

FORM A-1

TECHNICAL PROPOSAL COVER LETTER

Proposer: _____

Technical Proposal Date: ____, 2016

Office of Transportation Public-Private Partnerships
1401 E. Broad Street, Suite 1306
Richmond, VA 23219
Attn: Dr. Morteza Farajian

The undersigned (“Proposer”) submits this Technical Proposal (the “Technical Proposal”) in response to the Request for Proposals issued by the Virginia Department of Transportation (the “Department”) dated [•] (the “RFP”), to design, build, finance, operate and maintain the Transform 66 P3 Project (the “Project”), as more specifically described herein and in the documents provided with the RFP.

Capitalized terms not otherwise defined in this Technical Proposal will have the meanings set forth in the RFP, including the Instructions to Proposers (the “ITP”) and Exhibit A of the Comprehensive Agreement.

In consideration for the Department supplying the Proposer, at Proposer’s request, with the RFP and agreeing to examine and consider this Technical Proposal, the Proposer undertakes:

- (a) to incorporate this Technical Proposal into Proposer’s final Proposal, which will be submitted on or before the Financial Proposal Due Date as established by Section 1.6.1 of the ITP, without variation, amendment or modification of any kind whatsoever;
- (b) if Proposer’s Proposal is selected by the Department as the Apparent Best Value Proposal, to enter into (or to cause the entity identified in its Proposal as the Developer to enter into) the Comprehensive Agreement without varying or amending the terms of this Technical Proposal (except for modifications agreed to by the Department in its sole discretion), and to satisfy all other conditions to the award of the Comprehensive Agreement, including compliance with all commitments contained in this Technical Proposal; and
- (c) to develop the Proposer’s Financial Proposal on the basis of this Technical Proposal, without variation, amendment or modification of any kind whatsoever, except for modifications agreed to in writing by the Department in its sole discretion.

Enclosed and, by this reference, incorporated in and made a part of this Proposal are the following:

1. Executive Summary

2. Technical Proposal, including Certifications and Documents
3. [List additional attachments]

Proposer acknowledges receipt of the following addenda to the RFP and sets of questions and responses:

[List all addenda and sets of questions and responses]

Proposer certifies the following:

1. the Technical Proposal is submitted without reservation, qualification, assumptions or conditions;
2. the Developer, together with all other Contractors identified in the Technical Proposal that will be responsible for the performance of construction work on the Project, have been prequalified for such work by the Department;
3. Proposer has carefully examined and is fully familiar with all of the provisions of all of the RFP Documents and is satisfied that the RFP Documents provide sufficient detail regarding the obligations to be performed by Proposer and do not contain internal inconsistencies;
4. Proposer has carefully checked all the words, figures and statements in this Technical Proposal;
5. Proposer has conducted such other field investigations and additional design development as is prudent and reasonable in preparing this Technical Proposal; and
6. prior to the date of this Technical Proposal Cover Letter, Proposer has notified the Department of any deficiencies in or omissions from any RFP Documents or other documents provided by the Department.

Proposer represents that all statements made and information contained in the Statement of Qualifications (“SOQ”) previously delivered to the Department are true, correct and accurate as of the date hereof, except as otherwise specified in the enclosed Technical Proposal. Proposer agrees that such SOQ, except as modified by the enclosed Technical Proposal, is incorporated as if fully set forth in this Technical Proposal.

Proposer understands that the Department’s selection of a Preferred Proposer, if any, is contingent upon the satisfaction of all of the requirements set forth in the ITP, including with respect to the Financial Proposal, and that the Department will be under no obligation to select the Proposer submitting the Proposal with the lowest Public Funds Amount or to make a

selection at all. Proposer further acknowledges that if Proposer fails to timely submit a Financial Proposal, the Department immediately may cease review of this Technical Proposal and reject the Proposer's Proposal in accordance with Section 4.2 of the ITP.

Proposer further understands that all costs and expenses incurred by it in preparing this Proposal and participating in the RFP process will be borne solely by the Proposer, except to the extent expressly provided in Section 6.3 of the ITP (Payment of Stipend).

Proposer consents to the Department's disclosure of its Technical Proposal in accordance with Section 2.2-3700 *et seq.* of the Code of Virginia to any Person, with the exception of those portions of the Technical Proposal that the Department has determined to be exempt as trade secrets or proprietary information pursuant to Section 2.2-3705.6(11) of the Code of Virginia.

Proposer agrees that the Department will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this Technical Proposal.

This Technical Proposal will be governed by and construed in all respects according to the laws of the Commonwealth of Virginia.

The business address of Proposer is as follows:

(No.) (Street) (Floor or Suite)

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: _____

[Insert the entity's name]

By: _____

Print Name: _____

Title: _____