

***Pennsylvania Turnpike
Commission***

Request for Proposals #04-142-2869

Service Plaza Development Project

October 20, 2004

**PENNSYLVANIA TURNPIKE COMMISSION
SERVICE PLAZA DEVELOPMENT PROJECT
REQUEST FOR PROPOSAL
RFP # 04-142-2869**

The following table of contents refers to other documents as indicated by underlined blue text. These individual components can be viewed or downloaded in PDF format by clicking or downloading the links below. To download a zip file of the proposal and all of its sub-documents [click here](#).

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- A.** [Service Plaza Location Map](#)
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APPENDICES

- A.** **Prototype Full Service Program Elements Matrix Site Design**
 - [PDF](#) or [Excel](#)
- B.** **Prototype Full Service Program Elements Matrix Building Design**
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- E-1.** **Summary of Food-Fuel Related Sales (Years 1984 through 1995)**

- [PDF](#) or [Excel](#)
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 - [PDF](#) or [Excel](#)
- F Traffic Statistics (Years 1990 through 2003)
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 - [PDF](#) or [Word](#)
- H. Financial Proposal Form
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I. Introduction

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A. General

It is the objective of the Pennsylvania Turnpike Commission (COMMISSION) to enter into an agreement with (a) proposer(s) to design, construct (in the current plaza locations as indicated by Appendix C), finance, operate manage and maintain the Service Plazas and to provide high quality food, fuel/convenience store and traveler related services to the traveling public. The COMMISSION'S vision statement for its Service Plazas is, "to deliver a full range of convenient and valued services in a safe and aesthetically pleasing environment that meets or exceeds our customers' expectations."

Proposer(s) are invited to apply who are capable of providing major branded food concepts, regionally recognized food concepts, and/or regionally recognized major fuel products/convenience store. Proposer(s) will be required, as part of their submission, to demonstrate the following: their experience with food, fuel and other services; the financial ability to support their planned capital investment; their infrastructure, building and site design and construction capability; and their overall background and experience on projects of similar type or magnitude.

Proposer(s) wishing to pursue development of the Service Plazas, as well as those with new and imaginative ideas, are encouraged to respond. Through the Long Range Plan, the COMMISSION intends to have all of the Service Plazas redeveloped, financed and operated through a cooperative venture between the COMMISSION and the private sector utilizing a ground lease agreement.

B. Definitions

As used in any of the documents and attachments relating to food and fuel concessions, the following definitions shall apply:

- (1) Addenda: The Addenda are written interpretations or modifications of any of the contract documents. Addenda will be posted to the Turnpike Commission's web site at www.paturndpike.com.
- (2) Affidavit: The Affidavit is the statement required of each Proposer relating to non interest and non collusion.
- (3) COMMISSION: The COMMISSION is the Pennsylvania Turnpike Commission.
- (4) Common Area: Common areas include, but not limited to: a) all interior square footage of the Service Plaza Building except the portion(s) directly utilized by food court vendors; b) all exterior square footage of the Service Plaza except the portion directly utilized for fuel service and any convenience store adjacent thereto; and c) the exterior of the Service Plaza Building.
- (5) Contract: The contract is the lease agreement which shall be executed by the successful Proposer(s) and the COMMISSION. All documents which shall be a part of each agreement between the COMMISSION and the successful Proposer(s) and include the Notice to Proposer, the Terms and Conditions of Bidding, Addenda (if any), the Affidavit, the Proposal, the Questionnaire, the document captioned "Contract," all exhibits provided by the COMMISSION and all exhibits and captioned "Contract," all exhibits

provided by the COMMISSION and all exhibits and attachments which the Proposer(s) are required to submit.

- (6) Food Concepts: Food concept includes the design of the restaurant, type of service, brand, franchise and type of vendor (i.e. national, regional or local.)
- (7) Fuel/convenience store: Fuel and C Store Plazas shall include, the design of the Fuel Island, C Store and C Store Plaza, type of service, brand, franchise and type of vendor (i.e. national, regional or local.)
- (8) Ground Lease/Agreement: Triple Net Lease.
- (9) Notice to Proposer: The Notice to Proposer(s) is the document which gives notice that the COMMISSION will accept Bids as set forth therein.
- (10) Proposer(s): The qualified Proposer(s), sometimes referred to as Operator(s), is/are the party or parties responding to this RFP.

C. **Background**

When the Pennsylvania Turnpike first opened in October of 1940, relatively little was known about the design and operation of modern highways, but officials did recognize that modern, well-equipped Service Plazas, located at appropriate intervals along the Turnpike, would be essential for motorists' safety and convenience. Over the past 64 years, the Turnpike's Service Plazas have provided a welcome refuge for billions of road-weary motorists, making it possible for them to rest and relax in a safe environment, obtain food and beverages, perform basic vehicle maintenance and make necessary telephone calls before continuing on with their journeys.

Since the Turnpike first opened, traffic volumes, motorist demographics, consumer expectations, and vehicle characteristics have changed significantly, placing greater demands on all aspects of the Turnpike System, including its Service Plazas. Because of the increased traffic volume, the original design has resulted in many Service Plazas being frequently overcrowded and forced to accommodate far more people and vehicles than was originally intended.

In total, the Pennsylvania Turnpike System is 511 miles in length, with the majority of this length included as part of the United States Interstate Highway System. The following designations apply: Interstates 76, 276, 476 and 70. There are twenty-one (21) motorist Service Plazas across

the system (see Exhibit A, Service Plaza Map). Each of these Service Plazas offers food, fuel and other traveler-related services.

The COMMISSION owns the land, buildings and facilities at the existing Service Plaza locations.

For the year 2003, the Turnpike Mainline System carried approximately 156 million vehicles. Based on these numbers, there were 20,436,000 vehicles representing a capture rate of 13.1% with approximately 41,689,000 guests with a vehicle occupancy of 2.04 persons per vehicle that visited the Service Plazas.

D. Plaza Services

Proposer(s) should carefully consider a wide variety of services, including, but not limited to, services for persons with disabilities, older drivers, truck operators, leisure travelers, commuters, business travelers, bus travelers, recreational vehicle users, vacationers, children and pets. Proposer(s) is asked to take into consideration the need for a variety of food offerings, including those that are nutritionally sound. The COMMISSION believes that overall sales generation will be attractive, and service plaza users will experience a high level of satisfaction.

E. **Proposal Contents**

1. Options: Proposer(s) to this RFP must **fully** demonstrate that their teams, development approaches, operational plans and financial commitments bring the combined expertise and capability required to design, construct, finance, operate, maintain, manage and provide food and fuel services at the Service Plaza sites. Each Proposer(s) may submit a proposal for one of the following. Proposals submitted will include all Service Plazas as defined below:

A= Service Plaza Building – The successful proposer will be responsible for developing the Service Plaza building and site (excluding the Fuel/Convenience store). This includes Full Service single or dual access Service Plazas at Hempfield, New Stanton, North Somerset, South Somerset, North Midway, South Midway, Sideling Hill (dual access), Blue Mountain, Plainfield, Highspire, Lawn, Bowmansville, Peter J. Camiel, Allentown (dual access) and Hickory Run (dual access).

B= Fuel/Convenience Store - The successful proposer will be responsible for developing the Service Plaza building and site. This includes Full Service single or dual access Service Plazas at Hempfield, New Stanton, North Somerset, South Somerset, North Midway, South Midway, Sideling Hill (dual access), Blue Mountain,

Plainfield, Highspire, Lawn, Bowmansville, Peter J Camiel, Allentown (dual access) and Hickory Run (dual access).

C= Convenience Store (C Store) Plaza – (Must be bid as part of A or B) One operator to provide food and fuel for single access Service Plazas at Zelienople, Oakmont, Valley Forge, King of Prussia, North Neshaminy and South Neshaminy.

D= Single Food/Fuel Operator - The selected FOOD PROVIDER and the selected FUEL PROVIDER may be, but are not required to be, the same entity. Proposers may respond to either the Food Service component of this RFP (A and/or C), the Fuel Service component (B and/or C), or both. Joint ventures to the R.F.P. are welcome.

E= Any other viable alternative, with reference to design, construction, operation and finance activities. Proposer(s) submitting for this element must, at a minimum, meet the stated purpose of the Vision Statement (see pg I-1). The COMMISSION will consider any viable alternative for design, construction, operation and finance, provided the proposer(s) sufficiently develops and submits a complete description of their approach as part of their proposal.

- The Successful Proposer(s) cannot sub-contract/franchise any portion of their business without prior written approval of the COMMISSION.
- All food and fuel concepts must be company operated.

- Successful Proposer(s) will be awarded contracts as current leases expire (see Appendix D, Operator and Lease Term Information).
 - See Appendix C, Plaza Type and approximate building size.
2. A Financial proposal form is provided in Appendix H, Financial Proposal Form, to assist proposer(s) in preparing their response.
 3. This solicitation is a competitive selection, and proposals should contain the proposer's best terms since the COMMISSION is under no obligation to meet with each and every proposer to discuss their Proposal. Award of a lease agreement, if any award is made, will be to the proposer making the most advantageous overall proposal to the COMMISSION, as described in Section IV, Criteria for Evaluation for Proposals.
 4. The term of the lease agreement will be subject to negotiation. The COMMISSION anticipates that the length of the term will be directly proportional to the amount of capital investment contributed by the proposer(s).
 5. The COMMISSION expects that the successful proposer will pay a minimum annual guaranteed rent plus a monthly percentage rent for the opportunity of leasing these facilities for the term of the lease.

F. Statistical Data

Attached to the RFP is statistical data showing traffic statistics, sales of food, gasoline, diesel fuel, etc. on the Pennsylvania Turnpike. Such documents supplied by the COMMISSION are not part of the contract documents and are submitted by the COMMISSION for informational purposes only. The information contained in these documents is believed to be accurate. They show a record of past events which may or may not necessarily continue in the future. Proposer(s) are solely responsible for whatever significance, if any, they attach to the information contained therein. Refer to Appendices E-1, E-2, F, and G.

II. DEVELOPMENT, SERVICE PLAZA FACILITIES MANAGEMENT PLAN AND OPERATIONS REQUIREMENTS

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A. DEVELOPMENT REQUIREMENTS

1. **General:** This RFP indicates that the reconstruction of the 21 Service Plazas will be located on the existing sites. However, it is the COMMISSION'S intention to explore land availability for dual sided Service Plazas where possible. The Service Plaza locations and/or type may be subject to change due to roadway widening/reconstruction. The Service Plaza System must remain operational and viable throughout the development process. The COMMISSION expects the Proposer(s) to minimize customer inconvenience during the development process. Further, development activities should be planned and scheduled to provide new facilities across the system in the most expeditious manner possible. Once development activities are complete, the Proposer(s) must be prepared to assume management responsibilities for site operations and maintenance. In any event the successful Proposer(s) will be expected to alter their plans accordingly.
- **Transition Planning:** Proposer(s) must assume operational and maintenance responsibilities for all available sites at the commencement of their contract. Essential services across the system must be provided without significant disruption.
- **Master Development Planning:** Factors to consider in the master development plan include the sequencing of development activities, continuity of essential services across the system throughout system development (although

services at specific sites will be disrupted), timeframe to complete system development, cost of development, customer service/public relations considerations, communications and managing the development process. **Exhibit A** provides the locations for all existing plazas and their proposed development type (dual sided access full service, single sided access full service, and C Store Plaza).

- **Site Planning:** Proposer(s) must manage all aspects of site development including the coordination of development activities across the system with other contractors and the COMMISSION. In addition, site planning must include a site development plan, demolition schedule, design and construction schedule, an organization chart, communications plan, quality control and quality assurance. A Pre-qualification Certification and Applicable Capacity Rating assigned by the Pre-qualification Office of the Pennsylvania Department of Transportation is a necessary prerequisite for the contractor performing the site work. Prototypical site designs for dual-access and single access/C Store plazas are included in Exhibits B and C.
 - **PARKING LOTS AND DRIVEWAYS** – The parking lots (including employee lot) and driveways will be designed and built by the FUEL PROVIDER. The cost will be shared equally by the successful FOOD and/or FUEL PROVIDER(S).
 - **RAMPS, BRIDGES and ACCESS ROADS** – The ramps, bridges and access roads will be designed and built by the COMMISSION.
 - The proposer(s) may replace/expand a parking area at any Service Plaza that is deemed appropriate.

- The COMMISSION reserves the right to evaluate each Service Plaza parking area on a case by case basis. The following Service Plaza parking areas are in reasonable condition and are anticipated to require minimum work to the pavement surfaces: New Stanton, North Somerset, South Somerset, North Midway, South Midway, Blue Mountain, Plainfield, Allentown (to be rehabilitated fall 2005 and spring 2006) and Hickory Run.
- All the remaining Service Plazas not listed above or replaced/expanded by the Proposer(s) will be required to be rehabilitated. This rehabilitation must include performing concrete slab replacements with new concrete pavement in accordance with Commonwealth of Pennsylvania Department of Transportation standards as required. The full depth asphalt perimeter shoulder shall be patched and repaired full-depth as necessary. The entire parking area and perimeter shoulder shall be paved with an application of an Ultra-Thin Friction Course Overlay after all the concrete slab and shoulder patching is completed. No grade changes to inlets, manholes, barriers, etc. will be required. This concept is being utilized to avoid grade differentials within the plaza area.
- Diagrams of all existing Service Plaza sites are included at Exhibits D1 through D21, for reference.

2. **Final Plan Approval / Design Guidelines:** The COMMISSION shall review all design concepts, development plans, specifications and design calculations during the design process to ensure the designs, standards, quality and performance are met. The COMMISSION reserves the right to require specific design standards, revisions, alterations, modifications or other requirements it deems necessary to

provide optimal comfort, convenience, safety and service at these facilities. The COMMISSION reserves the right to integrate signage and other aspects of the branding/sponsorship program into the design and operation of the Service Plazas. The COMMISSION will have final plan approval on all building/site/parking lot designs including any changes.

- a. Design Quality:** The Pennsylvania Turnpike COMMISSION is committed to excellence in design and development of our Service Plaza sites and buildings. This means a design that achieves the highest quality of aesthetics in meeting the requirements of our customers and the COMMISSION, while delivering a building that is cost effective to maintain throughout its useful life.
- b. Flexibility and Adaptability:** Our Service Plazas undergo many changes during their lifetime as the needs and expectations of our customers change. As a result, requirements for space and services can change. The flexibility to accommodate change needs to be “built in” to the building design from the outset.
- c. Sustainability and Energy Performance:** The COMMISSION is committed to incorporating principles of sustainable design and energy efficiency into all of our major renovation and new construction projects. Sustainable design seeks to design, construct, and operate buildings to reduce negative impact on the environment and the consumption of natural resources. Sustainable design improves building performance while keeping in mind the health and comfort of building occupants. It is an integrated and synergistic approach, in which all phases of the facility lifecycle are considered. The result is an optimal balance of cost, environmental, societal, and human benefits while satisfying the intended

functions of the building. Preference will be given to the Proposer who follows the criteria set forth by the U.S. Green Building Council for Leadership in Energy and Environmental Design (LEED) certification. Proposers must achieve a minimum LEED certification level.

d. Building Operations and Maintenance: Systems and materials should be selected on the basis of long-term operations and maintenance costs as those costs will be significantly higher over time than first costs. The design of the facility operating systems should ensure ease and efficiency of operation and allow for easy and cost effective maintenance and repair during the facility's useful life. The designer is required to develop detailed instructions for operational/maintenance procedures to be incorporated into the training for operations and maintenance personnel.

e. Consideration for Historic / Cultural Preservation and Community Development: The COMMISSION is committed to being a good neighbor to the communities adjacent to the turnpike corridor. Collaboration with local officials, neighboring property owners, residents, and appropriate interest groups is essential to shape these development projects in ways that provide positive benefits to the surrounding communities and neighborhoods. Also, to provide economic benefit to the state, preference will be given to the Proposer who uses Pennsylvania-based contractors.

f. Codes and Regulations: Site and Building design/construction must meet all applicable federal, state, local laws, PA Uniform Construction Code, the

Americans with Disabilities Act Accessibility Guidelines, and if determined and directed the Prevailing Wage Act.

g. Safety and Security: The designer must achieve the right balance between safety and security measures. Design must ensure that the safety of building occupants exiting the building and emergency responders entering the building are not impacted unknowingly by any proposed security measure. The security measures implemented should be an output of a site-specific risk assessment.

h. Technology:

- Building should be able to provide state-of-the-art technology features. Buildings' infrastructure should be "technology friendly." These features should include but not be limited to; wireless Internet access, various payment methods for services, i.e. E-ZPass/smartcard, secure access for restricted/private areas, video surveillance, cable/satellite feeds and access to Turnpike roadway conditions.
- Building should have easy access to any wiring or equipment rooms. These rooms should be able to accommodate any and all technological needs of the building as well as being flexible to accept any future technology developments. Building should be pre-wired or be able to be wired to accept any number of technology developments. Design should be flexible enough to accept future technology needs without demolition of walls, etc.
- Parking Lot Technology: A section of the truck parking lots will be designated as long-term parking (8 hours or longer) and equipped with appropriate technology (Smart Pole: Electrical device attached to a

parked truck providing power to operate vehicle without dieseling. Include conduit for future installation to accommodate updates in technology). The cost associated with any parking lot technology will be shared equally as stated in Section I. Introduction, (E) Proposal Options.

- Vendor is encouraged to recommend additional technology features that would be beneficial to the Turnpike and its customers.
- As technology becomes available, the COMMISSION will require all points of sale (e.g. fuel pumps, cash registers, vending machines) to integrate payment systems adaptable to E-ZPass technology and/or other cashless payment systems (e.g. smartcard).

3. Programmatic Design Requirements:

- Proposal Option A:** The successful Proposer will be responsible for developing the travel plaza building and site (excluding the Fuel/Convenience store). This includes all food concepts, common areas, restrooms, tourist information, security, other services/amenities, ½ of all parking and site improvements. The successful Proposer will design and construct their own building, which will be approximately 22,000 gross square feet (GSF) for a dual-access plaza and 13,000 GSF for a single-access plaza. All program elements as described in Appendix A, Prototype Full Service Program Elements Matrix Site Design and Appendix B, Prototype Full Service Program Elements Matrix Building Design, must be addressed.
- Proposal Option B:** The successful Proposer will be responsible for developing, equipping, and maintaining complete, modern fuel service facilities for all full service plazas (dual access and single access) including a fuel/convenience store

building. The Proposer will design and construct their own building, which will be approximately 3,000 GSF. Site development also includes underground tanks, fuel distribution, fuel equipment and ½ of all parking and site improvements as outlined in Appendix A and Appendix B. Fuel service facilities will comply with all federal, state, and local statutes, regulations and codes, and will be equal to or exceed the standards and capacity of facilities normally developed under similar circumstances (including the number of fueling locations), and in accordance with “best industry practices” including, without limitation, those of the American Petroleum Institute (API). Design is required to include fuel spill handling, fire suppression and containment facilities at automobile and truck islands in compliance with current regulations. In addition to the fuel service/convenience store, the Proposer must provide the following:

- 1) New canopies over the fuel islands. Fuel islands and canopies will be located in an area mutually agreeable to the COMMISSION and Proposer (roughly in the area defined herein), situated to work symbiotically with the Service Plaza Building and other site functions. Truck fueling islands will be physically separated from automobile fueling.
- 2) New underground storage tank system with a separate isolation barrier. Piping and dispensers are to be provided with secondary containment and constructed over an impermeable isolation barrier, to prevent the migration of any released product. The operator will retain ownership of the underground tanks at all times and will be solely responsible for all associated maintenance, contamination, and cleanup.

- 3) New above ground fuel dispensers that accept credit card and other cashless transactions at the pump.
- 4) Information on their environmental compliance history, including a list of the pending civil and administrative actions alleging violations of environmental laws and regulations or injuries related to pollution.
- 5) E-ZPass Payment System—as technology becomes available, the COMMISSION requires all fuel pumps to have an electronic fuel payment system to allow E-ZPass subscribers to make payments through their E-ZPass account.
- 6) Alternative Fuels—Proposer should consider providing alternative fuels (E85, B-20, Propane, LPG, Hydrogen) at some service plazas.

c. **Proposal Option C:** This option must be bid in conjunction with Option A or Option B and cannot be bid as a separate option. The successful Proposer will be responsible for providing all services (food, fuel, and other traveler related services) at the plaza locations designated as “C Store Plazas.” Development responsibilities include designing and constructing the convenience store building of approximately 11,000 GSF, fuel service facilities as described under Option B, and all parking and site improvements as outlined in Appendix A and Appendix B. The COMMISSION will analyze and explore options to site a C Store single access plaza in the Allegheny Valley area for westbound travelers (to replace the old Butler Service Plaza site).

d. **Proposal Option D:** Under this option, the Proposer is responsible for all development activities across the Service Plaza System including all requirements noted in Options A, B, and C above.

4. **Environmental Conditions:** The Commission makes no representation or warranty as to the condition of the Leased Property. The condition of leased property shall be inspected and documented by the successful proposer(s) and certified by their Licensed Engineer/Environmental Consultant prior to commencing operations at the site. Documentation of the existing environmental conditions shall be at the successful Proposer(s) expense

The successful Proposer(s) shall not be liable for pre-existing conditions except those pre-existing conditions for which they are already legally liable or accountable (due to previous operations at the sites under separate lease agreements). Notwithstanding the above, the successful proposer shall be responsible for the excavation, removal, and disposal of all materials necessary to install the UST tank farm and the fuel service dispensary area and building, including the area around the impermeable barrier.

B. SERVICE PLAZA FACILITIES MANAGEMENT PLAN

1. **Context / Goals of the Plan:** The successful Proposer(s) will be financially responsible for all maintenance, repair, replacement and upgrade of all equipment and/or systems throughout the facilities. The goals of the Service Plaza Facilities Management Plan are:

- a. To maintain and repair facilities consistent with operational needs, customer expectations, and economic operation throughout their useful life.
- b. To provide for the systematic replacement of obsolete or nonfunctional building systems.
- c. To meet future expectations of customers in a planned, systematic manner.

The plan must address the overall approach to achieving these goals and should follow the concepts of **Asset Management**, including the following elements:

- Maintain a complete inventory of facilities, space utilization, and building system descriptions.
- Perform facility condition assessments/audits at least annually (to identify the condition of all buildings/building systems and deficiencies requiring correction).
- Determine the desired level of maintenance/repair performance (performance standards).
- Define a method to prioritize deficiencies/facility needs (should address safety and environmental compliance, operational impact, customer expectations, and economical operation).
- Define a process for work identification, planning, prioritization, design, and construction; must include an automated work order tracking system.
- Define performance indicators and performance measures and their reporting.
- Define how program performance will be documented and communicated to the COMMISSION.

The COMMISSION expects to participate in the condition assessments of all facilities, in the prioritization of requirements/deficiencies, and the establishment of performance standards and performance measures.

2. **Plan Contents:** The Service Plaza Facilities Management Plan should demonstrate a detailed approach and organization. Proposed components of this plan must include the following:

- Custodial Services
- Landscape Management (including grounds maintenance and landscaping)
- Emergency Response
- Facilities Maintenance and Repair
- Major Capital Improvements (such as renovation, major modifications, expansions/additions)
- Furniture, Fixtures and Equipment
- Utilities/Energy Management
- Building and Site Security
- Pest Control
- Environmental Compliance and Pollution Prevention

Each of these components must be fully described in the Management Plan. For each component, the plan should describe work processes to be used, proposed activities to be performed (daily, weekly, monthly, semi-annually, annually, etc.), proposed performance standards, proposed performance measures, management controls (i.e., monitoring, reporting, and corrective action), and assignment of responsibility and accountability for performance.

3. **Specific requirements** for each component are listed below:

a. **Custodial Services**

- Restrooms: Must include dedicated restroom attendants and professional cleaning/sanitizing as detailed in the Services Operations requirements.
- Must include a description of the daily, weekly, monthly activities to be performed in all areas of the building, performance standards for these activities, and assignment of responsibility and accountability for these activities.

b. **Landscape Management and Grounds Maintenance**

- This section must address litter/debris removal (entire site); Landscape management (including non-environmentally detrimental fertilizing and herbicide application, mulching, pruning, planting of native vegetation, watering, mowing, etc.); fencing; sidewalks; parking areas and driveways; and snow and ice control.

c. **Emergency Situations / Response**

- This section must address the Proposer's proposal for handling facility-related emergencies (such as broken water/sewage pipes, loss of power, building systems failure, etc.) involving the call out of tradesman.
- The Proposer(s) approach to continuity of utility services during emergency situations.

- Must include proposed response time to the site, management responsibility and accountability, performance standards, performance measures, and reporting.
- Must address proposed emergency power system requirements.

d. **Facilities Maintenance and Repair**

- This section must address the Proposer's approach to recurring or preventive maintenance and non-recurring repairs to building systems and equipment.
- Must include a description and a defined process for work identification, validation, planning, prioritization, design, construction, and quality assurance/quality control of work performed.
- The successful Proposer(s) must agree to a **program of preventive maintenance** (see Section II, page 31) in order to keep the facilities and equipment for which they are responsible in good working order.

e. **Capital Repairs, Renovation, Modernization, Expansion**

- This section must include a proposed process for work identification, validation of need, planning, prioritizing, design, construction, and QA/QC of work performed.
- As with all components, Proposer(s) must address performance standards, measures, management controls, responsibility, and accountability.
- Operators will be expected to keep their facilities furnished and decorated in the most modern and effective manner to create the greatest earning potential and customer satisfaction.

- The COMMISSION must approve in writing any major repairs, renovation, modernization, or expansion, prior to their execution.
 - The operator will submit preliminary plans, specifications, and detailed cost estimates to the COMMISSION for review and comment.
 - Final plans, specifications, and costs must be approved in writing before proceeding with work.
 - The COMMISSION shall have the right to inspect all construction, renovation, and repairs to ensure compliance with approved plans and specifications, and to ensure the safety of customers.

f. Furniture, Fixtures, and Equipment

- This section must address the Proposer's approach to managing the life cycle of furniture, fixtures, and equipment (non-real property assets) associated with their facility operation.
- It is recommended Proposers use recycled and low emitting materials in furniture, fixtures and equipment (i.e. benches made from recycled plastic bottles and carpets and upholstery that do not contain formaldehyde).

g. Utilities/Energy Management/Plant Management

- This section must address the Proposer's approach to the supply of utilities, energy management, and sewage treatment facilities management.

h. Building and Site Security

- This component includes site lighting, 24-hour surveillance cameras, electric access gates, and physical security at buildings and grounds.

- The Proposer must fully describe their approach to security to prevent incidents at the plazas and how they would respond to incidents, should they occur.

i. **Pest Control**

- This section should describe the measures to be taken to prevent the establishment of pests and vermin on the premises. This includes provisions for professional pest management services and routine removal of trash.

j. **Environmental Compliance and Pollution Prevention**

- The successful Proposer(s) shall comply with the requirements of all federal, state, and local regulatory requirements associated with the development, operation, and maintenance of the Service Plaza System. Performance will be measured based on benchmark levels established at the commencement of the lease for environmental contamination at each service plaza site. The successful Proposer(s) shall be responsible for, among other things, identifying, remediationg, packaging, manifesting, reporting, record keeping, handling, transporting and legally disposing of all hazardous and non-hazardous liquid or solid wastes generated by their operation of the plazas.

This section of the Facilities Management Plan must address the Proposer(s) approach to managing environmental compliance and proposed measures to prevent pollution from occurring.

4. Facility Sustainment and Reinvestment Reserve Fund

The Provider(s) is responsible for all facility operating expenses and capital expenditures. Operating expenses include utilities, regularly scheduled inspections, preventive maintenance, recurring maintenance and repair, emergency response and service calls for minor repairs, and major repairs to or replacement of building systems and their components that are expected to occur periodically throughout the facility life-cycle. These repairs include regular roof replacement, refinishing wall surfaces, repairing or replacing floor coverings, repairing or replacing HVAC systems or components, electrical system components, etc. Capital expenditures/improvements shall include retrofits/modernization/upgrades, renovation, and new additions.

To ensure funds are available to take corrective action when the provider fails to perform the above responsibilities, the COMMISSION requires the FOOD PROVIDER to pay one-and-one-half (1½%) percent of gross monthly revenues and the FUEL PROVIDER to pay one-and-one-half (1½%) percent of gross monthly revenues (C Store/merchandise sales) and one-and-one-half (\$.015) cent per gallon of gross fuel sales (gasoline & diesel) to the COMMISSION into a separate fund account, known as the Facility Sustainment and Reinvestment Reserve Account (Reserve Account). This fund account, controlled by the COMMISSION, will be considered a reserve fund.

The purpose of this account is to provide funding for facility maintenance, repair, and capital improvement projects when the Provider(s) fails to meet the performance standards established in the terms of the Agreement. The need for major maintenance, repair, or capital improvements will be reviewed annually following the required annual facility condition assessment. During the annual performance review, the Provider and

the COMMISSION will establish and validate the need for work at each of the Service Plazas and agree to a schedule for completion of the work. If the Provider(s) fails to perform these work projects in a quality and timely manner, the COMMISSION will use this fund to execute these projects. All COMMISSION costs, including administration, will be decremented from the Reserve Fund.

The COMMISSION will consider several performance incentives throughout the life of the Reserve Fund.

As one incentive for excellent performance, the COMMISSION will consider eliminating contributions to the Reserve Fund once the FOOD PROVIDER and FUEL PROVIDER have each contributed \$10 million to the account (\$20 million total), if the provider has exceeded performance standards. If later the fund falls below \$10 million for a particular provider (due to substandard performance which required the COMMISSION to use the account), that provider must resume payments into the account at the same rate, as stated above, until the fund is restored **and** performance exceeds standards.

As a further incentive for excellent performance, the Provider may request COMMISSION approval to use the Reserve Fund for projected major expenditures (over \$500,000 threshold) and pay back the fund over time at the rate stated above, until the fund is restored to the \$10 million level for that Provider.

Within 5 years of lease termination, the COMMISSION will consider eliminating contributions to the Reserve Account and begin disbursing funds from the account for reinvestment in the Service Plazas for the last five years of the lease. The decision to do this will be based on continued excellent performance by the Provider(s). In the event at

the end of the lease agreement money still remains in the reserve fund, the monies will be shared equally between the COMMISSION and the Provider(s). If early termination of the lease occurs, by either the COMMISSION, or the Provide(s), for any reason, the COMMISSION will retain the monies in the reserve fund.

Note: All dollar limits described in the above paragraphs may be adjusted for inflation throughout the life of the fund.

C. OPERATIONS / MAINTENANCE REQUIREMENTS

1. Operations / Maintenance Requirements – General:

The COMMISSION'S main objective is to develop a safe, clean and a commercially viable facility for use by the traveling public. The successful Proposer must:

- Provide ***food-related services, fuel/convenience store-related services, C Store Plaza services*** and a broad variety of other services to all Service Plaza users with a well-trained, efficient and courteous staff.
- Provide facilities which are attractive, pleasant to use, and meet the highest standards of cleanliness.
- Ensure that the products and services provide consumers with value for their money, and that prices charged are competitive with prices charged for similar products off the Turnpike.

- Provide appropriate financial return (comprised of capital investment and compensation) to the COMMISSION.
- Ensure the operating standards practiced on the Pennsylvania Turnpike are of the highest caliber.

1. **PLAZA ASSETS, BRANDING/SPONSERSHIP/MARKETING** – The COMMISSION is in the process of developing a system-wide branding/sponsorship program that will encompass various Turnpike assets, including the Service Plazas. The program will be tasteful, customer-centric and designed to generate revenue and other benefits for the COMMISSION and participating companies. The COMMISSION reserves any and all rights for the purpose of developing, implementing, operating and marketing a branding/sponsorship program for the Service Plazas and all other Turnpike assets. Such rights include, but are not necessarily limited to, naming of structures or areas, logo affixation, advertising, payment programs, media tie-ins, marketing partnerships with tourist, entertainment and sports destinations, content and Web sites. The COMMISSION reserves and retains any and all rights to identify the nature and extent of the branding/sponsorship program and its relationship to the Service Plazas.

2. **PLAZA CONCEPTS AND SERVICES** - The successful Proposer(s) will submit a list of concepts and services proposed for each Service Plaza for approval by the COMMISSION. In order to avoid any conflict or potential conflict with rights associated with and/or reserved to the COMMISSION in relation to the branding/sponsorship program, any concept, service or tie-in

(the "Ancillary Concept") that Provider or any of its franchisers desire or intend to include in any retail location in a Service Plaza, that is ancillary or in addition to the provision of food, beverages and related products, shall be disclosed and submitted to the COMMISSION for review. In such cases, Provider shall provide to the COMMISSION all relevant information and documentation that describes and defines a) the Ancillary Concept, b) the rights that would be acquired from or passed through to the franchiser, c) how it would be implemented and managed, d) how it would effect and/or benefit customers, e) revenues, if any, that would be payable to the COMMISSION, and f) the period of time that it would be operated. If Provider believes that the information or documentation needed to satisfy this obligation is or may be confidential, Provider may submit redacted documents or the COMMISSION would consider entering into an appropriate non-disclosure agreement. At no time shall a primary nationally branded food concept be duplicated in consecutive plazas. The COMMISSION will have final approval of all Service Plaza concepts and services.

- The Successful Proposer(s) cannot sub-contract/franchise any portion of their business without prior written approval of the COMMISSION.
- All food and fuel concepts must be company operated.

3. **COMMON AREA** - The COMMISSION reserves the right to request proposals for other contracted services for the interior and exterior areas of the Service Plaza buildings, including but not limited to:

- Merchandise/Retail/Video

- Electronic Travel Information (i.e. lodging, shopping, dining, tourist attractions, etc.)
- Pennsylvania Turnpike Commission related programs (i.e. E-ZPass)
- Ticket Sales (i.e. concerts, sporting events, amusement parks, ski resorts, etc.)
- Products and services related to the branding/sponsorship program

4. SIGNS-ADVERTISING-PROMOTIONS –

- Signage related to the branding/sponsorship program may be placed in the truck and car parking areas and adjacent to entrance and exit ramps.
- The COMMISSION reserves the right to install interior and exterior signage at its discretion.
- The COMMISSION has provided and shall continue to maintain and provide signs (Mother Boards) on the Turnpike indicating the approach to any Service Plaza. The PROVIDER will be responsible for providing advertising logo signage (which the COMMISSION will install) for the above mentioned signs (Mother Boards). The COMMISSION will have final approval and may remove/change the logo signage at its discretion.
- The COMMISSION will be responsible to maintain other signs designed to direct traffic flow within the Service Plaza.
- FOOD/FUEL PROVIDERS have the right to install proprietary signage as it directly relates to the operation of their business. The signage must be approved by the COMMISSION in writing.

5. **SERVICE PLAZA BUILDING AREAS** - Service Plaza building areas including seating and relaxation areas, restrooms, telephone and entrance lobbies must remain open and in operation 24 hours per day, 7 days per week for the convenience and safety of the traveling public.
6. **COMMON TENANCY** - The operating and development responsibilities for the Service Plazas may be divided and shared between and among selected Proposers unless a successful Proposer is awarded the entire operation. In the case of the former, each lease agreement will identify the responsibilities of each party regarding maintenance and service, and all parties will be expected to mutually perform their responsibilities in compliance with the performance requirements as provided for in their respective lease agreement. Each Operator must faithfully perform its maintenance responsibilities (as identified within the boundaries of their respective project limits), cooperate fully with the other Operator(s) and work for the common interest of both the parties and the COMMISSION.
7. **STAFFING** - The level of service provided is critically important to the COMMISSION, and the successful Proposer(s) must be able to demonstrate that a high caliber staff is being recruited and that regular training is ongoing.
- Proposers must provide adequate staffing levels necessary to provide quality service during normal and peak periods. A manager must be assigned to the food service operation and to the fuel service/convenience store operation. If one Proposer is responsible for both operations, one manager for the entire Service Plaza operation is acceptable.

The operation and maintenance of the leased premises shall be under 24 hours per day, 7 days per week constant and direct supervision of a trained, qualified and experienced manager employed by the successful Proposer to respond quickly and decisively in all matters affecting the operation of the premises. It is expected that the management plan will include very specific policies and procedures relating to the safety and security of all patrons and staff of the Service Plaza.

8. **CAPITAL IMPROVEMENTS & REFURBISHMENT** – The Operator shall expend the necessary funds and effort to maintain, improve and refurbish the Service Plaza. It is the Commission’s intention in requiring these expenditures that the Operator(s) shall keep the Service Plaza furnished and decorated in the most modern and effective manner to create the greatest earning potential for the Operator and the COMMISSION, as well as for the enjoyment of the customers.

The Operator(s) shall not construct or make any renovations, major repairs or improvements to the Service Plaza without having obtained from the COMMISSION written approval of the Operator’s final plans and specifications. Prior to receiving such approval, the Operator shall submit preliminary plans and specifications to the COMMISSION along with the Operator’s detailed estimate of costs and expenditures. The COMMISSION shall approve or deny final plans and specifications. The COMMISSION shall have the right to inspect all construction, renovation and repairs to ensure compliance with the approved plans and specifications, and to ensure the safety of its patrons and the traveling public.

9. **UTILITIES** – The tenant(s) shall make all arrangements with Governmental Authorities and public utilities, provide and pay directly (and assume all risk of service interruptions) for all utilities and like services (including, without limitation, installation, maintenance, use and servicing), including, without limitation, water, sewer, oil, gas, electric, cable and telephone, used at the Leased Premises and otherwise in connection with the improvements and all deposits or bonds in connection therewith.

Each Operator will be responsible to provide their own metered utilities which are solely used to operate their own business. Utilities that are deemed common to both Operators will have a separate meter and the FOOD AND FUEL PROVIDER will each pay 50% of the costs.

- **Electric** - Each Operator will be responsible to provide their own electric meter which is solely used to operate their business. An electric meter will be installed for shared utilities (i.e. site lighting, sewer plant).
- **Water/Municipal Sewer** – The FOOD PROVIDER will be responsible for the water supply and municipal sewer to the entire plaza. Costs are to be shared equally with the FUEL PROVIDER.
- **Heating Fuels** – Each Operator will be responsible to provide their own heating fuel(s) for the operation of their business.

The FUEL PROVIDER will be responsible to bring the utilities to the building(s). The costs for the construction will be shared 50% FUEL PROVIDER and 50% FOOD PROVIDER.

10. **MENU ITEM CONTROL / PRICING** - The COMMISSION reserves the right to limit, restrict and confine the type of food concept and category acceptable for

the term of the contract. Nationally recognized brand operations must conform to their standards. Prior to operation, the Operator shall submit to the COMMISSION an initial menu showing portion sizes, holding times and prices for all food and beverages which it proposes to serve. The Operator shall keep the COMMISSION continuously informed of any changes in the menu, including, but not limited to; any additions or deletions of menu items or any changes in quality, portion size and price. The FOOD PROVIDER must request in writing COMMISSION approval for changes and receive approval prior to making any changes. Comparable off-pike locations and number of surveys will be mutually agreed on by the COMMISSION and Concessionaires. In the event exact concepts are not available, the COMMISSION reserves the right to determine a like concept to be used as a substitute sweep. In the event a concept ceases to function as a viable concept then the concessionaire must replace that concept in an agreed time frame on, not to exceed one year, with a current marketplace concept mutually agreed upon by the COMMISSION and the Provider. All operations will be allowed to charge ten (10%) percent per food item over average price sweep. All prices rounded to the nearest 0, 5 or 9 will be the accepted price.

11. **OTHER PRICING** - The Operator shall submit to the COMMISSION a statement of prices for all food related products. Prices charged for such products and services shall not exceed the average prices charged by off pike C Store operations by more than ten (10%) percent per item. All prices rounded to the nearest 0, 5 or 9 will be the accepted price.

12. GOODS & SERVICES – All goods and merchandise must first be approved by the COMMISSION for sale by the Operator. Preference may be given to the Proposer who uses products that are produced in Pennsylvania and the USA and food packaging materials that are designed to minimize paper waste and are biodegradable to prevent long-term environmental concerns. Nationally recognized brand operations must conform to their standards. The FUEL PROVIDER shall be permitted to sell beverages, tobacco, candy and snack products, ice, health and beauty aids, magazines, books and newspapers from the fuel island kiosks or service station convenience store, and any other items the respective operators may mutually agree upon. Cigarettes will be permitted to be sold only from behind the counter in the C Store. Beverages may include, but not be limited to: coffee, juices and soft drinks sold in cans, bottles or from dispensers (fountain drinks). Snacks may include gum, mints, candy, chips, crackers, pretzels, nuts, meat snacks, bakery products and frozen novelties. Snacks will not be prepared on site. C Store Service Plazas under the umbrella of one Operator may include any type of hot/cold food sold in C Stores.

The merchandise sold at the retail/gift shops shall be of good quality and reasonably priced. The Operator must receive prior written approval from the COMMISSION for all items / merchandise intended for sale. The Operator shall submit a written merchandise list with its proposal every January 1st and June 1st of each calendar year.

Each successful Proposer(s) will be required to have a dedicated full-time food standards person who's sole responsibility is to train employees to meet brand

specifications and monitor/ensure the quality of food is maintained. This person will be dedicated to the Pennsylvania Turnpike and not have any other duties.

13. HOURS OF OPERATION – The COMMISSION reserves the right to require the Lessee to expand the hours of operation of its food service concepts at any time, for such periods as the COMMISSION shall deem necessary to meet public needs, in which case the Lessee shall conform to the Commission’s requirements. During the term of this contract, the Operator shall operate its units in accordance with the highest standards of management and operation to ensure the public will be served in the best possible manner.

The minimum hours of operation for all concepts are set forth in Full Service Food Provider, section II, page 36, Full Service Fuel Provider, section II, page 40 and C Store Plaza Provider, Section II, page 42. Such hours of operation may be increased without requiring the approval of the COMMISSION. Such hours of operation however, may not be reduced without the written approval of the COMMISSION.

14. TOLLS - Toll free passage will not be granted to the Operator(s) or their employees or suppliers.

15. NO SMOKING POLICY - The inside of the buildings are designated as “No Smoking Areas.”

16. LOTTERY TICKET SALES - State of Pennsylvania lottery ticket sales shall be permitted. The COMMISSION must approve the location of the equipment and any signs and promotional materials.

17. **PUBLIC TELEPHONES** - Public Telephones shall be permitted to be installed by the Operator(s). A TDD phone must be installed in each Service Plaza. The COMMISSION must approve the location of the equipment and any signs and promotional materials. The portion of the proceeds received by the Operator will be divided equally between the Operator and the COMMISSION.
18. **ALCOHOLIC BEVERAGES** - The Operator shall not at any time sell, serve or otherwise furnish, within the limits of the Pennsylvania Turnpike, any form of alcoholic beverage.
19. **BANKING SERVICES** – Provider has no right to install ATM banking machines. COMMISSION reserves the rights for any and all banking services at any and all Service Plazas and to install ATM banking machines of successful bidders past, present and future.
20. **VENDING MACHINES** – The Provider must have written consent from the COMMISSION for the installation of vending machines. If consent is granted, the Operator will submit a listing of said machines to the COMMISSION containing a description of each machine proposed, including the dimensions, the product or service to be sold from it, the price or prices at which such sales will be made and any other pertinent data requested by the COMMISSION. Such list shall be accompanied by a sketch or diagram showing the proposed location of each machine. The vending rent received from the Operator(s) will be reported separately from other rent paid.

21. AMUSEMENT MACHINES – The COMMISSION requires written consent for the installation of amusement machines. If written consent is granted, the Operator will submit a listing of said games to the COMMISSION which contains a description of each game, dimensions, a diagram showing the proposed location, price-per-play and any other pertinent data requested by the COMMISSION. The COMMISSION may at any time, require the relocation, replacement, withdrawal or removal of such machines. The amusement machines shall be placed in an enclosed area. The portion of the proceeds received by the Operator shall be divided equally between the Operator and the COMMISSION. At no time shall an amusement machine be installed that is considered violent or sexual in nature.

22. ELECTRIC GATE ACCESS - Electric access gate(s) will be installed as part of the parking lot renovation/construction and the cost to be shared equally by the successful Proposer(s). The electric access gate(s) will have key locks at the gate(s) and remote opening controls in both the food and fuel provider's portion of the building. The maintenance of the gate(s) will be borne by the COMMISSION. The COMMISSION will be the sole authority in issuing gate access keys and reserves the right to specify the brand/type of gate.

23. EMERGENCY GENERATOR - Emergency Generator(s) will be installed as part of the total renovation/construction of the Service Plazas, the cost will be shared equally by the successful Proposer(s). The COMMISSION reserves the right to specify the brand/type of the emergency generator(s).

24. LITTER/DEBRIS REMOVAL - The parking areas (car, truck, bus, RV and employee lots), sidewalks, adjacent areas, landscape and grass areas will be policed for litter and debris removal by both the FOOD and FUEL PROVIDER. Both providers can agree on how to share responsibilities at each Service Plaza. If an agreement cannot be reached, the COMMISSION will decide the areas of responsibilities.

25. SITE LIGHTING – Site lighting will be installed as part of the total renovation/construction of the Service Plazas and may require illumination of certain signage and/or messaging. The costs are to be shared equally by the successful Proposer(s). The FUEL PROVIDER will be responsible for maintenance and re-lamping with the costs shared equally with the FOOD PROVIDER. The COMMISSION reserves the right to specify bulb type and standard type.

26. EXTERMINATION SERVICE - The FOOD/FUEL PROVIDER is responsible to employ an extermination service to perform all extermination both inside and outside each provider's own building, and on such terms and demand as the health requirements may require to keep same free from all roaches, rodents and all other vermin.

27. PREVENTIVE MAINTENANCE – The successful Proposer(s) will be financially responsible for all maintenance, repair, replacement and upgrade of all equipment and/or systems throughout the facilities. Successful Proposer(s) must agree to a program of preventive maintenance in order to keep the equipment and facilities for which they are responsible in good working order.

Upon completion and acceptance of the construction of each Service Plaza site pursuant to this RFP, Proposer(s) shall submit to the COMMISSION, a plan for preventive maintenance that provides for the periodic examination and repair of all major equipment at the Service Plazas by qualified personnel. The plan shall include, but not be limited; to a schedule of all HVAC, compressors, motors, alarm systems, emergency generators and other major building, structural, mechanical or electrical equipment requiring periodic maintenance or operational checks. These maintenance or operational checks will be performed according to the manufacturer specifications subject to COMMISSION review and approval. Serial numbers, model numbers and other descriptive information of said equipment shall be provided to the COMMISSION. The plan, including an Operations and Maintenance (O&M) schedule that shall, among other things, take into account the changing repair and replacement requirements of the equipment over the time period covered by its service life, shall be agreed to by the COMMISSION and Proposer(s) at the completion of each Service Plaza site. This information shall be made available to the COMMISSION through a database system created and maintained by the OPERATOR. The data base information must be submitted to the COMMISSION no later than the 10TH of every month. Both the COMMISSION and Proposer(s) must mutually approve any material changes to the plan, such approvals are not to be unreasonably withheld or delayed. Proposer(s) shall provide a complete set of O&M Manuals to the COMMISSION and maintain one at each Service Plaza site. Proposer(s) shall keep maintenance records, for the term of the lease and make them available for the COMMISSION inspection, as required. The OPERATOR responsible

for equipment and systems will be required to immediately repair or replace defective equipment or components that are identified during preventive maintenance checks. In the event that the PROVIDER(S) fails to comply with these terms, the COMMISSION will hire a company for maintenance and bill back to the PROVIDER(S) at one hundred twenty-five (125%) percent.

2. Operations / Maintenance Requirements - Full Service Food Provider

1. **ADMINISTRATION BUILDING CAFETERIA** - The successful Full Service FOOD PROVIDER will assume responsibilities of the Turnpike Commission Administration building cafeteria. The COMMISSION will reimburse the Operator for its annual losses up to \$25,000.
2. **PRICING** - Comparable off-pike locations and number of surveys will be mutually agreed on by the COMMISSION and provider(s). In the event exact concepts are not available, the COMMISSION reserves the right to determine a like concept to be used as a substitute survey.
3. **RESTROOMS** -

Dual Access Plaza: One male, one female from 7:00 a.m. to 11:00 p.m. One employee from 11:00 p.m. to 7:00 a.m. The employees duties will be solely as a dedicated restroom attendant. These employees shall perform no other duties and will remain in the restrooms only. These employees will wear special uniforms identifying them as such.

Single Access Plaza: One male, one female from 7:00 a.m. to 11:00 p.m. One

employee from 11:00 p.m. to 7:00 a.m. The male employee will be a dedicated men's room and parking lot attendant. The female employee will be a dedicated ladies room and lobby/dinning room attendant. These employees shall perform no other duties and will remain in their respective areas only. These employees will wear special uniforms identifying them as such.

Failure to comply will result in a \$500 penalty per occurrence payable to the COMMISSION.

Operator shall be responsible for cleaning, repairing and maintaining (including replacement of broken fixtures) all restrooms in the main plaza building. The FOOD PROVIDER shall hire a professional cleaning service approved by the COMMISSION to perform a complete cleaning and sanitizing of the restrooms on a monthly basis.

Restrooms are to be totally refurbished every 7 to 8 years at the COMMISSION'S direction and FOOD PROVIDER'S expense. The design, construction and contractor must be approved by the COMMISSION.

The Operator shall not install or permit others to install facilities for pay toilets.

The COMMISSION places strong emphasis on the upkeep and cleanliness of restroom facilities.

4. **SECURITY** - 24-hour surveillance cameras with minimum of 72 hours storage time will be installed, maintained and monitored by the FOOD PROVIDER throughout their portion of the building.

5. **PUBLIC ADDRESS/MUSIC SYSTEM** - The COMMISSION shall require the FOOD PROVIDER to provide and maintain a public address system at each Service Plaza which accesses all areas of the building including restrooms and

immediate outdoor areas. A music system will also be included in the public address system.

6. **WATER FOUNTAIN** – The FOOD PROVIDER shall maintain at least one operable pair of ADA approved electric water coolers (water fountains) in each lobby area of the Service Plaza for use by the public without charge for drinking purposes. The FOOD PROVIDER shall be responsible for maintaining the cleanliness of the electric water coolers.
7. **FENCING** - Areas required to have fencing with gates (i.e. trash disposal, propane tanks) will be installed to the satisfaction of the COMMISSION and maintained by the FOOD PROVIDER.
8. **BUILDING EXTERIOR** - The FOOD PROVIDER will be responsible for maintaining the exterior of their building, including, but not be limited; to painting (every 3 years), roof repair, gutters, downspouts, power washing etc. The Operator shall not make renovations/repairs/improvements to the Service Plaza without having written prior approval by the COMMISSION.
9. **SITE LIGHTING** – The FUEL PROVIDER will be responsible to maintain in working order all lighting in the parking lots, employee lots and access gate excluding the lights needed to operate the Operators business. The cost of this maintenance will be shared equally by the FOOD PROVIDER. The COMMISSION is responsible for lighting of the entrance and exit ramps.
10. **PARKING AREAS & DRIVEWAYS** – The FUEL PROVIDER will be responsible for complete repair, line painting, sealing and maintenance of all

parking areas, including curbing, shoulders and driveways (excluding entrance/exit ramps, bridges and access roads which will be maintained by the COMMISSION) and the cost is to be shared equally by the FOOD PROVIDER.

11. **SIDEWALKS** – The FOOD PROVIDER will be responsible for complete repair and maintenance of all sidewalks around the portion of the building they occupy and any sidewalks leading to or from any parking areas.

12. **SNOW REMOVAL** –

- **Paved Surfaces** - The FUEL PROVIDER will be responsible for removal of snow from all paved surfaces in the Service Plazas, including the employee parking lots and the access road (excluding entrance/exit ramps and bridges which will be maintained by the COMMISSION). The cost of snow removal will be shared equally with the FOOD PROVIDER.
- **Sidewalks** - The FOOD PROVIDER will be responsible for snow removal around the portion of the building they occupy and any sidewalks leading to or from any parking areas.

13. **HOURS OF OPERATION** - Hours of operations at a minimum will be:

Main Concept – 24 hours

*Breakfast served 1 a.m. to 11 a.m.

Specialty Coffee Concept (if offered) – 6 a.m. to 12 a.m.

All other concepts – 7 a.m. to 11 p.m.

Seasonal concept hours to be mutually agreed upon.

* Breakfast menu will be of same quality and variety of a major fast food concept.

14. **TRASH REMOVAL** – The FOOD PROVIDER will provide trash removal via compactor (with associated concrete pad, electric power and annual painting of compactor) for the entire Service Plaza. The costs will be shared equally with the FUEL PROVIDER. This area will be enclosed with proper privacy fencing with gate.
15. **LANDSCAPING/LAWN MOWING** – The FUEL PROVIDER will provide landscaping and lawn care services through an outside contractor providing a yearly maintenance contract approved by the COMMISSION. The FUEL PROVIDER shall maintain (includes mowing, fertilizing and watering) and replace as necessary, existing trees, shrubbery, and plantings on the Leased Property. The cost of these services will be shared equally with the FOOD PROVIDER.
16. **SEWAGE TREATMENT PLANT** - The FOOD PROVIDER shall maintain and operate the sewage treatment facilities with properly licensed operators in compliance with federal and state operating regulations and shall obtain and hold in it's name all necessary permits. The FUEL PROVIDER shall reimburse the FOOD PROVIDER FOR 50% of the costs associated with the FOOD PROVIDER'S operation and maintenance of the sewage treatment plants. The COMMISSION will provide the minimum specifications to which these activities are to be performed.

3. Operations / Maintenance Requirements - Full Service Fuel Provider

1. **GAS PRICING** – Gas prices to be competitive with off-pike like type C Store operations. Proposer(s) must submit a proposed price over the average survey. The COMMISSION reserves the right to pick the number, location, and type of operations in the event the FUEL PROVIDER and COMMISSION cannot mutually agree.
2. **OTHER PRICING** - The Operator shall submit to the COMMISSION a statement of prices for all food related products. Prices charged for such products and services shall not exceed the average prices charged by off pike like type C Store operations by more than ten (10%) percent per item. All prices rounded to the nearest 0, 5 or 9 will be the accepted price.
3. **SECURITY** - 24-hour surveillance cameras with minimum of 72 hours storage time will be installed, maintained and monitored throughout the FUEL PROVIDER'S portion of the building, parking lots (including employee lot), ramps and fuel islands.
4. **PUBLIC ADDRESS/MUSIC SYSTEM** - The COMMISSION shall require the FUEL PROVIDER to provide and maintain a public address system at each Service Plaza which accesses all areas of the building, immediate outdoor areas and fuel islands. A music system will also be included in the public address system.
5. **RESTROOMS** - The Operator shall be responsible for cleaning, repairing and maintaining (including replacement of broken fixtures) all restrooms in the C

Store building. The FUEL PROVIDER shall hire a professional cleaning service approved by the COMMISSION to perform a complete cleaning and sanitizing of the restrooms on a monthly basis.

Restrooms are to be totally refurbished every 7 to 8 years at the COMMISSION'S direction and FUEL PROVIDER'S expense. The design, construction and contractor must be approved by the COMMISSION.

The Operator shall not install or permit others to install facilities for pay toilets.

The COMMISSION places strong emphasis on the upkeep and cleanliness of restroom facilities.

6. **EMERGENCY GENERATOR** - The FUEL PROVIDER at each Service Plaza will be required to inspect, maintain and operate the emergency generator and its related systems including the generator building.
7. **FLAGS** - The FUEL PROVIDER at each Service Plaza location will be responsible for providing and maintaining in good condition federal and state flags of proper dimensions, including lighting, raising and lowering of the flags.
8. **PARKING AREAS & DRIVEWAYS** - The FUEL PROVIDER will be responsible for complete repair, line painting, sealing and maintenance of all parking areas, including curbing, shoulders and driveways (excluding entrance/exit ramps, bridges and access roads which will be maintained by the COMMISSION) and the cost to be shared equally by the FOOD PROVIDER.
9. **SIDEWALKS** - The FUEL PROVIDER will be responsible for complete repair and maintenance of all sidewalks around the portion of the building they occupy.

10. **SNOW REMOVAL –**

- **Paved Services** - The FUEL PROVIDER will be responsible for removal of snow from all paved surfaces in the Service Plazas, including the employee parking lots and the access road (excluding excel and decel ramps and bridges which will be maintained by the COMMISSION). The cost of snow removal will be shared equally with the FOOD PROVIDER.
- **Sidewalks** – The FUEL PROVIDER will be responsible for snow removal around the portion of the building they occupy.

11. **BUILDING EXTERIOR** - The FUEL PROVIDER will be responsible for maintaining the exterior of their building, including but not limited to painting (every 3 years), roof repair, gutters, downspouts, power washing etc. The Operator shall not make renovations/repairs/improvements to the Service Plaza without having written approval by the COMMISSION.

12. **SITE LIGHTING** – The FUEL PROVIDER will be responsible to maintain in working order all lighting in the parking lots excluding the lights needed to operate the Operators business. The cost of this maintenance will be shared equally by the FOOD PROVIDER. The COMMISSION is responsible for lighting of the entrance and exit ramps.

13. **HOURS OF OPERATION** - Hours of operations must be: C Store and fuel services - 24 hours

14. **TRASH REMOVAL** – The FOOD PROVIDER will provide trash removal via compactor (with associated concrete pad, electric power and annual painting of

compactor) for the entire Service Plaza. The costs will be shared equally with the FUEL PROVIDER. This area will be enclosed with proper privacy fencing with gate.

15. LANDSCAPING/LAWN MOWING – The FUEL PROVIDER will provide landscaping and lawn care services through an outside contractor providing a yearly maintenance contract approved by the COMMISSION. The FUEL PROVIDER shall maintain (including mowing, fertilizing and watering) and replace as necessary, existing trees, shrubbery, and plantings on the Leased Property. The cost of these services will be shared equally with the FOOD PROVIDER.

16. SEWAGE TREATMENT PLANT - The FOOD PROVIDER shall maintain and operate the sewage treatment facilities with properly licensed operators in compliance with federal and state operating regulations and shall obtain and hold in it's name all necessary permits. The FUEL PROVIDER shall reimburse the FOOD PROVIDER FOR 50% of the costs associated with the FOOD PROVIDER'S operation and maintenance of the sewage treatment plants. The COMMISSION will provide the minimum specifications to which these activities are to be performed.

4. Operations / Maintenance Requirements - C Store Plaza Provider

Operating requirements by the C Store Plaza provider will include both the operating requirements in the FOOD and FUEL PROVIDER sections as stated above unless otherwise stated herein.

- **HOURS OF OPERATION** – hours of operation at a minimum will be:

C Store and fuel services – 24 hours

Coffee – 24 hours

Concept serving hot food – 24 hours

* Breakfast served 1 am to 11 am

* Breakfast menu will be of same quality and variety of a major fast food concept.

5. Additional Information

The COMMISSION will expect the successful proposer to develop its facilities and operations to anticipate and meet changing food and fuel service trends, new market formations and changing diet patterns evolving throughout the food and fuel service/convenience store industry. As a result, the successful proposer shall be required to continuously consider and/or propose and/or initiate ideas (at least every three years, at a minimum) for varying methods of presenting food-related services, fuel/convenience store-related services and merchandising of other services and products. The COMMISSION will assist the successful proposer to the extent possible in promoting new and innovative ideas.

The COMMISSION may establish a marketing fund for the benefit of the Service Plazas (the “Marketing Fund”), and upon establishment and written demand by the COMMISSION, proposer agrees to pay to the COMMISSION, as proposer’s contribution towards the advertising, promotion, activities, public relations and administrative expenses related to such Marketing Fund. Contributions to the Marketing Fund shall not exceed \$50,000 per year per Provider. In connection with said Marketing Fund, the COMMISSION agrees to provide complete services

for management of Marketing Fund activities including, but not limited to; secretarial and accounting services, administrative offices, supplies and equipment. All monies received from PROVIDER(S) for the Marketing Fund shall be used by the COMMISSION solely for the purpose of advertising and promoting the Service Plazas.

The COMMISSION will develop a Service Plaza Emergency Repair Policy for the PROVIDER(S).

III. PROPOSAL FORMAT AND CONTENTS

A. General	III-1
B. Proposal Format and Contents	III-1

A. **General**

The COMMISSION will only consider complete, comprehensive proposals, to meet all the requirements of this RFP.

Proposals must be completely filled out as required including all of the Proposal Forms contained in Appendix H, Financial Proposal Form and Appendix J, Release and Indemnification Form. The COMMISSION will **not** review any proposal in which required information was not furnished or where indirect, general, ambiguous or incomplete information was provided. The information requested and the manner of submittal is essential for evaluation of all proposals. By submitting a proposal, the Proposer is certifying that all the conditions included in this RFP have been acknowledged and understood.

Proposals not including appendices or drawings, should not exceed 100 pages in length.

B. **Proposal Format and Contents**

The following outline is provided as a reference and should be used by all Proposers to ensure that all requirements are addressed in their proposal. Specific elements of certain areas will be described further in subsequent paragraphs as needed to supplement the requirements specified in **Section II** of this RFP.

1. Transmittal Letter – The proposal must include a transmittal letter. This letter is to confirm and identify the Proposer and must include the name, mailing address, telephone number, facsimile number and e-mail address of the person who would

represent the Proposer in discussions and/or in negotiations with the COMMISSION. The transmittal letter must be signed by an authorized representative/official of the Proposer. The transmittal letter must also include a statement that the proposal shall remain valid for at least 180 days after the closing date of the receipt of the Proposals. In the transmittal letter, the Proposer must acknowledge having read and understood the entire RFP. If the Proposer is selected by the COMMISSION for award of a lease agreement, the COMMISSION will have relied upon, and the Proposer will be bound by, the representations and statements made or furnished by the Proposer in the Proposer's response to the RFP and in any oral or written presentations made during the evaluation and selection process.

2. Development Plan - Outline the substance of your development proposal, your understanding of the project and your approach to fulfilling the requirements. Address how the proposal will accomplish the COMMISSION'S project goals of developing the Service Plazas. Include as part of the proposal the following:

- a. Transition Plan
- b. Master Development Plan
- c. Site Plans
- d. Schedule: Describe any capabilities of your team that may fast-track the design/construction phase of the project which would enhance the COMMISSION'S ability to bring new facilities for customer service on line in the most expeditious manner possible. Include an implementation schedule showing design and construction milestones (See Appendix D, Operator and Lease Term Information).

- e. Quality Control System: Identify the steps that will be taken to control the project quality throughout the design and construction phases and include the ability to establish and maintain project quality from contract award through construction completion.

3. Service Plaza Facilities Management Plan

- a. Context/Goals of the Plan (Overall Approach)
- b. Custodial Services
- c. Landscape Management and Grounds Maintenance
- d. Emergency Situations/Response Service
- e. Facilities Maintenance and Repair
- f. Capital Repairs, Renovation, Modernization and Expansion
- g. Furniture, Fixtures and Equipment
- h. Utilities/Energy Management/Plant Management
- i. Building and Site Security
- j. Pest Control Services
- k. Environmental Compliance and Pollution Prevention

4. Operations Plan – The Operations Plan shall include a description of the commercial and noncommercial services proposed for the Service Plazas. Information must be provided to describe the commitment of management and local supervisory personnel and the approach to meeting day-to-day cleanliness routines and responsibilities for both short-term and long-term maintenance. Specific items to be addressed shall include, at a minimum:

- a. Proposed Services: A description of the proposed **food-related services** and/or **fuel service/convenience store and related**

services operation, including intended food and/or fuel concession and retail concepts, as well as the proposed hours of operation for each. Proposed hours of operation will be subject to the ultimate approval of the COMMISSION.

- b. Concept Services Demands/Trends: Describe the approach that you would employ throughout the term of the lease agreement to ensure that the services offered remain in popular demand and that new trends would be regularly incorporated into the Service Plaza operations.
- c. Service Plaza Appearance: Describe the approach that you would develop to ensure that the facilities will remain attractive, safe and modernized.
- d. Staffing: Describe a proposed staffing plan to meet the requirements of providing said offerings, including restrooms and relaxation areas for a 24-hour, 7-day-per-week, 365-day-per-year environment.
- e. Pricing Structure: Describe how the Proposer plans to structure pricing for their products and services. The COMMISSION requires prices (including fuel prices) that are competitive with prices charged for similar products off the Turnpike.

5. Marketing and Public Relations Plan - The Marketing Plan shall include, at a minimum:

- a. Customer Attraction: A detailed approach to marketing the Service Plaza site and methods to be employed for attracting customers. Characterize the principal challenges that you anticipate encountering in marketing the facility

and explain, in sufficient detail, how you propose to address these concerns and/or opportunities. Identify a special promotional program that could be developed to attract customers and create a new Service Plaza identity, possibly in cooperation with local tourist attractions.

- b. Public Relations and Community Relations: A detailed description of a public relations program to promote a “Good Neighbor Policy” that you believe will achieve harmony and mutual benefits with public and private entities surrounding the Service Plazas (e.g. local community leaders, chambers of commerce, local suppliers, tourist agencies).
- c. Services Promotion: A detailed description of your approach to promote Service Plaza services through written advertising and/or radio media (e.g. sponsoring traffic information or special promotional advertisements).
- d. Customer Service: The marketing plan must include a detailed discussion of the Proposer’s approach to customer service.
- e. Business Plan: A business plan must be submitted with the proposal, and yearly thereafter. The Business Plan will be reviewed semi-annually with the COMMISSION.

6. Organization Structure

- a. Description of Organization Structure - The COMMISSION desires to understand the ownership and organizational structure of the principal organization pertinent to this opportunity, and also gain an insight into the proposed business operation. The organizational structure must be described, identifying the entity that would enter, as the Prime (Team leader), into any lease agreement with the COMMISSION as well as any other

organizations (maintenance companies, property managers, etc.) which could participate in the Service Plaza development operation on a day-to-day basis.

An organizational chart should be developed in sufficient detail to indicate a chain of Executive Authority from the President or comparable Chief Executive down through the Project Director who will be directly responsible for project delivery and contract adherence to the COMMISSION. Identify the food service companies, fuel service station companies, other service companies and retail operators, developers, equity partners or lenders as applicable. Identify the individuals occupying the positions shown and state the length of experience of officers and key executives in their respective fields as presented in the organizational chart. Resumes are to be included for those principals and key personnel who will be assigned and involved in managing, directing or supervising the work as presently contemplated.

Architectural, engineering and construction contractors must possess the necessary credentials to conduct business in the Commonwealth of Pennsylvania and must further be considered qualified by the Pennsylvania Turnpike Commission and The Commonwealth of Pennsylvania, Department of Transportation in the specific categories of work relative to their involvement. Developers with out-of-state headquarters or corporations not incorporated in Pennsylvania must include with each proposal a copy of their registration to do business in the Commonwealth of Pennsylvania.

If the development and/or operation will be conducted under a joint venture arrangement, each party to the venture must be identified and the roles that each will have in the development and/or operation must be described. Letters of agreement to participate in the joint venture as well as the percentage of participation must be submitted from each of the joint venture partners.

If subcontractors will be used (must receive prior written COMMISSION approval) to provide food service, on-site water/wastewater treatment services or other commercial services, there must be a description of their qualifications and experience relevant to their anticipated involvement in the operation. Letters of agreement to participate as subcontractors must be submitted from each participant.

- b. Past Performance and Experience (Development, Design, Construction) - The qualifications and experience of the Proposer and each of the participating organizations including key personnel from each company must be described.

Describe the proposing entity's experience in designing, constructing, financing, operating and managing facilities similar to those being considered for development by this opportunity; namely, food/service, fuel service, convenience store, on-site water/wastewater treatment and any other facilities which may be proposed. Include experience, if any, on comparable public/private joint development projects or public service operations.

For projects of a comparable nature or relevant character, provide examples of projects in progress or completed since 1990 that include any of the following:

- (a) Examples of general architectural, engineering and landscape design excellence
- (b) Food service
- (c) Service station facilities/operations
- (d) Retail operations
- (e) Dining areas and public space
- (f) Retail display concepts
- (g) Examples of successful food, fuel, retail or other commercial innovation
- (h) Sales area and/or commercial activity center
- (i) Office buildings of comparable size and type
- (j) Public buildings of comparable size and type
- (k) Site developments of comparable size and type
- (l) Environmental protection, containment and mitigation
- (m) Examples of successful project completion emphasizing the ability to meet project schedules and costs

- c. Past Performance and Experience (Food, Fuel and Retail Operations) -
Proposers must demonstrate their experience in managing, developing and

operating the type and style of services that will be presented in their subsequent proposal to the COMMISSION. Describe the principal organization's experience in providing these services on toll roads and at airports, train stations, transportation centers, interstate highway locations, shopping malls or other retail/public environments. Proposers should have developed and managed, for at least the last three (3) years, a facility whose principal business is commercial food service, fuel service, retail sales or services to the public. These retail sales must include some or all of the services contemplated by this opportunity. The facility must also have public restrooms with on-site water/wastewater treatment facilities where needed and public areas maintained by the Operator including parking lots, landscaping and snow removal.

The following information must be presented for each member of the principal organization (including food service providers, fuel service companies and other related retail operators) according to their respective roles in the project:

- (a) Locations where the company operates single or multiple food, fuel or other related retail services.
- (b) Concept type, style and length of operation for each location.
- (c) Average sales figures and average number of daily customers served at each location listed.
- (d) Past successes in operating food service, fuel service and retail operations in a multi-tenant retail environment, as

applicable.

- (e) Past performance in developing, managing and/or operating a highly trafficked, high-quality food and/or fuel operation in a major metropolitan area.
- (f) Past performance in managing, operating and maintaining small on-site water/wastewater treatment facilities for similar operations.

- d. References (Contract Related) - Each member of the principal organization must provide at least three commercial, industrial or institutional references that may be called upon to obtain first-hand information to assist the COMMISSION in its evaluation. If applicable, include any commercial operations under a master concessionaire lease, management agreement or other form of contractual arrangement with a public agency. The COMMISSION may elect to contact these references to discuss such issues as: standards of service; prices; maintenance of equipment; general attitude toward cleanliness and maintenance of facilities; overall contract adherence; design excellence; construction practices, quality and timeliness; and project management. Include name of organization as well as the name, address and telephone number of contact person.

7. Financial Plan

- a. References (Financial Related) - Each member of the principal organization must provide at least three business references that may be called upon to discuss such matters related to financial strength, stability, credit history

and general business reputation. The COMMISSION is interested in assessing the ability of the principal organization to finance the development of the Service Plaza concepts including start-up costs and on-going operations. Include the name of organization as well as the name, address and telephone number of contact person.

- b. Financial Plan - The principal organization is responsible for securing all financing necessary to design, build, operate and manage all of the services and activities as contemplated by this opportunity. In undertaking such responsibility, the COMMISSION is interested in knowing the approach to project financing that will be utilized by the principal organization to achieve this objective. It is important that the principal organization have the capacity to bond or otherwise insure the entire project as contemplated by this opportunity. Provide evidence that the principal organization's current bonding capacity is at least as large as the anticipated contract award. This evidence may be in the form of a letter from a licensed bonding company (surety) or from an agent representing such a company.

The principal organization must demonstrate its ability to finance or obtain financing from credible sources to undertake and successfully complete the construction, operation and management of the Service Plazas. It is the COMMISSION'S intent to have the successful Proposer(s) finance the project. If the principal organization intends to finance the construction or any portion of the redevelopment, the response should indicate the potential lender, expected terms and conditions and an order of magnitude

dollar amount of anticipated borrowing for the capital investment. A letter of commitment supporting the project should be included as part of your proposal response.

- c. Financial Statements (all participating companies) - Furnish complete audited financial statements for the two most recent operating years, including 10Q and 10K statements, if prepared. Financial statements should include income statements, balance sheets and cash-flow statements, along with accompanying notes.

This information is required for each participant company (including subcontractors that will be used to operate the food, fuel or convenience store services or facilities on a day-to-day basis) comprising the principal organization. Companies should also furnish a review of the operations of the business for these above periods or annual reports to owners or stockholders.

The COMMISSION recognizes the sensitive nature of the financial information requested. If desired by the submitting organization, sensitive material may be marked "CONFIDENTIAL" and submitted in a separate envelope. Such information will be used solely by the COMMISSION for the purpose of evaluation and will be kept confidential to the extent allowed by law. The COMMISSION will treat all financial information submitted as strictly confidential, with distribution being confined strictly to the COMMISSION.

d. Legal Actions (all participating companies) - List a brief description of all legal actions for the past three (3) years in which any participating company has been involved, including but not limited to:

- (a) A debtor in bankruptcy; or
- (b) Circumstances surrounding any contract defaults; or
- (c) A defendant in a lawsuit for deficient performance under a contract; or
- (d) A respondent in an administrative action for deficient performance on a project; or
- (e) A defendant in a criminal action; or
- (f) A principal in any action taken against an insurance or bonding company.

e. Financial Considerations/Expected Operating Revenues and Costs – Proposers must, at a minimum, address the following items:

1. Financial Considerations: The proposer is responsible for securing all financing necessary to design, construct, operate, maintain and manage all of the services and activities as proposed. The proposer should describe its approach to project financing and demonstrate that it has the capacity to bond or otherwise insure the entire project to the limits as contemplated by this opportunity.

If the proposer intends to finance the construction or any portion of the redevelopment, the response should indicate the potential lender, expected terms and conditions and an

order of magnitude dollar amount of anticipated borrowing for the capital investment of the Service Plazas. A letter of commitment from the lender, supporting the project financing, if any, must be included as part of the Proposal response.

2. Expected Operating and Cost Considerations: It is the intent of the COMMISSION that the Proposal should generate the highest possible usage levels by Turnpike customers and the greatest possible level of economic benefit to the COMMISSION and the proposer. Your Proposal should define and quantify the expected economic benefits and levels of usage. Specifically, your Proposal should:

(a) Identify the amount of the minimum annual guarantee and the percent of gross sales for **Food-Related Services** sales, as applicable: the minimum annual guarantee, the cents-per-gallon rate for **Fuel Service/Convenience Store Component** sales and percent of gross sales for other (non fuel-related sales, such as Convenience Store and other automotive services or sales), as applicable, that you propose as a lease rental payment to the COMMISSION for operations at the Service Plaza Site (see Appendix H, Financial Proposal Form, for further clarification).

(b) Submit pro forma operating statements providing all assumptions including, at a minimum, estimated costs

for final design, construction, operations, projected lease rent payable to the COMMISSION, and the monthly contribution to the Reserve Account over the entire term of the lease agreement. The pro forma should also provide backup documentation to clearly identify the following:

- (i) First-year gross sales, anticipated demand, projected gross sales and estimated lease revenues.
- (ii) Direct administrative, operating and management costs (reasonably detailed for personnel and other expenses), the Reserve Account, and the projected increments for these items over the lease term.
- (iii) The analyses shall include the estimated total capital outlay, including all costs, fees, etc. of the proposed Service Plaza site development, including design, site preparation and demolition, construction, site improvements and landscaping, bonding and overhead, and details of the proposed types and terms of construction financing and permanent financing, including interest rates, amortization periods, equity contribution, and sources of financing.

8. Lease Agreement:

The form of the Agreement to be negotiated between the COMMISSION and successful proposer will be a "Triple Net" lease agreement.

- a. Exceptions/Deviations - Proposers are to specify their requests for any exceptions/deviations from the terms and conditions of this RFP and/or future Lease Agreement.

Any exceptions or deviations taken must contain sufficient amplification and justification to permit evaluation. Descriptions of no more than one-half page of each exception and deviation, if any, shall be consolidated in the appropriate section of the proposal. An exception to specific items or provisions of this RFP implies that the proposer cannot or does not intend to meet the requirements of that item or provision. An alternative to that item or provision shall be included in the proposal and the impact, if any, of the exception shall be reflected in proposal pricing considerations. Proposers are advised that their proposals may be rejected as non-responsive upon consideration of the exceptions taken.

A deviation to a specific item or provision in this RFP is a suggested change that, in the proposer's opinion, would enhance its ability to perform the work and/or would provide a benefit to the COMMISSION. Each proposed deviation shall be noted in the appropriate section of the proposal and shall adequately and concisely describe its advantages and/or other reasons it is proposed.

b. Early Termination - In the event of early termination of the Lease Agreement for any reason, the COMMISSION will reimburse the OPERATOR for the undepreciated value of the equipment on the basis that its value shall be considered to be (70%) of the original verified value at the end of the first year of the lease, (50%) after the second year, (30%) after the third year, and (10%) after the fourth year and (0%) after the fifth year, regardless of the operator's method of accounting the equipment cost. This is to include but not limited to; Furniture, Fixtures and Equipment, and Lease holding assets. The term of the reimbursement will not include any assets still on the books that extend beyond the life of the lease.

9. Insurance:

The COMMISSION will require the minimum insurance requirements as shown in Appendix I, Insurance and Indemnity.

IV. CRITERIA FOR EVALUATION OF PROPOSALS

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B. Proposal Evaluation Process	IV-2
C. Criteria for Evaluating Proposals	IV-3
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IV. CRITERIA FOR EVALUATION OF PROPOSALS

A. General

Financial benefit to the COMMISSION will be one factor only in the selection process. Other factors will be:

- Appropriateness of concepts.
- Levels of customer service offered.
- Staffing plans.
- Customers' desire for proposed concepts.
- Operations plan.
- Marketing plan.
- Pricing plans.
- Significance of capital contribution.
- Development plan.
- Organizational structure.
- Financial stability of the Proposer and any team members or anchor tenants.
- Previous experience of the Proposer and all team members.

This section describes the criteria to be utilized in the evaluation process. Proposals should contain the Proposer's best terms.

B. Proposal Evaluation Process

First, the COMMISSION will review proposals for completeness as outlined in Section III. This will be a pass/fail evaluation. Non-responsive proposals, those which are incomplete or do not demonstrate the required elements as requested by this RFP, will not be considered. The COMMISSION shall make the determination as to the acceptability of each proposal. Only proposals determined to be acceptable as outlined in Section III will be considered for further evaluation by the COMMISSION. A responsive Proposer must demonstrate the capability in all respects to perform fully the contract requirements and the integrity and reliability to assure good-faith performance.

Second, the COMMISSION will independently evaluate each proposal in accordance with the evaluation criteria described herein. The COMMISSION may, at its discretion, shortlist the proposals and invite the short-listed Proposers in for a presentation and a question and answer session.

Third, after the evaluation and after any presentations, the COMMISSION will prioritize the proposals and negotiate in the order of priority. If the COMMISSION is unsuccessful in negotiating with the highest-ranked Proposer, the COMMISSION will then cease negotiations with that Proposer and may, at its sole option, initiate negotiations with the next highest-ranked Proposer. In any event, the COMMISSION reserves the right to reject any or all proposals submitted, to cancel this solicitation and to re-advertise for proposals.

C. Criteria for Evaluating Proposals

Each proposal received will be evaluated against the following criteria:

1. Responsiveness to Proposal Requirements
 - a. Completeness of the submission in detailing the proposed development, including its unique characteristics and overall organization in responding to the requirements of the RFP.
 - b. Comprehensiveness and responsiveness of the organization's approach to providing the desired services and meeting the design, construction, financing, operating, maintenance and management requirements and the overall goal and objectives of the COMMISSION and the Service Plaza development project.

2. Development, Operations and Marketing Plans
 - a. Quality, completeness and comprehensiveness of the proposed development plan, reasonableness of the overall development plan and approach for managing the development activity, including the construction schedule.
 - b. Quality, completeness and comprehensiveness of the proposed operations plan, including the mix and variety of food service and retail/merchandise offerings, staffing and property management plans.

- c. Concurrence with the COMMISSION'S desire to have clean, efficient, quality facilities offering quality products at competitive prices. **Note: The Proposer's approach to providing restroom cleanliness will be closely reviewed by the COMMISSION.**
 - d. Quality, completeness and comprehensiveness of the proposed Marketing Plan, including public relations/advertising and how the Proposer will address potential contingencies related to Service Plaza closure during redevelopment, start-up operations, etc.
 - e. The COMMISSION encourages the inclusion of small, disadvantaged, minority and woman-owned firms. Responding proposer(s) should be creative in identifying minority firms, whom they expect to utilize in the performance of this contract.
3. Organizational Structure
- a. Experience of key personnel on the management team, including the extent and relevance of qualifications and experience related to the specific assignment under consideration including design, construction, operation, finance, maintenance, and management.
 - b. Proposed work plans, staffing configurations and other documentation to support team credentials and performance.
4. Proposed Concepts – Are the proposed concepts appropriate for the needs and desires of the traveling public, as documented in the customer surveys (Appendix G, Customer Survey Reports).

5. Customer Service Practices – What practices and procedures will be in effect to make sure the Service Plaza customer gets the highest possible levels of service? A toll free number and e-mail address will be posted in a prominent location to your corporate headquarters for customers to express their concerns.
6. Pricing Plans – Define the Proposer’s plan to price the products and services at the Service Plaza in order to meet the COMMISSION’S goal of providing quality products and services at prices competitive with those off the Turnpike.
7. Previous Experience – Projects of a comparable nature completed successfully by the Proposer, and any team members; evidence showing that the Proposer has the expertise to complete the project successfully.

D. Criteria for Evaluating Financials

1. Reasonableness of the total investment to be made in the Service Plazas and the requested lease term and demonstrated ability to obtain necessary financing.
2. Reasonableness of the detailed pro forma financial and cash flow analyses (noting all assumptions) for operation of a Service Plaza site.
3. Compensation (Lease Rent) payable to the COMMISSION from the Service Plaza operation.
4. Overall best financial value to the COMMISSION.

5. Reasonableness, feasibility and benefits of any exceptions or deviations submitted by the Proposer to the stated business terms of the RFP and/or the future Lease Agreement.

6. Criteria for long-term viability of Proposers based upon financial strength and capability to finance future changes to restaurant concepts.

E. Evaluation Factors Chart

EVALUATION FACTORS	WEIGHTING	
Responsiveness to Proposal Requirements	Strengths	Weaknesses
Appropriateness of concepts and customer desire for concepts		
Development Plan/Design Construction Requirements		
Service Plaza Facilities Management Plan		
Operations Plan		
Marketing Plan		
Organizational structure, including staffing		
Customer Service practices		
Previous Experience		
Pricing Plan		
Financial Plan/Return to the Commission		

V. ADMINISTRATIVE SPECIFICATIONS

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V. ADMINISTRATIVE SPECIFICATIONS

A. Proposal Requirements and Schedule

Proposers shall submit ten (10) copies of their proposals. Proposals must be received no later than 2:00 PM local time, on March 31, 2005. All proposals will become the property of the COMMISSION and will not be returned. The proposal either may be mailed or delivered directly to the Commission's Administration Building at the address below.

All required information shall be submitted in a sealed envelope or package and be marked in bold letters:

***“PROPOSAL TO DESIGN, CONSTRUCT, FINANCE,
OPERATE, MANAGE AND MAINTAIN THE SERVICE
PLAZAS”***

SUBMITTED BY: (NAME AND ADDRESS)

and be addressed to:

George Hatalowich, Manager of Contract Administration
Pennsylvania Turnpike Commission
700 South Eisenhower Blvd.
Middletown, PA 17057

mailing address:

P.O. Box 67676
Harrisburg, PA 17106-7676

B. Request for Proposal Schedule (Subject to Change)

Event		<u>Date</u>
1. RFP Issued		Oct. 20, 2004
2. Conduct Pre-Proposal Conference		Feb. 16, 2005
3. Issue Addenda		Refer to web site www.paturnpike.com
3. Receive Proposal Responses		Mar. 31, 2005
4. Evaluate Proposals and Select Proposer(s) for Oral Presentations, if any		Apr. 1 – Jun 30, 2005
5. Conduct Oral Presentations, if any		Jun. 1 – Jul. 31, 2005
6. Select Proposer(s)		Aug. 1 – Sept. 30, 2005
7. Negotiate Ground Lease Agreement		Oct. 1 – Nov. 30, 2005
8. Award Ground Lease(s)		Nov. 15 – Nov. 30, 2005
9. Anticipated Completion Date of Design, Construction		Dec. 1 – Jan. 28, 2006
10. Startup Operations		Jan. 1 – Mar. 31, 2006

C. Pre-Proposal Conference

A **mandatory** preproposal conference will be held February 16, 2005 at the Pennsylvania Turnpike Commission Central Administration Building, located at 700 South Eisenhower Boulevard, Middletown, Pennsylvania just off Exit 247 of the Pennsylvania Turnpike. The meeting will run from 9:30 A.M. to 12:30 P.M., or longer, if necessary. The purpose of this conference is to clarify any points in the RFP, which may not have been clearly understood. Questions should be forwarded to Anthony Liberatore, Concession Services Manager, P. O. Box 67676, Harrisburg, PA 17106-7676 or aliberat@paturndpike.com prior to the meeting to ensure sufficient analysis can be made before an answer is supplied. Written questions should be submitted to Mr. Liberatore at the address indicated above to be received no later than 3:00 PM January 31, 2005. The preproposal conference is for information only. Answers furnished during the conference will not be official until verified, in writing, by the Concession Services Manager. All questions and written answers will be issued as an addendum to and become part of this RFP.

D. Site Visits

All proposals will be evaluated with the understanding that the proposer is familiar with the project limits and conditions of all Service Plaza sites. Proposers are responsible to undertake their own visual survey of the physical conditions and an assessment of the market demand for the Service Plazas. Attendees interested in

visiting the Service Plaza sites must sign the release and indemnification form that is attached in Appendix J, Release and Indemnification Form.

All proposers are herewith notified, therefore, that before submitting a proposal, they will be held to have examined the respective site and satisfied themselves fully as to all conditions that may affect their proposal and subsequent operation.

E. Issuing of Addenda

If it becomes necessary to revise any part of this RFP before the proposal response date, addenda will be posted to the web site under the original RFP document.

The COMMISSION may revise a published advertisement. If the COMMISSION revises a published advertisement less than ten days before the RFP due date, the due date will be extended to maintain the ten-day advertisement duration if the revision alters the project scope or selection criteria. Firms are responsible to monitor advertisements/addenda to assure the RFP complies with any changes in the published advertisement.

F. Oral Presentations

All proposers, whose proposals are judged responsive resulting from the evaluation process, may be given the opportunity to make an oral presentation to the COMMISSION and engage in discussions regarding their proposals. Oral presentations, if required, will be held at the Commission's Administrative office

located at 700 South Eisenhower Boulevard, Middletown, Pennsylvania, 17057 at a time and date to be determined by the COMMISSION.

It is expected that the company or companies selected for presentation will be chosen by the COMMISSION within one hundred twenty (120) calendar days after the proposal submission deadline.

G. Commission's Right to Proposals

All proposals, upon submission to the COMMISSION, shall become the property of the COMMISSION. By executing and submitting a proposal, the proposer waives any and all rights to object to the RFP and further covenants not to make any claims for or have any right to damages because of any misinterpretation or misunderstanding of the specifications or because of any misinformation or lack of information.

The COMMISSION shall not be liable for any costs associated with the preparation, clarification or negotiation in response to this solicitation.

1. The COMMISSION has the following prerogatives with regard to proposals submitted:
 - a. Accept or reject any or all proposals.
 - b. Change the due date upon appropriate notification.
 - c. Accept any or all of a firm's proposal.
 - d. Waive or modify minor irregularities in proposals.

- e. Seek clarification of information submitted in response to this request during the evaluation process.
- f. Negotiate modifications to the scope and payments to the COMMISSION with the selected proposer prior to lease execution.
- g. Begin negotiations, within a period acceptable to the COMMISSION, with lower ranked proposers if the COMMISSION is unsuccessful in negotiating a lease agreement with the first-ranked proposer.
- h. It is the COMMISSION'S right to select a proposer without discussion or negotiation. Therefore, proposals should be submitted on the most favorable terms that the proposer can offer.
- k. The COMMISSION will not provide a ranking to proposers. The results of the selection process will be confidential and will not be disclosed, except that the identity of the selected proposer(s) will be released.
- l. The COMMISSION retains the right to decide the significance of any deviations from the prescribed proposal format and/or content. Proposals with significant deviations may be rejected.
- m. The COMMISSION is not bound to accept the proposal offering the highest lease payment. The COMMISSION has the right to select any proposal which, in the COMMISSION'S judgment, best meet the overall needs of the COMMISSION and its customers.
- n. This RFP does not represent a commitment or offer by the COMMISSION to enter into an Agreement with a proposer or to pay any costs incurred in the preparation of submittals in response to this request.

- o. Should any question arise as to the proper interpretation of the provisions of this RFP document, the determinations of the COMMISSION shall be final.

H. Restrictions of Communications with Commission Staff

From the issue date of this RFP until a proposer is selected and the proposer selection is announced, proposers should limit communication with any COMMISSION staff or consultants to the following:

1. Written questions directed to the COMMISSION'S contact person;
2. Verbal questions directed to COMMISSION representatives during mandatory meetings or oral presentations.

For violation of this provision, the COMMISSION reserves the right to reject the proposal.

The COMMISSION will not be responsible for any oral instructions given with regard to the completion and submission of any proposal. Any questions from proposers regarding the solicitation should be submitted in writing. Written responses to these questions will be distributed to all proposers as addenda to this RFP.

I. Proposal Addenda and Rules for Withdrawal

Unless requested by the COMMISSION, the COMMISSION will not accept any addenda, revisions, or alterations to proposals after the proposal date.

J. Security Deposit

A security deposit in the amount of \$100,000.00 in a form acceptable to the COMMISSION may be required from the successful proposer(s) at the time of lease execution to ensure full compliance with all the terms and conditions of the executed lease agreement. The security deposit should not be mailed with the proposal, but will be required at the time of execution of the final lease agreement. Interest earned on this deposit will be paid to the company or companies awarded a ground lease agreement.

All lease agreements are subject to the approval of the Pennsylvania Attorney General. Any lease agreement not approved by the Attorney General may be declared null and void ab initio by the Attorney General.

K. Performance and Payment Bond and Form

Before execution of the lease agreement by the COMMISSION, the selected proposer shall file with the COMMISSION Performance and Payment Bonds (Material and Labor Bond) for an amount equal to the projected cost of the construction and all related appurtenances to satisfy the claims of material suppliers and of mechanics and laborers employed by it on the work. Such bonds shall be executed by the selected proposer(s) and by a responsible corporate surety company authorized to transact business in the Commonwealth of Pennsylvania and holding a certificate as an acceptable surety on Federal bonds issued by the Department of Treasury.

The selected proposer shall maintain the bond in full force and effect until the COMMISSION accepts the work, and until all claims for materials and labor are paid.

Changes in the work or extensions of time made pursuant to the lease agreement shall in no way release the successful proposer or surety from its obligations. Notice of such changes or extensions shall be waived by the surety.

L. No Contingent Fees

No person, broker or selling agency shall be employed, retained or given anything of monetary value to solicit or secure this contract, except bona fide employees of the proposer. For breach or violation of this provision, the COMMISSION shall have the right to reject the proposal or annul the ground lease agreement.

Addendum No. 1

RFP #04-142-2869

SERVICE PLAZA DEVELOPMENT PROJECT

Please make note that there is a change in the time and location of the Mandatory Pre-Proposal Conference for this RFP, scheduled to take place on Wednesday, February 16, 2005. The revised paragraph under Section V, ADMINISTRATIVE SPECIFICATIONS, Page V-3 is as follows:

C. Pre-Proposal Conference

A **mandatory** preproposal conference will be held February 16, 2005 at the **Best Western, located at 815 Eisenhower Boulevard, Middletown, PA, across from the Pennsylvania Turnpike Commission Administration Building**, just off Exit 247 of the Pennsylvania Turnpike. The meeting will run from **10:00 A.M. to 1:00 P.M.**, or longer, if necessary. The purpose of this conference is to clarify any points in the RFP, which may not have been clearly understood. Questions should be forwarded to Anthony Liberatore, Concession Services Manager, P. O. Box 67676, Harrisburg, PA 17106-7676 or aliberat@paturndpike.com prior to the meeting to ensure sufficient analysis can be made before an answer is supplied. Written questions should be submitted to Mr. Liberatore at the address indicated above to be received no later than 3:00 PM January 31, 2005. The preproposal conference is for information only. Answers furnished during the conference will not be official until verified, in writing, by the Concession Services Manager. All questions and written answers will be issued as an addendum to and become part of this RFP.

Addendum No. 2 - RFP 04-142-2869 Service Plaza Development Project

PLEASE SIGN AND RETURN THIS ADDENDUM WITH YOUR PROPOSAL.

Following are the official answers to questions submitted prior to the Contractor Pre-Proposal Conference, February 16, 2005. All of the questions have been listed verbatim, as received by the Pennsylvania Turnpike Commission.

1. Page I-6: Proposal Options – Can a proposer submit one proposal for more than one Option? For example, can a proposer submit on both Option D and E with the premise that the Commission will evaluate each Option separately and select the one that best suits their objectives?
Answer: A proposer may submit more than one proposal and the COMMISSION will evaluate each proposal separately.

The following three questions received are similar and have the same answer.

2. Page I-7: Last two Dot Points – Would you kindly elaborate what is meant by food concepts “must be company operated?”
3. The RFP states all concession operations must be company owned and operated and cannot sublease - please reaffirm.
4. In Section II, page 21 (II-21) of the RFP, it states that “All Food and Fuel Concepts must be company operated.” Can the Authority please clarify this statement? Does this mean that a Developer cannot lease concepts to individual operators? Does “company operated” mean that the developer must operate all of concepts himself?
Answer: A single food operator to operate all food concepts in all plazas with a variety of regional and national food franchises in its portfolio.
5. Page I-8: Appendix H, Financial Proposal Form – The Form does not include the framework for submitting a response for Option E. The Form indicates that Option D is for “Any Viable Alternative.”
Answer: If you wish to submit a response for Option E simply cross out Option D on Appendix H and insert Option E.
6. Page II-1: General – The RFP states that the Commission intends to explore land availability for dual sided service plazas where possible. Would you kindly describe the process and timeframe for conducting this activity and how you anticipate this being performed in conjunction with proposer selection and lease negotiations? Has the Commission identified any service plaza sites that may be candidates for conversion to single-sided, dual access plazas?
Answer: The process for selecting sites for dual access plazas will be as follows: (1) Prepare Long Range Plan; (2) Approve Long Range Plan by departments; (3) Adopt plan by COMMISSION; (4) Explore land availability and prepare acquisition plan; (5) Acquire property. Timeframe to complete the above process is (1) Prep plan and COMMISSION approval, 24 to 48 months;

(2) 12 to 24 months for each acquisition plan (an individual plan is needed for each new acquisition.) At such time when dual access plaza sites are selected, lease negotiations will then be conducted. The COMMISSION is exploring dual-access plaza sites at Blue Mountain/Plainfield, North/South Somerset and Hempfield/New Stanton.

7. Page II-6: Last Dot Point, Parking Lot Technology – Have any studies been conducted to determine how many spaces should be designated for 8-hour truck parking? Have any impacts been identified that could result from having trucks stay this long? Does the Commission have any information on the Smart Pole and its acceptance by the truckers?

Answer: Technology not widely available at this time. As a result, the COMMISSION would expect the provider to have the flexibility to accommodate such technology in the future. A site by site study at the appropriate time will be conducted to determine which locations this would apply.

8. Page II-10: There is no discussion of Proposal Option E.

Answer: The COMMISSION is looking to the proposers for their creative response to Option E.

The following two questions received are similar and have the same answer.

9. Is the money held in the Facility Sustainment and Reinvestment Reserve Account held in an interest bearing account and if so how is the interest distributed to the operator?

10. Page II-17: Facility Sustainment and Reinvestment Reserve Fund – Will the funds be placed in an interest bearing account and will any interest earned be added to the account?

Answer: The money in the Facility Sustainment and Reinvestment Reserve Account will be held in an interest bearing account with the accrued interest becoming part of the fund.

11. If the intent of the R&R fund is to keep up the facilities, why is it referenced in the RFP (II-17) as used if operator fails to meet the performance standards. Does the operator have control to use the funds for maintaining and renovating the facilities throughout the term.

Answer: The Facility Sustainment and Reinvestment Reserve Account is to be a source of funds used by the COMMISSION to accomplish work that the leaseholder should have performed under the terms of the contract, but has failed to perform in a timely or quality manner. The fund is controlled by the COMMISSION.

12. When in the opinion of the commission would the reserve account be used and exhausted. Examples please.

Answer: The reserve account would be used by the COMMISSION to accomplish work that the operator has failed to accomplish (non-performance by the operator). The operator may “borrow” against this account for work needs that exceed the \$500,000 threshold; the borrowed funds must be

reimbursed to the fund at the same rate they were originally input (per the RFP). If the operator has exceeded performance expectations, we will consider funding all facilities needs out of this account during the last five years of the lease, until the fund is depleted.

13. Page II-21: Middle of page beginning – “At no time shall a primary nationally branded food concept be duplicated in consecutive plazas.” Would you kindly elaborate on this subject? Would this restriction only apply to an anchor tenant? Also, the basis for Question # 2, above, is repeated in the two Dot Points immediately following the above quote.

Answer: This restriction only applies to the anchor concept.

The following two questions received are similar and have the same answer.

14. What are the current food operator’s losses at the cafeteria at the Turnpike Administration building?

15. Page II-33: Administration Building Cafeteria – Will the Commission provide a yearly accounting of this food service activity, i.e., yearly sales, number of personnel using the cafeteria, yearly subsidy paid?

Answer: The COMMISSION reimburses the Operator up to \$25,000 in losses incurred based on yearly COMMISSION audits. 2004 reported sales are \$160,988, a transaction count of 64,027 and approximately \$100,000 in losses.

16. Page II-42: Last Paragraph – Could the Commission be more specific as to the probability of them establishing the Marketing Fund? Would you suggest, at this point, that a proposer consider \$50,000 as an expense for preparing their pro formas?

Answer: The COMMISSION WILL establish a Marketing Fund not to exceed \$50,000 annually and proposers should consider this in their pro formas.

17. Page II-2: Last Dot Point – Concerning parking lot replacement/expansion, will the Commission purchase additional land to expand a parking lot if it is determined that such expansion would increase parking capacity, thereby, eliminating a parking problem?

Answer: The COMMISSION would consider the purchase of land for parking lot expansion if land was available. The operator would be responsible for development of the parking lot.

18. Does the term “Average Daily Traffic” refer to the number of vehicles passing the plaza or the number of vehicles actually visiting the plaza?

Answer: The “Average Daily Traffic” refers to the number of vehicles passing the plaza.

19. The RFP states that toll free passage will not be granted to the operators or their employees or vendors. Are there back entrances and designated parking areas for employees who do not need to travel the Turnpike to get to and from the plaza?

Answer: All plazas have off-pike access with employee parking lots with the exception of Blue Mountain. Blue Mountain service providers will be granted toll free passage.

20. Of the plaza visits, how many are restroom only?

Answer: We have no data available to support an answer.

21. Are we permitted to install cash acceptors at the pumps?

Answer: Yes

22. What is the history of drive offs?

Answer: We have no data available to support an answer.

23. What if any on-turnpike advertising opportunities can the operator expect?

Answer: Motherboards as described in the RFP on page II-22.

24. Are the signs on the turnpike part of the PA Logos Signing Trust or are they turnpike managed?

Answer: The motherboard signs are managed by the COMMISSION.

25. What role does the operator play in the decision making and financial reward for use of space at each service area for branding/sponsorship/marketing efforts. How will conflicts with services offered by the operator and services put in by the Commission be resolved.

Answer: A. The COMMISSION will consult with the operator as to prospective uses of common area space in service plazas in connection with the branding/sponsorship program. Final decisions will rest with the COMMISSION. Financial rewards for the operator would be determined by the nature and scope of their participation in and commitment to the program. B. Generally speaking, the branding/sponsorship program is not being developed to offer services that are traditionally provided by service plaza operators. A process will be established in the agreement with the operator to resolve potential conflicts as to ancillary concepts that are proposed by the operator and elements of the branding/sponsorship program that the COMMISSION intends to implement.

26. What are the parameters of the amount of space the authority is looking for as it relates to retail use or branding/marketing rights?

Answer: Depending on the design plan you submit and square feet of the lobby area. Space requirements will be negotiated within the design limits of the building. At a minimum, 250 square feet in addition to a 12' wide by 4' deep wall space (for an information center) will be needed.

27. Page II-(20-21). Can you explain section 2 in more depth with the rights of the commission vs. brands rights as it relates to "ancillary concepts" .

Answer: If the operator desires to provide a product or service and/or implement a concept or tie-in that is outside the scope of a branded food concept (of a franchiser), the COMMISSION has reserved its right to review any such proposed "ancillary concept" in light of opportunities and/or benefits

that may be offered to companies participating in the branding/sponsorship program.

28. The RFP has indicated that the staff must be high caliber, can you expand on your definition of this.

Answer: We would expect the proposer(s) to identify the standards they set for their employees that will meet the performance standards set forth in the contract.

29. What is the pricing structure for non-food products.

Answer: The merchandise sold at the retail/gift shops shall be of good quality and reasonably priced.

30. Page II-28. The commission reserves the right to require the leasee to expand hours of operation at any time. Please provide examples of instances where this would be necessary.

Answer: Events that would significantly increase traffic flow on the turnpike beyond the current approved hours of operation.

31. Page II-29. Please explain the statement “Commission reserves the right for any and all banking services at any and all service plazas”. Does this mean the Commission is going to act as the armored car and banking service for the operators cash funds.

Answer: No. Section only relates to ATMs. Operator banking services would be the sole responsibility of the operator.

32. Page II-37 Please provide a diagram or site layout of what landscaping and lawn mowing will be the commission’s responsibility.

Answer: The COMMISSION will have NO responsibility for landscaping.

33. What are the annual fuel gallons sold by site, by product for 2002 – 2004?

Answer: Refer to Appendix E for 2002-2003 sales. 2004 sale are not available at this time.

34. What are the annual operating expenses, by account, for each c-store plaza and each c-store at the travel plaza sites for 2002 – 2004?

Answer: This information is not available to the COMMISSION.

35. Who are the 3 local competitors that are currently being used to price fuel pump prices and inside sales prices?

Answer: The general rule is the three (3) closest locations to an interchange.

36. What size c-stores, in square footage, are currently in place at each site?

Answer: 1200 to 1500 square feet.

37. What types of prepared food can the c-stores located at a travel plaza locations sell?

Answer: None, however C Store Service Plazas under the umbrella of one Operator may include any type of hot/cold food sold in C Stores.

38. Will the fuel dispensing locations at each site be operated as self serve, full serve or split serve? If full serve is required, how many dispensers need to be full serve and, are they required to be operated in this manner 24/7?

Answer: Proposer must agree to post clearly visible signage at the pumps advising customers of the availability for full service upon request at self service prices.

39. Can the fuel provider charge a premium fee for full service gallons sold? If so, what may that fee be?

Answer: NO

40. Is the Butler site excluded from this project?

Answer: Yes

41. The response is limited to 100 pages. What if you are submitting a joint bid with another company?

Answer: The COMMISSION would allow a joint bid that includes both food and fuel services to be limited to 200 pages.

42. Page II-4: Second sentence top of page – The Commission will have final plan approval on all building/site/parking lot designs, including any changes. Would you kindly describe that process and estimate the amount of time that you think it would take to complete? Has the Commission formed a review committee to review new building designs?

Answer: We anticipate that final approval of completed design for a specific site would take 4 to 6 weeks. The COMMISSION has formed an internal committee for approval of submittals; however, the bulk of the review will be through the Concession Services and Facilities/Engineering Departments. However, we view this as only a single step in an on-going process for development of the Service Plaza System.

43. In comparing a recent Press Release (located on the PA Turnpike Web Page) which indicates that the Commission hopes not expend one cent on the new plazas versus what is contained in the RFP which indicates that the Commission will design and construct new ramps, bridges and access roads for the plazas, would you please clarify what is intended if a proposer wishes to demolish single-sided-single access facilities and build new single-sided-dual-access facilities? Will the Commission pay for the access/egress infrastructure to and from the mainline?

Answer: As stated in RFP #04-142-2869, the COMMISSION will be responsible for the ramps, bridges and access roads (up to the gore area) as they currently exist.

Only if the COMMISSION agrees to a dual access facility will the COMMISSION be responsible to design and construct the new ramps, bridges and access roads.

In the event the COMMISSION designates a location as a dual access plaza. The COMMISSION will be responsible for the design and construction of ramps, bridges and access roads.

44. Will the operator be required to go through the same municipal approval process as completed on non-turnpike property?

Answer: Proposers may have to go through local permitting.

45. Do any of the current facilities have public utilities?

Answer: All plazas have public utilities with the following exceptions:

<u>Sewer</u>	<u>Water</u>
<i>Zelienople</i>	<i>Zelienople</i>
<i>Sideling Hill</i>	<i>Sideling Hill</i>
<i>Blue Mountain</i>	<i>Blue Mountain</i>
<i>Lawn</i>	<i>Lawn</i>
<i>P.J. Camiel</i>	<i>P.J. Camiel</i>
<i>Hickory Run</i>	<i>Hickory Run</i>
	<i>Plainfield</i>
	<i>Bowmansville</i>

46. If they are on a private sanitary sewer system, what is the capacity of the system?

<u>Location</u>	<u>Capacity</u>
<i>Zelienople</i>	<i>50,000 gpd.</i>
<i>Sideling Hill</i>	<i>40,000 gpd</i>
<i>Blue Mountain</i>	<i>50,000 gpd</i>
<i>Lawn</i>	<i>50,000 gpd</i>
<i>P.J. Camiel</i>	<i>50,000 gpd.</i>
<i>Hickory Run</i>	<i>40,000 gpd.</i>

47. Please provide additional explanation on the statement under section A1, Development Requirements page II-1. "Once development activities are complete, the proposer(s) must be prepared to assume management responsibilities for site operations and maintenance". What is different here than the next section transition Planning.

Answer: The former is "post-development," and the latter "pre-development." In other words, once the lease is signed and all sites are turned over to the new leaseholder, they must assume operations and maintenance responsibility at all sites. As sites are taken down for development, they will be taken out of operation. Once development of the site is complete, operation and maintenance of the sites resumes.

48. Page II-3, please explain the comment: "The commission reserves the right to evaluate each Service Plaza parking area on a case by case basis".

Answer: We recognize there are site restrictions at most service plaza locations. The COMMISSION does not intend to restrict the Proposer's site development in any way, however, it may be physically impossible to significantly expand parking capacity at many sites. Further, some parking areas have been recently upgraded and should not require major repair or reconstruction. We intend to evaluate your proposal to address parking areas on a case by case basis, rather than a blanket approach to all parking area designs.

49. What are the performance standards the operator is held to as noted on page II-17 last paragraph.

Answer: We have required the Proposer(s) to submit a Facilities Management Plan as part of their proposal. An important element of this plan is performance standards, performance measures, and reporting requirements for each component of the plan. During lease negotiations, the terms of the Facilities management Plan will be finalized and become part of the final contract with the COMMISSION. The operator will be held accountable to meet the terms and conditions agreed to in this plan throughout the life of the contract.

50. Page II-30 What size emergency generators is the Commission going to require, as this needs to be known for estimating the capital.

Answer: The COMMISSION does not intend to specify a generator size; this is a business decision which must be made by the operator.

51. Are there specific requirements for “building materials” that the Commission is requiring.

Answer: Selection and use of specific building materials is a design decision. We require these facilities and associated infrastructure to be designed to a 40-year useful life. Further, we require these facilities to meet the criteria for certification under the U.S. Green Building Council’s Leadership in Energy and Environmental Design Certification Program. These criteria will drive many of the building material and building system decisions. We have further specified that “Systems and materials should be selected on the basis of long-term operations and maintenance costs,” not initial cost. Finally, all design and construction must be code compliant, including the PA Uniform Construction Code.

52. Is the commission responsible for all lighting on and around the ramps.

Answer: The COMMISSION is responsible for lighting on the ramps up to the gore area.

53. Per the RFP, PTA is responsible for Design, Construction, and Maintenance of ramp, access road, and bridge at each Plaza. Please identify (graphically) the limits that PTA is responsible for on the ramps and access roads that support the travel plazas..

Answer: The COMMISSION is responsible for the ramps up to the gore area. At dual access plazas the gore area is the area where the entrance/exit ramps meet on the plaza side of the bridge.

54. Please provide the following Environmental Reports for each Plaza?

a. Phase 1A and/or 1B Environmental Assessment

Answer: See answer for question #59.

b. Leadbase Paint Survey

Answer: No reports/surveys available.

55. How will the permit approval process and construction design approval process work?

Answer: It is likely that the proposers will have to go through local permitting. COMMISSION approval of the Master Development Plan will be required before any service plaza site is closed for development. Further, COMMISSION approval of Site Development Plans will be required before specific sites are closed for development. Approval for site development plans will include preliminary design for all facilities and site infrastructure. We anticipate that the above approvals may be part of the proposal and lease negotiation process. Beyond this, we require the proposer to submit completed designs for each site for review and approval. We anticipate this process will take 4 to 6 weeks for each site submittal. The COMMISSION has formed an internal committee for approval of submittals; however, the detailed review will be through the Concession Services and Facilities/Engineering Departments. Construction at any site cannot commence until all permit requirements have been met and the COMMISSION has approved the final design.

56. What are the asphalt paving specifications at each site?

Answer: All pavement design will be in accordance with applicable AASHTO and PennDOT design publications. Construction of pavements will be in accordance with PennDOT Publication 408 construction specifications as modified by COMMISSION specifications.

57. The RFP requires fire suppression over the fueling islands. Here again not a state requirement.

Answer: The new fuel service including fuel spill handling, fire suppression and containment facilities at automobile and truck islands to be designed in compliance with current Federal, State and local regulations. If fire suppression is not required by regulations, the COMMISSION will not mandate fire suppression systems be installed.

58. The RFP is requiring an impermeable isolation barrier as part of any underground tank and piping system. The industry does not do this. Can you be more specific.

Answer: The “impermeable isolation barrier” is not required by regulations and will be removed from the RFP. The RFP will require a dispenser containment sump for the UST dispensers. This is a trough which would collect any leaks or spills and drains back to the tank, to prevent a release to the environment. This will be required in future state regulations.

59. Page II-10: Environmental Conditions – Does the Commission have any base line information, studies or reports concerning any environmental problems, issues or conditions at any of the service plaza sites? If so, will the Commission make such information available without a Freedom of Information Act Request?

Answer: The Pennsylvania Turnpike Commission has been involved in discussions with both current and prior operators of its service plazas—Exxon,

Cumberland Farms and Sunoco—in an attempt to achieve mutual agreement among all parties to enter into a Multi-Site Agreement (MSA) with the COMMISSION and the PA Department of Environmental Protection (the “Department”) in order to address the historic environmental conditions at the service plazas. The MSA process allows for remediation of multiple sites in the most streamlined and cost effective manner by having, for instance, a single regional Department contact and a uniform approved plan of remediation for all sites. It is not known whether the parties will ultimately reach such an agreement. However, additional environmental site characterization, potential remediation, and apportionment of environmental liability have been the subject of ongoing discussions among the above-mentioned parties, including the COMMISSION. Additionally, as part of these MSA discussions, Skelly and Loy, an engineering-environmental consulting firm under contract with the COMMISSION, has prepared an environmental status summary report based upon data available from the above-mentioned parties. The sole purpose of this report was to compile in a single document an assessment of the current regulatory status of the service plazas including the recommended additional investigation and potential remediation necessary to adequately resolve the historic environmental conditions thereon. The successful proposer to this RFP may not rely upon the report and will need to do its own investigation and site characterization of the service plazas.

It should be noted, however, that although MSA discussions are ongoing, such an agreement, if entered into, will not affect the environmental responsibilities of the successful bidder in this RFP process. Such responsibilities shall be governed by applicable law, as set forth in the RFP, and as set forth in the lease agreement that will be entered into with the COMMISSION by the successful bidder.

60. Page III-16: Lease Agreement – Does the Commission have a sample lease that they could provide for review or do you intend have the selected proposer draft the lease?

Answer: A sample lease will be given after the final proposals have been received.

61. Page III-17: Early Termination – In case of early termination, how will the selected proposer be reimbursed for the outstanding balance of any loan secured by the leasehold estate and the unamortized portion of any tenant improvement costs?

Answer: Early Termination language will be negotiated in the lease agreement between the selected proposer and the COMMISSION.

The following two questions received are similar and have the same answer.

62. With the new lease being a triple net lease will the operator now be assessed real estate taxes.

63. Are property taxes independent of the rent expense? What are the annual property taxes at each site for 2002 – 2004?

Answer: Typically the Plazas have been tax exempt. The possibility exists that that will change or that some municipalities will impose taxes that can be upheld by the Court. The municipalities are permitted to charge PILOTS (Payments In Lieu Of Taxes) to the operator of the facility. Either way the operator will be required to pay those assessments independent of the rent expense. If they are of the former type we will assist in the appealing of those; if the latter then there is no basis for appeal and payment by the operator is expected. The operator is free to contest the amount assessed by the municipality.

The following questions will be answered in the form of documents (as available) for viewing at the Pennsylvania Turnpike Commission Central Administration Building, 700 Eisenhower Boulevard, Middletown, PA 17057. To make an appointment to view the documents please contact Mikeal Fix at 717-939-9551, extension 2314.

64. Does the Commission have in its possession any title insurance policies or commitments, surveys, zoning letters, soils reports, property condition reports, easement agreements, utility will serve letters, or operating cost histories, summaries or bills? If so, will the Commission make these documents available without a Freedom of Information Act Request?
65. As it relates to the sewage treatment plants and the water wells in existence. Please provide historic issues, the age of and current conditions of each of the facilities.
66. Does the commission have the as-built drawings for the current buildings.
67. Can we obtain scaled surveys with property dimensions for each location?
68. Is there a list of available utilities for each site?
69. Please provide the boundary, ROW and Topographical survey documents available for each Service Plaza.
70. Please provide the following Environmental Reports for each Plaza?
 - a. Asbestos Survey Reports
 - b. Fuel Spill Report/Monitoring Data
71. Please provide the following operational and performance records for sites that have on-site water and wastewater facilities?
 - a. Water (capacity, flow, etc.)
 - b. WWTP (flows, samples, results, permits compliance reports)

Following are the official answers to written and verbal questions received at the Pre-proposal Conference, February 16, 2005.

- A. Can fuel dispensers have LCD screens which show video loops paid for by advertising sponsors?

Answer: If the operator desires to provide a product or service and/or implement a concept or tie-in that is outside the scope of a branded food concept (of a franchisor), the COMMISSION has reserved its right to review any such proposed “ancillary concept” in light of opportunities and/or benefits that may be offered to companies participating in the branding/sponsorship program.

- B. Will the attendee list be made available?

Answer: Yes

The following two (2) questions have the same answer.

- C. Will the COMMISSION require use of the Prevailing Wage Act for on-going maintenance?

- D. For maintenance, will the Prevailing Wage Law apply?

Answer: Since the Pennsylvania Prevailing Wage Act [codified beginning at 43 P.S. Section 165-1] does not require prevailing wages to be paid for maintenance work, the answer to this question is “No.”

- E. Are there joint and several liability with the main service providers?

Answer: The COMMISSION expects that service plaza operators [both fuel and restaurant] assume liability for their operations at the plazas.

- F. What is the process in order to be considered as a sub-contractor? We are a graphic design, exhibit and trades show service company that wants to provide expertise in signage, both interior and exterior. We are a minority owned firm and are 8A certified.

Answer: The PA Turnpike Commission recognizes the following Small, Disadvantaged, Woman and Minority-owned business certifications for this RFP:

1. PA Unified Certification Program Certification

www.paucp.com

- 2. PA Department of General Services (DGS) Certification and any reciprocity given to firms by DGS. <http://www.dgs.state.pa.us/> (Click on link to Bureau of Minority and Woman Business Opportunities for database of Small, Disadvantaged Firms (SDF Database), and Minority and Woman Firms, (M/WBE Database))***

- 3. Minority Supplier Development Council (MSDC) certified firms.***

<http://www.nmsdcus.org/>

- 4. Women Business Enterprise National Council (WBENC)***

<http://www.wbenc.org/>

- 5. Firms certified by the United States Small Business Administration-certified small***

disadvantaged businesses or 8(a) small disadvantaged business concerns.

Certification is requested at bid time but is required to be obtained from one of the above agencies prior to the commencement of work on the project by the S/D/M/W firm. Prime contractors should include the certifying agency and proof of certification of the small, disadvantaged, minority or woman business as part of their proposal.

The Turnpike reserves the right to amend this list and maintains sole decision-making authority on the acceptance of certifying agencies.

- G. How does the COMMISSION actually for see the transition from the old facility to the new facility without interrupting services?

Answer: The plazas must remain open as stated in the proposer(s) Master Development Plan. The Proposer must submit a transition plan for approval by the COMMISSION outlining its redevelopment plan. A plaza may be shut down completely during the construction phase.

- H. What if the operator cannot utilize the existing business?

Answer: The Proposer needs to make this part of their master development plan.

- I. At the expiration of the lease, why will the COMMISSION keep ½ of the remaining funds?

Answer: The renewal fund should not have any funds left at the end of the lease.

The following three (3) questions have the same answer.

- J. For construction, will the Prevailing Wage Law apply?

- K. For operation, will the Prevailing Wage Law apply?

- L. Does federal law prohibiting further commercial operations on interstate designated highway prohibit new sites?

Answer: Proposers are reminded that they should seek legal interpretations or opinions from their own legal counsel.

- M. Can a proposer bid on selected sites for auto/truck fuel facilities?

Answer: Proposer(s) should include all sites in their proposals (not selected sites).

- N. Is the contract term a biddable item?

Answer: The term of the lease should be addressed in your proposal.

- O. What rent does the current food operator pay?

Answer: One Operator pays 9.21% on gross sales and another Operator pays 8% on an escalating scale.

P. How long has the current operator been in place for the food service operation?
Answer: One Operator has been in place for approximately 8 years and another for approximately 20 years.

Q. Is there a minimum dollar per square foot cost for build-outs that must be achieved?
Answer: No

R. II-6 h. "Building should be able to provide state-of-the-art technology" Do all features have to be installed at completion of construction or does the building have to accept this technology in the future?
Answer: Service plaza facilities should incorporate available technology at the time of construction, and be able to accommodate installation of newer technologies in the future.

S. Item (d) on page III-13 calls for a list of all legal actions of the proposer. Can a proposer limit its response to include material actions in excess of a certain monetary threshold in order to prevent an overly long response to this request?
Answer: Proposer(s) need to report only those actions where the amount in controversy is \$8,000.00 or more.

T. How will the COMMISSION communicate to the proposers that Sunoco owns the underground storage equipment?
Answer: Sunoco owns the underground storage equipment.

The following three questions have the same answer.

U. Are rentals to commence upon re-opening, after construction is complete or are rental payments expected during construction period?

V. Is there a minimum and maximum term of lease?

W. Can there be initial term with options of a specific period?
Answer: Negotiable

X. Or is the above (V) to be part of proposal submitted?
Answer: Yes

Y. Section III-12 requires complete audited financial statements. I represent a privately-held company and we do not release full financial statements to third parties. Any alternatives?
Answer: While the COMMISSION would be willing to enter into a confidentiality agreement regarding the financial statements, Pennsylvania public records law considers a selected proposal to be a public record [thus negating the confidentiality agreement if your proposal was selected].

Z. Follow-up to #33 Appendix E in \$, we are looking for gallons.
Answer: Appendix E numbers for gas and diesel are shown in dollars and one dollar equals one gallon.

- AA. Follow-up to #37 does prepared food include coffee?
Answer: No
- BB. Follow-up to #38 My understanding is that full service is an option. Therefore it is not required. Is this understanding correct?
Answer: LESSEE agrees to post clearly visible signage at the pumps, advising patrons of the availability of full service upon request at self-service prices. The LESSEE must provide full serve at no additional charge at self-serve pumps upon request of any customer.
- CC. Follow-up to #35 – Can we obtain a list of the current fuel competitors being used?
Answer: Yes
- DD. Is the agreement with the COMMISSION subject to obtaining permit approval for the projects?
Answer: No. The lease will include a term that all necessary permits be obtained by the operator in its name.
- EE. What happens if you are a successful proposer and cannot come to lease terms with the COMMISSION?
Answer: We move on to next proposer.
- FF. Follow-up to Question 51: Does the COMMISSION expect the Operator to acquire LEED certification for each building? Or is the intent for the design to meet LEED criteria without actually going thru the formal LEED submission and approval process?
Answer: The COMMISSION'S intent is for design to meet LEED criteria.

The following three (3) questions have the same answer.

- GG. Is there an expected timeframe for the design phase(s) of these projects? If so, how long?
- HH. Is there an expected timeframe for the construction phase(s) of these project? If so, how long.
- II. From the time of lease signing, what is the total expected timeframe for completion of all service plaza development work?
Answer: This should be part of the master development plan and should be performed as expeditiously as possible.
- JJ. What are the numerical goal(s) for design, construction, operation and maintenance on this project?
Answer: There are no numerical goals on this project. Proposers are directed to Section IV, Part C(2)(e), Criteria for Evaluation of Proposals:

"The COMMISSION encourages the inclusion of small, disadvantaged, minority and woman-owned firms. Responding proposer(s) should be creative in identifying minority firms whom they expect to utilize in the performance of this contract."

The following two (2) questions are similar and have the same answer.

KK. Will you furnish copies of sign-in sheet today?

LL. Will a list of all in attendance today be published?

Answer: Yes

MM. Without the benefit of a site specific survey, what format does the COMMISSION expect when submitting for the proposed improvement plan? Will a simple concept plan suffice? What level of detail is needed?

Answer: The Proposer must include a Master Development Plan containing all the elements described in the RFP. Schematic diagrams with written descriptions of intent will be adequate for the purposes of proposal evaluation. It is anticipated that some negotiation will occur between the Proposer and COMMISSION regarding the specifics of the master development plan, and individual site development plans.

NN. Regarding the documents for questions 64-72, are the documents available for purchase, or can they only be viewed in the Information Center?

Answer: There may be a fee charged for copies of some documents.

OO. Does the COMMISSION have available the historical facilities maintenance expenses, including janitorial, snow and ice control, landscaping, etc?

Answer: No

PP. Do individual regional or franchise concepts may contact a company who is proposing to be the food concessions operator in order to pursue joint ventures or license agreement for selected plazas.

Answer: Yes

QQ. Does your answer to #4 include food services being provided by an entity under a master lease agreement?

Answer: A single operator to control all food concepts in all plazas with a variety of regional and national food franchises in its portfolio. The COMMISSION is looking for a single operator for the entire road that has at each plaza, an on-sight representative (24 hours a day) who has the authority to make decisions, resolve issues immediately for any operation (franchise or company operated) within the area of the plaza as defined in the lease. This operator would have the ability to deliver and execute well-recognized national and local brands as a seamless operation to the public. The operator would also be responsible for dealing with all non-food related issues as described in the language of the lease.

RR. #6 Can the question be expanded to mean dual access? The first sentence states dual sided.

Answer: No. There is a difference between dual-sided (two plazas, one on each side of the roadway directly across from each other) and dual access (one plaza on one side of the roadway being accessed from both directions of travel).

SS. Considering that negotiations are to occur between October and November 2005, please describe the approval process for preliminary design and site infrastructure.

Answer: The terms agreed to in the Master Development Plan will determine the sequence and pace of site specific design. As preliminary designs and site-specific development plans are completed, the COMMISSION will review and approve these plans. The COMMISSION assumes no liability for work performed or costs incurred prior to execution of a negotiated lease with the proposer.

Verbal questions received at pre-proposal conference.

TT. Given the scope of the project and the clarifications that you have provided today, is there any possibility you would consider extending the deadline or due date?

Answer: The questions and changes to the RFP do not change the scope of the project. Therefore the March 31, 2005 deadline will remain.

UU. Dealing with question #6, dual-sided dual-access, would the COMMISSION consider any other design concepts or site development (i.e. over the road type facility or a center median at grade)?

Answer: The COMMISSION would consider these types of designs however; the expense of the infrastructure would be borne by the proposer outside the aforementioned sites targeted by the COMMISSION for possible dual-access.

VV. Question #55, would the submittal requested on March 31st have to include elevations?

Answer: Proposers should exercise their prerogative to present conceptual drawings.

Please make note of the following revisions to the RFP.

1. King of Prussia, South Neshaminy and Hickory Run

The current **food provider's** lease will not expire until **January 31, 2009**. However, the current **fuel provider's** lease expires **December 31, 2005**. The Pennsylvania Turnpike Commission's expectation is that the successful proposer (whether fuel provider alone or joint venture), will provide fuel service under the terms of the current leases (with the current fuel provider) until the expiration or termination of the current food provider leases at which time the terms under this RFP and supporting documents will be substituted.

2. Hempfield

The Pennsylvania Turnpike Commission anticipates that the Hempfield Service Plaza will be closing sometime in the year 2006. Please disregard all references to this service plaza in the RFP.

3. Section II, Page 5, e.

Consideration of Historic / Cultural Preservation and Community Development

The COMMISSION expects the Proposer(s) to maintain the historical nature of the North and South Midway Plazas. Proposer(s) should include in their proposal a plan of restoration of minimal impact on the exterior of the plaza buildings.

4. Section II, Page 8, 2)

The “impermeable isolation barrier” is not required by regulations and therefore this item will be removed from the RFP. The RFP will require a dispenser containment sump for the UST dispensers. This is a trough, which would collect any leaks or spills and drains back to the tank, to prevent a release to the environment. This will be required in future state regulations.

Company Name

Contractor's Signature

Date

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PREPROPOSAL CONFERENCE RFP # 04-142-2869
SERVICE PLAZA DEVELOPMENT PROJECT
February 16, 2005
10:00 AM

COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
Kinnamon Group	George S. Chu	1425 Spruce St.	215-732-5160	georgec@eol.com	<input checked="" type="checkbox"/> PTC Website
		Suite 100	215-732-1682		<input type="checkbox"/> Newspaper/Magazine:
		Phila. Pa. 19102	(Fax)		<input type="checkbox"/> Other Website:
Paul C. Rizzo Assoc.	STEPHEN G. ADAMS	105 mall BWD	412 856 9700	ORZANO STEVE ADAMS @ RIZZO ASSOC.COM	<input checked="" type="checkbox"/> PTC Website
		SUITE 2703	412 859 9749		<input type="checkbox"/> Newspaper/Magazine:
		MONROEVILLE PA 15146			<input type="checkbox"/> Other Website:
PA Turnpike	Bob Colarizzi	5408 Oxford Dr	939-955 1		<input type="checkbox"/> PTC Website
		Mech. PA 17055			<input type="checkbox"/> Newspaper/Magazine:
PTC	AL PETERS	PTC	717/	apeters@paturnpike.com	<input type="checkbox"/> PTC Website
		PO Box 67676	920-7315		<input type="checkbox"/> Newspaper/Magazine:
		Hbg PA 17106-7676			<input type="checkbox"/> Other Website:
Pa Turnpike	Robert Wallett	PTC		RWallett@paturnpike.com	<input type="checkbox"/> PTC Website
		PO Box 67676	717/939-9551		<input type="checkbox"/> Newspaper/Magazine:
		H36 PA 1706			<input type="checkbox"/> Other Website:
PA Turnpike	George Hatalowich	PTC		ghatalow@paturnpike.com	<input type="checkbox"/> PTC Website
		PO Box 67676	717/986-8737		<input type="checkbox"/> Newspaper/Magazine:
		H36 PA 17106			<input type="checkbox"/> Other Website:
PTC	Deb Davis			ddavis@paturnpike.com	<input type="checkbox"/> PTC Website
			717/986-8763		<input type="checkbox"/> Newspaper/Magazine:
PTC	Blair Fishburn			jfishbur@paturnpike.com	<input type="checkbox"/> PTC Website
			717-986-8723		<input type="checkbox"/> Newspaper/Magazine:
PTC	MAUREEN GUTTMAN			MGUTTMAN@PATURNPIKE.COM	<input type="checkbox"/> PTC Website
			x3690		<input type="checkbox"/> Newspaper/Magazine:
BRL - Branding Rights LLC	Charles Grefen	301 City Ave		brandingrights@aol.com	<input type="checkbox"/> PTC Website
		Bala cywyd, PA	610-664-1144		<input type="checkbox"/> Newspaper/Magazine:
			610.664.3811		<input type="checkbox"/> Other Website:

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COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
Sheetz Inc	Jamie Gerhart	11346 Pauline Ct	540-727-8833	jgerhart@hotmail.com	PTC Website <input type="checkbox"/> Wor
		Culpeper VA 22701	540-727-8834		Newspaper/Magazine:
					Other Website:
Sunoco Inc (USA)	La-Toyota Hekny	Ten Penn Center	215-977-6810	lphackney@sunocoine.com	PTC Website <input type="checkbox"/> Wor
		1801 Market St.	215-977-6878		Newspaper/Magazine:
		Phila PA 19119			Other Website:
WILTON PARTNERS	ANDY WARCEN	11111 SANTA MONICA	310 444 6377	Andy@WARCEN.COM	PTC Website <input checked="" type="checkbox"/> Wor
		SITE 500 BLVD.	310 444 6378		Newspaper/Magazine:
		LOS ANGELES CA 90025			Other Website:
COMPASS	JEAN POLING	2346 Country Cr	610-965-1197	cler.poling@compass-usa.com	PTC Website <input type="checkbox"/> Wor
		Emma			Newspaper/Magazine:
		PO 18049			Other Website: <input checked="" type="checkbox"/>
SUPER36 GATEWAY INC	JOHN BITNER	PO BOX 287	804-735-4011	BITNER.JOHN@GATEWAYTRAVELPLAZA.COM	PTC Website <input checked="" type="checkbox"/> Wor
		Breezewood PA			Newspaper/Magazine:
					Other Website:
Urban Engineers	Tom Carboni	530 Walnut St.	(215) 922-8080	tdcarboni@urbanengineers.com	PTC Website <input checked="" type="checkbox"/> Wor
		Phila., PA 19106	(215) 922-8082		Newspaper/Magazine:
					Other Website:
BENATEC ASSOC.	DICK MILLER	200 Airport Rd.	(717) 901-7055	dmiller@benatec.com	PTC Website <input checked="" type="checkbox"/> Wor
		New Cumberland PA	(717) 901-7059		Newspaper/Magazine:
		17070			Other Website:
The Temple group	Mary K. White	230 S. Broad St	215-545-2105	mwhite@thetemplegroup.com	PTC Website <input checked="" type="checkbox"/> Wor
		Suite 1101	215-545-2109		Newspaper/Magazine:
		Philadelphia PA 19102			Other Website:
					PTC Website <input type="checkbox"/> Wor
					Newspaper/Magazine:
					Other Website:
					PTC Website <input type="checkbox"/> Wor
					Newspaper/Magazine:
					Other Website:

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COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
Compass Group	Mary Bennett	2400 Yorkmont Rd	704 328-4137	mary.bennett@Compass-usa.com	PTC Website <input checked="" type="checkbox"/> Wo
		Charlotte NC	704 295-5292		Newspaper/Magazine:
		28038 28217			Other Website:
SUNOCO	STEVE PETRISON	1801 MARKET	215-977-3351	STPETRISON@SUNOCO-FAC.COM	PTC Website <input type="checkbox"/> Wo
		PHILLA. PA			Newspaper/Magazine:
					Other Website:
SNYDER'S GATEWAY INC	JAMES BITTNER	PO Box 287	814-735-4011	BITTNER.JAMES@GATEWAYTRAVELPLAZA.COM	PTC Website <input checked="" type="checkbox"/> Wo
		GREENWOOD PA	X527		Newspaper/Magazine:
					Other Website:
Vitetta/Synterra Daniel	Daniel R Vodzak	274 N Front St	717-743-5401	vodzak@vitetta.com	PTC Website <input checked="" type="checkbox"/> Wo
		Wormleysburg PA			Newspaper/Magazine:
		17043			Other Website:
Vitetta/Synterra	Christopher Vodzak	SAME	717-743-5401	dandis@vitetta.com	PTC Website <input type="checkbox"/> Wo
					Newspaper/Magazine:
					Other Website:
AMERSON HESS	Tim O'CONNOR	1 HESS PARK	(332) 250-7040	TOCONNOR@HESS.COM	PTC Website <input type="checkbox"/> Wo
		WOODBRIDGE NJ	(332) 250-7038		Newspaper/Magazine:
		07095			Other Website:
XXXXXXXXXX					PTC Website <input type="checkbox"/> Wo
					Newspaper/Magazine:
					Other Website:
WEP	TOM BURKLEY	700 MARKET ST	(717) 783-1566	tburkley@state.pa.us	PTC Website <input checked="" type="checkbox"/> Wo
		HARRISBURG, PA	(717) 785-4980 FAX		Newspaper/Magazine:
		17105			Other Website:
PTC	Anthony J. Liberato				PTC Website <input type="checkbox"/> Wo
					Newspaper/Magazine:
					Other Website:
					PTC Website <input type="checkbox"/> Wo
					Newspaper/Magazine:
					Other Website:

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COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
ASTORINO	JOHN BONASSI	227 FT PITT BLVD PGH, PA 15222	412.209.2885	Jbonassi@astorino.com	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
ASTORINO	ELMER BURGER	227 FORT PITT PGH PA 15222	412-209-2811 412-765-1700 F	EBURGER@ASTORINO.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
Uawa, Inc	E. JUNE SPRING	260 WEST BALTIMORE WILMINGTON PA 19065	610-793-2582 610-793-2846	JUNE.SPRING@UAWA.COM	PTC Website <input type="checkbox"/> Newspaper/Magazine: Other Website:
McKissick	BRENDAN ISACK	1500 MARKET ST. 42ND FL. PHILLY PA 19102	215.988.9450 215.988.9434	BISACK@MCKISSICK.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
SHEETZ	John Kachur	5700 SIXTH AVE ALTOONA PA 16602	814-947-5354	JKACHUR@SHEETZ.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
SHEETZ	MIKE LACESA	5700 6TH AVE ALTOONA, PA 16602	(814) 941-5110	M/LACESA@sheetz.com	PTC Website <input type="checkbox"/> Newspaper/Magazine: Other Website:
American Water	Tom Czop	453 BOOT RD Downington PA 19335	610 389-3501	tom.czop@AMWATER.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
American Water	Mic Ruffner	453 BOOT RD Downington PA	610 455 1368	MICHAEL.RUFFNER@AMWATER.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
Gannett Fleming	Pete Wickwire	PO Box 67106 Harrisburg PA 17106-7100	717-763-7211 Fax 763-8150	WWICKWIRE@GFNET.COM	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:
TRI-STATE DESIGN CONST. CO. INC.	RONALD DAVIS	7401 OLD YORK RD ELKINS PARK PA 19027	215-782-8200 215-782-8282	rdavis@TRI-STATE DESIGN.NET	PTC Website <input checked="" type="checkbox"/> Newspaper/Magazine: Other Website:

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COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
DICK CORP.	Scott Wiveill Vic Spinabelli	P.O. Box 10896	412-384-1274	sawiveill@dickcorp.com	PTC Website <input checked="" type="checkbox"/> Wor
		PITTSBURGH, PA 15236	412 384-1237	vspinabelli@dickcorp.com	Newspaper/Magazine:
					Other Website:
VMS, INC	Bob MURPHY	203 E. CORY ST.	804-261-8000	bmurphy@vmsom.com	PTC Website <input type="checkbox"/> Wor
		Suite 200	" 264-1808		Newspaper/Magazine:
		RICH. VA 23219			Other Website:
Gannett Fleming	John Derr	207 Senate Ave	717 263-7211	jderr@gfnet.com	PTC Website <input checked="" type="checkbox"/> Wor
		Camp Hill, PA	717 263-8150		Newspaper/Magazine:
					Other Website:
Gannett Fleming	Bill Mayer	207 Senate Ave	717-763-7211	wmayer@gfnet.com	PTC Website <input checked="" type="checkbox"/> Wor
		Camp Hill, Pa			Newspaper/Magazine:
					Other Website:
McDonald's Corporation	Frank Marciano	3025 Chemical Rd.	(484) 530-6765	frank.marciano@ mcd.com	PTC Website <input checked="" type="checkbox"/> Wor
		Plymouth Mtg. PA	(484) 530-6783		Newspaper/Magazine:
					Other Website:
ECHO REAL ESTATE	John Palusky	701 Alpha Rd.	412-968-1687	john.palusky@ echodevelopers.com	PTC Website <input checked="" type="checkbox"/> Wor
		Park, PA 15235	412-967-6141		Newspaper/Magazine:
					Other Website:
"	Bill KRAHE	"	"	william.krahe@ echodevelopers.com	PTC Website <input checked="" type="checkbox"/> Wor
					Newspaper/Magazine:
					Other Website:
"	GREG CERILLI	"	"	"	PTC Website <input type="checkbox"/> Wor
					Newspaper/Magazine:
					Other Website:
McDONALD'S	TOM NOLAN	ONE Mc D PLAZA	(630) 623-5679	thomas.nolan@ mcd.com	PTC Website <input type="checkbox"/> Wor
		OAK BROOK, IL	(630) 623-7325		Newspaper/Magazine:
					Other Website:
McDONALD'S	Bob McCell	3025 CHEMICAL RD	484 530 6766	bob.mccell@mcd.com	PTC Website <input type="checkbox"/> Wor
		Plymouth Mtg, PA			Newspaper/Magazine:
					Other Website:

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COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
OMEGA	JOE CARDELLA	NEW CASTLE PENNA-			PTC Website <input checked="" type="checkbox"/> Wor Newspaper/Magazine: Other Website:
Jorgensen	Tom Clark	P.O. Box 70 Buckeystown, MD 21717	(301) 831-1000 F (301) 874-2876	tom_clark@ royjorgensen.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website: <u>Bid</u>
Jorgensen TURNS Mt. Group	Chuck Henningcyan	PO Box 70 Buckeystown, MD 21717	301 831-1000	Cchenning5@aol.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website: <u>Bid</u>
Pilot	Jim MARTIN	5508 LOOAS Rd KNOXVILLE TN 37909	865-297-0115 (E) 865-588-7488 (h)	mulligan@Pilot TRAVEL CENTER.5.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
HMS Host	B. Gallant	6600 ROCKLEDGE BETHESDA MD 20817	240-694-4252		PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
ASTORINO	TIMOTHY MORGAN	227 FORT PITT BLVD PITTSBURGH PA 15222	412-209-2830 412-765-2825	TMORGAN@ ASTORINO.COM	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
CA ONE SERVICES	NICK LIBERTO	40 FOUNTAIN BUFFALO NY 14202	716-858-5144 716-858-5525	NLIBERTO@ DNCFNC.COM	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
HMS Host	Richard Kinley	6600 Rockledge Drive Bethesda, MD 20817	(578) 465-8808	richard.kinley@ HMSHOST.COM	PTC Website <input checked="" type="checkbox"/> Wor Newspaper/Magazine: Other Website:
SUNOCO, INC	BEN ARBIZO	1001 E. HERTON ST CONSHOHOCKEN, PA 19428	484-250-5334	BENARBIZO@ SUNOCOINC.COM	PTC Website <input checked="" type="checkbox"/> Wor Newspaper/Magazine: Other Website:
Sunoco, Inc.	Kim DuPont	1801 Market St Phila, PA 19103	(215) 246-8602	Kjdupont@ SUNOCOINC.COM	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:

SIGN-IN SHEET
PREPROPOSAL CONFERENCE RFP # 04-142-2869
SERVICE PLAZA DEVELOPMENT PROJECT
February 16, 2005
10:00 AM

COMPANY NAME	REP NAME	ADDRESS	PHONE/FAX	E-MAIL	HOW DID YOU
Amerada Hess	John Klalo	1 Hess Plaza Wood bridge NJ	732-750- 6698	J.Klalo@Hess. com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
Randall Restaurant Group	Steve Kuekus	1225 1225 Herdyside Trenton NJ 44087	330 425-2028	Steven.Kuekus @randall.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
JAD A Creative Comm.	Bob Bondeson	950 Mt. Holly Rd. Beverly, NJ 08010	(609) 835-4314	bbondeson@jadcreative -com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
Michael HmsHost Fetchko	Michael Fetchko	6600 Rockledge Dr. Bethesda, MD 20817	(240) 694-4245	Michael.Fetchko@ HmsHost.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
Valwest Furniture	PTC				PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
CA-1	Joe Quagliana	40 Fountain Plaza Buffalo, NY 14202	716-858-5511	JQUALLIA @ONCINC.COM	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
HmsHost	Roy Nielsen		518-248-3030	Roy.Nielsen@ hmshost.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
HmsHost	Mark Davis	6600 Rockledge Bethesda MD	1031-379-3829		PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
PJ Dick TRUMBULL CORP	BERNIE KOBOSKY	PO BOX 98100 P6H PA 15227	412 462-9306 412 461 7900	bkobosky@trumbull corp.com	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:
PJ Dick OXFORD DAWP	MERLE H RYAN	29 MEADOW PR CAMP HILL PA 17011	717-761-7514	-	PTC Website <input type="checkbox"/> Wor Newspaper/Magazine: Other Website:

Addendum No. 3

RFP #04-142-2869

SERVICE PLAZA DEVELOPMENT PROJECT

Please make note that the Due Date for submittal of proposals in response to the above referenced RFP has been extended to April 14, 2005.

The revised paragraph under Section V, ADMINISTRATIVE SPECIFICATIONS, Page V-1 is as follows:

V. ADMINISTRATIVE SPECIFICATIONS

A. Proposal Requirements and Schedule

*Proposers shall submit ten (10) copies of their proposals. Proposals must be received no later than 2:00 PM local time, on **April 14, 2005**. All proposals will become the property of the COMMISSION and will not be returned. The proposal either may be mailed or delivered directly to the Commission's Administration Building at the address below.*