REQUEST FOR QUALIFICATIONS

RELATING TO THE

TRANSFORM 66 P3 PROJECT

UNDER THE

VIRGINIA PUBLIC-PRIVATE TRANSPORTATION ACT OF 1995 (AS AMENDED)

VIRGINIA DEPARTMENT OF TRANSPORTATION

ORIGINALY ISSUED SEPTEMBER 17, 2015
ADDENDUM #1 ISSUED SEPTEMBER 24, 2015

KEY DATES

Draft Technical Requirements and Term Sheets Released October 1, 2015
SOQ (Part One) Due Date October 1, 2015
Announcement of Short-Listed RFQ Proposers October 15, 2015
Short-Listed RFQ Proposers Information Day October 20, 2015
Deadline to Submit Questions on Draft Technical Requirements/Term Sheets October 23, 2015
One-on-One Meetings with Short-Listed RFQ Proposers November 2-6, 2015
Conceptual Financial Proposal (Part Two) Due Date November 30, 2015
Announcement of Preferred Delivery Method December 14, 2015
Announcement of Qualified Proposers December 14, 2015
rules and regulations as adopted by the CTB. This statement does not modify the obligations of those firms to adhere to other relevant local, state or Federal requirements or regulations related to construction management or professional consultant engineering firms.

Additionally, all business entities on the Developer’s proposed team must be eligible at the time they begin work on the P3 Project to offer and to provide any services proposed or related to the P3 Project. All business entities on the Developer’s proposed team shall satisfy all commercial and professional registration requirements, including, but not limited to those requirements of the Virginia State Corporation Commission (“SCC”) and the Virginia Department of Professional and Occupational Regulations (“DPOR”) at the time they individually begin work on the P3 Project.

Specific guidance relative to the pre-qualification can be found at http://www.virgiiniadot.org/business/const/prequal.asp. In order to pre-qualify as a joint venture, a completed “Joint Venture Bidding Agreement” must be submitted and approved by the Department upon submission of the SOQ by the time the Qualified Proposer submits its RFP Proposal. A joint venture is not required to register with the SCC unless the joint venture is formed as a Limited Liability Company, General Partnership or Limited Partnership. However, each individual member of the joint venture must be registered with the SCC in accordance with Va. Code Ann. § 2.2-4311.2. As a requirement of pre-qualification, joint venture entities must be properly established with a federal tax ID number.

2.3 RFQ Stipend

The Department intends to pay a stipend to each unsuccessful Short-Listed RFQ Proposer who (a) submits a responsive Conceptual Financial Proposal and (b) is not determined to be a Qualified Proposer because its Delivery Method is not selected. The stipend amounts are as follows:

| DBFOM | $200,000 |
| DBOM  | $150,000 |
| DB-ATC | $100,000 |

Short-Listed RFQ Proposers who submit Conceptual Financial Proposals for more than one Delivery Method will be paid according to the highest-compensated Delivery Method for which they submitted; Short-Listed RFQ Proposers will not be paid more than once regardless of the number of Conceptual Financial Proposals they submit. For example, if a Short-Listed RFQ Proposer submits both a compliant DBFOM Conceptual Financial Proposal and a DBOM Conceptual Financial Proposal, the Short-Listed RFQ Proposer will be paid $200,000. There will be no payment to Proposers that are not determined to be Short-Listed RFQ Proposers.

The Department also intends to pay each Qualified Proposer submitting a responsive RFP Proposal a stipend. Specific provisions regarding payment of the RFP stipend shall be included in the RFP.
For project experience provided in any SOQ to be considered responsive, Forms D-1, D-2 and D-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the equity investment, engineering, construction, operations and maintenance experience was or is respectively the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm (each, as defined in Part A, Section 7. (“Definitions”)) itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm or a parent company of an Equity Member or a subsidiary of the Lead Operations & Maintenance Firm or a member of the Lead Operations & Maintenance Firm (if the Lead Operations & Maintenance Firm is a joint venture) in which the Lead Operations & Maintenance Firm or the member of the Lead Operations & Maintenance Firm (if the lead Operations & Maintenance Firm is a joint venture), as applicable, held a minimum of thirty percent (30%). Project experience provided by a parent of the Lead Engineering Firm or Lead Contractor shall not be considered responsive to this RFQ. As noted in the definition of Lead Operations & Maintenance Firm, and notwithstanding the foregoing, the experience of the Lead Operations & Maintenance Firm will be deemed to include any experience that its current employees garnered during their previous employment at other firms.

Key Personnel may be employed by: (a) the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself; (b) a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm, or a subsidiary of the Lead Operations & Maintenance Firm or a member of the Lead Operations & Maintenance Firm (if the Lead Operations & Maintenance Firm is a joint venture) in which the Lead Operations & Maintenance Firm or the member of the Lead Operations & Maintenance Firm (if the Lead Operations & Maintenance Firm is a joint venture), as applicable, held a minimum of thirty percent (30%); or (c) a parent company of an Equity Member; provided, however, that the Project Finance Lead(s) also may be employed by an external Financial Advisor.

3.3 Pass/Fail Review

Following or in conjunction with evaluation of each SOQ for responsiveness, the Department will evaluate each SOQ based upon the pass/fail criteria set forth below. A Proposer must obtain a “pass” on all pass/fail items in order for its SOQ to be evaluated qualitatively under Part B, Section 3.4.

(a) The SOQ contains an original executed transmittal letter and acknowledgement of RFQ, Revision and/or Addenda as required in Part B, Section 4, Volume 1, Section A: Form A-1 SOQ Transmittal Letter and Form A-2 Acknowledgement of RFQ Revision and/or Addenda.

(b) Each At least one member of the Lead Contractor provides evidence, satisfactory to the Department, that it is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to $500 million, or, alternatively, letters of credit in equivalent amounts (or a combination of a bond and a letter of credit in the required amounts). The surety/insurance company or bank providing such letter must be rated in one of the two top categories by two
(2) Technical Key Personnel

(a) Technical Key Personnel Qualifications

Proposers are required to provide separate resumes for all technical Key Personnel, whose qualifications and experience will be evaluated as described in Part B, Section 3.4.

Resumes shall be completed using Form E, Key Personnel Resume Form. One copy of Form E should be used for each of the Key Personnel described herein and only one individual shall be designated to fill each position. Times New Roman 10 point font may be used for filling out information on the Key Personnel Resume Form. The format and appearance of the Key Personnel Resume Form should not be modified. The Key Personnel Resume Forms shall not exceed two (2) pages for each of the Key Personnel.

Form E should contain references for all project experience listed therein. Proposers are requested to verify that contact information is correct.

Technical Key Personnel are listed as follows:

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<tr>
<th>Position</th>
<th>Description</th>
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<tr>
<td>Lead Contractor’s P3 Project Manager</td>
<td>Responsible for ensuring that the P3 Project is constructed in accordance with the P3 Project requirements; shall be assigned to the P3 Project full time and be co-located/on-site until final acceptance.</td>
</tr>
<tr>
<td>Developer’s P3 Project Manager</td>
<td>Shall lead the Developer’s efforts and be responsible for overall design, construction, operation, maintenance and contract administration on behalf of the Developer including safety and environmental compliance for the P3 Project; shall be assigned to the P3 Project full time and be co-located/on-site until the completion of a to-be-determined startup period for toll operations.</td>
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<tr>
<td>Lead Quality Manager</td>
<td>Responsible for the overall design, construction and life cycle quality of the P3 Project, implementing quality planning and training, and managing the team’s quality management processes. Reports directly to Developer’s P3 Project Manager. Shall be from an independent firm that has no contractual relationship with the quality control firm and no involvement in construction operations (to include quality control and inspection and testing) for the P3 Project, and may be a member of the design firm. Must have the authority to stop work. Shall be co-located and on-site until final acceptance. The Lead Quality Manager must be a registered Professional Engineer in the Commonwealth of Virginia at the time the Qualified Proposer submits its RFP Proposal.</td>
</tr>
<tr>
<td>Responsible Charge Engineer</td>
<td>Responsible for (i) rejecting or approving both the engineering and construction work in progress and the final product, (ii) ensuring all engineering services are performed by professionals properly licensed in the Commonwealth of Virginia and plans are signed and sealed by such professional, (iii) meeting the Developer’s obligations under the contract, and (iv) avoiding and resolving disputes. The Responsible Charge Engineer</td>
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</table>
(a) conformance to the RFQ instructions regarding organization and format;

(b) the responsiveness of the Proposer to the requirements set forth in this RFQ.

SOQs not responsive to this RFQ may be excluded from further consideration and the Proposers will be so advised. The Department also may exclude from consideration any Proposer whose SOQ contains a material misrepresentation.

For project experience provided in any SOQ to be considered responsive, Forms D-1, D-2 and D-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the engineering, construction, operations and maintenance experience was or is respectively the Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm (each, as defined in Part A, Section 7, (“Definitions”)) itself, or a controlled subsidiary of such Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm. Project experience provided by a parent of the Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm shall not be considered responsive to this RFQ. As noted in the definition of Lead Operations & Maintenance Firm, and notwithstanding the foregoing, the experience of the Lead Operations & Maintenance Firm will be deemed to include any experience that its current employees garnered during their previous employment at other firms.

Key Personnel may be employed by: (a) the Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself; or (b) a controlled subsidiary of such Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm.

3.3 Pass/Fail Review

Following or in conjunction with evaluation of each SOQ for responsiveness, the Department will evaluate each SOQ based upon the pass/fail criteria set forth below. A Proposer must obtain a “pass” on all pass/fail items in order for its SOQ to be evaluated qualitatively under Part C, Section 3.4.

(a) The SOQ contains an original executed transmittal letter and acknowledgement of RFQ, Revision and/or Addenda as required in Part C, Section 4, Volume 1, Section A: Form A-1 SOQ Transmittal Letter and Form A-2 Acknowledgement of RFQ Revision and/or Addenda.

(b) Each At least one member of the Lead Contractor provides evidence, satisfactory to the Department, that it is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to $500 million, or, alternatively, letters of credit in equivalent amounts (or a combination of a bond and a letter of credit in the required amounts). The surety/insurance company or bank providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by “AM Best & Company.” In the event the Department issues an Addendum changing the scope of the P3 Project, the Department may modify the
Section C  Legal Qualifications

The following information regarding legal issues affecting the Proposer and its team members shall be submitted. If the Proposer is an entity that has not yet been legally formed, the information described in this Section C shall be submitted for the Equity Members and Major Non-Equity Members, to the extent known, for the Proposer Lead Contractor and Lead Operations & Maintenance Firm.

(1) Legal Issues

Identify and explain any significant anticipated legal issues (based on laws applicable within the United States) that the Proposer must resolve in order to carry out the P3 Project and its obligations that are customary under a Comprehensive Agreement implementing a DBOM delivery method.

(2) Legal Liabilities

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

(3) Legal Proceedings

Provide a list and a brief description, including the resolution, of each arbitration, litigation, dispute review board and other formal dispute resolution proceeding occurring during the last five (5) years related to a transportation project in North America between the public owner and the Proposer (or any other organization that is under common ownership with the Proposer) involving an amount in excess of $5 million.

Include a similar list for all projects included in the response to Part C, Section 4, Volume 1, Section C(1), regardless of whether the dispute occurred during the past five (5) years or involved the same organization that is on the Proposer’s team. For each instance, identify an owner’s representative with a current phone and e-mail address.

Section D  Proposer Information (Forms B-1 and B-2)

Provide an executed original of Form B-1 and Form B-2 for the Proposer. Proposers are advised that Form B-1 may be released to the public and media.

(1) Information Regarding the Proposer

Identify the legal name of the Proposer. If the name is a “doing business as” or “DBA,” identify underlying names. If the Proposer entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name, if any, or a temporary name for Proposer and describe the expected timing for creating a legal entity for Proposer. Identify
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<td>Shall lead the Developer’s efforts and be responsible for overall design, construction, operation, maintenance and contract administration on behalf of the Developer including safety and environmental compliance for the P3 Project; shall be assigned to the P3 Project full time and be co-located/on-site until the completion of a to-be-determined startup period for toll operations. The same individual may serve as the DBOM Developer’s P3 Project Manager and the Lead Contractor’s P3 Project Manager.</td>
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<td>Lead Quality Manager</td>
<td>Responsible for the overall design, construction and life cycle quality of the P3 Project, implementing quality planning and training, and managing the team’s quality management processes. Reports directly to Developer’s P3 Project Manager. Shall be from an independent firm that has no contractual relationship with the quality control firm and no involvement in construction operations (to include quality control and inspection and testing) for the P3 Project, and may be a member of the design firm. Must have the authority to stop work. Shall be co-located and on-site until final acceptance. The Lead Quality Manager must be a registered Professional Engineer in the Commonwealth of Virginia at the time the Qualified Proposer submits its RFP Proposal.</td>
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<td>Responsible Charge Engineer</td>
<td>Responsible for (i) rejecting or approving both the engineering and construction work in progress and the final product, (ii) ensuring all engineering services are performed by professionals properly licensed in the Commonwealth of Virginia and plans are signed and sealed by such professional, (iii) meeting the Developer’s obligations under the contract, and (iv) avoiding and resolving disputes. The Responsible Charge Engineer must have the authority to stop work on the P3 Project. The Responsible Charge Engineer must be a registered Professional Engineer in the Commonwealth of Virginia at the time the Qualified Proposer submits its RFP Proposal. The same individual may serve as the Responsible Charge Engineer and as another Technical Key Personnel, with the exception of the Lead Quality Manager.</td>
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<tr>
<td>Design</td>
<td></td>
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<td>Design Manager</td>
<td>Responsible for ensuring that the overall P3 Project design is completed and design criteria requirements are met. Located on-site whenever design activities are being performed, including design activities related to field design changes. The Design Manager must be a registered Professional Engineer in the Commonwealth of Virginia at the time the Qualified Proposer submits its RFP Proposal.</td>
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<tr>
<td>O&amp;M</td>
<td></td>
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<td>O&amp;M Manager</td>
<td>Prior to Service Commencement, responsible for any pre-Service Commencement work associated with the future operation and maintenance of the Express Lanes, including for ensuring that long-term life-cycle efficiencies are included in design and construction activities. After Service Commencement, responsible for overall operation, maintenance and contract</td>
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(b) Each At least one member of the Lead Contractor provides evidence, satisfactory to the Department, that it is capable of obtaining a payment bond and a performance bond, each in an amount at least equal to $500 million, or, alternatively, letters of credit in equivalent amounts (or a combination of a bond and a letter of credit in the required amounts). The surety/insurance company or bank providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by “AM Best & Company.” In the event the Department issues an Addendum changing the scope of the P3 Project, the Department may modify the required bond or letter of credit amount to account for the revised estimated cost for construction of the P3 Project.

(c) The Lead Contractor demonstrates the financial capability to deliver a construction project of the P3 Project’s size and duration, as set forth in the materials provided in Part D, Section 4, Volume 3.

(d) Neither the Proposer nor any other entity referenced in Form C as required by this RFQ (1) has been disqualified, removed, debarred or suspended from performing or bidding on work for the Commonwealth of Virginia or any local government within Virginia, or (2) is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or at least three other states.

(e) The information disclosed in Form C and/or in response to Part D, Section 4, Volume 1, Section C, Legal Qualifications, does not materially or adversely affect the Proposer’s ability to carry out the P3 Project responsibilities potentially allocated to it.

(f) The Proposer makes the express, written commitments regarding Key Personnel as required in Part D, Section 4, Volume 2, Section A(2)(b).
Resumes shall be completed using Form E, Key Personnel Resume Form. One copy of Form E should be used for each of the Key Personnel described herein and only one individual shall be designated to fill each position. Times New Roman 10 point font may be used for filling out information on the Key Personnel Resume Form. The format and appearance of the Key Personnel Resume Form should not be modified. The Key Personnel Resume Forms shall not exceed two (2) pages for each of the Key Personnel.

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