those 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 and its 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 Concession Agreement or the Pre-Development 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 Concession Agreement or the Pre-Development 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 P3 Contracts, 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.

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 P3 Contracts have been executed and authorized by GDOT and, then, only to the extent set forth therein.

EXHIBIT A

CERTAIN DEFINITIONS

A.1 Certain Definitions

Code – The Official Code of Georgia Annotated.

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

Concession Agreement – The Concession Agreement described in Section 2.2 between the Developer and GDOT to design, build, finance, operate and maintain the Northwest Corridor Segment.

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

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 P3 Contracts with GDOT; provided that the Developer that executes the P3 Contracts may be a special purpose entity formed and controlled by such Shortlisted Proposer or its Equity Members.

Equity Member – A member of a Respondent team that will directly or indirectly contribute equity to the Developer as part of the financing plan for the Project.

FHWA – The Federal Highway Administration.

Guarantor – The entity providing a guarantee pursuant to Exhibit E, Section E.2.1.2(b). 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.

Lead Operations and Maintenance Firm – The member of the Respondent team, whether a single entity or a joint venture, primarily responsible for the maintenance and operation obligations as set forth in the P3 Contracts, including, without limitation, the oversight of the group of firms involved in the provision of operations and maintenance.

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

Managed Lanes System Plan or MLSP – The plan for a systemic approach to the implementation of managed lanes throughout the Atlanta region, as described in Section 2.6.

Northwest Corridor Segment – The segment of 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 Code and Section 672-17-.06 of the Rules.

P3 Contracts – The Concession Agreement and the Pre-Development Agreement, as described in Section 2.2.

Pre-Development Agreement – The Pre-Development Agreement described in Section 2.2 between the Developer and GDOT to perform pre-development activities for the Western Corridor Segment.

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

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.

Selection Recommendation Committee – The group of individuals authorized by GDOT (if any) 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 (if any) 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 website found at www.georgiap3.com/WNW.

Western Corridor Segment – The segment of the Project described as such in Section 1.

EXHIBIT B

LIST OF PROJECT DOCUMENTS

1. Bridge Design Calculations
2. Conceptual Design Calculations
3. Conceptual Drainage Study
4. I-575 Survey Control
5. I-75 Survey Control
6. Survey data for I-75 and I-575
7. Design Files for I-75
8. Design Files for I-575
9. Hydraulic Reports for I-575
10. Hydraulic Reports for I-75 (to be provided)
11. Soil Survey for I-75
12. Soil Survey for I-575
13. GIS Files
14. HMR Files
15. Exception Report
16. Existing Bridge Plans
17. BFI – WFI Reports
18. Highway Lighting Warrant Study
19. ITS Report
20. Permit Matrix
21. SUE
22. Utility information
23. Value Engineering (VE) Study and Responses
24. Feasibility Study - 4-27-07
25. Mapping files
26. Technical Concept Report
27. Pavement Evaluation for I-575
28. Constructability Study
29. Draft Environmental Impact Statement (PB)
30. Environmental Justification Report
31. Environmental Layout

EXHIBIT C-1

NORTHWEST CORRIDOR SEGMENT MAP

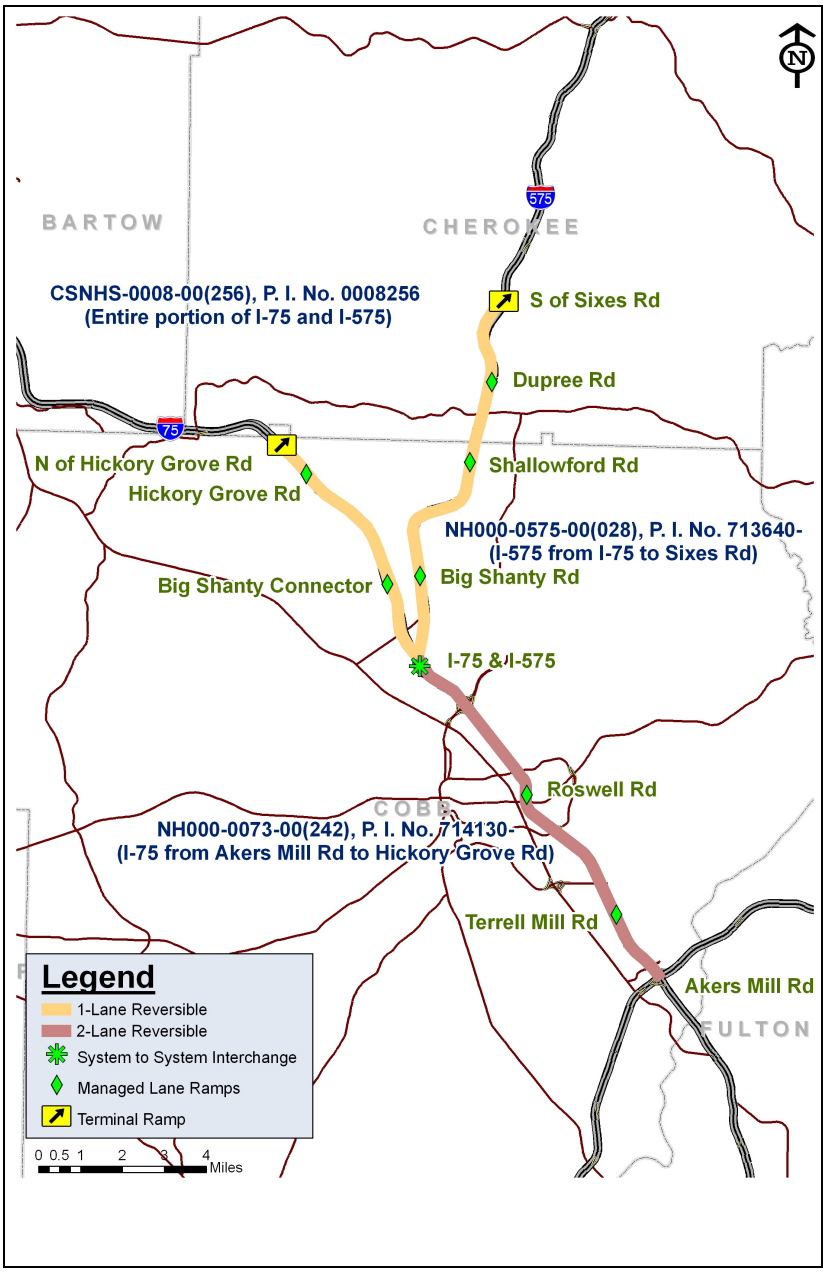

EXHIBIT C-2

WESTERN CORRIDOR SEGMENT MAP

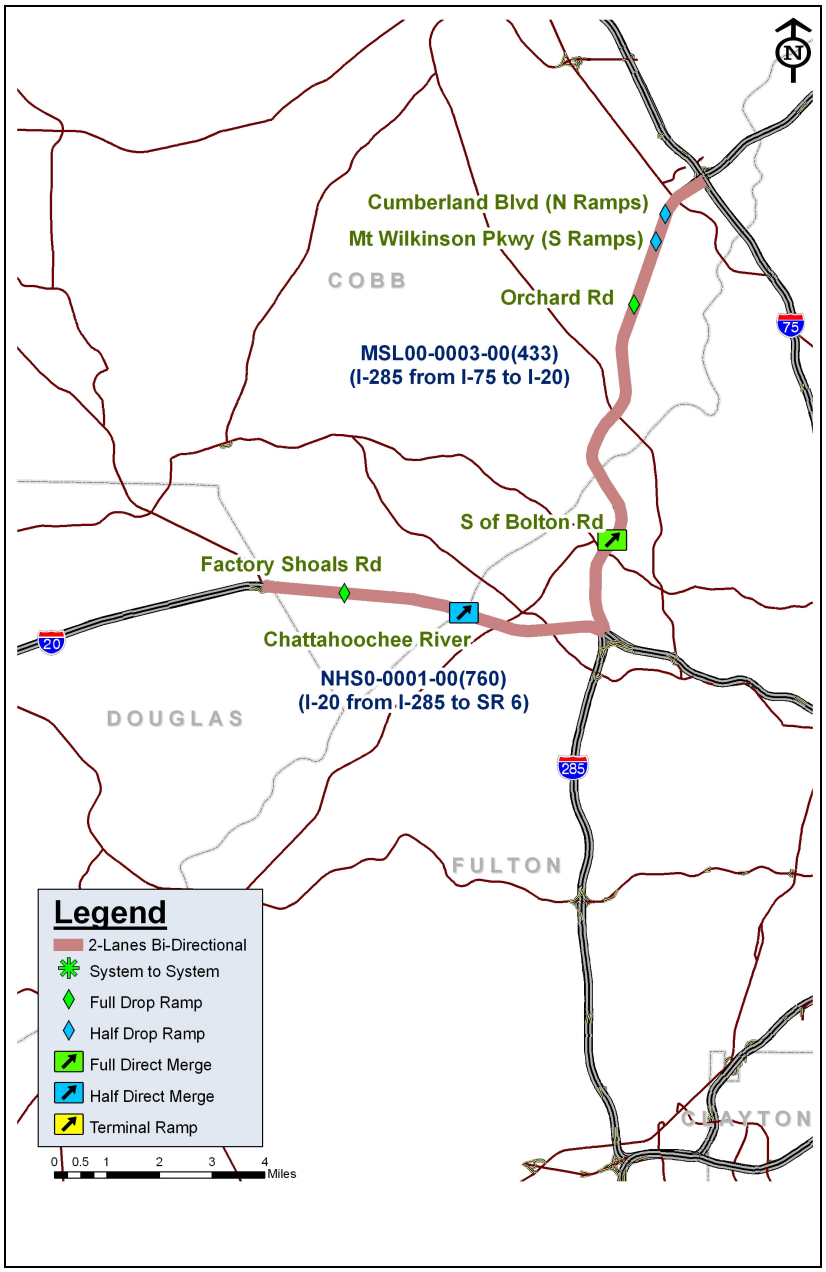

EXHIBIT D

RFQ FORMS

Form A	Transmittal Letter
Form B	Information Regarding Equity Members, Major Non-Equity Members and Guarantors
Form C	Financial Qualifications – Equity Members Transportation Infrastructure Concession and P3 Experience
Form D-1	Technical Qualifications - Design
Form D-2	Technical Qualifications - Construction
Form D-3	Technical Qualifications - Operations and Maintenance
Form E	Personnel References
Form F	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 February 26, 2010, together with addenda thereto (the "RFQ"), issued by the Georgia Department of Transportation ("GDOT") to develop the **West by Northwest Project** (the "Project") through a Concession Agreement and Pre-Development Agreement (collectively, the "P3 Contracts"). 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 Equity Members, Major Non-Equity Members and Guarantors
- Form C – Financial Qualifications – Equity Members Transportation Infrastructure Concession and P3 Experience
- Form D-1 – Technical Qualifications –Design
- Form D-2 – Technical Qualifications –Construction
- Form D-3 – Technical Qualifications –Operations and Maintenance
- Form E – Personnel References
- Form F – Certification
- Experience Summary
- Conceptual Project Development Plan
- Personnel Qualifications

- Key Personnel Commitment
- Organizational Chart
- Financial Statements
- Surety Letter / Letter of Credit Letter (as applicable)
- Credit Rating
- Joint and Several Liability Letter (as applicable)
- Letter of Parent Company Support
- 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:

www.georgiap3.com/WNW

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

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 ~~each Equity Member and Major Non-Equity Member of~~ the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent, each Equity Member and each Major Non-Equity Member ~~and the principal contact for the Respondent~~ 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 SUBMITTER TEAM,
EQUITY MEMBERS, MAJOR NON-EQUITY 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 Equity Member, Major Non-Equity Member and Guarantor (filling in the introductory information and Parts A and B).

B. Equity Member, Major Non-Equity Member and Guarantor Information. If the Equity Member, Major Non-Equity Member or Guarantor is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Name and Address	Proposed Role Within the 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 – Equity Members. In the chart below, list the Equity Members of the Respondent team and the percentage interest of each Equity Member in the Respondent. If an Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Equity Member entity.

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

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

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

AUTHORIZED REPRESENTATIVE:

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

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C

FINANCIAL QUALIFICATIONS – EQUITY MEMBERS TRANSPORTATION INFRASTRUCTURE CONCESSION AND P3 EXPERIENCE

INSTRUCTIONS:

(a) List only the experience of Equity Members who will hold an equity interest in the Developer.

(b) List no more than an aggregate number of ten projects for the Equity Members in Form C. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ.

(c) Include at least two road civil works projects in which the Equity Members have arranged and closed financing (private debt and equity) above $300 million each within the last seven years. The financing package for each project must have actually closed (i.e. financial contracts duly signed and the initial drawdown has occurred). Only the private portion of the project's financing is eligible for consideration. The relevant experience must be from an Equity Member that will hold more than ten percent (10%) equity interest (held in the form of shares) in the Developer. The Equity Member must have held a minimum ten percent (10%) equity interest (not including any shares held by public entities) in the project at financial close in the entity actually securing the financing package.

(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 financing, design, construction and/or operations and maintenance. Provide reference contact information (name, title, employer, address, phone number and email) for each project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT SIZE (1), (2)	DEBT AMOUNT & GEARING (2), (3)	DATE OF FINANCIAL CLOSE	START DATES	% OF WORKS COMPLETED BY FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (4)	TYPE OF PAYMENT MECHANISM (5)
Example Entry: Equity Corp.	Paris Tunnels Paris, France	1,000,000~~950,000~~	$750,000 [75~~95~~%, senior bank debt]	01/15/2005	10/01/04	100	$250,000~~100,000~~ ($100,000; 40~~50~~% shareholding of project company)	Toll collections
1.								
2.								
3.								
4.								

NOTES:

(1) Project size means the total amount of the project financed under private finance / project finance scheme (i.e., without public debt, public equity or capital grants).
(2) In thousands United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), Rate (Spot), Monitor (Last Price), Source (BGN).
(3) Include in brackets the percentage of gearing and type of debt (bonds unwrapped or wrapped, bank debt, etc.).
(4) Show ~~company's amount of equity investment~~ in United States Dollars the total of private shareholders' equity investments for the listed project~~as a shareholder~~. The equity investment may take the form of either (i) equity or (ii) subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the company's equity investment bears to the total of all private shareholders' equity investments for the listed project.
(5) Specify the type of payment mechanism used (i.e. availability payment, shadow toll, real toll or combinations of these mechanisms).

FORM D-1

TECHNICAL QUALIFICATIONS - DESIGN

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

INSTRUCTIONS:

(a) List the experience of the Lead Engineering Firm only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-1 for the Lead Engineering Firm. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise on managed lanes and associated facilities.

(c) Include at least two projects in which the Lead Engineering Firm's design and engineering work involved urban road civil works with a construction value in excess of $100 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 financing, design, construction and/or operations and maintenance. 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 FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Design Core Inc.	Paris Tunnels Paris, France	$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 Paris Tunnels 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 February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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-2

TECHNICAL QUALIFICATIONS - CONSTRUCTION

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

INSTRUCTIONS:

(a) List the experience of the Lead Contractor only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-2 for the Lead Contractor. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise on managed lanes and associated toll collection systems~~, customer service centers~~ and related facilities.

(c) Include at least two projects in which the Lead Contractor's work involved urban road civil works having a construction value in excess of $100 million each that have been completed in the past four 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 financing, design, construction and/or operations and maintenance. 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 FEBRUARY 1, 2010	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Design Inc.	Paris Tunnels Paris, France	$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 Paris Tunnels 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 February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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-3

TECHNICAL QUALIFICATIONS – OPERATIONS AND MAINTENANCE

EXPERIENCE OF THE LEAD OPERATIONS AND MAINTENANCE FIRM IN THE OPERATIONS AND MAINTENANCE OF TOLL ROAD FACILITIES

INSTRUCTIONS:

(a) List the experience of the Lead Operations and Maintenance Firm only, whether or not future Equity Members of the Developer.

(b) List no more than six projects in Form D-3 for the Lead Operations and Maintenance Firm. GDOT will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including expertise in managing traffic during construction, operating and maintaining highway facilities and implementing toll operations for a toll facility ~~and/or customer service center~~.

(c) Include at least two projects in the last five years in which the Lead Operations and Maintenance Firm's operations and maintenance work involved urban toll roads and facilities where the contract term was five years or longer. The relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

(d) Include at least two projects in the last five years in which the Lead Operations and Maintenance Firm's operations and maintenance work involved toll operations for a toll facility ~~and/or customer service center~~ where the contract term was five years or longer. The relevant experience must be on projects where the Lead Operations and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience. If the Lead Operations and Maintenance Firm is a joint venture, the relevant experience must be from joint venturers that will be responsible for at least fifty percent (50%) of the Lead Operations and Maintenance Firm's potential operations and maintenance work for the Project.

(e) 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 financing, design, construction and/or operations and maintenance. 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	LENGTH OF ROAD UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (3)	ROLE OF COMPANY FOR THE PROJECT (4)
Example Entry: Transport Operations Inc.	Paris Tunnels Paris, France	$1,900,000	Start Date: 12/31/05 (ongoing)	12 miles	$[XXX,XXX] % of Work: 80%	Transport Operations Inc. both operates and maintains the 12 miles of roadway (including tunnels) for the project and will continue this work through 2020.
1.						
2.						
3.						
4.						

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

COMPANY NAME	HEADCOUNT	TOTAL ROAD NETWORK OPERATED
Example Entry: Transport Operations Inc.	275	925

NOTES:

(1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of February 1, 2010. Exchange rates are to be sourced from Bloomberg's FXC with the following field values: Date (02/01/10), 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).
(5) As applicable, one project may qualify for both subsections (c) and (d) of the "Instructions" above.

FORM E

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	
References for Lead Operations and Maintenance Firm's operations manager	
Name of individual proposed as Lead Operations and Maintenance Firm's operation 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	

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

FORM F

CERTIFICATION

Name of Respondent: _____

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) 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) 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 P3 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) Conceptual Project Development Plan. Respondents shall submit each section of Volume 1 in a separate binder in order to facilitate the evaluation process. Volume 1 should not contain any confidential or proprietary information. 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)Respondent's Contact Information. A form indicating the name, title, firm name, address, telephone number, facsimile number and email address for the person on the Respondent's team who the Respondent wishes to receive notices in relation to the Project.~~

~~(b)~~(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 Equity Member, executed by authorized officials of

such Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member have been authorized by, are correct, and accurately represent the role of the Equity Member in the Respondent team.

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

~~(d)~~(c) Form F – Certification. Complete a separate Form F for each Equity Member and Major Non-Equity 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 F for each partner, joint venturer or consortium member of that entity. Failure to answer the questions or provide the information requested in Form F, 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.

~~(e)~~(d) Teaming Agreement – Lead Contractor, Lead Engineering Firm and Lead Operations and Maintenance Firm (as applicable). See Section 5.2(~~e~~f) for submission requirements.

~~(f)~~(e) Teaming Agreement – Respondent (if applicable). See Section 5.2(~~i~~j) for submission requirements.

~~(g)~~(f) Joint and Several Liability Letter (if applicable) – See Section 5.2(~~j~~k) 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) Form C – Financial Qualifications –Transportation Infrastructure Concession and P3 Experience.

(b) 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 Equity Members and Major Non-Equity Members and, if applicable, any joint venturers making up the Major Non-Equity Members, for the three most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally

Accepted Accounting Principles (GAAP), International Financial Reporting Standards (IFRS) or accompanied by a letter in the form specified in paragraph (vi) below. If the Respondent is a newly formed entity and does not have independent financial statements, financial statements for the Equity 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). Financial statements must be provided in United States Dollars. If audited financial statements are not available for an Equity Member or Major Non-Equity Member, the SOQ shall include unaudited financials for such member, certified as true, correct and complete by the chief financial officer or treasurer of the entity. 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(d), 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 Equity Member or Major Non-Equity Member of the selected Respondent's team does not have audited financial statements, or if it fails to meet the minimum financial requirements stated in this RFQ and/or in the RFP, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor. Pursuant to Form B and Exhibit E, Section E.2.1.1(b~~e~~), the SOQ shall identify the proposed Guarantor for each Equity Member or Major Non-Equity 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 or IFRS, the SOQ must include a letter from the certified public accountant of the applicable entity, ~~generally~~ addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS, and the financial impact thereof. A restatement of the financial information in U.S. GAAP or IFRS is not required.

(c) Credit Rating – If available, please provide the credit rating for the Respondent, including the rating for each Equity Member and Major Non-Equity Member and,

if applicable, each of the joint venturers comprising the Major Non-Equity Members.

(d) Letter of Parent Company Support - Where an Equity Member or Major Non-Equity 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.

(e) Surety Letter – SOQs shall include evidence from a surety authorized to issue bonds in the State indicating without conditions or qualifications that the Lead Contractor is capable at the time of SOQ submission of obtaining a performance bond and payment bond in an amount of at least $250 million each. The evidence regarding bonding capacity shall take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. Any surety providing such letter must be rated at least A or better and Class VIII or better by A.M. Best and Company. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has read this RFQ, and evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. As an alternative to the surety letter required by this section, the 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 $250 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 of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poors Ratings Group). The bank's long term, unsecured debt rating shall be indicated in the letter of bank support.

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 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.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 D-1 – Technical Qualifications – Design.

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

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

(d) 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 D-1, D-2 and D-3 to the extent they demonstrate depth of experience.

(e) Personnel Qualifications – 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 Equity Member and Major Non-Equity Member;

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

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

iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position shall be an employee of the Lead Engineering Firm and must have no less than ten years experience in the design and engineering of transportation structures, with no less than five years experience as lead designer, and experience as project manager or lead designer for final design on at least two road civil works projects, each having a construction value in excess of $100 million;

v. Proposed operations manager for the Lead Operations and Maintenance Firm. The individual proposed for this position must have no less than five years experience in the operation of open road tolling projects. Experience with managed lanes is preferred but not required.

(f) Form E – Personnel References – Respondents shall provide three references each for the Lead Contractor's project manager and superintendent, the Lead Engineering Firm's lead design engineer and the Lead Operations and Maintenance Firm's operations manager. 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(e)(ii) through (v) above. **It is the responsibility of the Respondents to verify that the information provided in Form E is accurate and up to date**. Inaccurate information in Form E, including inaccurate contact information, may result in GDOT excluding the experience from consideration and a lower score for its SOQ.

(g) 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(e) 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.

(h) Organizational Chart – Respondents shall provide an organizational chart that sets forth the Respondent's structure, teaming arrangement and reporting requirements that covers all aspects of Project development, including the concession and the pre-development opportunities. Please also address key personnel.

E.2.1.4 Conceptual Project Development Plan

The Respondent's conceptual plan for development of the improvements and operation and maintenance of the Project, including both the Northwest Corridor Segment and the Western Corridor Segment, shall be no more than twenty pages and shall include the following:

(a) Northwest Corridor Segment. A description of the Respondent's conceptual plan to design, construct, finance, operate and maintain the Northwest Corridor Segment, 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 on the Northwest Corridor Segment.

ii. A conceptual development and implementation schedule based upon current levels of information, including close of finance, start of construction, substantial completion, revenue service, final acceptance, project phasing (as applicable) and other major milestones.

iii. An overview of the Respondent's approach to the management of development, design, construction, operation and maintenance, including quality control/quality assurance.

iv. An overview of the Respondent's approach to the toll collection system for the managed lanes on the Northwest Corridor Segment.

~~v.A brief description of Respondent's approach to the customer service center, including with respect to the operation of the service center and related performance requirements.~~

~~vi.~~v. A description of the Respondent's recommended transponder technologies, including any associated risks and/or unique features / advantages related to such technologies.

~~vii.~~vi. 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.

~~viii.~~vii. The approach for other key Project functions for the Northwest Corridor Segment, including safety, traffic management, permit procurement, utility relocation, right-of-way acquisition, and adjustment services, environmental protection, connecting facilities, intelligent transportation system ("ITS") capabilities, technical support for NEPA and public relations.

~~ix.~~viii. Identification of key areas of risk relating to developing the Northwest Corridor Segment and a discussion of methods to mitigate and appropriately allocate and manage risk for the Northwest Corridor Segment.

~~x.~~ix. A discussion of options and strategies for financing the Northwest Corridor Segment and the key financial issues for the concession work.

~~xi.~~x. A description of key assumptions.

(b) Western Corridor Segment. A synopsis of Respondent's plan to undertake activities for the Western Corridor Segment leading to expedited and cost-effective delivery of the entire Project that maximizes GDOT's objectives. The synopsis should include sufficient details in order to allow GDOT to determine:

i. The proposed conceptual approach for the pre-development activities under the Pre-Development Agreement.

ii. The proposed approach to addressing financial feasibility of the Western Corridor Segment.

iii. The actions required to ensure expedited Project delivery under the Pre-Development Agreement for the Western Corridor Segment.

iv. The major challenges and risks relating to completing the activities identified and strategies to mitigate these challenges and risks.

v. Description of key assumptions.

(c) Integration of Resources and Scheduling. A synopsis of the proposed approach to integrating work under the Concession Agreement for the Northwest Corridor Segment and the work under the Pre-Development Agreement for the Western Corridor Segment into a single effort. 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.

~~(c)~~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 (35% Weighting)

(a) The Respondent's and its individual team members' experience with, and degree of success related to, financing comparable projects;

(b) The Respondent's demonstrated experience in successfully developing large transportation projects that involved the Respondent sharing substantial risks associated with design, construction, finance, operation and maintenance;

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

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

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 (45% Weighting)

(a) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to developing, designing and constructing comparable projects, with an emphasis on concession/toll projects (including toll systems~~ and customer service centers~~) and pre-development activities;

(b) The extent and depth of the Respondent's and its individual team members' experience with, and degree of success related to operating and maintaining comparable projects (including toll systems~~ and customer service centers~~);

(c) The stability, strength, and likelihood of success of the proposed management structure and team; and

(d) 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(e).

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 Conceptual Project Development Plan (20% Weighting)

The overall 20% weighting for the Conceptual Project Development Plan will be comprised of 15% for the Northwest Corridor Segment and 5% for the Western Corridor Segment.

(a) The extent to which the Conceptual Project Development Plan relating to the Northwest Corridor Segment ~~shows a sound approach to completing development and~~ demonstrates a sound approach and ~~a~~ comprehensive understanding of the following:

i. The design and construction activities to be undertaken under the Concession Agreement;

~~ii.The activities required to develop and implement the toll collection system and customer service center;~~

~~iii.~~ii. The risks associated with the overall design and~~,~~ construction activities and management;

~~iv.~~iii. A clear and feasible scheduling approach for the design and construction activities; and

~~v.~~iv. The provision of sufficient materials, equipment and qualified personnel for the design and construction activities.

(b) The extent to which the Conceptual Project Development Plan relating to the Northwest Corridor Segment demonstrates a sound approach and comprehensive understanding of the following:

i. The operations and maintenance activities to be undertaken under the Concession Agreement taking into account total life cycle costs;

ii. The activities required to develop and implement the toll collection system;

iii. The risks associated with the overall operations and maintenance activities and management; and

iv. The provision of sufficient materials, equipment and qualified personnel for the operations and maintenance activities.

(c) The extent and depth to which the Conceptual Project Development Plan demonstrates knowledge of available financing tools and structures for comparable projects and identifies key financial issues for the Northwest Corridor Segment; and

~~(b)~~(d) The extent to which the Conceptual Project Development Plan relating to the Western Corridor Segment demonstrates an understanding of the strategies and tools for completing the pre-development activities, including transportation planning, financing, design and construction, and demonstrates an integrated approach for managing and marshalling resources to perform the work required for pre-development activities on the Western Corridor Segment while developing the Northwest Corridor Segment.~~;~~

~~(c)The extent and depth to which the Conceptual Project Development Plan demonstrates knowledge of available financing tools and structures for comparable projects and identifies key financial issues for the Project as a whole; and~~

~~(d) The extent to which the Conceptual Project Development Plan demonstrates Respondent's understanding of operations, maintenance, and total life cycle costs.~~

EXHIBIT G

LIST OF RESTRICTED FIRMS AND AFFILIATES

- HNTB Corporation
- Nossaman LLP
- Royal Bank of Canada
- Hayslett Group LLC
- Parsons Brinckerhoff
- Steer Davies Gleave
- McRae Communications, Inc.
- Greenberg Traurig, LLP