

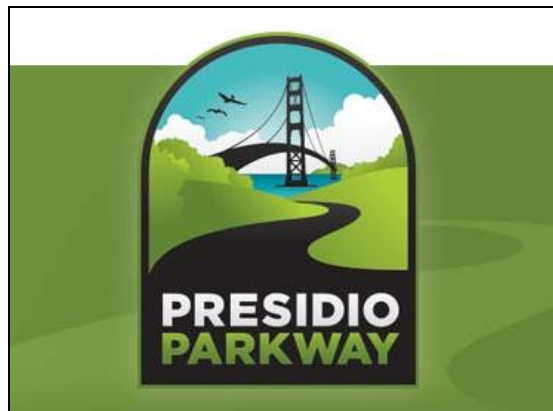


**STATE OF CALIFORNIA
DEPARTMENT OF TRANSPORTATION**



**SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY
REQUEST FOR QUALIFICATIONS**

NUMBER 04-1637U4



**TO DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN
THE PRESIDIO PARKWAY PROJECT
THROUGH A
PUBLIC-PRIVATE PARTNERSHIP AGREEMENT**

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Exhibits:

Exhibit A	List of Project Documents
Exhibit B	Project Location and Project Map
Exhibit C	RFQ Forms
Exhibit D	Evaluation Criteria and Weighting

Forms:

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

1. INTRODUCTION

The State of California (State) Department of Transportation (Department), in cooperation with the San Francisco County Transportation Authority (Authority), the project sponsors (“Sponsors”), requests Statement of Qualifications (SOQs) from entities (Proposers) interested in designing, building, financing, operating and maintaining the **Presidio Parkway Project** (Project) as more particularly described herein below through a public-private partnership agreement (Agreement) with the Department.

This Request for Qualifications (RFQ) is issued in accordance with the provisions of the State of California Streets and Highways Code section 143 and other applicable State laws. The delivery of this Project via the public-private partnership agreement method is still subject to approval by the California Transportation Commission (CTC). The Public Infrastructure Advisory Commission (“PIAC”) passed a motion January 21, 2010 unanimously supporting the Sponsors taking appropriate steps to proceed with the Project. The application to the CTC will be made in the first quarter of 2010. Proposers shortlisted in response to this RFQ will be invited to submit proposals (Proposals) when the Department issues a Request for Proposals (RFP) for the Presidio Parkway Project.

Documents relating to the Project, a list of which is attached as Exhibit A “List of Project Documents,” are available to prospective Proposers for review at the following website: <http://www.dot.ca.gov/dist4/presidioparkway/p3/> or copies of this RFQ and/or Bidders’ List may be requested by contacting the State of California, Department of Transportation, Division of Procurement and Contracts, Bid Line at (916) 227-6075. You may leave a recorded message or send your FAX request to (916) 227-1950. You must include the RFQ solicitation number.

2. DEFINITIONS

AADT - Annual Average Daily Traffic

Availability Payments – Periodic payments made to the Developer by the Department or the Sponsors starting once Phase II of the Project is fully operational and open to traffic. Entitlement to the Availability Payments is generally based on the availability of the Project to vehicular traffic and to the Developer’s conformance with the criteria established in the Agreement as specified in the RFP.

Agreement – A public-private partnership agreement between the Department and the Developer to design, build, and finance Phase II of the Project and to operate and maintain the entire Project.

Authority – San Francisco County Transportation Authority.

BTH – The California Business, Transportation, and Housing Agency.

Developer – A special purpose entity formed by its Equity Members that enters into the Agreement with the Department.

Department—The California Department of Transportation.

Equity Member – A member of the Proposer team that will directly or indirectly contribute shareholders’ equity to Developer as part of the funding plan for the Project.

FHWA – United States Department of Transportation, Federal Highway Administration.

Guarantor – The entity providing a guarantee pursuant to Section 6.2.1.2(c) of this “RFQ.”

Key Personnel – Those individuals identified in response to the requirements of Section 6.2.1.3(e)(i)-(iv)

Lead Contractor – A member of the Proposer team who is licensed by the State of California Contractors’ License Board in a classification appropriate to the work to be undertaken, whether a single entity or a joint venture, and is primarily responsible for the construction of the Project. No more than one Lead Contractor per Proposer team will be allowed.

Lead Engineer – The lead design engineer for the Lead Engineering Firm, as identified pursuant to Section 6.2.1.3(e)(iv). The Lead Engineer shall be licensed in the State of California pursuant to the Professional Engineers Act (Chapter 7 (commencing with Section 6700), Division 3, Business and Professions Code).

Lead Engineering Firm – A member of the Proposer team, whether a single entity or a joint

venture, and is primarily responsible for the design and engineering of the Project. No more than one Lead Engineering Firm per Proposer team will be allowed.

Lead Operations and Maintenance Firm – A member of the Proposer team, whether a single entity or a joint venture, and is primarily responsible for the maintenance and operation obligations as set forth in the Agreement. No more than one Lead Operations and Maintenance Firm per Proposer team will be allowed.

Major Non-Equity Member – If the Proposer’s Lead Engineering Firm, Lead Operations and Maintenance Firm or Lead Contractor Firm is not an Equity Member, then such entity will be considered by the Department as a Major Non-Equity Member.

Open Government Laws – Collectively, the California Public Records Act (Ca. Gov. Code §§ 6250 *et seq.*), the Bagley-Keene Open Meeting Act (Ca. Gov. Code §§ 11120 *et seq.*) and the Ralph M. Brown Act (Ca. Gov. Code §§ 54950 *et seq.*).

Phase I — Contracts 1-4 of the Project as more particularly described in Section 3.1 and Exhibit B.

Phase II— Contracts 5-8 of the Project as more particularly described in Section 3.1 and Exhibit B.

Project—The design, construction and financing of Phase II and the operation and maintenance of Phase I and Phase II, excluding certain local streets, as provided in the Agreement, which will be provided in the RFP.

Project Documents – The documents relating to the Project identified in Exhibit A.

Project Selection Committee – A group of individuals within the Department and the Authority authorized to select the Shortlisted Proposers based on the evaluation criteria identified in this RFQ.

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

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

PST – Pacific Standard Time

RFQ – Request for Qualifications in relation to the Project issued on February 2, 2010

RFP – Request for Proposals in relation to the Project to be issued to Shortlisted Proposers.

Shortlisted Proposers – Proposers submitting SOQs that are selected by the Sponsors as qualified to submit detailed proposals in response to the RFP. The Sponsors intend, but are not bound, to shortlist at least three Proposers.

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

Sponsors – Department and the San Francisco County Transportation Authority.

State —The State of California.

TIFIA – Transportation Infrastructure Finance and Innovation Act of 1998.

3. PROJECT OPPORTUNITY

3.1 Project Description

The Presidio Parkway is the proposed project that will replace the existing Doyle Drive facility. Doyle Drive is located along Route 101 in the City of San Francisco. It serves as the south access to the Golden Gate Bridge, along the northern edge of the City of San Francisco. Route 101 is the primary highway and transit linkage through the city of San Francisco between San Mateo and Santa Clara Counties to the south and Marin and Sonoma Counties to the north. The limits of the Project extend from the Golden Gate Bridge Toll Plaza on the west to Broderick Street on the east, and include Richardson Avenue, Gorgas Avenue and Marina Boulevard.

The Presidio Parkway project will replace the existing Doyle Drive facility with a new six-lane parkway-type roadway and a southbound auxiliary lane, between the Park Presidio Interchange and the new Presidio access at Girard Road. Presidio Parkway will include short tunnels and new access to improve views from within the Presidio of San Francisco. To minimize impacts to the park, the footprint of the new facility will overlap with a large portion of the existing facility's footprint east of the Park Presidio Interchange. The Presidio Parkway has the unique features of a parkway design and a wide landscaped median, a traffic calming transition to city streets and reduced lane and shoulder width with enhanced pedestrian connections within the Presidio to the Main Post, Crissy Marsh, the National Cemetery and Historic Batteries.

The Presidio Parkway's total roadway width is 110 feet and the overall facility width, including the median, varies from 120 to 150 feet. The width of the proposed landscaped median varies from 15 feet to 45 feet. A high-viaduct (1,280 foot long) is to be constructed between the Park Presidio Interchange and the San Francisco National Cemetery. The height of the high-viaduct varies from 65 to 115 feet above the ground surface. Shallow cut-and-cover tunnels extend 850 feet past the cemetery to east of Battery Blaney. From Building 106 (Band Barracks) cut-and-cover tunnels (1,020 feet long) extend to east of Halleck Street. The facility then rises slightly on a low causeway (395 feet long) over the site of the proposed Tennessee Hollow restoration and then passes over a depressed Girard Road. The low causeway rises to approximately ten feet above the surrounding ground surface at its highest point. East of Girard Road the facility returns to the existing grade north of the Gorgas warehouses and connects to Richardson Avenue. The facility provides a transition zone starting from the Main Post Tunnel to reduce vehicle speeds prior to entering city streets. For reference, the Project Location and Project

Maps are attached hereto as Exhibit B. Interested parties may obtain additional information regarding the Project by referring to the Website.

Phase I of the Project is currently under construction under four design-bid-build contracts; the design and construction of Phase I is outside the scope of this procurement. Phase I consists of the following:

Contract	Project Description
Contract 1	Advanced Environmental Mitigation – (wet land creation, biological mitigation, tree removal, plant material collection and propagation). Mitigation prior to construction activities. Building stabilization prior to construction activities. Grading and contractor access. Geotechnical Demonstration - Cement Deep Soil Mixing (CDSM), for tunnel construction and pile indicators. Environmental mitigation during construction is accounted for in the individual contract budgets.
Contract 2	Utility relocation prior to construction activity, including water, electric, sewer and telecommunications, and including private utility relocation for items owned by the Presidio. (Public utility relocations included in the Right of Way (ROW) data sheet).
Contract 3	Ruckman, Southern Park Presidio Interchange (PPI), South Bound (SB) High Viaduct. Including the southbound portion of the Presidio Interchange.
Contract 4	South Bound (SB) Battery Tunnel, at grade detour, retaining wall # 6 and 8, permanent roadway sections, long weekend closure, partial demolition of low viaduct structures & open at-grade detour to public traffic.

Phase II consists of the following:

Contract	Description
Contract 5	Main Post Tunnels, Northbound Battery Tunnel, Electrical and Mechanical Substation, Traffic Switch (Full Weekend Closure)
Contract 6	Girard Road Undercrossing, Low Viaduct
Contract 7	Northbound High Viaduct, Northern Park Presidio Interchange, Northbound Roadway to Merchant Road, Demolish Existing High Viaduct
Contract 8	Landscaping

The Developer will be responsible for completing the design, construction, financing, operation and maintenance of the Project. The Developer is required to coordinate and integrate its design and construction activities in Phase II with the design and construction activities for Phase I; however, it is currently anticipated that construction of the Phase I improvements will be completed prior to the commencement of construction of Phase II. The Developer shall assume responsibility for the operation and maintenance of the Project, including the permanent improvements constructed in Phase I. The RFP will set forth further details on allocation of responsibilities and risks regarding coordination, integration and risk of defects in the excluded improvements.

3.2 Agreement Payment Mechanism

The Department is proposing to enter into an Agreement with a Developer that will be responsible for delivering the Project via a design, build, finance, operate and maintain (DBFOM) delivery method. An availability payment mechanism will be used by the Department or Sponsors to compensate the Developer for making the facility available and for reasonable costs associated with financing, operation, maintenance and return on equity investment. The periodic Availability Payment (AP) will be contingent upon the performance of the Developer and the availability, reliability and performance of the facility per a payment mechanism that will be made available to shortlisted bidders at the RFP stage. The payment obligations to the Project, in addition to the AP, may also include milestone payments during the construction period and/or at substantial or final completion of construction. The Department's payment obligations may be subject to annual appropriation. The funding sources for the obligations under the Agreement will include the State Highway Transportation Fund and other amounts made available for the Project by other funding partners.

The Sponsors will be filing a letter of interest seeking TIFIA funding.

4. PROCUREMENT PROCESS

4.1 Procurement Schedule

The procurement process for this Project will be in accordance with the following schedule:

Procurement Schedule	
Issue RFQ	February 2, 2010
Last date for Proposer clarification questions regarding RFQ and to submit letters of interest	February 16, 2010
Last day to file protest regarding RFQ contents	February 22, 2010
SOQ Due Date	March 1, 2010, 2:00 p.m. PST
Shortlist Announcement	March 31, 2010
Last day to file protest re selection of Shortlisted Proposers	April 7, 2010
Issue draft of RFP to Shortlisted Proposers	April 1, 2010
Issue final RFP	May 17, 2010
Technical Proposal Due Date	July 19, 2010
Financial Proposal Due Date	August 2, 2010
Selection of Preferred Proposer	August 2010

This schedule is subject to modification at the Department's sole discretion. Dates pertaining to the RFP and the procurement process are subject to CTC approval of the Project. The Sponsors will notify Proposers of any change by an addendum to this RFQ.

The Department reserves the right to issue an addendum to this RFQ at anytime prior to the SOQ submittal date.

4.2 Overall Process

4.2.1 Letters of Interest

Proposers are requested to submit letters of interest to the Department at the address set forth in Section 6.3 no later than 2:00 p.m. PST on February 16, 2010. Letters of interest should identify the Proposer and state that the Proposer is giving consideration to submitting an SOQ in response to this RFQ.

4.2.2 SOQs

Statements of Qualifications will be evaluated in accordance with the selection criteria outlined in this RFQ. A list of "Shortlisted Proposers" (as defined herein) will be established and the most qualified Proposers will receive the RFP. The Sponsors intend, but are not bound, to

shortlist at least three Proposers. If the Department receives fewer than three responsive SOQs, the Sponsors may either (a) proceed with the procurement with a smaller number of Shortlisted Proposers or (b) terminate this procurement. It is possible that evaluations could result in more than three Shortlisted Proposers. Proposers will be given the opportunity to submit questions and comments regarding the RFQ, which may result in an addendum to the RFQ.

4.2.3 RFP

The Department will release a draft RFP to Shortlisted Proposers, including instructions to Proposers, scope of work, technical provisions, Agreement, and any other contract documents. The Sponsors will allow for the Shortlisted Proposers to review and submit comments and questions regarding the draft RFP. The Sponsors anticipate scheduling one-on-one meetings to exchange ideas and to discuss issues raised by the Shortlisted Proposers. The Sponsors will provide the Shortlisted Proposers with specific details concerning the industry review process and one-on-one meetings following shortlisting. Following completion of the one-on-one meetings, the Department will issue the aforementioned documents in final form to the Shortlisted Proposers.

4.2.4 Final Discussions/Clarifications

Based upon the Proposals received under the RFP, the Sponsors may, in accordance with applicable law and based on a determination of apparent best value, select a Shortlisted Proposer for final, limited discussions and clarifications to finalize an Agreement for award and execution. If such final discussions are not successful, the Sponsors may conduct limited discussions with and seek clarifications from the next highest rated Shortlisted Proposer. Alternatively, the Sponsors at their sole discretion may terminate the procurement.

4.2.5 Participation on More than One Proposer Team

Equity Members and Major Non-Equity Members shall not participate, in any capacity, on another Proposer's team during the course of this procurement. Members of the Proposer teams that are not shortlisted will be allowed to participate on the Shortlisted Proposer teams, subject to the requirements of [Section 4.2.7](#) "Changes in Proposer Team." Any Proposer that fails to comply with these requirements, or has any of its Equity Members or Major Non-Equity Members fail to comply with these requirements will be disqualified from further participation as a Proposer for the Project.

4.2.6 Licensing Requirements

The Developer shall be qualified to do business in the State of California, and the Lead Contractor and Lead Engineer shall be properly licensed in accordance with the laws of the State of California, at the time of the award. No Proposal will be invalidated by the Sponsors if the Proposer, Lead Contractor and/or Lead Engineer have not obtained the appropriate licenses in the State of California at the time of the Proposal submission. Licensing provisions for this Project will be included in the RFP.

4.2.7 Changes in Proposer Team

The Sponsors' approval should be obtained before a change to the composition of the Shortlisted Proposer's team due to additions, or changes in the percentage of equity participation of one or more Equity Members of the Shortlisted Proposer's team. Sufficient details of the proposed changes by the Shortlisted Proposers shall be submitted for review, consideration and approval by the Department. 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 Proposer team. At the Sponsors' discretion changes in Proposer team may be accepted or rejected or the Sponsors may seek additional information regarding the Shortlisted Proposer's request before accepting or rejecting the change to the team.

4.2.8 Communications and Contact

Proposers are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities. Proposers and their respective agents and consultants are not permitted to contact, directly or indirectly, any member of the Project Selection Committee, or officers, administrators, staff or consultants of BTH, the Department, SFCTA, Presidio Trust, Golden Gate Bridge Highway and Transportation District, Bay Area Toll Authority, Metropolitan Transportation Commission, or the TIFIA Joint Program Office regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted hereby or approved in advance by the Department. Any verified allegation that a responding Proposer team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Shortlisted Proposers may be the cause for the Department to disqualify the Proposer team from submitting an SOQ, to disqualify the team member from participating in a Proposer team and/or to discontinue any further consideration of such Proposer team.

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

4.3 Clarification Questions

Proposers may submit written clarification questions to the Department at any time prior to 2:00 p.m. PST on the last day for clarification questions listed in Section 4.1 "Procurement Schedule." Proposers must submit any clarification requests to the Department at either the street address, via facsimile transmission using the facsimile number or via e-mail using the e-mail address below:

State of California
Department of Transportation
Division of Procurement and Contracts
1727 30th Street, 4th Floor, MS 67
Sacramento, CA 95816-7006
Attention: Denetia Floyd-Smith
Telephone: (916) 227 – 6068
Fax: (916) 227- 3196
Email Address: Denetia_Smith@dot.ca.gov

Proposers' only contact with the Sponsors during the RFQ phase shall be with the person identified above

4.4 Federal Requirements

This Project will receive federal funding. Applicable federal law and FHWA regulations will apply to the Project's procurement process and contract documents.

4.5 Liability, Insurance and Performance Security

The Sponsors anticipate that the Agreement will require Developer to assume liabilities, to provide a performance bond/letter of credit and insurance coverage, and to indemnify and defend the Sponsors against third party claims as specified in the Agreement. The Sponsors will have the benefit of tort liability limitations to the extent provided by State law. Neither the State nor the Department intends to waive their respective sovereign immunity protections under State law. In addition to Sections 6.2.1.2(f) and (g) "Financial," specific provisions addressing the legal and commercial considerations with respect to performance bonds/letters of credit, insurance and indemnity will be provided in the RFP and the Agreement.

5. DISADVANTAGED BUSINESS ENTERPRISE AND SMALL BUSINESS ENTERPRISE PROGRAMS

Disadvantaged Business Enterprise (DBE) participation applies to this Project. This solicitation and the Department's financial obligations under the Agreement are or will be financed in part with federal funds and are therefore subject to Title 49, Code of Federal Regulations, Part 26 (49 CFR 26) entitled "Participation by Disadvantaged Business Enterprises in Department of

Transportation Financial Assistance Programs." In compliance with 49 CFR 26, the Department sets an overall annual DBE goal comprising both race neutral and race conscious elements. To ensure equal participation for DBE groups specified in 49 CFR 26.5, the Department will set a contract goal for Underutilized DBE (UDBE) participation.

A UDBE is a DBE firm as defined in 49 CFR 26 that is also owned by persons in one of the following groups: African Americans, Asian-Pacific Americans, Native Americans, or Women. Only UDBE participation will count toward the contract goal for this solicitation. References to DBEs include UDBEs, but references to UDBEs do not include all DBEs. DBE participation will count toward the Department's federally mandated overall annual DBE goal. In order to ascertain whether its overall annual DBE goal is being achieved, the Department tracks DBE participation on all federal-aid contracts.

It is the Proposer's responsibility to verify that any UDBE firm is certified as a DBE at due date and time of Proposal submittal. For a list of DBEs certified by the California United Certification Program (CUCP), go to:

http://www.dot.ca.gov/hq/bep/find_certified.htm

Small Business Enterprise (SBE) participation also applies to this Project.

Detailed requirements for UDBE, SBE and Race Neutral DBE participation will be set forth in the RFP.

6. SOQs CONTENT AND SUBMITTAL REQUIREMENTS

SOQs submitted by the Proposers should contain enough information about the requested items for the Sponsors to be able to evaluate, competitively rank and shortlist the Proposers in accordance with the evaluation criteria and process set forth herein.

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

6.1 Format

SOQs shall consist of two volumes where each volume shall be placed in a separate sealed package. Hard copies shall be placed in loose-leaf three ring binders and one electronic copy ("PDF" file format) placed on a compact disc ("CD"). Proposers shall provide one original copy (with CD) and 20 duplicate copies (for a total of 21) of the SOQ. The original copy must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 21, and must contain the respective volume number (i.e. Vol. 1 and Vol. 2) on its spine. The Proposer's name and volume number must also be clearly marked on the face and the spine.

White paper (8-1/2" x 11") shall be used to prepare SOQ submittals, except for forms, which can be presented on 11" x 17" white paper folded to a letter size and included in the applicable

binder. Each section of the SOQs shall be sequentially numbered and separated by each section with a tabbed divider. Font size used in preparing the SOQs shall be a minimum of twelve-point font size. Tables may be prepared using a minimum of ten point font size. Some of the required documents have specified page limitations. The Sponsors may disregard documents that do not comply with these page limitations. Pages may be printed on two sides, for which each side will be considered as one page. Printed lines may be single spaced. Whenever it is practical or economical, all paper stock used in the preparation of the SOQs shall be of the “Recycled” type. Standard corporate brochures, awards and marketing materials included in an SOQ will not be evaluated by the Sponsors.

6.2 Contents and Organization

The SOQs shall contain at least two separately bound and labeled volumes each of which shall include the information described in this section. Each volume may be subdivided as needed.

6.2.1 Volume 1

Volume 1 of the SOQs shall be divided into three sections: (1) General; (2) Financial; and (3) Technical. Each section shall be placed in a separate binder. No confidential or proprietary information shall be included in Volume 1.

6.2.1.1 General

The General and Pass/Fail section of Volume 1 shall contain the following information:

- (a) **Proposer’s Contact Information.** The names, title, firm name, address, telephone number, facsimile number and email address of the person on the Proposer’s team who will be responsible for communicating with the Department on behalf of the Proposer with regard to all matters relating to this RFQ.
- (b) **Form A – Transmittal Letter.** A duly authorized official or representative of the Proposer must execute the transmittal letter in blue ink and on letterhead stationery. The transmittal letter shall contain a written statement of each Equity Member, executed by authorized officials of such Equity Member, 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 all Equity Members in the Proposer’s team that are organized as a joint ventures, partnerships, limited liability companies, consortia, or other associations.
- (c) **Form B – Information Regarding Equity Members, Major Non-Equity Members and Guarantors.** Complete a separate Form B for each Equity Member and Major Non-Equity Member of the Proposer and the Guarantor(s) of these entities (if any).
- (d) **Form F – Certification.** Complete a separate Form F for each Equity Member and Major Non-Equity Member of the Proposer 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 venture or consortium member of such entity. Failure to answer the questions or provide the information requested in Form F, or provision of conditional or qualified responses (including, but not limited to, “to our knowledge”, “to the extent of available information”, “such information is not readily available”, or “such information is not maintained in the manner requested”), or incomplete, inaccurate or non-responsive responses or failure to provide information, thereby preventing the Sponsors from contacting owner representatives, may, at the Sponsors’ discretion, lead to a lower evaluation score and/or a “fail” rating for the team or disqualification from the procurement process.

- (e) Teaming Agreement – Proposer (if applicable). Attention is directed to Section 7.2(k) for submission requirements.
- (f) Teaming Agreement – Lead Contractor, Lead Engineering Firm or Lead Operations and Maintenance Firm (if applicable). Attention is directed to Section 7.2(g) for submission requirements.
- (g) Joint and Several Liability Letter (if applicable) – Attention is directed to Section 7.2(l) for submission requirements.

6.2.1.2 Financial

The Financial section of Volume 1 shall contain the following information:

- (a) Form C-1 – Financial Qualifications –Transportation Infrastructure Concession and PPP Experience.
- (b) Form C-2 – Financial Qualifications – Summary Financial Information.
- (c) Financial Statements (except that confidential information shall be included in Volume 2)

Financial statements shall be provided in a separate notebook. Proposers are encouraged to submit financial statements on CD to avoid large and unwieldy notebooks to the extent possible. Printed copies are not required.

SOQs shall contain financial statements for the Proposer, including the Equity Members and Major Non-Equity Members and, if applicable, any joint ventures making up the Major Non-Equity Members. Financial statements shall be for the three most recent fiscal years, audited by a certified public accountant in accordance with Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below. If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the Equity Members will be accepted provided that the Proposer has expressly stated that the Proposer is a newly formed entity and does not have independent financial statements. Financial statements must be provided in United States Dollars. When audited financial statements are not available for an Equity Member or Major Non-Equity

Member, then the SOQ shall include unaudited financial statements for those members which shall be certified to be 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 parent guarantee letters as described in Section 6.2.1.2(e), then the Proposer shall submit financial statements for the parent entity in lieu of submitting financial statements for the subsidiary.

If any Equity Member or Major Non-Equity Member of the selected Proposer's team does not have audited financial statements, or if it fails to meet the minimum financial requirements stated in this RFQ and/or in the RFP, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor. The SOQ shall identify the proposed Guarantor for each Equity Member or Major Non-Equity Members that does not have audited financial statements and shall include audited financial statements for each proposed Guarantor. Proposers shall also note that at the Sponsors' discretion an acceptable Guarantor may be required as a condition of being selected as a Shortlisted Proposer.

If the Proposer's 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, the Proposal must include a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof. A restatement of the financial information in U.S. GAAP is not required.
- (d) Credit Rating – If available, provide the credit rating for the Proposer, including the rating for each Equity Member, Major Non-Equity Member and, if applicable, Guarantors an each of the joint ventures comprising the Major Non-Equity Members.
- (e) Letter of Parent Company Support - When an Equity Member or Major Non-Equity Member of a Proposer team is a subsidiary of another company, a letter from the parent company, signed by a parent company officer, confirming their intention to support the subsidiary's participation in this project should be provided. 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, the Sponsors will evaluate the subsidiary based on its own financial standing and experience and will not consider any experiences of the parent company or its subsidiaries.

(f) Performance Security – SOQs shall contain the following:

i. Surety Letter – SOQs shall include a letter as evidence from a surety authorized to issue bonds in the State of California indicating without conditions or qualifications that the Lead Contractor is capable at the time of SOQ submission of obtaining a performance bond in an amount of at least \$75 million. Letters indicating “unlimited” bonding capability are not acceptable. Any surety providing such letter must be rated at least “A” or better and “Class VIII” or better by A.M. Best and Company. Evidence of the surety’s rating shall be attached to the letter. The letter must specifically state that the surety has read this RFQ, and evaluated the Lead Contractor’s backlog and work-in-progress in determining its bonding capacity. As an alternative to the surety letter required by this section, the Proposer may submit a letter from a bank indicating a willingness, without conditions or qualifications, to issue a letter of credit for the Proposer as account party in the amount of \$75 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 & Poor’s Ratings Group). The bank’s long-term, unsecured debt rating shall be indicated in the letter of bank support.

ii. Approach to Securing Performance: – SOQs shall contain a statement (maximum two pages) that clearly demonstrates, given the size and nature of this Project, the ability of the Lead Contractor, Lead Engineering Firm and Lead Operations and Maintenance Firm to adequately provide and raise the performance security package required to satisfy the lenders, supported by documents such as prequalification letters from sureties, proof of surety bonding capacity (single and aggregate limits), subguard capacity available (general and project-specific limits), and proof of existing arrangements with banks and/or other lending institutions for the issuance of letters of credit. Such supporting information is not subject to the two page limit noted above.

The Department has not yet determined the specific amount or form of payment and performance bonds, letters of credit, guarantees, or other security that it will require for the Project. Proposers are advised that the RFP may require a security package in an amount other than the \$75 million amount referenced above. The Department will delineate such requirements, which will be consistent with applicable law and acceptable commercial practices, in the RFP.

(g) Insurance Certifications – SOQs shall include either a certificate of insurance evidencing current policies of, or written evidence from an insurance company or broker indicating that the Proposer is capable of obtaining the following the types of insurance:

Commercial General Liability, Errors and Omissions, Auto Liability, Workers' Compensation/Employers Liability, Pollution Liability and Professional Liability insurance with each insurance company named in the certificate or providing the evidence of capability rated at least "A" or better and "Class VIII" or better by A.M. Best and Company. Policy limit requirements will be specified in the RFP.

- (h) Statement of Financial Approach – SOQs shall contain a statement (maximum of six pages) of the Proposer's financial approach to the Project, including:
- i. the anticipated sources of debt and other potential financial participants and their proposed contribution (approximate in percentage terms);
 - ii. a preliminary financing plan covering reasonably foreseeable capital market conditions and scenarios that detail how adequate levels of commitment from potential risk capital and debt providers will be obtained for a timely and successful financial close;
 - iii. a description of any innovative financing transaction structures that will be used to achieve added value for money to the Department, including benchmarking and other efforts to ensure reduced financing costs;
 - iv. identification of any perceived challenges to financing the project and proposed innovations to meet these challenges; and
 - v. identification of any financial advisor(s) and define their role in arranging financing and their approach to achieving financial close.
 - vi. Proposers are encouraged to provide concepts and suggestions that should be included in the RFP in order to optimize value for money.

The Proposer must provide relevant information to support its responses to the points above (including financial statements, letters of support from funding sources, etc.) where available. Such supporting information is not subject to the page limit noted above. For greater clarity, at this time, Proposers are not required to provide specific dollar amounts for contemplated debt.

6.2.1.3 Technical

The Technical section of Volume 1 shall contain the following information:

- (a) Forms D-1 – Technical Qualifications – Design.
- (b) Form D-2 – Technical Qualifications – Construction.
- (c) Form D-3 – Technical Qualifications – Operations and Maintenance.

- (d) **Proposer Experience Summary** – SOQs shall include a written statement of not more than three pages describing the Proposer’s overall technical experience with respect to the Project. Proposers 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** – Proposers shall provide separate resumes of not 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 experience as a project manager on at least two transportation projects each having a construction value more than \$100 million;
 - iii. Proposed superintendent for the Lead Contractor. The individual proposed for this position must have experience as a superintendent on at least two highway transportation projects each having a construction value more than \$100 million;
 - iv. Proposed lead design engineer for the Lead Engineering Firm. The individual proposed for this position may be an employee or a subconsultant of the Lead Engineering Firm and must have experience as the lead designer for final design on at least two highway transportation projects, each having a construction value of more than \$100 million;
 - v. Any other key members of the Proposer’s management team; and
 - vi. Any other key personnel that the Proposer wishes to identify at this time.
- (f) **Form E – Personnel References** – Proposers shall provide one reference each for the Lead Contractor’s project manager and superintendent, and the Lead Engineering Firm’s lead design engineer. The reference shall be a previous owner or client from projects that meet the experience thresholds for these individuals. **It is the responsibility of the Proposer to verify that the information provided in Form E is accurate and up to date.** Inaccurate information in Form E, including inaccurate contact information, may result in the Sponsors excluding the experience from consideration and a lower score for the Proposer’s SOQ.
- (g) **Key Personnel Commitment** – Proposers shall provide an express, written statement committing that the individuals designated in the SOQ for the positions or roles described in this RFQ (“Key Personnel”) shall be available to serve the role so identified in connection with the Project. While the Sponsors recognize personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and offer personnel who they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures addressing changes of personnel will be set forth in the RFP. Requests to implement personnel changes will be reviewed by the Department and will be subject to prior approval by the Department. Failure to obtain the

Department's approval for said changes will result in disqualification of the Proposer by the Sponsors.

- (h) Statement of Technical Approach – SOQs shall contain a statement of the Proposer's technical approach to the Project, including identification of any perceived technical challenges and proposed innovations to meet these challenges. The statement shall address the technical elements of the Project opportunity, including design and construction, and operations and maintenance. Proposers are encouraged to provide concepts and suggestions that should be included in the RFP in order to optimize value for money. The statement of technical approach shall not be more than four pages long.

6.2.2 Volume 2—Confidential Proprietary Information

Volume 2 of the SOQ shall contain:

- (a) Technical information and financial information submitted in two separate binders. The Proposer shall label these binders "Volume 2: Confidential Proprietary Information – Technical" and "Volume 2: Confidential Proprietary Information – Financial," as appropriate. The first page of each binder for Volume 2 shall be a page executed by the Proposer that sets forth the specific items that the Proposer deems confidential, trade secret or proprietary information protected from public disclosure under the Open Government Laws. Each entry shall list the specific statute within the Open Government Laws that the Proposer believes would protect that item from public disclosure. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for the Sponsors to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this RFQ is intended to provide input to the Sponsors as to the confidential nature of a Proposer's SOQ, but in no event shall it be binding on the Sponsors or determinative of any issues relating to confidentiality.
- (b) The Sponsors will consider the Proposer to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any locations other than solely in Volume 2, even if the Proposer includes that item in the list described in Section 6.2.2(a).

6.3 SOQ Submittal Requirements

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

Request for Qualifications No. 04-1637U4
Submittal deadline
Response to the Request for Qualifications to
Design, Build, Finance, Operate and Maintain the Presidio Parkway Project
through a Public-Private Partnership Agreement
"DO NOT OPEN"

- (a) One original and twenty copies of the SOQ containing all the indicated information shall be submitted. Fax copies will not be allowed. SOQs will be accepted until 2:00 p.m. PST on **March 1, 2010**, and must be directed to:

State of California
Department of Transportation
Division of Procurement and Contracts
1727 30th Street, 4th Floor, MS 67
Sacramento, CA 95816-7006
Attention: Denetia Floyd-Smith
Telephone: (916) 227 – 6068
Fax: (916) 227- 3196

- (b) If the SOQ package is hand-delivered, the Proposer must date and time stamp it immediately upon arrival. The date/time stamp machine is located in the lobby of the first floor to the right of the security guard station at the address noted above. Date/stamp one label for each SOQ package/box submitted. Ask the security guard to call the Division of Procurement and Contracts' reception desk at (916) 227-6000 to have the SOQ package picked up by Division of Procurement and Contracts' staff.
- (c) SOQ submittals will be considered non-responsive if all copies are not received in the specified location by the date and time specified in this RFQ.

6.4 Reporting of Material Adverse Change

During the time period until the issuance of the RFP documents, the Proposers shall submit immediately to the Department information pursuant to the Request for Qualifications requirements set out in Sections 6.2.1.2 to this RFQ either (i) upon the occurrence of a material adverse change to the information previously submitted by the Proposer in response to the Prequalification Submission Requirements set out in Section 6.2.1.2 to this RFQ, or (ii) from time to time upon the Department's request. The Sponsors will evaluate the information submitted by the Proposer in accordance with the Evaluation Criteria set out in Section 6.2.1.2, and may revise the Proposer's score and ranking to reflect the results of the evaluation. If a Proposer's revised score results in a change in its ranking, the Department may, in its discretion invite other Proposers, based on their ranking in this RFQ process (provided such Proposers have achieved the Pass/Fail Review in Section 7.2), to be added to the list of Shortlisted Proposers, and replace the Proposer whose score was revaluated even if those Proposers were not Shortlisted Proposers in the first instance.

7. EVALUATION PROCESS AND CRITERIA

7.1 Responsiveness

SOQ will be reviewed for conformance to the RFQ instructions with respect to organization and format and the responsiveness of the Proposer to the requirements set forth in this RFQ. SOQs that are deemed to be nonresponsive to this RFQ may be excluded from any further consideration. The Sponsors may also exclude from consideration any Proposer who the Sponsors determine included a material misrepresentation in its SOQ. The Sponsors may request any clarifications of the information submitted in the SOQ. The Sponsors reserve the right to waive any informality.

7.2 Pass/Fail Review

A Proposer must satisfy each requirement in order for the Sponsors to evaluate its SOQ qualitatively under Section 7.3. Inaccurate or out of date project reference or personnel reference information in Form E may result in the Sponsors excluding the related experience from consideration and negatively impact the pass/fail review. The Sponsors will evaluate each SOQ based on the following requirements:

- (a) The Proposal contains an original executed Form A in accordance with Section 6.2.1.1(b).
- (b) The Proposer has provided evidence of the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Section 6.2.1.2(f).
- (c) The Proposer has provided a certificate of insurance evidencing current policies of, or written evidence from an insurance company or broker indicating that the Proposer is capable of obtaining commercial general liability insurance and errors and omissions insurance in compliance with Section 6.2.1.2(g).
- (d) Neither the Proposer, nor any other entity that has submitted Form B as required by this RFQ, has been disqualified, removed, 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 the selection and the award to such entity under California Government Code section 14105 and California Code of Regulations, title 21, sections 2600 *et seq.* (Attention is directed to Form F).
- (e) The Proposer's team shall include, at a minimum, the following Equity Members or Major Non-Equity Members:
 - i. At least one Equity Member with experience in closing financing for not less than two highway transportation projects in excess of \$450 million of private debt and equity

each in the last five years (Form C-1).

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

The financing packages for the projects referenced must have reached financial close;

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

The relevant experience must be from a project where the Equity Member held not less than ten percent (10%) of the total equity interest at financial close in the entity actually securing the financing package.

- ii. A Lead Contractor with experience as a lead contractor in two highway transportation projects having a construction value in excess of \$400 million each and completed in the past four years (Form D-1).

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

The relevant experience must be on a project 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 partners of the joint venture that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.

- iii. A Lead Engineering Firm with experience in the design and engineering of two urban highway transportation projects with a construction value in excess of \$400 million each that achieved final design in the last seven years (Form D-2).

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 partners of the joint venture that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential engineering work for the Project.

- iv. A Lead Operations and Maintenance Firm with experience in the last five years operating and maintaining two urban roadway projects that were open to traffic during construction (Form D-3).

Note that in addition to the experience requirements identified above, by signing Form A, a Proposer certifies that its Lead Operations and Maintenance Firm has the ability to have a California 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 a project 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 partners of the joint venture 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.

- (f) If the Proposer is a consortium, partnership or any other form of a joint venture, the Proposal should identify an authorized representative for the Proposer in Form A.
- (g) If any of the Lead Contractor or Lead Engineering Firm is a joint venture, the Proposal should contain an executed teaming agreement. If an executed agreement does not exist, the proposal should contain a summary of the key terms of the anticipated teaming agreement for that joint venture, indicating the percentages of ownership and roles of the various parties. Proposers may not include more than one Lead Contractor, or Lead Engineering Firm. The Sponsors will not consider the experiences and qualifications of subcontractors.
- (h) The proposed project manager and superintendent for the Lead Contractor and the proposed lead design engineer for the Lead Engineering Firm shall meet the minimum experience requirements as set forth in Section 6.2.1.3(e).
- (i) The information disclosed in Form F does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it, as determined by the Department in its sole discretion.
- (j) The Proposer made the express, written commitments regarding the availability of Key Personnel as required in Section 6.2.1.3(g).
- (k) If the Proposer is a consortium, partnership or any other form of a joint venture, the SOQ should contain an executed teaming agreement. If the entities making up the Proposer have not executed a teaming agreement, the summary of the key terms of the anticipated agreement should be included in the SOQ.

- (l) If the Proposer is a consortium, partnership or any other form of a joint venture, or an association that is not a legal entity, the SOQ should include a letter signed by each member indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability company or other form of legal entity is formed as the Developer to enter into the Agreement.

7.3 Evaluation Criteria and Weighting

The Sponsors will evaluate and score each responsive SOQ meeting all of the “pass/fail” qualification requirements provided in Section 7.2 and in accordance to the criteria set forth in Exhibit D (attached). The order in which the evaluation criteria appear within each category is not an indication of weighting or importance.

7.4 SOQ Evaluation Procedure

The Sponsors will be using one or more subcommittees to review and evaluate the SOQs in accordance with the above criteria and to make recommendations to the Project Selection Committee based upon such analysis.

The Sponsors may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its SOQ. Upon receipt of requested clarifications and additional information, if any, the SOQ will be reevaluated to factor in the clarifications and additional information.

The Sponsors, through the Project Selection Committee, will evaluate and rank SOQs and select the Shortlisted Proposers in a manner that furthers the best interests of the State and Authority as determined in the sole discretion of Sponsors.

7.5 Open Government Laws

All written correspondence, exhibits, photographs, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to the Department during this procurement process, including any part of the SOQs are, upon their receipt by the Department, the property of the State, may not be returned to the submitting parties, and are subject to the Open Government Laws. In no event shall the State, the Department, SFCTA or any of their agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of an SOQ submitted under this RFQ.

If the Department 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, the Department will use reasonable efforts to notify the applicable Proposer team of the request and give such responding Proposer team an opportunity to seek a protective order or other appropriate remedy. The Proposer shall seek court protection immediately on an emergency basis. In the event that such protective order or other remedy is not obtained within the time period specified in the notice

issued by the Department and allowed under applicable law, the Department will be free to release the requested information.

Nothing contained in this provision shall modify or amend requirements and obligations imposed on the Department 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.

7.6 Organizational Conflicts of Interest

Proposers' attention is directed to California Government Code section 14135 and the organizational conflict of interest rules found in 23 CFR § 636, Subpart A, including 23 CFR § 636.116, which apply to this procurement. 23 CFR § 636.103 defines an "organizational conflict of interest" as follows:

"Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage."

Proposer shall provide information concerning organizational conflicts of interest and disclose all relevant facts concerning any past, present or currently planned interests which may present an organizational conflict of interest. Proposer shall state how its interests or those of any of its team members, consultants, contractors or subcontractors, including the interests of any chief executives, directors or key personnel thereof, may result in, or could be viewed as, an organizational conflict of interest.

Proposer is prohibited from receiving any advice or discussing any aspect relating to the Project or the procurement of the Project with any person or entity with an organizational conflict of interest, including, but not limited to: Arup, Parsons Brinckerhoff, Sperry Capital, KPMG LLP, and Nossaman LLP; and any parent, affiliate, or subsidiary of any of the foregoing entities, or an entity that is under common ownership, control or management with any of the foregoing entities. Such persons and entities are prohibited from participating on a Proposer team as an Equity Member, Major Non-Equity Member, subcontractor or subconsultant.

Proposer shall agree that, if after shortlisting or award, an organizational conflict of interest is discovered, Proposer must make an immediate and full written disclosure to the Department that includes a description of the action that Developer has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest is determined to exist, the Department may, at its discretion, disqualify the Proposer or cancel the Agreement. If Proposer was aware of an organizational conflict of interest prior to award of the Contract and did not disclose the conflict to Department, the Department will disqualify the Proposer or the Department may terminate the Agreement for default.

Additional provisions regarding organizational conflicts of interest will be contained in the

Request for Proposals.

8. PROTEST PROCEDURES

This section sets forth the exclusive protest remedies available with respect to this RFQ. Each Proposer, by submitting its SOQ, expressly recognizes the limitation on its rights to protest contained herein, and expressly waives all other rights and remedies. Each Proposer 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 Proposers.

All protests and related statements described in this section shall be submitted for filing by hand delivery to the following address:

State of California
Department of Transportation
Division of Procurement and Contracts
1727 30th Street, 4th Floor, MS 67
Sacramento, CA 95816-7006
Attention: Denetia Floyd-Smith

8.1 Protests Regarding RFQ Documents

Proposers may protest the terms of this RFQ on the grounds that (a) a material provision in this RFQ is ambiguous, (b) any aspect of the procurement process described herein is contrary to legal requirements applicable to this procurement, or (c) this RFQ in whole or in part exceeds the authority of Department or the Authority. Protests regarding this RFQ shall be filed only after the Proposer has informally discussed the nature and basis of the protest with Department in an effort to remove the grounds for protest.

Protests regarding the RFQ documents shall completely and succinctly state the grounds for protest and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Evidentiary statements, if any, shall be submitted under penalty of perjury. Protests shall be filed as soon as the basis for protest is known to the Proposer, but in no event later than seven days before the SOQ Due Date. The protestant shall have the burden of proving its protest by clear and convincing evidence.

No hearing will be held on the protest, but it shall be decided, on the basis of the written submissions, by Department's Director or his designee, whose decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. Department's Director or his designee will issue a written decision regarding any protest to each Proposer. If necessary to address the issues raised in a protest, the Sponsors may make appropriate revisions to the RFQ documents by issuing addenda.

Notwithstanding the existence of a protest, the Sponsors may continue the procurement process or any portion thereof.

The failure of a Proposer to file a basis for a protest regarding the RFQ documents within the applicable period shall preclude consideration of that ground in any protest of a selection or qualification unless such ground was not and could not have been known to the Proposer in time to protest prior to the final date for such protests. The Sponsors may extend the SOQ Due Date, if necessary, to address any such protest issues. If the protest is granted, the Sponsors shall not be liable for payment of the protestant's costs or attorneys' fees. The Sponsors shall not be liable for any damages to the Proposer filing the protest or to any participant in the protest, on any basis, express or implied.

8.2 Protests Regarding Shortlisting Decision

Any protest regarding the shortlisting decision must be filed within five business days after the earlier of (a) the public announcement of the Shortlisted Proposers; or (b) notification of the Shortlisted Proposers. The Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from the Department. The notice of protest shall specifically state the grounds for the protest.

Within ten days after delivery of the notice of protest to the Department, the protestant shall file a detailed statement of the grounds, legal authority and facts, including all documents and evidentiary statements in support of the protest. The protestant shall concurrently file a copy of the detailed statement with the other Proposers. Evidentiary statements, if any, shall be submitted under penalty of perjury. The protestant shall have the burden of proving its protest by clear and convincing evidence. Failure to file a protest within the applicable period shall constitute a waiver of the right to protest the shortlisting decision other than any protest based on facts not reasonably ascertainable as of such date.

Other Proposers may file statements in support of or in opposition to the protest within seven days of the filing of the detailed statement of protest. The Department will promptly forward copies of any such statements to the protestant. Any evidentiary statements shall be submitted under penalty of perjury. The Department and/or Authority may also, at their option, submit a statement regarding the protest.

The Department's Director or his designee will only consider, based on a preponderance of the evidence, whether the Sponsors' determination is arbitrary, capricious or contrary to law, and will either affirm the Sponsors' original determination or recommend remedial steps, if appropriate, to address the issues raised in the protest. The Department's Director or his designee will issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. The decision shall be final and conclusive and not subject to legal challenge unless wholly arbitrary. Unless otherwise required by law, no evidentiary hearing or oral argument shall be provided, except, in the sole discretion of the Department's Director or his designee, a hearing or argument may be permitted if necessary for the protection of the public interest or an express, legally recognized interest of a Proposer.

The Sponsors shall not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

9. SPONSORS' RESERVED RIGHTS

The Department reserves to itself all rights available to it under the Public Contract Code and applicable law, including without limitation, the following, with or without cause and with or without notice:

- (a) Withdraw or cancel this RFQ in whole or in part at any time prior to the execution by the Department of the Agreement, without incurring any costs obligations or liabilities
- (b) Issue new RFQ
- (c) Accept or reject any and all submittals
- (d) Modify dates set or projected in this RFQ
- (e) Terminate evaluations of submittals received
- (f) Waive any informalities, irregularities, or omissions in a SOQ
- (g) Issue addenda to this RFQ, issue addenda in the RFP, and issue contract change orders.

SOQs received become the property of the State of California, Department of Transportation.

The Sponsors 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 responding to this RFQ. All such costs shall be borne solely by the Respondent. In no event shall the Sponsors be bound by, or liable for, any obligations with respect to the project until such time (if at all) as a public-private partnership agreement, in form and substance satisfactory to the Sponsors, has been authorized and executed by the Department and, then, only to the extent set forth herein. The Sponsors makes no representation that the contract will be awarded based on the requirements of this RFQ.

EXHIBIT A

LIST OF PROJECT DOCUMENTS

Proposers may find the most recent, as of the date of the RFQ, list of Project Documents on the Website, divided into the following major headings listed below. Proposers are responsible for checking the Website for updates.

Environmental

FEIS/R and Technical Documents
Record of Decision
Permits

Operations

Traffic Management Plan

Right of Way

Right of Entry with Presidio Trust

Design

Contract Plans and Specifications for Contract 3
Contract Plans and Specifications for Contract 4
Architectural Criteria

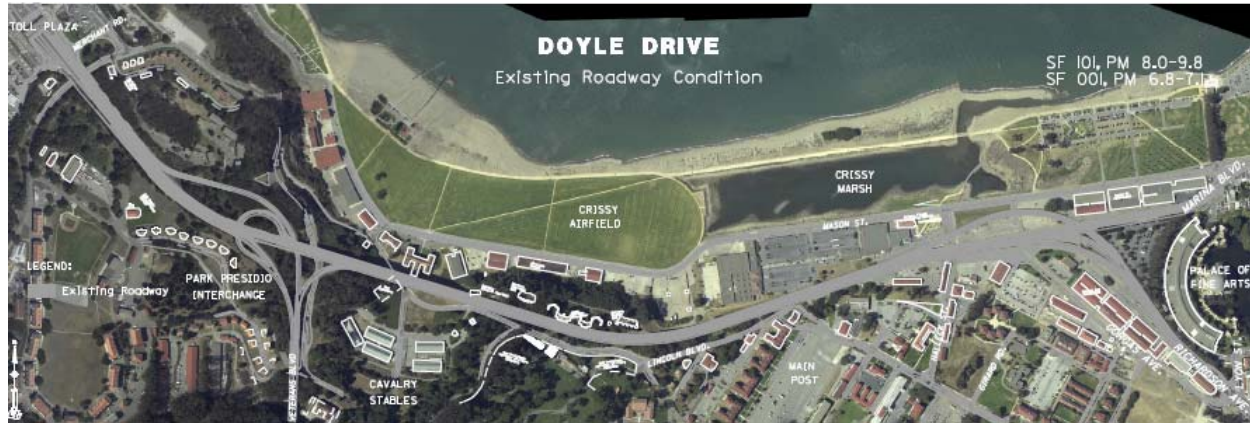






EXHIBIT C

RFQ FORMS

Form A	Transmittal Letter
Form B	Information Regarding Equity Members, Major Non-Equity Members and Guarantors
Form C-1	Financial Qualifications – Transportation Infrastructure Concession and PPP Experience
Form C-2	Financial Qualifications – Summary Financial Information
Form 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

EXHIBIT D

EVALUATION CRITERIA AND WEIGHTING

Financial Qualifications and Capacity (45.0% Weighting)

- (a) The relevance and comparability of the Proposer's experience in successfully closing the financing, constructing and completing large transportation concession projects, with an emphasis on roadway public-private partnership projects involving similar payment mechanisms, pricing on a life-cycle cost basis and risk exposure for design, construction, operations and maintenance;
- (b) The financial capability of the Proposer as demonstrated by the financial statements included in the SOQ and parent company letters of support;
- (c) The overall approach to securing contractor performance including the ability of team members to adequately provide the performance security package to satisfy lenders; and
- (d) The specificity of letters from sureties/banks indicating their willingness to provide a surety bond or letter of credit to the Lead Contractor/Proposer.

Technical Qualifications and Capability (50.0% Weighting)

- (a) The extent and depth of the Proposer's comparable experience in successfully managing the design process for large highway transportation projects in urban areas involving seismic reconstruction, viaducts, and cut-and-cover tunnels, including its success in carrying out comparable projects and responsibilities independently and in combination with other firms;
- (b) The extent and depth of the Proposer's comparable experience in successfully constructing and managing the construction process for large urban civil works projects involving seismic reconstruction, viaducts and cut-and-cover tunnels, including its success in carrying out comparable projects and responsibilities independently and in combination with other firms;
- (c) The extent and depth of the Proposer's comparable experience in successfully managing maintenance of traffic for large highway transportation projects that were open to traffic during the construction period;
- (d) The extent and depth of the Proposer's comparable experience in successfully operating and maintaining transportation infrastructure to a high standard over an extended contract term, including its success in carrying out comparable projects and responsibilities independently and in combination with other firms;
- (e) The extent and depth of relevant experience of the management team and the stability and likelihood of success of the proposed management structure;
- (f) The extent and depth of relevant experience of the proposed project manager and superintendent for the Lead Contractor;
- (g) The extent and depth of relevant experience of the proposed lead design engineer for the Lead Engineering Firm; and
- (h) The extent and depth of relevant experience of the operations manager for the Lead Operations and Maintenance Firm.

Statement of Financial Approach (2.5% Weighting)

- (a) The extent to which the Statement of Financial Approach demonstrates an understanding of the financial complexity of the Project; and
- (b) The extent to which the Statement of Financial Approach identifies Project financing problems and challenges and suggests innovative solutions to these problems and challenges.

Statement of Technical Approach (2.5% Weighting)

- (a) The extent to which the Statement of Technical Approach demonstrates an understanding of the technical complexity of the Project; and
- (b) The extent to which the Statement of Technical Approach identifies Project technical problems and challenges and suggests innovative solutions to these problems and challenges.

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

RFQ Number: 04-1637U4

SOQ Submission Date: _____

State of California
Department of Transportation
Division of Procurement and Contracts
1727 30th Street
Sacramento, CA 95816-7006
Attention: Denetia Floyd-Smith
Telephone: (916) 227 – 6068

Ladies and Gentlemen:

The undersigned (“Proposer”) submits this qualification submittal (this “SOQ”) in response to that certain Request for Qualifications dated as of February 2, 2010, together with addenda thereto (the “RFQ”), issued by the California Department of Transportation (“Department”) in cooperation with the San Francisco Transportation Authority (“Authority”) (collectively “Sponsors”), to design, build, finance, operate and maintain the **Presidio Parkway Project** (the “Project”) through a Public-Private Partnership Agreement (“Agreement”). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

All proposals shall include the documents identified in this RFQ’s Form A. Proposals not including the proper "required attachments" shall be deemed non-responsive and will result in rejection of the proposal. A non-responsive proposal is one that does not meet the basic proposal requirements

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

VOLUME 1:

- Transmittal Letter (this Form A)
- Form B – Information Regarding Equity Members, Major Non-Equity Members and Guarantors
- Form C-1 – Financial Qualifications – Transportation Infrastructure Concession and PPP Experience

- Form C-2 – Financial Qualifications – Summary Financial Information
- Form 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
- Statement of Financial Approach
- Statement of Technical Approach
- Personnel Qualifications and References
- Financial Statements
- Surety Letter/Bank Letter and Approach to Securing Performance
- Insurance Certifications
- Letter of Parent Company Support
- Teaming Agreements/Summary of Anticipated Teaming Agreements

VOLUME 2:

- Confidential Proprietary Information

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

<http://www.dot.ca.gov/dist4/presidioparkway/p3/>

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

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

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

Proposer understands that Sponsors are not bound to shortlist any Proposer and may reject each

SOQ received.

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

Proposer agrees that Sponsors 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 California, and jurisdiction and venue for any disputes arising out of this SOQ shall lie exclusively in the California Superior Court for Sacramento County, California.

Authorized Representative of Proposer:_____.

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

Proposer's business address:

_____	_____	_____
(No.)	(Street)	(Floor or Suite)
_____	_____	_____
(City)	(State or Province)	(ZIP or Postal Code)
		(Country)

State or Country of Incorporation/Formation/Organization: _____

[Insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

By: _____

Print Name: _____

Attorney in Fact

.

FORM B
INFORMATION REGARDING PROPOSER TEAM,
EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND GUARANTORS*

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

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

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

Name of Official Representative: _____

Name of California 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 Proposer 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 partner in the joint venture, 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 Shareholding and Type of Share (if applicable)

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

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

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

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

AUTHORIZED REPRESENTATIVE:

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

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C-1
FINANCIAL QUALIFICATIONS – TRANSPORTATION INFRASTRUCTURE CONCESSION AND PPP EXPERIENCE
EXPERIENCE OF THE EQUITY MEMBERS IN TRANSPORTATION INFRASTRUCTURE CONCESSION CONTRACTS AND PUBLIC-PRIVATE PARTNERSHIPS

INSTRUCTIONS:

- (a) List only the experience of an Equity Member who will be future shareholder of Developer.
- (b) List **two projects** in Form C-1. Sponsors will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including pricing on a life-cycle cost basis and availability payment and/or toll concessions.
- (c) List two road civil works projects in which the Equity Member has arranged and closed (i.e. financial contracts duly signed and the initial drawdown has occurred) private financing (private debt and equity) above \$450 USD million each within the last five years. The financing package for each project must have actually closed. 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%) of the total equity interest in Developer. The Equity Member must have held a minimum ten percent (10%) of the total equity interest 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 AUGUST 1,2009	LEVEL OF COMPANY’S PARTICIPATION (4)	TYPE OF PAYMENT MECHANISM (5)
Example Entry: Financiers Corp.	Luxor Tunnels Luxor, Egypt	950,000	\$750,000 [95%, senior bank debt]	01/01/2004	04/15/04	100	\$100,000 (\$100,000; 50% shareholding of project company)	Availability payment
1.								
2.								

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 last (bid) exchange rate published in the Wall Street Journal as of two weeks prior to the due date for the submission of SOQs.
- (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 as a shareholder. The equity investment may take the form of either (i) shareholders’ equity or (II) shareholder subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the company’s equity investment bears to the total of all private shareholders’ equity investments for the listed project.
- (5) Specify the type of payment mechanism used (availability payment, shadow toll, real toll or combinations of these mechanisms).

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

SUMMARY FINANCIAL INFORMATION (**) FOR ALL EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS OF THE PROPOSER FOR FINANCIAL YEARS 2006, 2007 AND 2008 (1)

(IF AN EQUITY MEMBER OR MAJOR NON-EQUITY MEMBER HAS RECEIVED A FULL PARENT GUARANTEE, AS EVIDENCED IN FORM B AND A LETTER OF PARENT GUARANTEE, THEN ONLY THE PARENT ENTITY SHOULD COMPLETE THIS FORM)

COMPANY	ROLE / RESPONSIBILITY WITHIN THE PROPOSER TEAM	TOTAL REVENUES	PRE-TAX PROFIT	RELEVANT REVENUES (2)	FIXED ASSETS	CURRENT ASSETS	INVENTORIES	GOODWILL	TOTAL ASSETS (3)	CONTINGENT LIABILITIES	LONG TERM LIABILITIES	SHORT TERM LIABILITIES	NET WORTH	GEARING (4)
Financiers Corp.	Equity Member	\$5,325	\$3,509	\$3,353	\$251,700	\$62,500	\$2,000	\$3,000	\$314,200	\$0	\$270,133	\$6,050	\$38,017	7

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

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

Notes:

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

FORM D-1

TECHNICAL QUALIFICATIONS - DESIGN

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

INSTRUCTIONS:

- (a) List the experience of the Lead Engineering Firm only, whether or not future shareholders of Developer.
- (b) List **two projects** in Form D-1. Sponsors will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including seismic reconstruction and cut-and-cover tunnel expertise.
- (c) List 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 \$400 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 AUGUST 1, 2009	AADT (3)	LEVEL OF COMPANY’S PARTICIPATION (4)	ROLE OF COMPANY FOR THE PROJECT (5)
Example Entry: Road Designers, Inc.	Luxor Tunnels Luxor, Egypt	\$1,350,000	Start Date: 4/15/04 End Date: 7/31/05	100%	150,000	\$(XXX,XXX) % of Work: 80%	Road Designer’s Inc. performed 80% of the design work for the Luxor Tunnels Project and oversaw the remaining 20% of the work.
1.							
2.							

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the last (bid) exchange rate published in the Wall Street Journal as of two weeks prior to the due date for the submission of SOQs.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) List the AADT prior to expansion works (if applicable) for the specific roadway involved in the project.
- (4) Show company's participation in terms of money and percentage of the work.
- (5) 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 shareholders of Developer.
- (b) List **two projects** in Form D-2. Sponsors will not take into consideration any projects listed above this cap. The projects should be comparable to the Project described in this RFQ, including seismic reconstruction, viaduct and cut-and-cover tunnel expertise, and with maintenance of traffic requirements during construction.
- (c) List two projects in which the Lead Contractor’s work involved urban roadway civil works having a construction value in excess of \$400 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 AUGUST 1, 2009	AADT (3)	LEVEL OF COMPANY’S PARTICIPATION (4)	ROLE OF COMPANY FOR THE PROJECT (5)
Example Entry: Road Designers, Inc.	Luxor Tunnels Luxor, Egypt	\$1,350,000	Start Date: 4/15/04 End Date: 7/31/05	100%	150,000	\$(XXX,XXX) % of Work: 80%	Road Designer’s Inc. performed 80% of the design work for the Luxor Tunnels Project and oversaw the remaining 20% of the work.
1.							
2.							

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the last (bid) exchange rate published in the Wall Street Journal as of two weeks prior to the due date for the submission of SOQs.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) List the AADT prior to expansion works (if applicable) for the specific roadway involved in the project.
- (4) Show company's participation in terms of money and percentage of the work.
- (5) 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 ROADWAY FACILITIES

INSTRUCTIONS:

- (a) List the experience of the Lead Operations and Maintenance Firm only, whether or not future shareholders of Developer.
- (b) List **two projects** in Form D-3. Sponsors 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 the construction period.
- (c) List two projects in which the Lead Operations and Maintenance Firm’s operations and maintenance work involved urban roadways that were open to traffic during construction 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) 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	AADT (3)	LEVEL OF COMPANY’S PARTICIPATION (4)	ROLE OF COMPANY FOR THE PROJECT (5)
Example Entry: Road Operations Inc.	Luxor Tunnels	\$1,350,000	Start Date: 7/31/05 (ongoing)	10 miles	150,000	\$(XXX,XXX) % of Work: 80%	Road Operations Inc. both operates and maintains the 10 miles of roadway (including tunnels) for the project and will continue this work through 2020.
1.							
2.							

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

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

NOTES:

- (1) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the last (bid) exchange rate published in the Wall Street Journal as of two weeks prior to the due date for the submission of SOQs.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) List the AADT prior to expansion works (if applicable) for the specific roadway involved in the project.
- (4) Show company's participation in terms of money and percentage of the work.
- (5) Provide a brief summary of the role the company played in the listed project (scope of work).

FORM E

PERSONNEL REFERENCES

Proposer Team _____

Reference for Lead Contractor's project manager	
Name of individual proposed as Lead Contractor's project manager	
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 for Lead Contractor's superintendent	
Name of individual proposed as Lead Contractor's project manager	
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 for Lead Engineering Firm's lead design engineer	
Name of individual proposed as Lead Contractor's project manager	
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 Sections 6.2.1.3(e)(ii) through (iv) in the RFQ.
- (2) For international phone numbers, include the full dialing code for calling from the United States.

FORM F
CERTIFICATION

Name of Submitter: _____

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

☐ Yes ☐ No

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

- (6) Has the firm or any affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable California 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 California 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 California Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with the Contractor's State License Law set forth in California Business and Professions Code sections 7000 *et seq.*, any law or regulation of the United States or any state governing prevailing wages (including, but not limited to, alleged violations of federal or state law regarding the payment of wages, benefits, apprenticeship requirements, payment for health and welfare, pension, vacation, travel time, subsistence, overtime compensation, personal income tax withholding or Federal Insurance Contribution Act (FICA) withholding requirements)?

☐

Yes

☐

No

If yes, please attach a separate signed page describing each violation.

NOTE: This question refers only to the firm's violation of prevailing wage laws, not to violations of the prevailing wage laws by a subcontractor.

- (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 affiliate been involved in any adverse claim, dispute or lawsuit between it and the owner of a public works project during the last five years in which the claim, settlement or judgment exceeded \$50,000?

☐ Yes ☐ No

If yes, please provide a brief description (including the resolution) of each qualifying claim, settlement or judgment. 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) Has the firm been cited or assessed penalties for any "serious," "willful" or "repeat" violation of California Labor Code sections 6300 *et seq.* or the federal Occupational Safety and Health Act of 1970 (Public Law 91-596)?

☐ Yes ☐ No

If yes, please attach a separate signed page describing each citation.

- (14) Does the firm have a current workers' compensation insurance policy as required by the California Labor Code or is the firm legally self-insured pursuant to California Labor Code sections 3700 *et seq.*

☐ Yes ☐ No

If no, please explain:

- (15) How often does the firm require documented safety meetings to be held for construction employees and field supervisors during the course of a project?

- (16) List the firm's Experience Modification Rate (EMR) (workers' compensation insurance) for each of the past three premium years:

NOTE: An Experience Modification Rate is issued to the firm annually by its workers' compensation insurance carrier.

Current year: _____

Previous year: _____

Year prior to previous year: _____

If the EMR for any of these three years is or was 1.00 or higher please attach a letter of explanation.

- (17) Within the last five years has there ever been a period when the firm had employees but was without workers' compensation insurance or state-approved self-insurance?

☐ Yes ☐ No

If yes, please explain the reason for the absence of workers' compensation insurance on a separate signed page. If no, please provide a statement by the firm's current workers' compensation insurance carrier that verifies periods of workers' compensation insurance coverage for the last five years. (If the firm has been in the construction business for less than five years, provide a statement by its workers' compensation insurance carrier verifying continuous workers' compensation insurance coverage for the period that the firm has been in the construction business.)

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: _____