

REQUEST FOR QUALIFICATIONS IN RELATION TO

**Fiber Optic Broadband Network Project
Through a Public-Private Partnership**

ISSUING OFFICE

**Pennsylvania Turnpike Commission
Information Technology Department**

RFQ NUMBER

17-10350-7874

DATE OF ISSUANCE

July 7, 2017

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DEFINITIONS

All capitalized terms used in this Request for Qualifications shall have the meanings set forth below. Unless otherwise expressly stated to the contrary herein, references to Sections, Appendices and Forms are references to sections, appendices and forms of this Request for Qualifications.

“Advertisement Date” means the date of this RFQ.

“Affiliate” means, with respect to any Person, any entity which, directly or indirectly, through one or more intermediaries, (a) has a 10% or more voting or economic interest in such Person or (b) controls, is controlled by, or is under common control with such Person.

“Background Qualifications Questionnaire” is defined in Part III, Section III-5 (Contractor Integrity Provisions; Organizational Conflicts of Interest).

“Broadband Infrastructure” means the fiber optic broadband network to be installed within the Commission’s right-of-way.

“Business and Supplier Diversity Policy” means the Commission’s policy on Diverse Business Participation published at:

https://www.paturnpike.com/business/business_supplier_diversity.aspx

“Change in Control” means, with respect to any Person, (a) any sale, transfer or disposal of any legal, beneficial or equitable interest in any or all of the shares or membership interests in such Person (including the direct or indirect control over the exercise of voting rights conferred on those shares or membership interests, direct or indirect control over the right to appoint or remove directors or the rights to receive dividends or distributions); and/or (b) any other arrangements that have or may have or which result in the same effect as clause (a).

“Commercialization Activities” means utilization of the Broadband Infrastructure for the generation of revenue from non-Commission entities and participation in a revenue sharing arrangement with the Commission.

“Commission” means the Pennsylvania Turnpike Commission.

“Commission Backbone Fiber” means dark fiber which interconnects the Commission’s network hub demarcation locations.

“Commission ITS Distribution Fiber” means the dark fiber which connects existing tolling locations, roadside cameras, roadside ITS devices, and other miscellaneous devices (typically located on or near the roadway) to the Commission’s network hub demarcation locations.

“Commonwealth” means the Commonwealth of Pennsylvania.

“Contractor Integrity Provisions” means the contractor integrity provisions described on the Commission’s website at: https://www.paturnpike.com/business/integrity_provisions.aspx.

“**DBE**” means a disadvantaged business enterprise as described in 49 C.F.R. Part 26.

“**Diverse Business**” means a (i) disadvantaged business, (ii) minority-owned business, (iii) women-owned business, (iv) service-disabled veteran-owned business or (v) veteran-owned small business that has been certified by a third-party certifying organization recognized by the Commission. The Commission currently recognizes the following third-party certifying organizations: (i) the National Minority Supplier Development Counsel; (ii) the Women’s Business Development Enterprise National Council; (iii) the Small Business Administration; (iv) the Department of Veteran Affairs; and (v) the Pennsylvania Unified Certification Program.

“**Development Entity**” means the entity identified, or otherwise established, by the Successful Proposer to enter into the PPTA. The Development Entity shall develop, design, finance, construct, operate and maintain the Project for the term of the PPTA.

“**Eligible LC Issuer**” means a financial institution that is not an Affiliate of a Respondent team member and has (a) long term unsecured debt ratings of at least the following, from at least two of the Major Rating Agencies: (i) A- by Standard & Poor’s Ratings Services; (ii) A3 by Moody’s Investor Service, Inc.; (iii) A- by Fitch Ratings or (iv) “A low” by DBRS, Inc., and (b) an office in the Commonwealth or New York, New York, at which a letter of credit issued by it can be presented for payment by facsimile or by electronic means.

“**Eligible Surety**” means a surety company rated at least A/VIII or better according to A.M. Best and Company and must be listed on the most recent U.S. Treasury Department Circular 570.

“**Equity Funding Letter**” has the meaning set out in Appendix B (Submittal Requirements), Volume 2, Part B, Section 6.

“**Equity Member**” means each member of a Respondent’s team that will contribute equity to the Development Entity as part of such Respondent’s financing plan for the Project.

“**Evaluation and Scoring Committee**” means a committee of qualified personnel selected by the Commission to evaluate and score SOQs.

“**Financing Party**” has the meaning set out in Appendix B (Submittal Requirements), Volume 2, Part B, Section 5.

“**Guarantor**” means each parent company or other entity (in either case, if any) that is designated by the Respondent to support and guarantee the obligations of an Equity Member, Lead Contractor, Lead Contractor Member, Lead Commercial Entity or Lead Commercial Entity Member.

“**Issuing Office**” is defined in Part III, Section III-2 (Issuing Office and Issuing Officer).

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“**Key Commercial Personnel**” is defined in Appendix B (Submittal Requirements), Volume 2, Part A, Section 4.

“Key Personnel” means the (i) Key Technical Personnel and (ii) the Key Commercial Personnel.

“Key Technical Personnel” is defined in Appendix B (Submittal Requirements), Volume 1, Part B, Section 4.

“Local Area Network” or **“LAN”** means the network that is or could be established at any fiber demarcation location.

“Lead Commercial Entity” means the member of the Respondent’s team that will market and generate revenue from the Broadband Infrastructure for the commercial benefit of the Respondent and the Commission.

“Lead Commercial Entity Member” means, where the Lead Commercial Entity is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead Commercial Entity.

“Lead Contractor” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the performance of construction work for the Project.

“Lead Contractor Member” means, where the Lead Contractor is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead Contractor.

“Lead Engineer” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for preparation of the detailed plans and specifications for construction of the Project. The Lead Engineer shall be licensed in the Commonwealth.

“Lead Engineer Member” means, where the Lead Engineer is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead Engineer. The Lead Engineer Member shall be licensed in the Commonwealth.

“Lead O&M Contractor” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the performance of operations and maintenance work for the Project.

“Lead O&M Contractor Member” means, where the Lead O&M Contractor is an incorporated or unincorporated joint venture, each member or joint venturer in the Lead O&M Contractor.

“Major Team Member” means each of the following:

- (a) each Equity Member;
- (b) if an Equity Member is an investment fund, the fund’s general partner(s);
- (c) the Lead Engineer;

- (d) each Lead Engineer Member (if any);
- (e) the Lead Commercial Entity;
- (f) each Lead Commercial Entity Member (if any);
- (g) the Lead Contractor;
- (h) each Lead Contractor Member (if any);
- (i) each Lead O&M Contractor;
- (j) each Lead O&M Contractor Member (if any); and
- (i) each Guarantor.

“Material Change” has the meaning set out in Appendix B (Submittal Requirements), Volume 2, Part B, Section 8.

“P3 Act” means Act 88 of 2012, 74 Pa.C.S. §§ 9101–9124, as amended.

“PPTA” means a Public-Private Transportation Partnership Agreement reflective of a public-private transportation partnership arrangement to procure the Project pursuant to this RFQ and the RFP.

“Payment and Performance Guaranty” has the meaning set out in Appendix B (Submittal Requirements), Volume 2, Part B, Section 2.

“Person” means any natural person, corporation, joint venture, limited liability company, company, voluntary association, partnership, trust, unincorporated organization or governmental entity or other type of entity.

“Project” means (a) the design, construction, financing, operation and maintenance of the Broadband Infrastructure and (b) the performance of the Commercialization Activities.

“Project Website” means the Commission’s “BROADBAND PUBLIC-PRIVATE PARTNERSHIP (P3)” page, available at:

https://www.paturnpike.com/business/Broadband_P3.aspx.

“Proposal” means a proposal submitted by a Short-listed Proposer in response to the RFP.

“Public-Private Partnership” or “P3” is defined in Part I, Section I-1 (Project Overview and Objectives).

“Respondent” means any company, team or joint venture that submits an SOQ in accordance with this RFQ.

“**RFP**” means the request for proposals to be issued to procure the Project following the selection of the Short-listed Proposers from the Respondents submitting an SOQ.

“**RFQ**” means this Request for Qualifications issued by the Commission.

“**Short-listed Proposer**” is defined in Part V, Section V-3 (SOQ Evaluation Process).

“**SOQ**” means a statement of qualifications submitted in response to this RFQ.

“**SOQ Due Date**” means **Thursday, August 31, 2017**, as such date may be extended in accordance with the terms of this RFQ.

“**Successful Proposer**” means the Proposer selected by the Commission, in accordance with the RFP, to deliver the Project.

“**Wide Area Network**” or “**WAN**” means the network (fiber, leased line, etc.) that connects the LANs at fiber demarcation locations.

PART I

WORK STATEMENT

I-1. Project Overview and Objectives.

- a. **Project Overview.** The Commission is exploring the possibility of entering into a public-private partnership (“P3”) in which the Development Entity will design, build, finance, operate and maintain the Broadband Infrastructure for the benefit of the Commission and its users, as well as for the benefit of the Development Entity and its customers. The primary purpose of the Broadband Infrastructure will be to support the Commission’s expansion of cashless toll collections throughout its system. Given the importance of the expansion of cashless toll collections, the Commission is committed to improving its fiber optic communications infrastructure, regardless of the method of delivery. The Broadband Infrastructure also will provide connectivity for the Commission’s administrative buildings, maintenance sheds, tolling systems, traffic cameras, dynamic message signs, and similar devices and will accommodate future applications. The term of the PPTA as currently contemplated is 30 years.

Additionally, the Commission anticipates making funds available to cover a portion of Project costs, as further detailed in Part II, Section II-1 (Funding).

Limited network services will be required of the Development Entity. Following construction of the fiber optic infrastructure, the Development Entity will install Commission-specified routers at a limited number of demarcation sites. The Commission will be entitled to monitor performance of its portion of the network and notify the Development Entity of any fiber network failures, for which the Development Entity will be responsible to repair in the acceptable response times to be defined in the PPTA. All other WAN and LAN services for the Commission’s portion of the network will be the responsibility of the Commission.

The Development Entity will be required to have the capacity to finance the Project and it is anticipated that the Development Entity will have the opportunity to commercialize private fiber optic infrastructure to offset Project costs. The broadband network will consist of fiber optic cables, conduits, junction boxes, splice enclosures, and related appurtenances all of which will be separately designated for the use of the Commission and the Development Entity. The fiber optic network is envisioned to span the majority of the Pennsylvania Turnpike system.

Additional details regarding the scope of the Project are set out in Appendix A (Project Information).

- b. **Objectives.** The principal objective of the Project is to accommodate the Commission’s existing and future data communication needs (principally, the

expansion of cashless toll collections). The Commission's specific objectives for the Project are as follows:

- i. Deliver long-term savings in communications costs and generate future revenue by commercializing a portion of the Broadband Infrastructure;
- ii. Reduce or eliminate the cost of tower maintenance and communications infrastructure upgrades on towers;
- iii. Provide a reliable and redundant network with sufficient capacity for existing and future needs;
- iv. Advance construction of the Project while minimizing interference with the Commission's ongoing operations;
- v. Serve as a catalyst for the expansion of affordable broadband services to rural areas and other underserved populations;
- vi. Promote economic development through the extension of broadband service; and
- vii. Build network capacity for connected vehicle/automated vehicle technology to enhance safety and mobility of freight and passenger vehicles.

I-2. Scope of Services. The scope of work is expected to include, but is not limited to include the following:

- a. The Development Entity is expected to deliver the Project, which includes (i) designing, constructing, financing, operating and maintaining the Broadband Infrastructure and (ii) performing the Commercialization Activities.
- b. The Development Entity may be expected to perform other duties as mutually agreed upon to facilitate the best results possible for the Commission and the Development Entity.

I-3. Technical Requirements. For Respondents' reference, concept-level technical requirements for delivery of the Project are set out in Appendix A (Project Information). The RFP will set out detailed technical requirements and specifications, including design and construction standards.

I-4. Maintenance and Operation.

- a. **Maintenance.** The Development Entity will be responsible for performing maintenance, including capital/lifecycle maintenance, for the Broadband Infrastructure to ensure the safe and reliable operation and the availability of the network as stipulated in the PPTA.

The Commission currently anticipates that the Development Entity's maintenance responsibilities will include, but are not necessarily limited to, the following:

- i. All maintenance of the Broadband Infrastructure, including without limitation:
 - A. All labor and consumables as well as costs of rebuilding and replacement;
 - B. Preventative maintenance pursuant to the technical requirements to be set forth in the RFP; and
 - C. Handling and on-site storage of all waste generated during maintenance activities in full compliance with federal, state and local law;
- ii. Provision of locally based, Development Entity-employed service technicians with demonstrated competency and experience in maintaining fiber optic network equipment comparable to that used in the Broadband Infrastructure;
 - A. Provision of all standard and specialty tools, equipment, labor, and any other items and services required to efficiently service and maintain the Broadband Infrastructure;
 - B. With respect to all unscheduled maintenance of and repairs to the Broadband Infrastructure, a maximum response time of four hours on a 24 hours a day/seven days a week basis; and
 - C. All costs associated with meeting applicable regulations, codes and standards, including permitting costs.

Additional details regarding the Development Entity's maintenance responsibilities, including handback requirements, will be set forth in the RFP.

- b. **Operations.** The Development Entity will be responsible for operating the Broadband Infrastructure, as further described in Appendix A ("Project Information"). The Commission will be responsible for operating its portion of the network. Presently, the Commission maintains an operations center and a network control center to support ongoing activities, including network monitoring and operations. The Commission anticipates continuing to perform monitoring and operations activities for the Commission's portion of the network.

The Commission currently anticipates that the Development Entity's responsibilities will include, but are not necessarily limited to, the following:

- i. Ensuring that the Commission's fiber optic cable and related infrastructure remains fully operational between demarcation sites (the Commission will

retain responsibility for the operations of all other Commission WAN and LAN infrastructure);

- ii. Operating the Development Entity's fiber optic cable and related infrastructure;
- iii. Filing reports and obtaining certifications as required by applicable law and the PPTA;
- iv. Maintaining required insurance;
- v. Reporting to the Commission as required under the PPTA;
- vi. Providing such administrative services and reports as may be set forth in the RFP; and
- vii. In the event of a prolonged service outage, implementing a contingency plan to ensure uninterrupted service of the Commission's Broadband Infrastructure, and maintaining and updating such contingency plan as required.

PART II

FUNDING, FINANCING AND FEDERALIZATION OF PROJECT

II-1. Funding.

- a. **Direct Contributions from Commission.** The Commission anticipates making funds available to cover a portion of Project costs. These funds will be available (i) during the construction period, in the form of progress payments, and (ii) during the operating period, in the form of availability payments. The progress payments will be paid as work is completed during the construction period, subject to the conditions specified by the Commission in the PPTA. The availability payments will be subject to reduction due to the Development Entity's failure to meet specific performance requirements and standards set forth in the PPTA, including the unavailability of the network or service levels that are below specified thresholds.

The Commission anticipates that the present value of the Commission's direct contributions to the Project will not exceed the present value of the operations and maintenance cost savings generated by the Project. The Commission estimates that the operations and maintenance cost savings, expressed in 2017 dollars (i.e., excluding increases for inflation), range from \$4 million to \$14 million per year, for a total savings of \$250 million to \$300 million over the anticipated term of the PPTA. For the avoidance of doubt, the total projected cost savings of \$250 million to \$300 million does not equal the present value of such savings. The Commission anticipates making the majority of its direct contributions available in the form of progress payments to be paid during the construction period.

Further details regarding the Commission's direct contributions to the Project, including the maximum amount, timing and conditions relating to payment, will be included in the RFP. The Commission's proposal evaluation criteria in the RFP will include consideration of the total amount of direct contributions from the Commission each Short-listed Proposer requires to deliver the Project, with Proposals calling for a lesser contribution from the Commission to be scored more favorably in the price evaluation.

- b. **Commercialization Activities.** The Commission will grant to the Development Entity the right to exploit Commercialization Activities during the term of the PPTA in order to generate additional funding for the Project. The scope of permitted Commercialization Activities, which will be detailed in the RFP, may include (i) offering wholesale lit fiber capacity to customers such as long haul fiber providers, internet service providers, and last-mile providers and (ii) offering last-mile services to retail customers wishing to connect directly to the network.

The Commission expects to participate in revenue sharing, and such arrangements will be described in more detail in the RFP.

II-2. Financing. The Development Entity will be solely responsible for providing the necessary private financing for the Project.

II-3. Potential Federalization of Project. If the Commission's direct contributions to the Project will be funded in whole or in part with federal-aid highway funds, the RFP and the PPTA will conform with certain applicable federal laws and regulations of the Federal Highway Administration, including Buy America requirements, the Davis-Bacon Act, Title VI of the Civil Rights Act of 1964, as amended, and 49 C.F.R. Part 26 (regarding DBE participation).

PART III

GENERAL INFORMATION FOR RESPONDENTS

III-1. Purpose. This RFQ provides interested entities or groups of entities with sufficient information to enable them to submit an SOQ for consideration by the Commission in connection with the two-stage procurement for the Project.

III-2. Issuing Office and Issuing Officer. This RFQ is issued for the Commission by the Information Technology Department (the “Issuing Office”). The Issuing Officer for this procurement process, who will act through the Commission’s Contracts Administration Department, is:

Wanda Metzger
Contracts Administrator
Pennsylvania Turnpike Commission
700 South Eisenhower Boulevard
Middletown, Pennsylvania 17057

III-3. Commission’s Authority. In 2012, the Pennsylvania General Assembly passed Act 88 of 2012, 74 Pa.C.S. §§ 9101–9124, which provided certain public entities, including the Commission, with a new tool to address the Commonwealth’s transportation challenges: P3s. The process for implementing P3s is more fully detailed in the Implementation Manual & Guidelines for Solicited and Unsolicited Projects (available on the Pennsylvania Department of Transportation’s P3 Program website (<http://www.p3forpa.pa.gov/>) under the heading labeled “About P3”). On May 31, 2016, the Commission received approval from the Pennsylvania Public-Private Transportation Partnerships Board to advance the Project as a P3.

III-4. Procurement Process. The Commission is undertaking a two-stage procurement process—this RFQ followed by an RFP—to deliver the Project. The Commission will evaluate the SOQs received in response to this RFQ and will select, according to criteria generally outlined herein, the Short-listed Proposers, who alone shall be eligible to receive and respond to the RFP. Additional detail is provided in Part V (Evaluation Process and Criteria). A contract will not be awarded directly as a result of this RFQ.

III-5. Contractor Integrity Provisions; Organizational Conflicts of Interest. Contractor Integrity Provisions will apply to the PPTA to be awarded pursuant to the RFP. The Successful Proposer may be required (i) to complete a Background Qualifications Questionnaire prior to entering into the PPTA with the Commission and (ii) attend annual ethics training provided by the Commission. Respondents can find additional information regarding the Background Qualifications Questionnaire and the Commission’s ethics training on the Commission’s website at: https://www.paturndpike.com/business/integrity_provisions.aspx.

Any person or entity under contract with the Commission in connection with this procurement or the Project may not be allowed to participate in any capacity on a Respondent team. Any person or entity previously under contract with the Commission in connection with this procurement or the Project (including, without limitation, with respect to the preparation of preliminary plans,

planning reports or other project development products for the Project) may be able to participate on a Respondent team, if such entity first submits a written request for a determination of no conflict from the Commission and receives written confirmation that it may participate, or conditionally participate on a Respondent team.

Additional exceptions to this policy may be granted by the Commission, upon written request from such person or entity, if it is determined that the person or entity's involvement is in the best interest of the public and does not constitute an unfair advantage. Respondent teams seeking such exception shall submit such written request as soon as possible because the Commission shall not extend the SOQ Due Date or be responsible for any inability or failure to respond prior to the SOQ Due Date to any such request.

In addition to the foregoing, the organizational conflict of interest rules found in 23 C.F.R. § 636, Subpart A, including 23 C.F.R. § 636.116, will apply to this RFQ. 23 C.F.R. § 636.103 defines an "organizational conflict of interest" as follows:

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

Except as expressly permitted by this RFQ, Respondents are prohibited from teaming with, receiving any advice or discussing any aspect relating to the Project or this procurement with any person or entity with an organizational conflict of interest, including, but not limited to:

- a. Drive Engineering Corporation,
- b. Ernst & Young Infrastructure Advisors, LLC,
- c. Gannett Fleming, Inc.,
- d. Hunton & Williams LLP,
- e. Iteris, Inc.,
- f. McNees Wallace & Nurick LLC,
- g. Michael Baker International,
- h. Milligan & Company, LLC, and
- i. Affiliates of any of the above.

Such persons and entities are also prohibited from participating on a Respondent team in any capacity.

By submitting its SOQ, each Respondent agrees that, if an organizational conflict of interest is thereafter discovered, the Respondent must make an immediate and full written disclosure to the Commission that includes a description of the action that the Respondent has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Respondent knew, or should have known about, but failed to disclose is determined to exist during the procurement process, or if in the sole opinion of the Commission, the mitigation of any organizational conflict of interest is insufficient, the Commission may, at its discretion, disqualify the Respondent. In any event, the Commission reserves all legal rights and remedies.

III-6. Eligible Respondents; Subcontracting; Limitations on Respondent Team Membership. Certain Respondents may find that forming a team with other firms will enhance their ability to meet the requirements of this RFQ. A team may consist of a prime contractor and subcontractors, a partnership, a joint venture or any other arrangement that is legally binding under the laws of the Commonwealth.

To ensure a fair and competitive procurement process, subject to the immediately following paragraph, Major Team Members are prohibited from participating, in any capacity, on another Respondent team prior to the selection of the Short-listed Proposers.

If a Respondent is not selected as a Short-listed Proposer, the members of such unsuccessful Respondent team will be free to participate on any one Short-listed Proposer team, subject to compliance with all requirements of the RFQ and the RFP.

Any Respondent that fails to comply with the provisions of this Part III, Section III-6 may be disqualified from further participation as a Respondent or a Short-listed Proposer for the Project.

III-7. Incurring Costs. The Commission is not liable for any costs any Respondent incurs in preparation and submission of its SOQ.

III-8. Questions and Requests for Clarification; Addenda. In order to facilitate receipt, processing, and response, Respondents must submit all questions and requests for clarification by e-mail (with the subject line “**RFQ No. 17-10350-7874 Fiber Optic Broadband Network P3 Project**”) to the Issuing Officer at RFP-Q@paturmpike.com no later than **2:00 p.m. (Eastern Time) on Tuesday, August 15, 2017**. No telephone or oral requests will be considered. No requests for additional information or clarification to any person other than the Issuing Officer will be considered. Questions from a Respondent should be submitted only by a single representative of that Respondent team, and must include the representative’s name, address, telephone number and e-mail address and identify the Respondent that he or she represents.

Questions, including requests for clarification or interpretation, shall: (i) be sequentially numbered; (ii) specifically reference the relevant RFQ section and page number, unless such request is of general application (in which case the request for clarification shall so note); and (iii) *not* identify the Respondent in the body of the question.

The Commission will provide responses to questions and requests for clarification or interpretation within a reasonable time following receipt. Responses to questions that are general in nature will be posted to the Project Website. Requests for clarifications or interpretation that the Commission deems to be material will be addressed in the form of addenda to the RFQ.

The questions and the Commission's responses will be in writing and will be made available to all Respondents on the Project Website, except that the Commission intends to respond individually to those questions identified by a Respondent and deemed by the Commission as containing confidential or proprietary information relating to the Respondent's SOQ. The Commission reserves the right to disagree with the Respondent's assessment regarding confidentiality of information in the interest of maintaining a fair procurement process or otherwise complying with applicable law. Under such circumstances, the Commission will inform the Respondent and allow the Respondent to withdraw the question, rephrase the question or have the question answered on a non-confidential basis, or, if the Commission determines that it is appropriate to provide a general response, the Commission will modify the question to remove information that the Commission determines is confidential. The Commission may rephrase questions as it deems appropriate and may consolidate similar questions. The Commission may also create and answer questions independently of the Respondents. The Commission contemplates issuing multiple sets of responses at different times during the procurement process.

The Commission reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date and will post any addenda on the Project Website.¹ The Commission shall not be bound by any verbal information or by any written information that is not contained in this RFQ or formally issued as an addendum to this RFQ by the Issuing Office. It is the Respondent's responsibility to periodically check the Project Website for any new information or addenda to this RFQ. In issuing an addendum shortly before the SOQ Due Date, the Commission shall consider whether an extension of the SOQ Due Date is warranted.

III-9. Submission Requirements for Statements of Qualification. To be considered by the Commission hereunder, SOQs must be delivered to the Commission's Contracts Administration Department, Attention: Wanda Metzger, on or before **2:00 p.m. (Eastern Time)** on the SOQ Due Date, as such date may be extended hereunder. The Commission is located at 700 South Eisenhower Boulevard, Middletown, PA 17057 (Street address). The Commission's mailing address is P. O. Box 67676, Harrisburg, PA 17106. **Please note that use of U.S. Mail, FedEx, UPS, or other delivery method, does not guarantee delivery by the above-listed time for submission.** Respondents mailing SOQs should allow sufficient delivery time to ensure timely receipt of their SOQs. Respondents are solely responsible for assuring that the Commission receives their SOQs on or before the specified time on the SOQ Due Date. Any SOQs received after the fixed date and time will be rejected and remain unopened.

Respondents must submit a complete response to this RFQ, using the format provided in Part IV (Statement of Qualification Format and Content Requirements). Each SOQ should be submitted in seven hard copies (one original and six duplicates). The original SOQ and each copy shall consist of two volumes (as described in Part IV, Section IV-2 (Format)), each volume in a loose-leaf three ring binder, the original and each copy contained in sealed containers. The original must be clearly marked "Original" on its face and spine. Each copy shall be numbered 1 through

¹ **Note to Respondents:** Addenda to the RFQ also will be published on the Commission's website for requests for proposals for "Other Professional Services," available at:

<https://www.paturnpike.com/Procurement/Bidlist.aspx?RTYPE=O>

6 on its face and spine. The Respondent's name and volume number shall be clearly marked on its face and spine. Each volume shall contain a table of contents with corresponding tabs. In addition to the hard copy SOQ submittal, each responding Respondent shall submit six USB flash drives, each containing a digital version of the SOQ in searchable and printable PDF format. In the event that any Respondent submits redacted copies of its SOQ in accordance with Part III, Section III-14 (Confidentiality of Statement of Qualification Contents), such Respondent shall submit such copies in addition to the number of un-redacted hard and digital copies of the Respondent's SOQ required by this Part III, Section III-9. The Respondents shall present the SOQs to the Contracts Administration Department only. No other distribution of SOQs will be made by any Respondent.

An official authorized to bind the Respondent to its provisions must sign the SOQ. If the official signs the Transmittal Letter (Form 1) and the Transmittal Letter is attached to the SOQ, this requirement will be met.

III-10. Discussions for Clarification. Respondents may be required to make an oral or written clarification of their SOQs to the Issuing Office (through the Contract Administration Department) to ensure thorough mutual understanding and Respondent responsiveness to the RFQ requirements. The Issuing Office (through the Contract Administration Department) will initiate such requests for clarification. All oral clarifications shall thereafter be committed to writing by the Respondent and transmitted to the Issuing Officer within 48 hours of the Respondent's receipt of any such request.

III-11. Procurement Schedule. The Commission anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule.

RFQ Schedule

Commission issues public advertisement of the RFQ	July 7, 2017
Deadline for written questions regarding the RFQ	August 15, 2017 2:00 p.m. (Eastern Time)
Deadline for written questions relating to any addendum issued after the public advertisement of the RFQ	Five days after the addendum is issued (but no later than the SOQ Due Date)
SOQ Due Date	August 31, 2017 2:00 p.m. (Eastern Time)
Anticipated Announcement of Short-listed Proposers	October 2017

The above schedule does not obligate the Commission to provide responses to questions regarding this RFQ or any addendum thereto prior to the SOQ Due Date. To best ensure a response from the Commission prior to the SOQ Due Date, Respondents are encouraged to submit questions, particularly questions of a substantive nature, as soon as possible following the issuance of this RFQ or any addenda.

This schedule is subject to modification at the sole discretion of the Commission. Any change in the schedule will be effected by RFQ addenda, published pursuant to Part III, Section III-8 (Questions and Requests for Clarification; Addenda).

Following the evaluation of SOQs and possible short-listing, as described in Part V, Section V-3 (SOQ Evaluation Process), the Commission currently anticipates the following procurement activities and schedule (expressed in calendar year quarters):

Circulate draft RFP to Short-listed Proposers	Q4 2017
One-on-One Meetings with Short-listed Proposers and Q&A	Q1 2018
Issue final RFP	Q1 2018
Proposals Due	Q2 2018
Announcement of Successful Proposer	Q3 2018
Execution of PPTA	Q3 2018
Financial Close	Q4 2018
Issuance of Notice to Proceed	Q4 2018

III-12. Project Documents. The Commission has assembled certain background materials and other documents relating to the Project that are available on the Project Website. For purposes of this RFQ, no representation or warranty is made as to the accuracy, utility, completeness, or relevance of any background materials or other documents available to Respondents on the Project Website.

III-13. Prohibited Communications and Contacts. The following rules of contact shall apply during the procurement for the Project, effective as of the Advertisement Date through the execution of the PPTA. These rules are designed to promote a fair, competitive and unbiased procurement process. Additional rules or modifications to these rules may be issued by the Commission in connection with the draft RFP process and in the RFP. Contact includes face-to-face, telephone, facsimile, e-mail, or written communication, either directly or indirectly by an agent, representative, promoter or advocate.

The specific rules of contact are set forth below.

- a. During the period between the submission of the SOQs and selection of the Short-listed Proposers, no Respondent or any of its team members may communicate with another Respondent or its team members with regard to the RFQ or either team's SOQ.
- b. The Commission shall be the sole contact for purposes of this procurement, this RFQ and the RFP. The Respondents shall communicate with the Commission regarding this RFQ and the RFP only through designated representatives (which initially shall be the Issuing Officer).

- c. Commencing on the Advertisement Date and continuing until the earliest of (1) award and execution of the PPTA, (2) rejection of all Proposals by the Commission or (3) cancellation of the procurement, no Respondent or representative thereof shall have any *ex parte* communications regarding this RFQ, the RFP, the PPTA, its SOQ submission or the procurement described herein with:
- i. Any member of the Commission or other Commonwealth personnel; and
 - ii. Any Commission staff, advisors, contractors or consultants involved with the procurement (including those referenced in Part III, Section III-5 (Contractor Integrity Provisions; Organizational Conflicts of Interest)),

except for communications expressly permitted by this RFQ or the RFP or except as approved in writing in advance by the Issuing Officer, in her sole discretion.

The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to this RFQ, the RFP, the PPTA or the procurement or limit participation in public meetings or any public or Respondent workshop related to this RFQ or the RFP.

- d. The Respondents shall not contact the following identified stakeholders regarding the Project, including employees, representatives, members, consultants and advisors of the entities listed below: The Commission shall provide any necessary coordination during the RFQ stage with such entities in order that, among other things, the procurement be implemented in a fair, competitive and transparent manner and with uniform information:
- i. Any political subdivision of the Commonwealth or local government body or locality within the Commonwealth that, in each case, may have an interest in the Project;
 - ii. The Pennsylvania Department of Transportation;
 - iii. The Office of the Secretary of U.S. Department of Transportation;
 - iv. The Build America Bureau at the U.S. Department of Transportation;
 - v. The Federal Highway Administration;
 - vi. The Federal Communications Commission; and
 - vii. Any environmental, regulatory and permitting agencies.

The Commission recognizes that further contact and coordination with some or all of the stakeholders identified above may be required to facilitate the development of Proposals. The RFP will set forth additional details regarding permitted interactions with these key stakeholders.

- e. Any Respondent engaging in communications that the Commission determines in its sole discretion to be prohibited by this RFQ may be disqualified.
- f. The Commission will not be responsible for, and Respondents may not rely on, any oral or written exchange or any other information or exchange that occurs outside the official process specified herein.

III-14. Confidentiality of Statement of Qualification Contents. SOQs will be held in confidence and will not be revealed or discussed with competitors, unless disclosure is required to be made (i) under the provisions of any Commonwealth or United States statute or regulation or (ii) by rule or order of any court of competent jurisdiction. All material submitted with the SOQ becomes the property of the Commission and may be returned only at the Commission's option. SOQs submitted to the Commission may be reviewed and evaluated by any person other than competing Respondents at the discretion of the Commission. Each of the Commonwealth and the Commission shall have the right to use any or all ideas not protected by intellectual property rights that are presented in any SOQ, regardless of whether or not the relevant Respondent is short-listed or the relevant ideas become part of an agreement executed in connection with this procurement. Selection or rejection of the SOQ does not affect this right. Notwithstanding any Respondent copyright designations contained in an SOQ, each of the Commonwealth and the Commission shall have the right to make copies and distribute each SOQ internally and to comply with public record or other disclosure requirements under the provisions of any Commonwealth or United States statute or regulation, or rule or order of any court of competent jurisdiction.

Any Respondent who determines that it must divulge such information as part of its SOQ must submit the signed written statement described in the following paragraph and must provide one hard copy and one digital copy of a redacted version of its SOQ, which removes only the confidential proprietary information and trade secrets, for required public disclosure purposes. Such redacted copies of the SOQ must be submitted in addition to those un-redacted copies required to be submitted under Part III, Section III-9 (*Submission Requirements for Statements of Qualification*).

After the award of a contract pursuant to this procurement, the identity of the Successful Proposer and the contents of its Proposal shall be subject to disclosure in accordance with the P3 Act. If a Short-listed Proposer believes its Proposal contains confidential proprietary information or trade secrets (as defined in 65 P.S. §67.102), the Short-listed Proposer shall provide a signed written statement to this effect along with its Proposal in order for any such information to be considered exempt from public disclosure under 74 Pa. C.S. § 9111(4). Upon a showing of good cause by the Successful Proposer, all financial information deemed confidential by the Successful Proposer shall be exempt from public records disclosure under Section 9111 of the P3 Act (74 Pa.C.S. § 9111). Further guidance on what constitutes a trade secret can be found in *Crum v. Bridgestone/Firestone North Amer. Tire.*, 907 A.2d 578, 585 (Pa. Super. 2006).²

² **Note to Respondents:** While the Commonwealth Court has ruled that proposals of unsuccessful proposers are exempt from disclosure under Section 9111 of the P3 Act (*see Commonwealth v. Walsh/Granite JV*, 144 A.3d 425 Pa. Com. 2016), no such ruling has been made with respect to SOQs. Accordingly, this Part III, Section III-14 shall

III-15. Payment for Work Product. The Commission will offer to pay a stipend for work product in the amount of \$250,000 to (i) each Short-listed Proposer who submits a responsive and responsible Proposal and is not selected as the Successful Proposer and (ii) the Successful Proposer in the event the Commission terminates the procurement after selection of the Successful Proposer and prior to execution of the PPTA. Further details regarding payment of the stipend shall be included in the RFP.

No payment shall be made in connection with this RFQ.

III-16. News Releases. News releases pertaining to this RFQ or the Project will not be made without prior Commission approval, and then only in coordination with the Issuing Office.

III-17. Respondent's Representations and Authorizations. Each Respondent by submitting its SOQ understands, represents, and acknowledges that:

- a. All information provided by, and representations made by, the Respondent in the SOQ are material and important and will be relied upon by the Commission in selecting the Short-listed Proposers. Any misstatement, omission or misrepresentation shall be treated as fraudulent concealment from the Issuing Office of the true facts relating to the submission of this SOQ. A misrepresentation shall be punishable under 18 Pa. C.S. § 4904.
- b. No attempt has been made or will be made to induce any entity or person to refrain from submitting an SOQ or to submit any noncompetitive SOQ or other form of complementary SOQ.
- c. The SOQ is made in good faith and not pursuant to any agreement or discussion with, or inducement from, any entity or person to submit a complementary or other noncompetitive SOQ.
- d. Each Respondent, by submitting its SOQ, authorizes all Commonwealth agencies to release to the Commission information related to liabilities to the Commonwealth including, but not limited to, taxes, unemployment compensation and workers' compensation liabilities.

III-18. Diverse Business Participation Requirements. The Project will be subject to the Commission's Business and Supplier Diversity Policy, including Diverse Business participation. Further details regarding Diverse Business participation requirements will be set forth in the RFP.

III-19. Protest Procedures. Any protest arising from the content of this RFQ or any decision made by the Commission as a result of this RFQ must be filed in writing with the Chief Executive Officer of the Commission and follow the procedures set forth in 62 Pa. C.S. Ch. 17.

not be construed as an opinion or other formal determination from the Commission regarding the confidentiality of all or any part of the SOQs. Respondents should seek their own legal guidance on questions relating to the Pennsylvania Right-to-Know-Law (65 P.S. §§ 67.101 *et seq.*).

PART IV

STATEMENT OF QUALIFICATION FORMAT AND CONTENT REQUIREMENTS

IV-1. General. The Commission expects SOQs submitted in response to this RFQ to provide sufficient information to allow the Commission to evaluate the SOQs based on the criteria set forth herein. SOQs should be prepared simply and economically, providing a straightforward, concise description of the Respondent's ability to meet the requirements of this RFQ. Standard corporate brochures, awards, licenses and marketing or promotional materials shall not be included in an SOQ.

SOQs must be submitted in the format specified below. To be considered, the SOQ must respond to all requirements set forth in this RFQ. SOQs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

See Part III, Section III-9 (Submission Requirements for Statements of Qualification) for additional information regarding the submission of the SOQ.

IV-2. Format. All SOQs must be presented in two volumes as described below and printed on 8-1/2" x 11" white paper; provided, 11" x 17" pages are allowed for schematics, organizational charts, other drawings or schedules. Double-sided printing is encouraged, and each printed side shall be considered one page. Printed lines may be singled spaced. All text must be in at least 12-point font.

Volume 1 of the SOQ shall have all pages sequentially numbered and shall not exceed 45 pages. The following do not count toward the 45 pages and need not be sequentially numbered:

- a. Form 1 (*Transmittal Letter*);
- b. Form 2 (*Information Regarding Major Team Members*);
- c. Form 3 (*Certification*);
- d. The resumes of Key Personnel;
- e. Any information required pursuant to Appendix B (Submittal Requirements), Volume 1, Part D, Sections 1 and 2;
- f. Any teaming agreements and summaries of teaming agreement key terms required to be included in Volume 1 of the SOQ pursuant to Form 2 (Information Regarding Major Team Members); and
- g. The table of contents and tab divider pages.

Sequential numbering is not required for Volume 2 of the SOQ, and Volume 2 has no page limit.

IV-3. Contents and Organization. Each Respondent must assemble its SOQ in accordance with the submittal requirements set forth in Appendix B (Submittal Requirements).

PART V

EVALUATION PROCESS AND CRITERIA

V-1. Mandatory Responsiveness Requirements. To be eligible for selection as a Short-listed Proposer, an SOQ must:

- a. be received by the Issuing Office no later than **2:00 p.m. (Eastern Time)** on the SOQ Due Date;
- b. contain an original executed transmittal letter (Form 1) in accordance with the requirements of Appendix B (Submittal Requirements); and
- c. submit a Form 3 (Certification) for the Respondent and each Major Team Member indicating that each such entity is not currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state government.

The Commission may also exclude from further evaluation any SOQ that, in the Commission's sole determination, contains a material misrepresentation.

V-2. Technically Nonconforming Statements of Qualification. The three mandatory responsiveness requirements set forth in Part V, Section V-1 (Mandatory Responsiveness Requirements) are the only RFQ requirements that the Commission considers to be non-waivable. The Issuing Office reserves the right, in its sole discretion, to:

- a. waive any other nonconformities in the SOQ;
- b. allow the Respondent to cure the nonconformity;
- c. consider the nonconformity in the evaluation of the SOQ; or
- d. exclude the SOQ from further evaluation.

V-3. SOQ Evaluation Process. SOQs will be reviewed and evaluated by the Evaluation and Scoring Committee based on the evaluation criteria set forth below. At various times during the deliberations, the Commission may request additional information or clarification from the Respondents or may request the Respondents to verify or certify certain aspects of their SOQs. The scope, length and topics to be addressed in any such clarification response shall be prescribed by, and subject to, the discretion of the Commission. The Commission may contact firm and personnel references supplied by the Respondents, as well as other potential references not listed.

In addition, the Commission may request any or all Respondents to make a presentation or appear for an interview. Each such Respondent shall be provided with written notification of the time, date and location of the presentation or interview session, as well as detailed presentation/interview instructions. Respondents receiving such written notification shall address questions regarding the presentation or interview only to the Issuing Officer.

Upon evaluation of the SOQs, the Respondents will be ranked based on the evaluation scores. The Evaluation and Scoring Committee will provide the results of its evaluation to the Commission, along with its recommendation regarding which Respondents should advance to the RFP stage. Once the Commission receives the recommendation from the Evaluation and Scoring Committee, the Commission will designate the short-list of Respondents eligible to receive the RFP (each, a “Short-listed Proposer”). The Commission intends, but is not bound, to short-list up to four Respondents in accordance with the procedures and evaluation criteria described in this RFQ.

The Commission will notify the Respondents selected as Short-listed Proposers in writing. The Commission also will notify those Respondents not selected as Short-listed Proposers.

Evaluations of SOQs are subject to the sole discretion of the Commission and its staff, with assistance from such professional and other advisors as the Commission may designate. The Commission will make the final determinations of the number of Short-listed Proposers, as it deems appropriate, in its sole discretion, and in the best interests of the Project and the Commission.

V-4. Responsibility Determination. Each SOQ that complies with the requirements set forth in Part V, Section V-1 (Mandatory Responsiveness Requirements) will be evaluated by the Commission on a pass/fail basis using the following criteria to assess whether the Respondent has demonstrated the requisite responsibility to undertake the Project.

- a. The information disclosed in Form 3 (Certification) and/or in response to Appendix B (Submittal Requirements), Volume 1, Part D, Sections 1 and 2 does not, in the Commission’s sole determination, materially adversely affect the Respondent’s responsibility, including its integrity and ability to carry out the Project responsibilities potentially allocated to it.
- b. The SOQ sets forth evidence, satisfactory to the Commission, that the Respondent is capable of obtaining:
 - i. payment and performance security that complies with the requirements of Appendix B (Submittal Requirements), Volume 2, Part B, Section 2; and
 - ii. a proposal guaranty that complies with the requirements of Appendix B (Submittal Requirements), Volume 2, Part B, Section 3.
- c. The Respondent has provided financing party support letters that materially comply with the requirements of Appendix B (Submittal Requirements), Volume 2, Part B, Section 5.
- d. The Respondent has provided one or more equity funding letters that are materially compliant with the requirements of Appendix B (Submittal Requirements), Volume 2, Part B, Section 6.

A Respondent must obtain a “pass” on all responsibility criteria in order for its SOQ to be evaluated qualitatively under Part V, Section V-5 (Qualifications Evaluation Criteria).

V-5. Qualifications Evaluation Criteria. Each responsive SOQ passing all of the “pass/fail” requirements set forth in Part V, Section V-4 (Responsibility Determination) above will be evaluated and scored by the Evaluation and Scoring Committee according to the criteria set forth below. The order in which the evaluation criteria appear within each category is not an indication of weighting or importance.

a. **Financial and Commercial Qualifications (60 Points Maximum).**

i. **Financing and Commercial Experience (20 Points Maximum).** The Respondent’s financing experience will be evaluated based on the following factors, and such evaluation will only consider the information provided in response to Appendix B (Submittal Requirements), Volume 2, Part A, Form 5 (Equity Member Financing Experience), and Form 6 (Commercialization Experience):

1. Respondent’s experience in successfully structuring and achieving financial close on a diverse range of financing structures for comparable projects;
2. Respondent’s experience as an equity member in successfully bringing comparable projects through completion of construction;
3. The extent to which the projects described in Form 5 (Equity Member Financing Experience) include the following characteristics:
 - A. The project included a fiber optic infrastructure component;
 - B. The project included a telecommunications infrastructure or transportation infrastructure component;
 - C. All or a portion of the revenues used to fund the project were subject to commercial risk;
 - D. The project was a development project;
 - E. The project was delivered as a public-private partnership;
 - F. The agreement governing the project required revenues to be shared with a public-sector owner;
 - G. The project is of a similar size to the anticipated size of the Project;
 - H. The project is located in North America and in particular, the United States;

- I. The project achieved financial close in the last five years; and
 - J. The project has reached completion of construction.
4. The experience and qualifications of the Key Commercial Personnel.
 5. The extent to which the commercialization experience described in Form 6 (Commercialization Experience) demonstrates the Respondent's ability to generate revenues from fiber optic infrastructure.
- ii. **Financial Capacity (20 Points Maximum).** The Respondent's financial capacity will be evaluated based on the following factors, and such evaluation will only consider the information provided in response to Appendix B (Submittal Requirements), Volume 2, Part B.
1. Overall financial strength and capability of the Respondent to carry out the Project responsibilities, as evidenced by the financial statements, guarantor support letters, surety letters, proposal guaranty support letters, credit ratings, material changes in financial condition, bankruptcy/insolvency proceedings and off-balance sheet liabilities;
 2. Equity Members' level of readiness, flexibility and availability of funds, as evidenced by the Equity Funding Letters, to invest equity in the Project; and
 3. Specificity and a degree of financial support for the Respondent from financiers, as evidenced by the Financing Party support letters.
- iii. **Financing and Commercialization Approach (20 Points Maximum).** The Respondent's financing approach will be evaluated based on the following factors, and such evaluation will only consider the information provided in response to Appendix B (Submittal Requirements), Volume 2, Part C:
1. Demonstration of the Respondent's understanding of the potential public and private sources of capital available for the Project and demonstration of a sound approach to the financing of the Project that will allow the Respondent to reduce the net costs borne by the Commission;
 2. Demonstration of the Respondent's understanding of the financial issues involved in delivering the Project and the expected financial impact on the Commission;

3. Innovative financing and funding options that could reduce the cost of the Project to the Commission; and
4. Demonstration of the Respondent's plan for the Commercialization Activities, including the Respondent's strategy to create, market, and exploit commercial opportunities.

b. **Technical Qualifications (40 Points Maximum).**

- i. **Structure and Experience (20 Points Maximum).** The Respondent's technical experience will be evaluated based on the following factors, and such evaluation will only consider the information provided in response to Appendix B (Submittal Requirements), Volume 1, Part B:

The extent and depth of the technical capability of the Respondent and its Major Team Members with respect to:

1. The design and construction of comparable projects, including any examples of innovative approaches to similar projects that provided benefits to both the public and private sectors;
2. The management, operations and maintenance of broadband networks or government-sponsored or owned infrastructure;
3. Experience and qualifications of Key Technical Personnel; and
4. The ability to deliver the Project.

- ii. **Project Development Approach (20 Points Maximum).** The Respondent's approach to development of the Project will be evaluated based on the following factors, and such evaluation will only consider the information provided in response to Appendix B (Submittal Requirements), Volume 1, Part C:

1. Respondent's plan to deliver the Broadband Infrastructure, including its procedures for schedule control, quality management and ensuring public safety;
2. The extent to which the Respondent's plan provides the Commission with turnkey project-delivery solutions; and
3. Respondent's general approach to developing and carrying out Diverse Business and DBE subcontracting plans for comparable projects and how such experience will inform the development and execution of Diverse Business and DBE subcontracting plans for the Project.

V-6. RFP Evaluation. Short-listed Proposers are advised that the evaluation criteria of the Proposals will differ from the criteria set forth herein to evaluate the SOQs. In addition, the evaluation of the SOQs shall not carry over or be used in any way in the evaluation of the Proposals.

V-7. Changes in Project Approach. It is the Commission's intention to use the relevant section of a Respondent's SOQ relating to its approach to the Project only for purposes of evaluating the SOQs. Respondents may modify, alter and enhance their respective approaches to Project development and Project financing and commercialization in conjunction with their Proposals, subject to compliance with the requirements of the RFP. Respondents may not, however, change their approach to Project development or Project financing and commercialization in a way that renders the SOQ a misrepresentation of the Respondent's intentions and capabilities.

V-8. Changes in Respondent Organization. Subject to the limitations herein, the Commission shall permit Short-listed Proposers to add, delete or substitute team members and reorganize their teams during the procurement process unless the change results in actual or potential organizational conflicts of interest or renders the Respondent team, in the Commission's sole determination, less qualified to develop the Project. Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without the Commission's prior written consent:

- a. Removal, substitution or change in composition of a Short-listed Proposer team member identified in its SOQ or a change in the role or scope of work of a team member (including any Guarantor);
- b. Removal or substitution of Key Personnel or a change in the role or position of such Key Personnel; and
- c. Removal, substitution or Change in Control of a Major Team Member.

PART VI

RESERVED RIGHTS

The Commission reserves to itself all rights (which rights shall be exercisable by the Commission in its sole discretion) available to it under applicable law, including without limitation, with or without cause and with or without notice, the right to:

- a. Modify the procurement process or documentation described in this RFQ;
- b. Modify the scope of the Project;
- c. Withdraw or cancel this RFQ or any subsequent RFP, in whole or in part, at any time prior to the execution by the Commission of the PPTA, without incurring any cost obligations or liabilities, except to the extent specifically provided in this RFQ or any subsequent RFP;
- d. Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP;
- e. Not short-list any Respondent responding to this RFQ;
- f. Not issue an RFP;
- g. Reject any and all submittals, responses and SOQs received at any time;
- h. Modify all dates set or projected in this RFQ;
- i. Terminate evaluations of SOQs received at any time;
- j. Issue addenda, supplements and modifications to this RFQ;
- k. Appoint evaluation committees to review SOQs, make recommendations and seek the assistance of outside technical, financial and legal experts and consultants in SOQ evaluation;
- l. Make independent calculations with respect to numbers and calculations submitted in an SOQ for purposes of their evaluation;
- m. Revise the evaluation factors or methodology by issuance of addenda prior to the SOQ Due Date;
- n. Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ;
- o. Seek or obtain data from any source that has the potential to improve the evaluation of the responses to this RFQ;

- p. Add or delete Respondent responsibilities from the information contained in this RFQ or any subsequent RFP;
- q. Negotiate with a Respondent without being bound by any provision of its SOQ or subsequent Proposal;
- r. Waive deficiencies in an SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to an SOQ;
- s. Disqualify any Respondent that changes its SOQ without the Commission's approval;
- t. Disqualify any Respondent under this RFQ for violating any rules or requirements of the procurement set forth in this RFQ, the RFP, in any other communication from the Commission or applicable law;
- u. Add to the short-list of Respondents any Respondent that submitted an SOQ in order to replace a Short-listed Proposer that withdraws or is disqualified from participation in this procurement;
- v. Not pursue federal financing programs, or not pursue other financing or public funding for the Project on behalf of the Respondents, or otherwise;
- w. Develop some or all of the Project itself or through another state or local government entity or entities;
- x. Disclose information submitted to the Commission as permitted by applicable law or this RFQ;
- y. Exercise any other right reserved or afforded to the Commission under this RFQ or applicable laws and regulations; and
- z. Exercise its discretion in relation to the matters that are the subject of this RFQ as it considers necessary or expedient in the light of all circumstances prevailing at the time that the Commission considers to be relevant.

APPENDIX A

PROJECT INFORMATION

PROJECT SCOPE AND OVERVIEW

A. Current and Future Data Needs

Background

The Pennsylvania Turnpike consists of 552 miles of roadway with an average daily traffic volume in excess of 500,000 vehicles. The following Turnpike system sections outlined in Table 1 are also identified on the map in Figure 2:

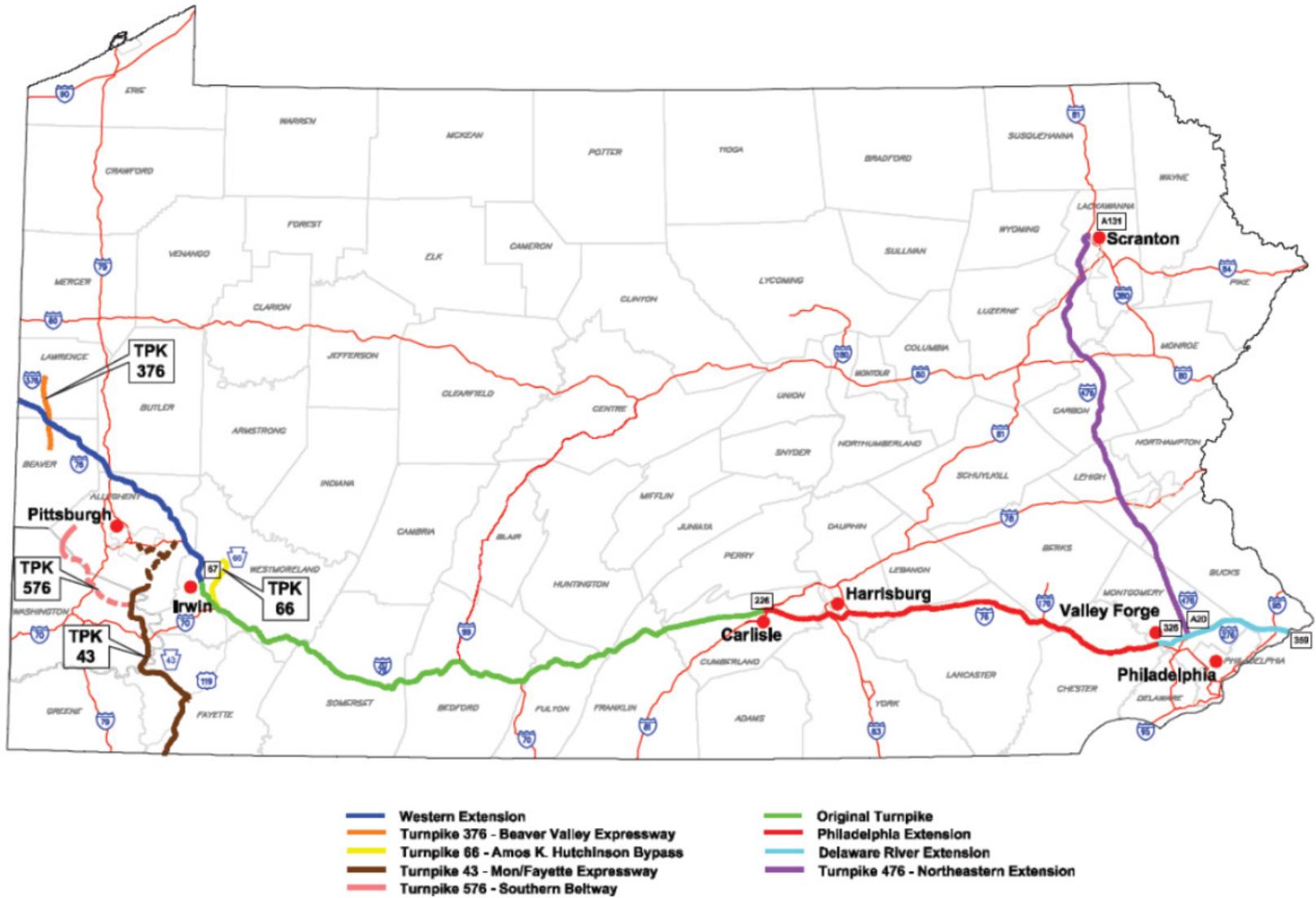
Table 1 - PA Turnpike System

Turnpike Segment	PA Turnpike Route	Miles
Mainline Turnpike	76 & 276	359
Northeast Extension	476	110
Southern Beltway	576	5.6
Mon-Fayette Expressway	43	48.4
Beaver Valley Expressway	376	16
Greensburg Bypass	66	13

Communications infrastructure is vital to the Commission's daily operations and its ability to meet future needs. The Commission's network consists of microwave towers for backhaul, microwave hub locations (typically at maintenance buildings and offices), and a combination of methods connecting field devices to hub locations including wireless antennas and fiber optic cable. The Commission leases circuits to add network redundancy to its microwave network. Cellular connectivity is also leased for certain roadside devices with low-bandwidth requirements. The Commission's network provides connectivity for the following applications:

- Administrative office support – voice, video, data and security
- Tolling Operations – buildings at interchanges and mainline gantries
- Land Mobile Radio (LMR) system
- Automated gates for access roads
- Traffic Operations – Intelligent Transportation Systems including:
 - Advanced Traffic Management System (ATMS)
 - Automatic Vehicle Location (AVL) system
 - Closed-Circuit Television (CCTV) cameras
 - Dynamic Message Signs (DMS)
 - Highway Advisory Radio (HAR) system
 - Road Weather Information System (RWIS)
 - Planned Connected Vehicle Deployments

Figure 2 - Turnpike Roadway Map



Bandwidth Usage

Bandwidth usage across the entire network has increased approximately 14% annually since 2003. Despite this rapid growth, the Commission has kept pace with recent demand and the network is adequate to accommodate short-term needs. However, within approximately five years the current infrastructure will near its capacity and will be unable to keep pace with projected bandwidth needs. Several contributing factors include:

1. Subject to successful pilot projects, implementation of Cashless Tolling with mainline gantries (tolling gantries located between interchanges rather than at interchanges), which would substantially increase data requirements including toll data and video imagery;
2. Limited capacity available in the current network;
3. Lack of additional microwave spectrum available for use or purchase;
4. High costs of repairing and upgrading existing towers and leasing circuits; and
5. Substantial increases in bandwidth requirements that will result from future deployment of ITS devices, including infrastructure required for connected vehicle/automated vehicle applications.

Technology and Communications Infrastructure

Given the increasing demand for bandwidth, the Commission's Information Technology (IT) department fully recognizes the significant challenge to provide network capacity for existing and future operations. The IT department is well-positioned to lead the Project procurement and oversee the Project through completion, given its depth of experience successfully planning, implementing and operating complex networking solutions.

The IT department is responsible for developing, implementing, maintaining and supporting all information management technologies on an enterprise-wide basis. The Project would result in the migration of the data communications network from the current microwave system to a fiber optic network. Responsibilities and required technical expertise of Commission IT staff would remain relatively unchanged. Commission IT staff currently provide the following WAN and LAN network services:

- Network design, engineering, and planning
- Network construction and systems integration
- Network operations
- Field operations
- Network operations center
- Security
- Performance engineering
- Network administration
- Network end-to-end management

B. Project Elements

Key features of the Project include the following:

- **Fiber Optic Network** – The Development Entity will design the infrastructure, secure permits and approvals, and construct the Project.
- **Financing** – The Development Entity will be required to finance the Project for the term of the agreement, which is currently anticipated to be 30 years.
- **Operations** – The Development Entity will be responsible for ensuring that the Commission’s fiber optic cable and related infrastructure remains fully operational between demarcation sites. The Commission will retain responsibility for the operations of all other Commission WAN and LAN infrastructure. Presently, the Commission maintains an operations center and a network control center to support ongoing activities, including network monitoring and operations. The Commission anticipates continuing to perform monitoring and operations activities for the Commission’s portion of the network. The Development Entity will be responsible for the operation of the Development Entity’s infrastructure. Other operational responsibilities of the Development Entity will include the filing of reports and the preparation and implementation of contingency plans, as required per the PPTA.
- **Maintenance** – The Development Entity will be responsible for preventative maintenance and repairs to the fiber optic cable.
- **Redundant WAN Services** – Provision of a geographically redundant network may be required of the Development Entity. Two options are currently under consideration: (1) inclusion in the Project as a service provided by the Development Entity; or (2) a separate procurement by the Commission outside of the Project.
- **Commercialization** – The Commission anticipates that the Development Entity will install a private fiber optic network for its own commercial purposes, which would generate revenue for the Development Entity and enhance financial feasibility for both the Development Entity and the Commission.

C. Scope of Project

The Commission envisions the Project scope as follows:

Fiber Optic Network

The Development Entity will be responsible for the following:

- Design, permitting and construction services as well as any other related services required to deliver the Project.
- Installation of new conduit, fiber optic cable, junction boxes, communications shelters, server racks, and related infrastructure for the Commission’s use.
- Installation of fiber optic cable within existing Commission conduits as necessary to fulfill the Development Entity’s Proposal.
- Installation of the Development Entity’s fiber optic cable and related infrastructure. The number of conduits and fiber optic cables to be installed by the Development Entity for commercial purposes will be subject to Commission approval.

- Provision of a minimum number of fiber optic cables and conduits reserved exclusively for the Commission’s use.

The Development Entity will install fiber optic cable and provide terminations at specific demarcation sites. Logically, in the narrative and diagrams, there are three (3) sets of dark fiber noted: 1) the Commission’s 144 strand Backbone Fiber with associated demarcation sites; 2) the Commission’s 144 strand ITS Distribution Fiber and associated demarcation sites; and 3) the Development Entity’s fiber. Logically these are separated to ease explanation, however there is no requirement they be physically separated. It is noteworthy that the Commission’s Backbone Fiber, which by design and as illustrated, has significantly less points of access / termination / penetration than the ITS Distribution Fiber to facilitate a higher level of security and protection from damage as compared to the ITS Distribution Fiber. Alternate means of logically separating and providing additional security and protection for the Backbone Fiber, vs ITS Distribution Fiber, are encouraged. The Commission assumes the Development Entity will have security and protection requirements for the Development Entity’s fiber. The Commission envisions its Backbone Fiber to have security and protection requirements comparable to the Development Entity’s fiber. Such requirements may include the integration of electronic intrusion detection systems.

Table 2 is a list of Backbone Fiber demarcation sites. The Development Entity will install a Commission-specified router, which will be turned over to and managed by the Commission after acceptance of installation, at all backbone sites. Note that a number of Backbone Fiber sites are at to be determined (TBD) locations and are envisioned to be along the roadway in roadside cabinets or small buildings placed by the Development Entity.

Table 2 – Backbone Fiber Demarcation Sites – Network Hub Locations

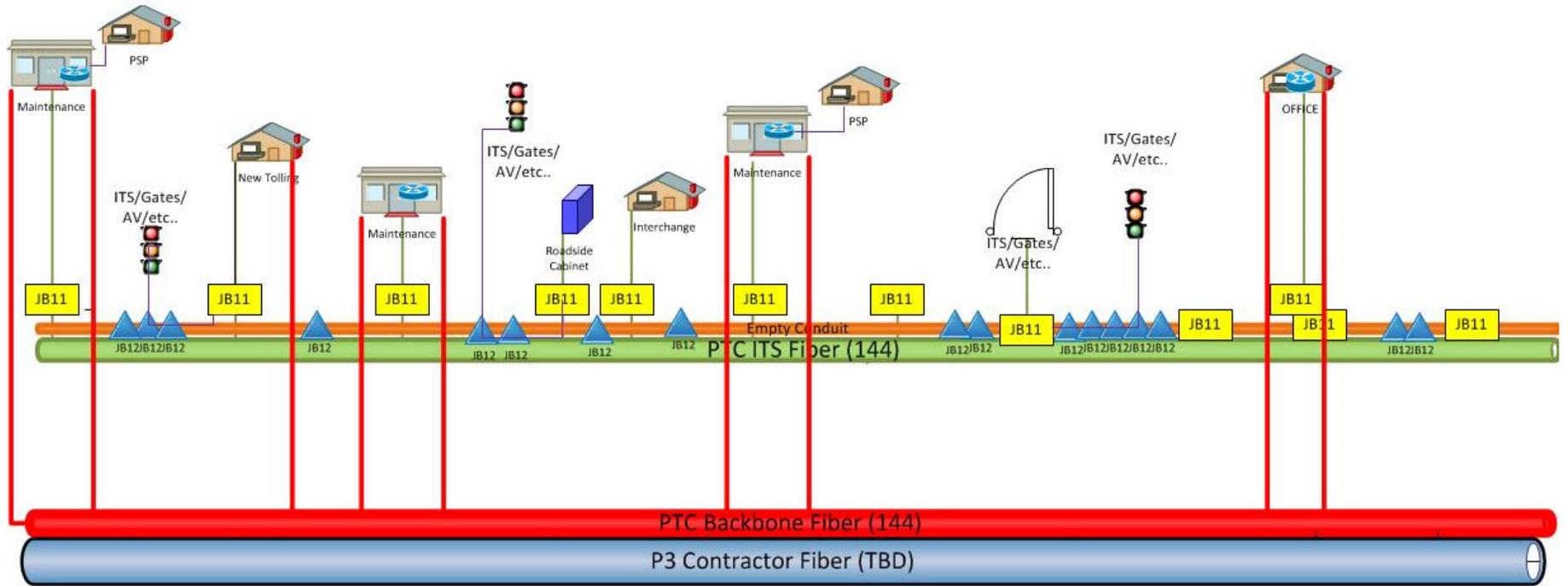
Type of Site	# of Sites
Administrative Offices	3
Maintenance Buildings	22
New Roadside Cabinets/ Buildings (TBD)	20
Tunnels	5
Cashless Tolling Points	45
Total	95

ITS Distribution Fiber sites will be at locations along the roadway. ITS Distribution Fiber is meant to be more readily accessible (when compared to Backbone Fiber) and enable relatively easy connection to existing tolling locations, current and future ITS devices, and other devices placed along the roadway, trading ease of access for some degree of protection and security (as compared to Backbone Fiber). The RFP will identify the Development Entity’s requirement to terminate a designated number of ITS Distribution Fiber strands for connection of the Commission’s existing interchanges (75), ITS devices, and potentially other locations to be determined.

Fiber optic connections at the above demarcation sites will address the most significant short-term needs of the Project. Such connections will result in the migration of non-LMR data communications from the microwave tower network to the fiber optic network, which will result in substantial savings to the Commission in the form of avoided annual maintenance costs.

A diagram showing the types of connections to the Commission's buildings and field equipment is provided in Figure 3. It should be noted that is intended to illustrate the logical groupings of fiber optic cables based on function. The Commission will consider alternative approaches that accomplish the same objectives, such as the bundling of fiber optic strands for the Commission and the Development Entity into one or more cables.

Figure 3 – Diagram of Field Equipment Connections to Fiber Optic Network



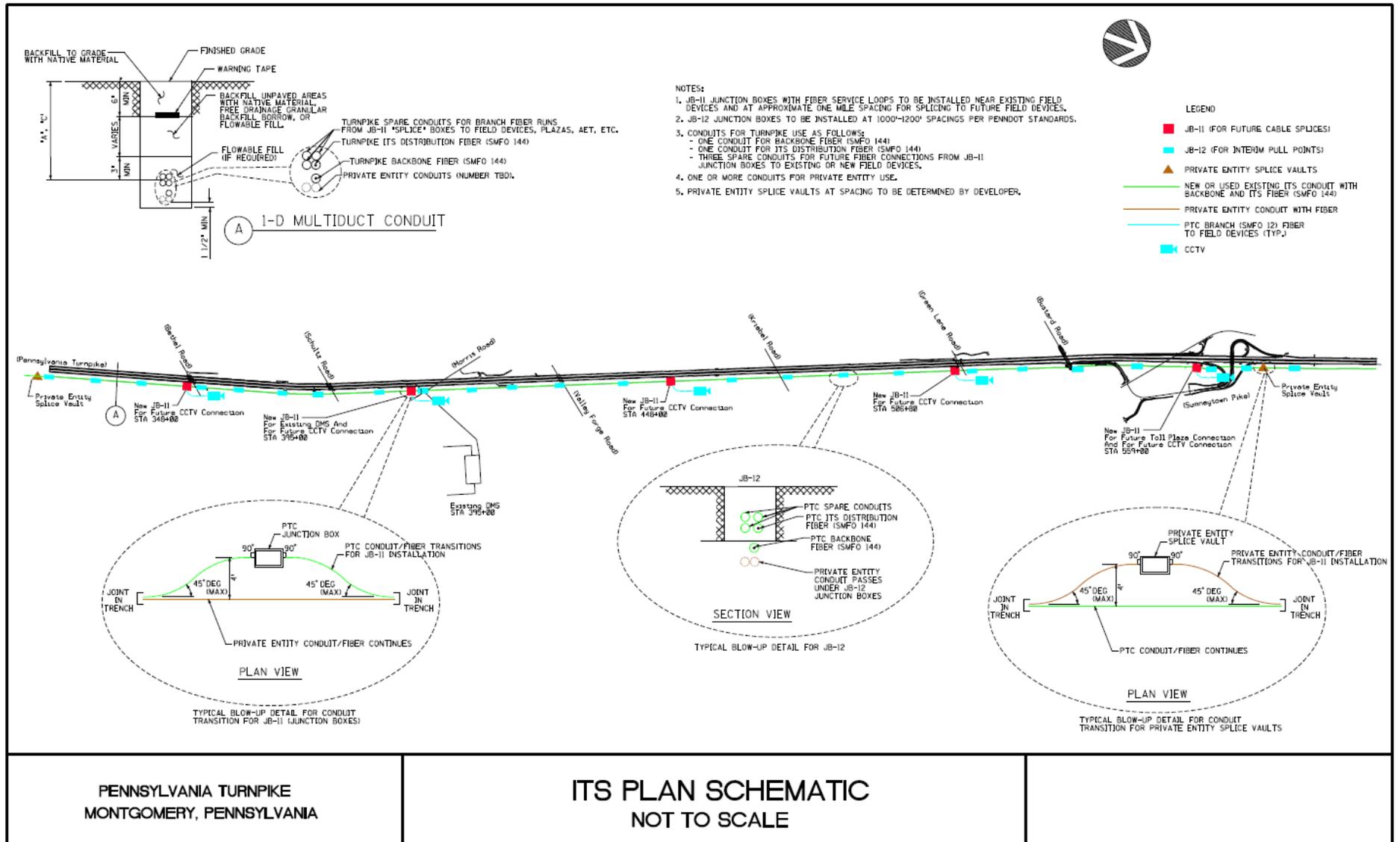
 P3 Developer Provided / PTC Specified WAN device (router)

To ensure that the fiber optic network remains a resource for future applications, it must be readily accessible at regularly-spaced intervals. For example, the location and type of devices supporting connected vehicle/automated vehicle technology may remain unknown until the technology has further developed. To adequately plan for the connection of future devices, the Commission envisions that the Project would be constructed in a manner that provides maximum flexibility by requiring the Project to be in conformance with the Commission's standards for ITS projects. Construction in this manner would provide access to fiber conduits at "JB-12" junction boxes spaced apart approximately every 1,200 feet, and access to fiber splicing points at larger "JB-11" junction boxes, spaced approximately every mile. The Development Entity's fiber optic network could be constructed in a substantially different manner.

In addition to the requirements for the spacing of junction boxes and conduits, the RFP will require a minimum number of Single Mode Fiber Optic (SMFO) strands of cable and conduits for the Commission's exclusive use. To demonstrate the Commission's objectives, a conceptual configuration is provided below and in the schematic drawing in Figure 4. Prior to finalizing the requirements during the RFP phase, the Commission will consider proposed alternative configurations and innovative approaches that meet or exceed the Commission's requirements. Furthermore, all fiber counts should be considered the minimum number of strands required for the Commission's use, which may increase prior to finalizing the RFP. For illustrative purposes, the following conceptual configuration is currently envisioned:

- The Commission's "Backbone Fiber" consisting of 144-strand SMFO, which would connect network hub locations listed in Table 2. The network hub sites would serve as communications hubs. This 144-strand fiber optic cable would only be accessible at these sites and would function as the main backhaul for fiber, in a similar manner as the microwave towers function currently.
- The Commission's "ITS Distribution Fiber", consisting of 144-strand SMFO, which would pass through JB-12s and JB-11s, and would include a service loop in JB-11s for future splicing. This 144-strand fiber optic cable would be terminated at each of the demarcation sites in Table 2 and may be required for all or portions of the Project where the Backbone Fiber is installed.
- A minimum of four conduits for exclusive use by the Commission, which would be installed in each JB-12 and JB-11, including the conduit occupied by the ITS Distribution Fiber.
- The Development Entity's conduit(s) and fiber optic cables could pass under, or adjacent to, the Commission's conduits and junction boxes.

Figure 4 – ITS Plan Schematic



Geographic Scope

The entire Turnpike system is potentially available for inclusion in the scope of the Project. The core of the Project is comprised of the contiguous sections including the Mainline Turnpike, Northeast Extension, Beaver Valley Expressway, and Greensburg Bypass.

The RFP may request pricing for the Commission's consideration for the Mon-Fayette Expressway and Southern Beltway; and if the fiber optic infrastructure is not built, the Development Entity may be granted the right to negotiate the extension of the Project into these corridors should they prove desirable at some later point during the term of the PPTA. Descriptions of the construction status of the Mon-Fayette Expressway and Southern Beltway are available at: https://www.patpconstruction.com/southern_beltway/. The following description and corresponding map in Figure 5 provide additional details relative to the status of fiber optic infrastructure and roadway construction.

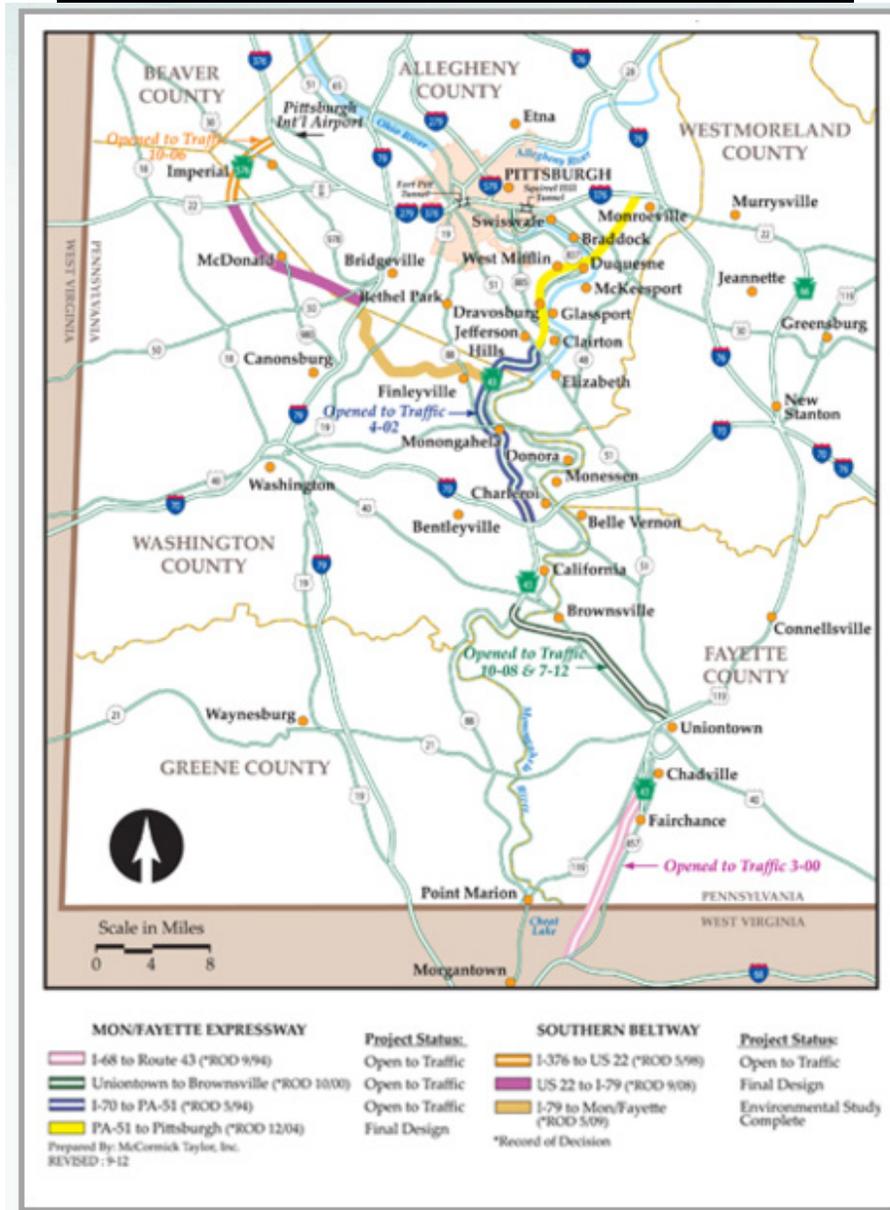
Southern Beltway

- I-376 to U.S. 22
 - Open to traffic
 - Fiber optic cables in use for ITS; 2 empty conduits available
- U.S. 22 to I-79
 - Final design
 - Fiber optic infrastructure included in design
 - ROW to be acquired by 2018
- I-79 to Mon-Fayette Expressway
 - Environmental study complete
 - Planned for completion by approximately 2050
 - ROW not secured

Mon-Fayette Expressway

- PA 51 to I-376
 - Final design
 - Planned for completion by approximately 2030
 - ROW not secured
- I-70 to PA 51
 - Open to traffic
 - Fiber optic infrastructure in use for ITS; 2 empty conduits available
- Uniontown to Brownsville (US 119 to PA 88)
 - Open to traffic
 - Wireless communications in use
- I-68 to PA Turnpike 43
 - Open to traffic
 - Wireless communications in use

Figure 5 - Southern Beltway and Mon-Fayette Expressway



If additional right-of-way is required, the Project scope may extend beyond the Commission’s existing right-of-way. For example, the Mon-Fayette Expressway and Southern Beltway are isolated from the remainder of the Turnpike and therefore right-of-way may be required to provide connectivity for primary or redundant fiber optic construction. Likewise, the Development Entity and the Commission may elect to acquire rights-of-way in certain circumstances to provide area for future projects, to avoid natural features, or to otherwise enhance project feasibility for both the Development Entity and the Commission. The RFP will identify the party that will be responsible for acquiring additional right-of-way based on varying scenarios.

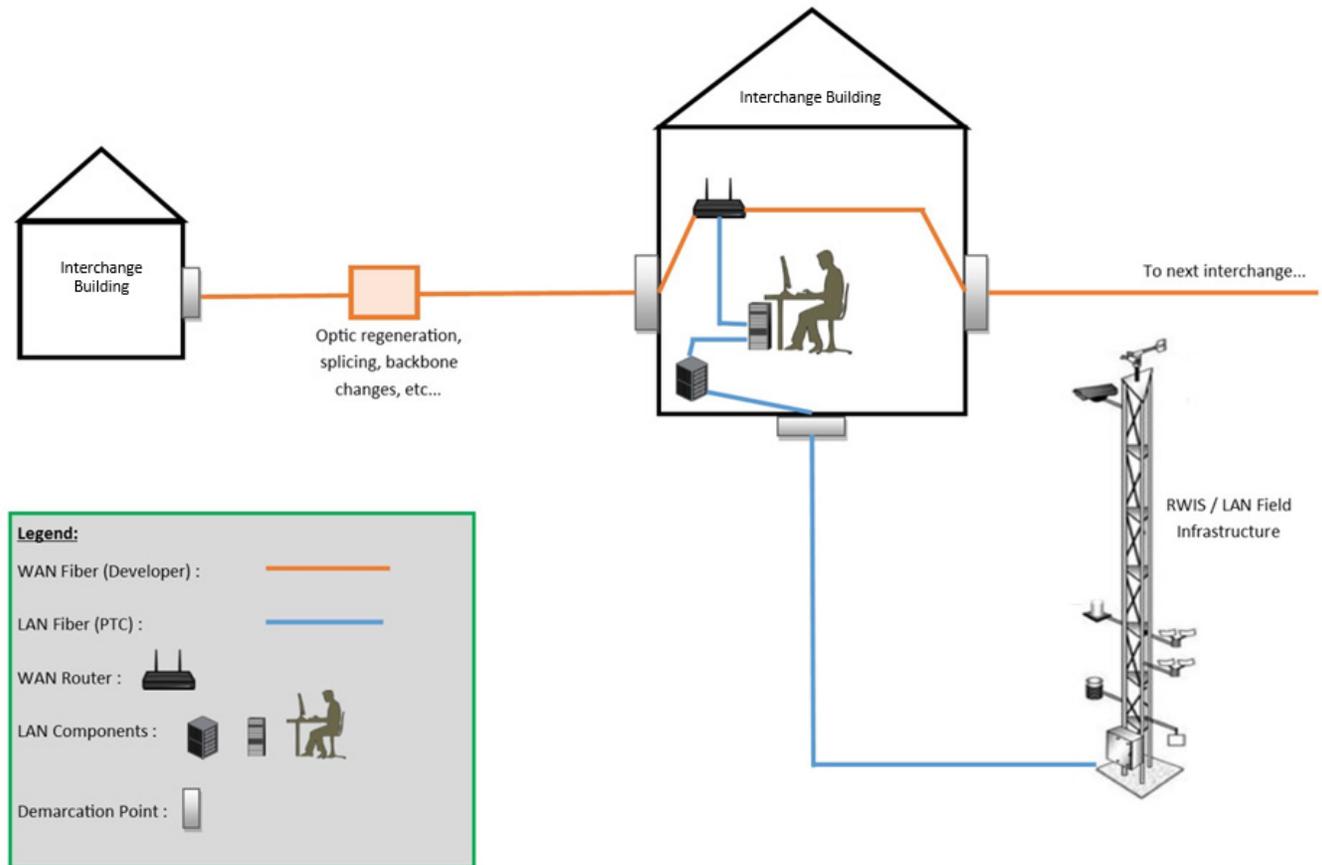
Redundant WAN Services

The fiber optic network will require a geographically redundant network at each endpoint of the Backbone Fiber. This redundant network would provide immediate connectivity in the event of a failure of the primary fiber optic network. The Commission is considering either including such services as a requirement of the Development Entity as part of the Project, or continuing its current practice of leasing such services from a third party as a separate procurement outside of the Project.

Maintenance

The Commission will monitor the network and notify the Development Entity of any failures in the WAN Field Operations, including the fiber optic cable, optic regeneration equipment, or other integral equipment within the Commission's network. The Development Entity will be responsible to repair such infrastructure in the acceptable response times to be defined in the PPTA (see also, Section 2.F. Service Level Expectations). All other WAN and LAN services will be the responsibility of the Commission. Figure 6 provides an example of the delineation between the Development Entity's WAN Field Operations (orange line) and the Commission's LAN Operations and LAN Field Operations (blue line).

Figure 6 – WAN and LAN Diagram



D. Construction Means and Methods

The Commission uses a combination of Commission and PennDOT design standards. While more design requirements will be developed and provided in the RFP, Project requirements will largely be based on the current standards listed and hyperlinked below:

- https://www.paturnpike.com/business/engineering_standards.aspx
- <https://www.dot.state.pa.us/public/pubsforms/Publications/PUB%20647.pdf>
- http://www.dot.state.pa.us/public/PubsForms/Publications/Pub_408/408_2016/408_2016.pdf

One advantage of a P3 procurement is that the private sector is more likely to implement innovation to result in greater efficiencies and lower costs if given the flexibility. The Commission intends to encourage such innovation provided that the Project objectives are satisfied and quality is not compromised. Given recent advances in fiber optic construction means and methods, it is recognized that there will likely be a wide range of proposed approaches to the Project. Additionally, the commercial aspects of the Project could result in varied approaches given differences in the scope of the Development Entity's fiber optic infrastructure for private/commercial purposes. Ultimately, the Development Entity is

responsible for the final methods and means for constructing the Project. For these reasons, the Commission will not design the Project or secure permits in advance of the RFP.

Methods of construction anticipated for the Project include trenching, concrete encased trenching, trenching in paved shoulders, plowing, and horizontal directional drilling. In general, the Commission favors the location of new conduit to be as near to the right-of-way line as possible, to minimize the chance that it will be disturbed by future construction projects. It is recognized that site conditions may require an alternative approach at certain locations due to physical features such as rock cuts, slopes, dense vegetation, and drainage features or conditions that would require complex permits or other approvals that would add risk or adversely impact the Project schedule. Similarly, proposed construction methods may require a reevaluation of the preference to locate conduit near the right-of-way line. For example, directional boring may prove to be advantageous under the shoulder of the road, rather than near the right-of-way line, to avoid environmental impacts or reduce costs. Such situations will be reviewed on a case by case basis.

Through the design process, the Development Entity will need to determine whether to install conduit on an existing bridge, or under the road, stream, river, railroad, and other features that the bridge crosses over. Decisions would be made based on the age of the bridge and the likelihood that the bridge will be widened or replaced within the term of the PPTA. To aid in such decisions, the Commission will make available its plans and relative data for bridges. A similar decision would be required if the Development Entity proposes to install fiber and conduit in the area where a third lane might be placed as part of a total reconstruction project. The RFP will identify the assignment of such relocation risks to the Development Entity, the Commission, or shared between both parties.

E. Planned Construction Schedule

A completion date will be evaluated during the RFP phase when the Commission will consider its priorities, cost implications of the proposed schedule, and feedback from the Short-listed Proposers.

The Commission may identify priorities and interim milestones for deployment to sites that would provide immediate benefit to the Commission. This may include, but is not limited to, connecting various Commission sites such as maintenance sheds, Commission offices, Pennsylvania State Police facilities, toll plazas, cashless tolling locations and other locations and features still to be determined.

The RFP will identify any restrictions based on current and future construction projects as well as any areas that require coordination between the Development Entity and the Commission. In addition, the RFP will identify impacts to traffic including holiday construction moratoriums, potential weather moratoriums, and other factors that may affect the Development Entity's schedule.

It is currently anticipated that the Development Entity would achieve commercial and financial closing and receive its Notice to Proceed (NTP) by fall 2018, at which time design and permitting activities would begin. The complexity of design and permit requirements

will vary widely throughout the Project. In spring 2019, construction could potentially begin on certain components of the Project, such as Project elements involving the use of existing conduits. However, design and permitting of the majority of the Project is expected to have a duration of one year, or until fall 2019 with the completion of construction by December 2021.

The Development Entity will be responsible for determining lead time for construction materials, staging areas, and permits for a spring 2019 construction start.

The Commission will endeavor to facilitate timely reviews to assist the Development Entity in maintaining the schedule.

F. Service Level Expectations and Maintenance

The Development Entity will be responsible to maintain complete, reliable operation of the fiber optic network and all related infrastructure, including conduit, fiber optic cable, optic regeneration devices, junction boxes, communications structures, and all related appurtenances. Uninterrupted service is required seven (7) days per week, twenty-four (24) hours per day, and will be delivered through the primary network constructed by the Development Entity for the Commission's use, and the redundant network (e.g., envisioned to be some class of leased circuit and/or geographically diverse network separate from the P3 fiber path). This level of service requires both regularly scheduled preventative maintenance of all equipment and around-the-clock availability of troubleshooting and corrective repair teams to handle all service problems, interruptions and emergencies.

The RFP and the PPTA will identify the specific requirements for downtime expectations. If a fault or failure occurs in the Project's fiber optic cable, network traffic will be automatically rerouted to the redundant network to provide uninterrupted service. Downtime expectations will vary based on the type of repair that is required.

The Development Entity will assemble, manage, and supervise a specialized technical labor force capable of maintaining the fiber optic network at a high level of service and availability utilizing a management structure that promotes and delivers cost efficiency, accountability, and accurate cost predictability.

The Development Entity will respond to calls from the Commission's IT department staff directing the Development Entity to repair faulty equipment, dispatch technician(s), restore operation, track the status of corrective actions, respond to inquiries, consolidate historical data on outages, perform preventative maintenance, and perform other tasks related to the Project as required by the PPTA.

The Development Entity will keep the Commission's IT department staff fully informed on overall WAN field operations, and will consult with the Commission's designated personnel on policy and procedural activities which bear on the general system function. All interruptions or failures of the fiber optic network constructed as part of the Project will be reported by telephone, text, email, or comparable mutually acceptable means to the Development Entity by the Commission's IT department staff.

G. Handback Requirements

At least three years prior to the end of the PPTA term, the Development Entity will be required to submit a handback plan to demonstrate that Project elements are in good working order and have a predicted residual life of at least two years at the termination date. The handback plan will describe the evaluation and calculation methodology. After approving the plan, the Commission will have the opportunity to participate in inspections and tests of the relative elements of the Project.

SITE AND CONSTRUCTABILITY INFORMATION

A. Available Data and Limitations

During the RFP phase, short-listed proposers will be granted access to a data room to allow efficient retrieval of the Commission's maps and data. This resource is intended to enhance the quality of technical proposals by providing detailed information in a user-friendly format. It should be noted that detailed mapping is not available in certain areas where total reconstruction projects have not occurred or are not planned. Maps and other information that are anticipated to be made available through the data room are listed below:

- Roadway centerlines and ramps
- Right-of-ways
- Access gates
- Bridges
- Utility crossings
- Microwave towers
- Commission buildings – maintenance buildings, toll plazas, service plazas, administration buildings
- Construction projects (e.g., planned/active)
- Floodplains
- Slopes
- ITS assets
- Construction plans
- Existing conduits and specifications
- Video log from pavement analysis

B. Summary of Ground Conditions

During the RFP phase, the Commission will define the manner in which unknown site conditions will be addressed. Short-listed Proposers will be granted access to certain construction files for prior projects to provide insight into geotechnical conditions and other ground conditions. The Commission may also provide summary maps showing areas that proposers are instructed to avoid.

The following areas should be avoided (unless horizontal directional drilling is proposed in a manner that would avoid adverse impacts):

- Stormwater Best Management Practices (BMP) features such as basins, rain gardens, infiltration trenches, outlet pipes, etc.
- Wetland and stream mitigation sites
- Areas adjacent to retaining walls with tie-backs or straps
- Areas in the shoulder with moment slabs
- Poorly vegetated steep cut slopes
- Sinkholes

C. Existing and Planned Conduits

In accordance with the Commission's ITS standards, road reconstruction projects include new conduit and junction boxes for fiber optic infrastructure. Four conduits with a 1¼" diameter are included in these projects and at least two of the conduits are not occupied. In summary, there are approximately 168 miles of Turnpike roadways with conduit either installed, under construction, or in design. A listing of these projects is provided in Table 3. Proposers should consider such conduits to be in a state of good repair and available for consideration for inclusion in the Project for both Commission's and the Development Entity's fiber optic cable.

Table 3 - Commission Projects with Fiber Optic Infrastructure

Milepost	Conduit	Fiber Installed
MP 0 - 10	Complete	
MP 28 - 31	In Design	
MP 31 - 38	Complete	
MP 40 - 44	Under Construction	
MP 44 - 48	complete	
MP 49 - 67	In Design	
MP 162 - 172 (Fog System)	Complete	●
MP 199 - 202	Complete	●
MP 202 - 206	Under Construction	
MP 206 - 210	Complete	
MP 210 - 215	Complete	
MP 215 - 220	Complete	
MP 220 - 227	Complete	
MP 242 - 245	Under Construction	
MP 245 - 247	Complete	●
MP 312 - 320	In Design	
MP 320 - 326	In Design	
MP 326 - 330	Complete	●
MP 330 - 333	Complete	●
MP 351 - 359 (I-95 connector)	Part in Design/ Part Under Construction	
Northeast Extension A 20 - A 26	Complete	
Northeast Extension A 26 - A 31	Under Construction	
Southern Beltway S 2 - 6	Complete	●
Mon-Fayette Expressway M 15 - 26	Complete	●

D. Access to Commission Assets

The Development Entity will be granted access to the Turnpike's right-of-way for the construction of the Commission and Development Entity-owned fiber optic cable and infrastructure. The typical right-of-way for the Turnpike is 200 feet wide from one right-of-way fence to the other, however, it can sometimes be wider. In addition, the Commission's widening jobs tend to acquire more right-of-way where the 200-foot swath is inadequate to build the widening. Vehicles used in the performance of maintenance and construction duties will not be charged to travel the Turnpike. In addition, entrance to the Turnpike via access gates may also be provided to expedite service and to minimize costs to the Development Entity.

E. Utilities and Railroads

The Development Entity will be responsible for protection of existing underground and overhead utilities and for the coordination of all utility relocations required for construction work. Designs should minimize impacts to utilities to the greatest extent practicable. During the RFP phase, the Commission will provide summary information regarding utilities, including crossings.

The Commission owns aerial right-of-ways for its bridges over railroads. The Development Entity will be responsible for securing approvals from railroad companies for attachments to the Commission's bridges or horizontal directional drilling under the railroads. The Development Entity will be required to coordinate with Commission staff regarding applications and outreach to the railroad owners.

F. Permitting

The Development Entity will be responsible for obtaining all permits and environmental approvals for the Project. This will necessitate coordination with the relevant governmental entities and other key stakeholders within and outside the Commonwealth that may include but not be limited to:

- U.S. Army Corps of Engineers (USACOE)
- PA Department of Conservation and Natural Resources (DCNR)
- PA Department of Environmental Protection (PADEP)
- PA Game Commission (PGC)
- PA Fish and Boat Commission (PFBC)
- U.S. Fish and Wildlife Service (USFWS)
- PA State Historic Preservation Office
- PA County Conservation Districts
- PA Department of Transportation (PennDOT)
- Municipal and county governments

The Development Entity will be required to coordinate all environmental permit applications with the Commission and submit draft applications to Commission for review prior to submission to agencies. The Development Entity will also be responsible for implementing a permit submission and approval tracking system.

APPENDIX B

SUBMITTAL REQUIREMENTS

Respondents shall assemble their SOQs as prescribed below.

SOQ Component	Form (if any)
Volume 1	
Part A – General	
(1) Transmittal Letter	Form 1
(2) Executive Summary	--
Part B – Structure and Experience (20 Points)	
(1) Structure and Ownership	Form 2
(2) Minimum Qualifications	Form 3
(3) Relevant Experience	Form 4
(4) Key Technical Personnel	--
Part C – Project Development Approach (20 Points)	
Part D – Administrative Matters (Pass/Fail)	
(1) Conflicts of Interest	--
(2) Legal Liabilities	--
Volume 2	
Part A – Financing and Commercialization Experience (20 Points)	
(1) Equity Member Financing Experience	Form 5
(2) Narrative Description of Financing Experience	--
(3) Commercialization Experience	Form 6
(4) Narrative Description of Commercialization Experience	--
(5) Key Commercial Personnel	
Part B – Financial Capacity (20 Points)	
(1) Financial Statements	--
(2) Surety Letters	--
(3) Support Relating to Proposal Guaranty	--
(4) Guarantor Support Letter	--
(5) Financing Party Support Letter	--
(6) Equity Funding Letter	--
(7) Credit Rating	--
(8) Material Changes in Financial Conditions	--
(9) Bankruptcy/Insolvency Proceedings	--
(10) Off-Balance Sheet Liabilities	--
Part C – Financing and Commercialization Approach (20 Points)	
(1) Preliminary Financial Plan	--
(2) Innovative Financing/Funding Options	--
(3) Commercialization Approach	--

Volume 1

Part A – General

1. Transmittal Letter (Form 1)

A duly authorized official of the Respondent must execute the transmittal letter. For Respondents that are joint ventures, partnerships, limited liability companies, or other associations, the transmittal letter shall be appended with letters on the letterhead of each Equity Member, executed by authorized officials of each Equity Member, stating that representations, statements, and commitments made in the SOQ on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member in the Respondent team. All signatures must be original and signed in ink.

2. Executive Summary

The executive summary (not exceeding five pages) shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Respondent's SOQ and its ability to satisfy the technical and financial requirements of the Project. The executive summary shall identify each Major Team Member and briefly describe the role, headquarter office location, and the qualifications of each Major Team Member, and their experience in performing comparable projects. The executive summary shall address why the Respondent wants to become the Development Entity.

Part B – Structure and Experience

Respondents shall provide information as to their structure and ownership, and demonstrate their experience in providing services comparable to the Project, as follows:

1. Structure and Ownership

Provide basic information about each Major Team Member including:

- a. Firm name, address, name of primary contact, telephone number, fax number, e-mail address, and company website (if available);
- b. If the firm has multiple offices, the SOQ shall include information about the parent company and branch office separately and identify offices from which the Project will be managed and their respective responsibilities and subordinate organizational units (including an organizational chart which illustrates the various subcontractors and Key Personnel);
- c. Provide form of ownership, including state of residency or incorporation, and number of years in business; and
- d. Specify whether the firm is a sole proprietorship, partnership, corporation, limited liability company, joint venture, or other structure.

Provide a completed Form 2 (Information Regarding Major Team Members) for each Major Team Member.

2. **Minimum Qualifications**

Provide a completed Form 3 (Certification) for each Major Team Member.

3. **Relevant Experience**

Describe the Respondent's experience with the elements of the Project identified below. Respondents shall provide a completed Form 4 (Project Experience) for each of the elements of the Project identified below, along with a narrative that describes in more detail the selected reference projects most relevant to the Project.

- a. **Design:** Describe at least three and no more than five selected reference projects that demonstrate experience with: (i) fixed-price design-build contracts and (ii) the design of a fiber optic communications network.
- b. **Construction:** Describe at least three and no more than five selected reference projects that demonstrate experience with one or more of the following: (i) fixed-price design-build contracts; (ii) the installation of fiber optic cable; (iii) the delivery of construction work for a public sector owner; and (iv) the delivery of construction work within a public right-of-way, including the provision of maintenance of traffic services.
- c. **Operations and Maintenance:** Describe at least three and no more than five selected reference projects that demonstrate experience (i) managing and operating a broadband fiber optic network and related infrastructure and (ii) experience repairing and providing preventative maintenance for fiber optic cable and related infrastructure.

4. **Key Technical Personnel**

Provide an organizational chart of the key personnel listed below (together, the "Key Technical Personnel"), the relationship between their respective roles, and their previous experience (if any) of working together in such roles. Describe the relevance to the Project of each Key Technical Personnel's experience and why such experience will provide value to the Commission.

Provide resumes of not more than three pages for each of the following Key Technical Personnel. Each resume shall specify the role that each person will fulfill for the Project:

- a. **Project Executive (if different from the Project Manager):** The Project Executive will be the individual responsible for the overall performance of the Development Entity.
- b. **Project Manager:** The Project Manager will be responsible for the delivery of the Project and will be committed to the Project on a full-time basis. The Project

Manager will be the main point of contact with the Commission and will have full authority to commit and bind the Development Entity.

- c. **Design Lead:** The Design Lead will be responsible for ensuring that the design of the Broadband Infrastructure meets all design, construction, permitting, operational, and safety requirements. The Design Lead will be a licensed professional engineer in the Commonwealth.
- d. **Construction Manager:** The Construction Manager will be responsible for overseeing the construction and/or installation of the Broadband Infrastructure and any associated improvements, along with ensuring that design and construction requirements are being met.
- e. **O&M Manager:** The O&M Manager will be responsible for overseeing the operations and maintenance of the Broadband Infrastructure, including preventative maintenance and emergency response.
- f. **Safety and Training Officer:** The Safety and Training Officer will be responsible for developing, managing, and updating a safety program for Development Entity personnel involved in the operation and maintenance of the Broadband Infrastructure.

Three references must be supplied for the Project Executive (if different from the Project Manager) and the Project Manager, and one reference must be supplied for each of the other Key Technical Personnel. The references, in each case, must be from projects on which the Key Technical Personnel was involved during the past five years.

References shall be provided by previous clients with whom the Key Technical Personnel have worked as described above, and shall include the reference's name, position, company or agency, and current contact details (including current address, e-mail address, and telephone number). Respondents are requested to verify the accuracy of the reference's contact details, and are advised that if the contact details are not correct, the Commission may elect to exclude the experience represented by such reference in determining the Key Technical Personnel's qualifications.

Respondents shall provide an express written statement from each entity employing the individuals designated in the SOQ committing such individuals to the Key Technical Personnel role(s) listed above. While the Commission recognizes the impact of personnel availability and scheduling conflicts upon Respondents, Respondents are urged to designate and proffer only those individuals they reasonably believe will be available for, and intend to assign to work in, the Key Technical Personnel role(s) listed above. Procedures concerning changes to Key Technical Personnel will be set forth in the RFP. Respondents are advised, however, that change requests will be subject to the Commission's prior approval and will be reviewed very carefully. Key Technical Personnel changes without the Commission's prior approval may result in disqualification of the Respondent and/or the Short-listed Proposer.

Part C – Project Development Approach

Respondents shall provide a narrative of their approach to delivering the Project to the Commission, which demonstrates the following:

- a. An understanding of, and sound approach to, designing and installing the Broadband Infrastructure, including all associated civil works;
- b. An understanding of, and sound approach to, quality assurance and quality control of the design and installation of the Broadband Infrastructure;
- c. An understanding of, and sound approach to, schedule controls for completion of the Broadband Infrastructure;
- d. An understanding of, and sound approach to, transitioning between the design, permitting, construction and operations and maintenance stages of the Project;
- e. An understanding of Project-specific design and construction risks and potential solutions (without regard to whether the Development Entity or the Commission will bear contractual responsibility for such risks);
- f. An understanding of the Commission's ongoing expansion efforts and the coordination between the delivery of the Project and the other construction activity supporting the Commission's expansion efforts;
- g. An understanding of, and sound approach to, routine and life-cycle maintenance of the Broadband Infrastructure;
- h. An understanding of, and sound approach to complying with, all relevant federal, Commonwealth, and local laws, rules, regulations and standards that the Respondent believes will be material to the successful delivery of the Broadband Infrastructure;
- i. An understanding of, and sound approach for the preparation and execution of, Diverse Business and DBE subcontracting participation plans for the Project; and
- j. The Respondent's general approach to ensuring public safety.

Part D – Administrative Matters

1. Conflicts of Interest

Provide a statement of disclosure to allow the Commission to evaluate any possible conflicts of interest. Respondents must provide, in their own format, a statement of all potential legal or other significant conflicts of interests possibly created by the Respondents being considered in the selection process or by the Commission's involvement in the opportunity. Respondents should provide information as to the nature of relationship(s) with parties in such potential conflict. In cases where there are no apparent conflicts in the Respondent's general participation in the procurement process but where perceived or questionable potential conflicts may arise in the execution of aspects of the scope of services, the burden of disclosure shall remain with the Respondent, and the Respondent must address such potential conflicts in its submittal. Because the scope of services in this solicitation may not be fully-defined until an actual agreement is reached, minor or less-significant conflicts of interest anticipated in performance of scope may possibly be resolved through contractual terms at the Commission's sole discretion. However, all submittals from Respondents which the Commission perceives may cause a conflict of interest are subject to possible rejection.

In addition to the requirements set forth in the preceding paragraph, each Respondent's statement must address any conflicts of interest that would arise under 23 C.F.R. § 636.116 and must include all information required thereunder.

2. Legal Liabilities

Provide a list and a brief description of all instances during the last five years in which any Major Team Member or any affiliate thereof (i) was determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract or (ii) had an agreement terminated for cause. For each instance, identify the name and the current phone and fax numbers (and e-mail address if available) of a representative of the party (e.g., the state department of transportation) (i) to whom the Major Team Member (or its affiliates) was found liable for a material breach of contract or (ii) who terminated for cause such Major Team Member (or its affiliate) from participation in the Project.

As used herein, "affiliate" means and includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving any Major Team Member as a joint venture or partner and not to activities of other joint venturers or partners not involving any Major Team Member), and other financially liable or responsible parties for the Respondent, that, (i) within the past five years have engaged in business or investment in North America or (ii) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management or maintenance for any project listed by an entity pursuant to Volume 1, Part B, Section 3.

With respect to the information solicited in this Volume 1, Part D, Section 2, failure to fully disclose this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is

not maintained in the manner requested”, etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling the Commission to contact owner representatives may, in the sole discretion of the Commission, lead to a lower evaluation or a “fail” rating for the team or disqualification from this procurement process.

Volume 2

Part A – Financial and Commercial Experience

The Respondent shall provide the following information:

1. **Form 5 (*Equity Member Experience*)**

A Form 5 (*Equity Member Experience*) completed in accordance with the instructions on the Form.

2. **Narrative Descriptions of Private Financing Experiences**

A financing experience attachment to Form 5 (*Equity Member Experience*) that provides narrative descriptions of the financing experiences listed on Form 5 (*Equity Member Experience*). The narrative descriptions may not exceed one page per project. For each such experience, the attachment must include a detailed narrative relating to the characteristics on Form 5 (*Equity Member Experience*) and include contact information for each project reference (e.g., client or public owner).

3. **Form 6 (*Commercialization Experience*)**

A Form 6 (*Commercialization Experience*) completed in accordance with the instructions on the Form.

4. **Narrative Descriptions of Commercialization Experience**

A commercialization experience attachment to Form 6 (*Commercialization Experience*) that provides narrative descriptions of the commercialization experiences listed on Form 6 (*Commercialization Experience*). The narrative descriptions may not exceed one page per project. For each such experience, the attachment must include a detailed narrative relating to the characteristics on Form 6 (*Commercialization Experience*) and include contact information for each project reference (e.g., client or public owner).

5. **Key Commercial Personnel**

Provide a resume of not more than three pages for the following key personnel (the “Key Commercial Personnel”):

Commercialization Manager: The Commercialization Manager will be responsible for marketing, developing and managing the commercialization of a portion of the Broadband Infrastructure for the generation of revenue from non-Commission entities and managing the revenue sharing arrangement with the Commission.

Three references must be supplied for the Key Commercial Personnel. The references shall be provided by previous clients with whom the Key Commercial Personnel has worked as described above, and shall include the reference’s name, position, company or agency, and current contact details (including current address, e-mail address, and telephone number). Respondents are

requested to verify the accuracy of the reference's contact details, and are advised that if the contact details are not correct, the Commission may elect to exclude the experience represented by such reference in determining the Key Commercial Personnel's qualifications.

Respondents shall provide an express written statement from the entity employing the individual designated in the SOQ committing such individual to the Key Commercial Personnel role listed above. While the Commission recognizes the impact of personnel availability and scheduling conflicts upon Respondents, Respondents are urged to designate and proffer only those individuals they reasonably believe will be available for, and intend to assign to work in, the Key Commercial Personnel role. Procedures concerning changes to Key Commercial Personnel will be set forth in the RFP. Respondents are advised, however, that change requests will be subject to the Commission's prior approval and will be reviewed very carefully. Key Commercial Personnel changes without the Commission's prior approval may result in disqualification of the Respondent and/or the Short-Listed Proposer.

Part B – Financial Capacity

The Respondent shall provide the following information:

1. Financial Statements

- a. Provide financial statements, for the Respondent, the Equity Members, the Lead Contractor, the Lead Contractor Members (if any), the Lead Commercial Entity, the Lead Commercial Entity Members (if any), and the Guarantors in respect of the three most recent completed fiscal years. Each financial statement must meet the following requirements:
 - i. **GAAP/IFRS:** Financial statements must be prepared in accordance with U.S. GAAP or IFRS. If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a Certified Public Accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required;
 - ii. **U.S. Dollars:** Financial statements must be provided in U.S. dollars if available. If financial statements are not available in U.S. dollars, the Respondent must include summaries of the income statements, balance sheets and statement of cash flow for the applicable time periods converted to U.S. dollars by a Certified Public Accountant with an explanation as to how they were converted;
 - iii. **Audited:** Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financial statements are not available for an entity, the SOQ must include unaudited financial statements for such entity, certified as true,

correct and accurate by the chief executive, chief financial officer, treasurer or a duly authorized representative of that entity; and

- iv. **English:** Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must accompany the original financial statement information.
- b. If the Respondent is a newly formed entity and does not have independent financial statements, the Respondent shall expressly state that it is a newly formed entity and does not have independent financial statements meeting the requirements of this Volume 2, Part B, Section 1 and shall provide financial statements otherwise consistent with those required hereby for each of its shareholders/Equity Members.
- c. If a Guarantor is a parent company of an entity to which a guarantee is being provided, provide financial statements on a consolidated basis, only for each parent company entity (not for both the parent company and its subsidiary).
- d. If an entity is performing more than one role as part of the Respondent team, provide only one set of financial statements and clearly state the roles the entity is performing.
- e. As referred to in this RFQ, “financial statements” include the following:
 - i. opinion letter (auditor’s report);
 - ii. balance sheet;
 - iii. income statement;
 - iv. statement of cash flow; and
 - v. footnotes.
- f. If an entity for whom financial statements are submitted files reports with the U.S. Securities and Exchange Commission, then the entity must provide electronic links to the most recently filed Forms 10-K and 10-Q for all such reporting entities.
- g. In addition to all other electronic information requested in this RFQ, each Respondent must submit a copy of all financial statements digitally in searchable PDF format on one or more USB flash drives.

2. **Surety Letters**

- a. Provide support letters from an Eligible Surety which shall include, at a minimum, the following:

- i. Confirmation of compliance with the requirements set out in the definition of Eligible Surety;
 - ii. Explicit support for the Respondent and interest in providing a payment and performance Guaranty for the Project (the “Payment and Performance Guaranty”) in an amount of \$150 million;
 - iii. Acknowledgement that the Eligible Surety has reviewed this RFQ and is familiar with the contractual and financial structure described in Part V (Funding, Financing, and Federalization of Project) and has evaluated the Respondent’s backlog and work-in-progress in determining its bonding capacity; and
 - iv. Any assumptions regarding the provision of the letter of support for the Respondent. Letters stating that the Respondent has “unlimited” bonding capacity are not acceptable.
- b. The Successful Proposer will be required to submit a Payment and Performance Guaranty through one or more demand guarantees in form and substance acceptable to the Commission in its sole discretion, issued by an Eligible Surety naming the Commission as obligee in an aggregate amount to be determined by the Commission during the RFP phase. The requirement to provide the surety letters, and the amount referenced, are solely for the purposes of evaluating the Respondent’s financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

3. **Support Relating to Proposal Guaranty**

- a. Provide support letters from an Eligible LC Issuer, which shall include, at a minimum, the following:
 - i. Confirmation of compliance with the requirements set out in the definition of Eligible LC Issuer;
 - ii. Explicit support for the Respondent and interest in providing a Proposal Guaranty for the Project in an amount of \$10 million;
 - iii. Acknowledgement that the Eligible LC Issuer has reviewed this RFQ and is familiar with the contractual and financial structure described in Part V (Funding, Financing, and Federalization of Project) and the requirement to bring to financial close the financing of a design-build-finance-operate-maintain project of the size and nature of the Project; and
 - iv. Any assumptions regarding the provision of the letter of support for the Respondent.
- b. As an alternative to providing a support letter from an Eligible LC Issuer, the Respondent may evidence its ability to provide a Proposal Guaranty in its Equity

Funding Letter, provided in response to Volume 2, Part B, Section 6, incorporating the requirements described above.

- c. Proposers will be required to submit a Proposal Guaranty with their Proposal through one or more irrevocable standby letter(s) of credit issued by an Eligible LC Issuer designating the Commission as the beneficiary thereof. The requirement to provide the support letters, and the amount referenced, are solely for the purposes of evaluating the Respondent's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

4. **Guarantor Support Letter**

If financial statements of a Guarantor are provided to demonstrate financial capability of a Major Team Member, an appropriate letter from the applicable Guarantor, signed by the Chief Executive Officer, Chief Financial Officer, or Treasurer (or their respective equivalent officers) must be provided confirming the Guarantor's intention to support the Major Team Member, as applicable, with the financial support and human resources needed to successfully complete the Project. For each Guarantor providing such support letter, provide a completed Form 2 (Information Regarding Major Team Members).

5. **Financing Party Support Letters**

- a. Provide support letters from at least two and no more than three potential lenders, underwriters or other providers of debt financing ("Financing Parties"). Each letter must be provided by a bank, underwriter and/or other financial institution that has long-term, unsecured debt ratings of not less than "A-/A3" or its equivalent issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group) and include, at a minimum, the following:
 - i. Evidence of the Financing Party's long-term, unsecured debt rating;
 - ii. Explicit support for the Respondent and interest in providing a loan or underwriting debt for the Project;
 - iii. Acknowledgement that the Financing Party has reviewed this RFQ and is familiar with the contractual and financial structure described in Part V (Funding, Financing, and Federalization of Project) and the requirement to bring to financial close the financing of a design-build-finance-operate-maintain project of the size and nature of the Project;
 - iv. Any assumptions regarding the provision of support for a Respondent member; and
 - v. Details regarding any experience the Financing Party has with the Respondent in connection with any private financing committed or

provided for a telecommunications and/or infrastructure project in the past ten years.

- b. Each letter must be on the Financing Party's official letterhead, signed by a duly authorized signatory, and include title, address, telephone number and e-mail address for verification purposes.

6. **Equity Funding Letter**

- a. For each Equity Member, a letter shall be provided. The Equity Funding Letter will be used as supporting evidence of the Equity Member's ability to fund the Project. If the Equity Member is an investment fund, then the Equity Funding Letter must be signed by the fund's authorized signatory, and at a minimum shall include the following items:
 - i. **Approval Process.** Provide an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project.
 - ii. **Funding Vehicle.** Provide the name and ownership structure of the investment fund that will ultimately carry this investment.
 - iii. **Investment Capacity.** Provide supplemental information to the financial statements of the investment fund cited in (ii) above to positively demonstrate existing and/or committed capital capacity for the Project of at least \$50 million, or a proportionate amount consistent with the Equity Member's likely ownership percentage. Additionally, the letter shall indicate whether any foreseeable conditions, including but not limited to other investment opportunities pursued by the Equity Member, or its Affiliates, may impact its ability to make the relevant equity investment.
 - iv. **Investment Criteria.** Provide assurances that the Project meets all of the investment policy requirements of the investment fund and is consistent with its investment objectives, including the Equity Member's ability to invest in projects that include a commercial risk element.
- b. If the Equity Member intends to fund its equity commitment through use of internal resources (e.g. a corporate entity supplying its own capital), the letter must be signed by the Chief Investment Officer, the Chief Financial Officer, or the Chief Executive Officer, and at a minimum shall include the following items:
 - i. **Approval Process.** Provide an overview of the approval process required to commit to and fund the required equity commitment. This section should include an identification and description of any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals.

- ii. **Sourcing Commitment.** Identify where and how the equity commitment will be sourced and a narrative description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member pursues simultaneously.
- iii. **Investment Capacity.** Provide supplemental information to the financial statements to positively demonstrate existing and/or committed capital capacity for the Project of at least \$50 million, or a proportionate amount consistent with the Equity Member's likely ownership percentage. Additionally, the letter shall indicate whether any foreseeable conditions, including but not limited to other investment opportunities pursued by the Equity Member, or its Affiliates, may impact its ability to make the relevant equity investment.
- iv. **Investment Criteria.** Provide assurances that the Project meets all corporate strategy and investment policy requirements, including the Equity Member's ability to invest in projects that include a commercial risk element.

7. **Credit Ratings**

Provide the most recent credit rating(s) (if any) for the debt of the Respondent and/or, as applicable, that of each Equity Member, Lead Contractor, Lead Contractor Member (if any), Lead Commercial Entity, Lead Commercial Entity Member (if any), and any Guarantor that provides a support letter pursuant to Volume 2, Part B, Section 4.

8. **Material Changes in Financial Conditions**

- a. Provide information regarding any material changes in financial condition ("Material Changes") for each entity required to provide Financial Statements in Volume 2, Part B, Section 1 above for the past three years and anticipated for the next fiscal quarter.
- b. Set forth below is a representative list of events intended to provide examples of what the Commission considers a Material Change in financial condition. This list is intended to be indicative only. At the discretion of the Commission, any failure to disclose a prior or pending Material Change may result in disqualification from further participation in the selection process:
 - i. An event of default or bankruptcy involving the affected entity, or the parent corporation or Guarantor of the affected entity or any controlled subsidiary or affiliate;
 - ii. A change in tangible net worth of 10% of shareholder equity;
 - iii. A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves

- the affected entity or parent corporation or Guarantor of the affected entity;
- iv. A change in credit rating for the affected entity or parent corporation or Guarantor of the affected entity;
 - v. Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation or Guarantor of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
 - vi. In the current and three most recent completed fiscal years, the affected entity or the parent corporation or Guarantor of the affected entity either: (i) incurs a net operating loss; (ii) sustains changes exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 50 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
 - vii. Other events known to the affected entity which represents a material change in financial condition over the past three years, or may be pending for the next reporting period.
- c. In instances where a Material Change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated associated changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability and resolve of the entity to remain engaged in this procurement and, if short-listed, submit a responsive Proposal.
 - d. Estimates of the impact on revenues, expenses and the change in equity should be provided separately for each Material Change.
 - e. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of Material Changes.
 - f. Where a Material Change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.
 - g. If the financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a Material Change), the affected entity shall provide a discussion of measures that will be

undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

- h. If no Material Change has occurred and none is pending, please include a statement to this effect.

9. **Bankruptcy/Insolvency Proceedings**

Provide detailed information regarding any voluntary or involuntary proceeding commenced within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debts, in respect of any entity required to provide Financial Statements in Section 1 above.

10. **Off-Balance Sheet Liabilities**

Identify all off balance sheet liabilities in excess of \$25 million dollars in the aggregate.

Part C – Financing and Commercialization Approach

The Respondent shall provide a financing approach that summarizes its approach to financing the Project as described below.

1. **Preliminary Financial Plan**

The Preliminary Financial Plan should demonstrate the Respondent's understanding of the key financial issues that are likely to be involved in delivering and maintaining the Project. At a minimum, the Preliminary Financial Plan must contain the following information:

- a. Estimated total Project costs, including upfront capital costs and ongoing maintenance costs;
- b. Sources, structures and costs of funding and financing the Respondent anticipates pursuing to complete delivery of the Project;
- c. Description of its understanding of the fiber optic infrastructure market and the manner in which the proposed approach would deliver a robust revenue-generating program and allow the Respondent to capture commercial opportunities to reduce the portion of Project costs borne by the Commission and allow for revenue sharing with the Commission over the long term;
- d. Any perceived challenges to financing and funding the Project, or to achieving a more efficient financing plan, and potential approaches to overcoming these challenges;

- e. Key credit strengths and weaknesses of the Project and potential mitigants for the weaknesses;
- f. In the context of the financial support from the Commission as described in the RFQ, a description of the form of support required, an estimate of the required amount, timing of when such support would be required and the likely impact on the Respondent's approach and ability to continue to pursue the Project if the amount or timing of support available differed to that described in this section; and
- g. External financial advisors engaged (or that will be engaged) to assist the Respondent (if any) and/or internal/affiliate financial experts assigned to lead the development of the financial portions of the Proposal that will be submitted in the response to a future RFP and their general capabilities and project finance experience.

2. Innovative Financing/Funding Options

Respondents are encouraged to explore alternative or novel approaches to the provision of financing/funding as an alternative to the provision of such assistance directly by the Commission. Respondents should provide details as to alternative or novel approaches that may be available for the Project and that it would potentially explore as part of its financial plan. Respondents should clearly state how feasible they consider such programs to be and how they may benefit the delivery of the Project.

3. Commercialization Approach

The Respondent shall provide a narrative description of its approach to undertaking the Commercialization Activities that demonstrates:

- a. An understanding of, and sound approach to, Respondent's plan for implementing the Commercialization Activities, including an understanding of the local market(s) for broadband network access in the vicinity of the Project and its strategy to create new opportunities for commercial fiber optic network sales within the Commonwealth and expand upon existing ones;
- b. The Respondent's ability to manage, implement, and track third party customer sales and remit revenues to the Commission in accordance with a revenue sharing mechanism;
- c. The Respondent's expertise in managing and administering state and federal grants relevant to the Commercialization Activities, including any relevant grant funding received on previous projects for activities similar to the Commercialization Activities, or experience in providing relevant grant management services to other government transportation departments, agencies or authorities; and

- d. An understanding of, and approach to complying with, all relevant federal, Commonwealth, and local laws, rules, regulations and standards that the Respondent believes will be material to the successful delivery and administration of the Commercialization Activities.

APPENDIX C

FORMS

[see attached]

FORM 1

TRANSMITTAL LETTER

RESPONDENT: _____

SOQ Date: _____

Pennsylvania Turnpike Commission
Contracts Administration Department
700 South Eisenhower Boulevard
Middletown, Pennsylvania 17057

Attention: Ms. Wanda Metzger

The undersigned (“Respondent”) submits this statement of qualifications (this “SOQ”) in response to the Request for Qualifications Number 17-10350-7874 dated July 7, 2017 (as amended, the “RFQ”), issued by the Pennsylvania Turnpike Commission (the “Commission”) to design, build, finance, operate and maintain the Project. Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Respondent acknowledges access to all materials posted on the following website with respect to the Project: https://www.paturnpike.com/business/Broadband_P3.aspx and the following addenda and sets of questions and answers to the RFQ:

[Note to Respondents: In your executed version of the transmittal letter, list all addenda to this RFQ and sets of questions and answers (by date and number) issued prior to the SOQ Due Date.]

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

Respondent understands that the Commission is not bound to short-list any Respondent, may reject each SOQ that the Commission may receive, or may waive any irregularities with respect to any SOQ.

Respondent further understands that all costs and expenses incurred by it in preparing this SOQ will be borne solely by the Respondent.

Respondent agrees that the Commission will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ.

Respondent acknowledges and agrees to the protest provisions and understands that it limits Respondent’s rights and remedies to protest or challenge the RFQ or any determination or short-listing thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the Commonwealth of Pennsylvania.

Respondent's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

Sample signature block for corporation or limited liability company:

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

Sample signature block for partnership or joint venture:

[Insert Respondent's name]

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

By: _____

Print Name: _____

Title: _____

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

Sample signature block for attorney in fact:

[Insert Respondent's name]

Print Name: _____

Title: _____

Attorney in Fact

FORM 2

**INFORMATION REGARDING
MAJOR TEAM MEMBERS**

Name of Respondent _____
Team:³

Legal Name of Major _____
Team Member:⁴

Role in Respondent [_____]⁵
Team

[Each Guarantor should indicate the entity that it is proposing to guarantee and the extent to which it is proposing to guarantee the obligations of such entity with respect to the Project]

Year Established: _____

Individual Contact Name of contact: *[insert name]*
Details:

Title: *[insert title]*

Address: *[insert address]*

Telephone: *[insert telephone number]*

Email: *[insert email address]*

Organization's _____
CEO/Chairman:

Federal Tax ID No. (if applicable): _____ Telephone No.: _____

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

³ **Note to Respondents:** Please indicate whether or not the relevant entity name is a trading name or the legal name of the Respondent. All trading names must be supported by legal names of all relevant underlying entities.

⁴ **Note to Respondents:** If the Respondent or Major Team Member is a consortium, partnership or any other form of a joint venture, the SOQ must include an executed teaming agreement as an appendix to Volume 1 of the SOQ. If a teaming agreement has not yet been executed, the SOQ must include a summary of the key terms of the anticipated teaming agreement, including percentages of ownership and the roles of all relevant parties.

⁵ **Note to Respondents:** Insert relevant role.

Name of Official Representative (if _____ applicable):

Business Organization (check one):

- Corporation (If yes, then indicate the State/Country/Province and Year of Incorporation and complete Sections A-C and the Certification form (Form C) for the entity.)
- Consortium (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- Partnership (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- Joint Venture (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- Limited Liability Company (If yes, complete Sections A-C and the Certification form (Form C) for each member.)
- Other (If yes, describe and complete Sections A-C and the Certification form (Form C))

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

C. If the entity is a Consortium, Partnership, Joint Venture or Limited Liability Company, indicate the name and role of each member firm in the space below. Complete a separate Form 2 (Information Regarding Major Team Members) for each member firm and attach it to the SOQ. Also indicate the name and role for each other financially liable party and attach a separate form.

Name of Firm

Role

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Major Team Member's Official Representative:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM 3
CERTIFICATION

Respondent Team: _____

Name of Major Team Member: _____

1. Has the Respondent or the Major Team Member, as applicable, or any affiliate* or any current officer, director or employee thereof, been indicted or convicted of fraud, bribery, collusion, conspiracy, antitrust, or other fraud or contract-related crimes or violations or any other felony or serious misdemeanor, or had its professional license suspended or revoked, or been subjected to disciplinary proceedings, within the past ten years?

Yes No

If yes, please explain:

2. Has the Respondent or the Major Team Member, as applicable, or any affiliate ever sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain:

3. Has the Respondent or the Major Team Member, as applicable, or any affiliate ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years, or is the Respondent or the Major Team Member, as applicable, or any affiliate currently under investigation, review or examination for such disqualification, removal, debarment or suspension or currently under disqualification, removal, debarment or suspension?

Yes No

If yes, please explain:

4. Has the Respondent or the Major Team Member, as applicable, or any affiliate ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has the Respondent or the Major Team Member, as applicable, or any affiliate ever been found in default of any federal, state or local government agency contract within the past ten years, or is the Respondent or the Major Team Member, as applicable, or any affiliate currently under any notice of default or intent to default on any such contract?

Yes No

If yes, please explain:

6. To the knowledge of the undersigned, has the Respondent, the Major Team Member, or any affiliate thereof, as applicable, been involved in repeated or multiple failures to comply with safety rules, regulations or requirements with respect to any construction project performed or managed by the Respondent, the Major Team Member, or any affiliate thereof, within the past ten years?

Yes No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

7. Has the Respondent or the Major Team Member, as applicable, or any affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs, any applicable Pennsylvania governmental agency or any similar governmental agency in another state, province or country) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including, but not limited to, Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar law of Pennsylvania or another state, province or country?

Yes No

If yes, please explain:

8. Has the Respondent or the Major Team Member, as applicable, or any affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Pennsylvania Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including, but not limited to, payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

9. Has the Respondent or the Major Team Member, as applicable, or any affiliate, or any officer, director or employee thereof, been convicted or found liable for any act prohibited by state or federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding or proposing on any public contract, within the last four years, or is the Respondent or the Major Team Member, as applicable, or any affiliate, or any officer, director or employee thereof, currently under investigation by any governmental agency for any act prohibited by state or federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding or proposing on any public contract?

Yes No

If yes, please explain:

10. Does the Respondent or the Major Team Member, as applicable, or any affiliate have any outstanding, delinquent obligations to the Commonwealth of Pennsylvania or the Commission, including, but not limited to, any state tax liability not being contested on appeal or other obligation of the Respondent or the Major Team Member, as applicable, or affiliate that is owed to the Commonwealth or the Commission?

Yes No

If yes, please explain:

11. Has the Respondent or the Major Team Member, as applicable, or any affiliate, under separate contract with the Issuing Office, made any recommendations to the Issuing Office concerning the need for the services described in the SOQ or the specifications for the services described in the SOQ (excluding recommendations given at any industry forum(s) or one-on-one meetings hosted by the Commission prior to the issuance of the RFQ)?

Yes No

If yes, please explain:

12. With respect to each of Questions 1-9 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the Respondent or the Major Team Member, as applicable, that could result in the Respondent or the Major Team Member, as applicable, being found liable, guilty or in violation of the matters referenced in Questions 1-9 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-9 above.

-
- * The term “affiliate” includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Respondent or the Major Team Member, as applicable, as a joint venture or partner and not to activities of other joint venturers or partners not involving the Respondent or the Major Team Member, as applicable), and other financially liable or responsible parties for the entity, that (i) within the past five years have engaged in business or investment in North America or (ii) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management or maintenance of any project listed by a Respondent in response to the requirements of Appendix B (Submittal Requirements), Volume 1, Part B, Section 3 of the RFQ.

Under penalty of perjury, I certify that (i) the foregoing is true and correct, (ii) to the best of my knowledge, the information given in response to the RFQ is full, complete and truthful and (iii) I am the official representative. I acknowledge, agree and authorize (and certify that the Respondent or the Major Team Member, as applicable, acknowledges, agrees and authorizes) that the Commission may, by means it deems appropriate, determine the accuracy and truth of the information provided by the Respondent or the Major Team Member, as applicable, and contact any individual or entity named in the SOQ for the purpose of verifying the information supplied therein. I acknowledge and agree that all of the information contained in the SOQ is submitted for the express purpose of inducing the Commission to short-list proposers and to award a contract.

A material false statement or omission made in conjunction with this response is sufficient cause for suspension or debarment from further contracts, or denial of rescission of any contract entered into based upon this response thereby precluding the Respondent or the Major Team Member, as applicable, from doing business with, or performing work for, the Commonwealth or the Commission. In addition, such false statement or omission may subject the person and entity making the proposal to criminal prosecution under the laws of the Commonwealth and/or the United States, including but not limited to 18 Pa. C.S. § 4904 (relating to an unsworn falsification to authorities) and 18 U.S.C. §§ 1001 or 1341.

By: _____

Print Name: _____

Title: _____

Date: _____

Sworn and subscribed before me

this _____ day of _____, 2017.

NOTARY PUBLIC

NOTARY SEAL

My Commission Expires: _____

FORM 4

PROJECT EXPERIENCE (CONSTRUCTION)

INSTRUCTIONS:

List the construction experience of the Lead Contractor and/or Lead Contractor Member. Describe a minimum of three and maximum of five projects that demonstrate experience with one or more of the following: (i) fixed-price design-build contracts; (ii) the installation of fiber optic cable; (iii) the delivery of construction work for a public sector owner; and (iv) the delivery of construction work within a public right-of-way, including the provision of maintenance of traffic services.

ENTITY	OWNER INFORMATION⁽¹⁾	PROJECT DESCRIPTION	PROJECT SCHEDULE⁽²⁾	DESCRIPTION OF WORK PERFORMED	DATES WORK PERFORMED	CONSTRUCTION VALUE	OUTCOME/CURRENT STATUS⁽³⁾	DIVERSE BUSINESS PARTICIPATION⁽⁴⁾

The Commission encourages the Lead Contractor and/or Lead Contractor Member to list projects with as many of the following characteristics as possible:

- (i) The project was delivered as a public-private partnership;
- (ii) The project is of a similar size to the anticipated size of the Project;
- (iii) The project is located in North America (in particular in the U.S.); and
- (iv) The project has reached construction completion.

Notes:

- (1) For owner information, provide owner's name, address, point of contact, e-mail address and telephone number.
- (2) Provide the duration of the design and construction schedule.
- (3) Describe any increases in the original contract amount of more than 5% of the original contract amount and any time extensions for completion or other deadline/milestones and the reasons for such increases and/or time extensions.
- (4) Describe whether project featured Diverse Business participation goals (or comparable subcontracting participation goals for disadvantaged, women-owned, and minority-owned businesses) and whether the goals were met or exceeded or the project owner otherwise found the Lead Contractor and/or Lead Contractor Member to have demonstrated good faith efforts in the pursuit of such goals.

FORM 4

PROJECT EXPERIENCE (DESIGN)

INSTRUCTIONS:

List the design experience of the Lead Engineer and/or Lead Engineer Member. Describe a minimum of three and maximum of five applicable projects.

ENTITY	OWNER INFORMATION⁽¹⁾	PROJECT DESCRIPTION	PROJECT SCHEDULE⁽²⁾	DESCRIPTION OF WORK PERFORMED	DATES WORK PERFORMED	VALUE OF DESIGN WORK	CURRENT STATUS

The Commission encourages the Lead Engineer and/or Lead Engineer Member to list projects with as many of the following characteristics as possible:

- (i) The project was delivered as a public-private partnership;
- (ii) The project is of a similar size to the anticipated size of the Project;
- (iii) The project is located in North America (in particular in the U.S.); and
- (iv) The project has reached construction completion.

Notes:

(1) For owner information, provide owner's name, address, point of contact, e-mail address and telephone number.

(2) Provide the duration of the design and construction schedule.

FORM 4

PROJECT EXPERIENCE (OPERATIONS & MAINTENANCE)

INSTRUCTIONS:

List the operations and maintenance experience of the Lead O&M Contractor and/or Lead O&M Contractor Member. Describe a minimum of three and maximum of five projects that demonstrate experience (i) operating a fiber optic network and related infrastructure and (ii) repairing and providing preventative maintenance for fiber optic cable and related infrastructure.

ENTITY	OWNER INFORMATION ⁽¹⁾	PROJECT DESCRIPTION	DESCRIPTION OF WORK PERFORMED	DATES WORK PERFORMED	LIFECYCLE/ MAJOR MAINTENANCE VALUE ⁽²⁾	CURRENT STATUS

The Commission encourages the Lead O&M Contractor and/or Lead O&M Contractor Member to list projects with as many of the following characteristics as possible:

- (i) The project was delivered as a public-private partnership;
- (ii) The project is of a similar size to the anticipated size of the Project; and
- (iii) The project is located in North America (in particular in the U.S.).

Notes:

(1) For owner information, provide owner's name, address, point of contact, e-mail address and telephone number.

(2) Provide the overall value of lifecycle and major maintenance, if the entity is involved in providing maintenance services, in 2017 dollars.

FORM 5

EQUITY MEMBER FINANCING EXPERIENCE

INSTRUCTIONS:

- (a) List the financing experience of Equity Members. For Equity Members that are funds, the experience from other funds and vehicles under common management may be included. For Equity Members that are corporate entities, the experience from other subsidiaries under common management may be included.
- (b) List a minimum of three and maximum of five applicable projects that reached financial close the last ten years.
- (c) Equity Members may only list projects that meet the following minimum criteria:
 - (i) Project has achieved financial close;
 - (ii) Project required private financing; and
 - (iii) The Equity Member held at least 20% of equity ownership in the project.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT SIZE^{(1), (2)}	DEBT AMOUNT & SOURCE^{(2), (3)}	DATE OF FINANCIAL CLOSE	CONSTRUCTION START DATE	% OF WORKS COMPLETED BY JUNE 30, 2017	LEVEL OF COMPANY'S PARTICIPATION⁽⁴⁾	DESCRIPTION OF REVENUE SOURCES⁽⁵⁾	DESCRIPTION OF PUBLIC SECTOR INVOLVEMENT (IF APPLICABLE)⁽⁶⁾

The Commission encourages Equity Members to list projects with as many of the following characteristics as possible:

- (i) The project included a fiber optic infrastructure component;
- (ii) The project included a telecommunications infrastructure or transportation infrastructure component;
- (iii) The project included a greater portion of revenues that are subject to commercial risk;
- (iv) The project was a development project;
- (v) The project was delivered as a public private partnership;
- (vi) The project included a revenue sharing component with a public owner;
- (vii) The project is of a similar size to the anticipated size of the Project;
- (viii) The project is located in North America (in particular the U.S.);
- (ix) The project achieved financial close in the last 5 years; and
- (x) The project has reached construction completion.

Notes:

- (1) Project size means the total amount of the project financed under private finance/project finance scheme (i.e., without public debt, public equity or capital grants).
- (2) In thousands United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 30, 2017, including the benchmark on which the exchange rate is based.
- (3) Include in brackets the type of debt (taxable/tax-exempt bonds, bank debt, etc.).
- (4) Show company's amount of equity investment in United States Dollars as a shareholder. The equity investment may take the form of either (i) shareholders' equity or (ii) shareholder subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the company's equity investment bears to the total of all private shareholders' equity investments for the listed project.
- (5) Specify the sources of revenue for the project.
- (6) Describe any public sector involvement and any revenue sharing arrangement.

FORM 6

COMMERCIALIZATION EXPERIENCE

INSTRUCTIONS:

List the commercialization experience of Lead Commercial Entity and/or Lead Commercial Entity Member. Describe a minimum of three and maximum of five projects that demonstrate experience generating commercial revenues from fiber optic infrastructure.

ENTITY	OWNER INFORMATION⁽¹⁾	PROJECT DESCRIPTION	DESCRIPTION OF COMMERCIALIZATION ACTIVITIES & REVENUE SOURCE(S)	ROLE OF LEAD COMMERCIAL ENTITY/COMMERCIAL ENTITY MEMBER	AMOUNT OF REVENUES GENERATED⁽²⁾	DESCRIPTION OF PUBLIC SECTOR INVOLVEMENT (IF APPLICABLE)⁽³⁾	CURRENT STATUS

Notes:

(1) For owner information, provide the project owner's name, address, point of contact, e-mail address and telephone number.

(2) As of June 30, 2017.

(3) Describe any public sector involvement and any revenue sharing arrangement.

Addendum No. 1

RFQ # 17-10350-7874

Fiber Optic Broadband Network Project through a Public-Private Partnership

Prospective Respondents: You are hereby notified of the following information in regard to the referenced RFP:

REVISIONS

1. The Statement of Qualifications (SOQ) due date has been extended. The SOQ Due Date definition, on page v (page 7 of 86 in original RFQ PDF file), is revised to read as follows: "SOQ Due Date" means Thursday, September 14, 2017, as such date may be extended in accordance with the terms of this RFQ.
2. Replace the RFQ Schedule within Section III-11 on page 11 of the RFQ (page 18 of 86 in original RFQ PDF file) in its entirety with the following:

Commission issues public advertisement of the RFQ	July 7, 2017
Deadline for written questions regarding the RFQ	August 15, 2017 2:00 p.m. (Eastern Time)
Deadline for written questions relating to any addendum issued after the public advertisement of the RFQ	Five days after the addendum is issued (but no later than the SOQ Due Date)
SOQ Due Date	September 14, 2017 2:00 p.m. (Eastern Time)
Anticipated Announcement of Short-listed Proposers	November 2017

QUESTIONS AND ANSWERS

The questions submitted in response to the above referenced RFQ up to August 15, 2017, will be answered in another addendum to be posted at a later date.

All other terms, conditions and requirements of the original RFQ dated July 7, 2017 remain unchanged unless modified by this Addendum.

Addendum No. 2

RFQ # 17-10350-7874

Fiber Optic Broadband Network Project through a Public-Private Partnership

Prospective Respondents: You are hereby notified of the following information in regard to the referenced Request for Qualifications (RFQ):

REVISIONS

1. Subsection a.ii of Section 2, Part B, Volume 2, Appendix B (*Submittal Requirements*) (see p. B-11 of the original RFQ) has been revised by changing the words “Guaranty for the Project” to the words “security for the Project.”
2. Clauses (a) and clause (f) of Section 1, Part C, Volume 2, Appendix B (*Submittal Requirements*) (see p. B-16 and B-17 of the original RFQ) have been deleted and the words “Intentionally Omitted” have been substituted therefor.
3. Clause (c) of Section 3, Part C, Volume 2, Appendix B (*Submittal Requirements*) (see p. B-17 of the original RFQ) has been deleted and the words “Intentionally Omitted” have been substituted therefor.
4. Section (c)(iii) of Form 5 (*Equity Member Financing Experience*) (see p. Form 5-1 of the original RFQ) has been deleted and the following has been substituted therefor: “(iii) The Equity Member held at least 10% of the equity ownership of the Project.”

ADDITIONS

1. The following criterion has been added as new clause “K” in subsection (a)(i)(3) of Section 5 of Part V (*Qualifications Evaluation Criteria*) (see p. 21 of the original RFQ): “K. The percentage of equity in the project held by the Equity Member and the role played in the project’s financing.”
2. The following sentence has been added to the end of Appendix B, Volume 2, Part B(1)(a)(ii): “Such Certified Public Accountant may be internal to the Respondent, or a third party Certified Public Accountant.”

QUESTIONS AND ANSWERS

Following are the answers and responses to questions and requests for clarification (RFC) submitted in response to the above referenced RFQ as of August 15, 2017. All of the questions have been listed verbatim, as received by the Pennsylvania Turnpike Commission. All other terms, conditions and requirements of the original RFQ dated July 7, 2017, as amended by Addendum 1, remain unchanged unless modified by this Addendum 2.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
Fiber Optic Broadband Network Project Through a Public-Private Partnership					
#	Page	Section	Section Description	Proposer Question	Commission Response
1.	Form 4-1	Appendix B, Volume 1, Part B, Form 4	Relevant Experience	Please confirm that teams can include the qualifications and experience of our subcontractors on Form 4 and in responses. This would allow us to demonstrate the full strength of our team while only using joint ventures when it is beneficial to the project.	As provided in the RFQ, each Respondent should complete <u>Form 4</u> . Please include the relevant experience of each Major Team Member.
2.	B-2	Appendix B, Volume 1, Part B	Structure and Ownership	RFQ page B-2, Structure and Ownership, requires parts a-d for the Major Team Members, which is similar to information that is required in Form 2. It is requested that Form 2 be used to supply information on the individual Major Team Members and that the narrative be used to describe the composition and structure of the responding team.	Respondents may use the approach described in the Request for Clarification (RFC) if the narrative for <u>Part B, Section 1</u> provides the information required by such Section that is not also required by <u>Form 2</u> .
3.	B-3	Appendix B, Volume 1, Part B	Relevant Experience	RFQ page B-3, Relative Experience, notes that a project description accompanies Form 4. Please confirm that like Form 4, the project descriptions are excluded from the page count.	Yes, confirmed.
4.	14	III-14	Confidentiality of Statement of Qualification Contents	It is requested that SOQ partnerships be kept classified until after the short-listing selection.	Please see RFQ <u>Section III-14 (Confidentiality of Contents of Statement of Qualifications)</u> , including the footnote thereto.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)			
			Fiber Optic Broadband Network Project Through a Public-Private Partnership			
#	Page	Section	Section Description	Proposer Question	Commission Response	
5.	14	III-14	Confidentiality of Statement of Qualification Contents	Please clarify if the SOQs responses will be made public after project award and NTP, or during the procurement process. It is requested that SOQs responses be made public after the NTP, as not to divulge specific proposal information.	Please see RFQ Section III-14 (<i>Confidentiality of Contents of Statement of Qualifications</i>), including the footnote thereto.	
6.	A-14	Appendix A, Section E	Planned Construction Schedule	Due to weather and the potential of early and/or extended winter shutdown, it is requested that the construction schedule be expanded to include float to account for Turnpike need, communications demand, and field constructability. It is also requested that phased construction be permitted to begin with the completion of 70% plans to meet the need, demand and constructability.	This comment will be further considered by the Commission during the RFP phase.	
7.	A-14	Appendix A, Section E	Planned Construction Schedule	It is requested that the Turnpike provide their high-level project design and construction schedule to demonstrate their anticipated expectation of the team. Previous ITS design-build contracts with the Turnpike have had a 2-year design-construction period for 40 miles of work, with permitting in place. This schedule would help guide the teams approach, as required in the RFQ.	An approximate planned construction schedule, as currently anticipated by the Commission, is provided in <u>Appendix A, Section E</u> . The construction completion date of December 2021 will be further evaluated during the RFP phase based on feedback from the Short-listed Proposers.	

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
Fiber Optic Broadband Network Project Through a Public-Private Partnership					
#	Page	Section	Section Description	Proposer Question	Commission Response
8.	Form 5-1	Appendix B, Volume 2, Part A	Equity Member Financing Experience	Volume 2, Form 5 Equity Member Financing Experience: we note the minimum criterion that the Equity Member held at least 20% of equity ownership in the project, and would like to better understand the Commission’s rationale for this threshold. Given varying sizes and risk profiles within projects, we would suggest that smaller equity shareholdings may evidence stronger experience than larger shareholdings in less relevant projects. We propose that this threshold be adjusted to a 10% equity ownership.	Please see Addendum 2, Revision 4 and Addition 1 .
9.	15 & 22	III-18 & V-5.b.ii.3	Diverse Business Participation Requirements	Part III, Section 18 and Part V, Section 5.b.ii.3 refers to DBE participation. Since the project approach will consider DBE participation, please provide the anticipated DBE contribution range that the Turnpike is considering.	The DBE participation goal will be set forth in the RFP.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
10	A-4	Appendix A, Section C	Scope of Project	Appendix page A-4 notes materials to be provided by the team. This list did not include hardware such as network switches. Will the Turnpike be providing all hardware, or should this be a consideration of the Entity? If the Turnpike is providing the hardware, describe the Turnpike's anticipated role of the Entity to maintain the hardware.	Hardware will be procured and installed by the Development Entity.
11	A-12	Appendix A, Section C	Scope of Project; Maintenance	To adequately address O&M, please provide the Turnpike rationale on the following situation; Should a contractor damage the proposed fiber, how will the Entity be compensated to repair the damage?	Generally, the question regards a matter of risk allocation that will be negotiated by the Commission with Short-listed Proposers during the RFP phase.
12	A-8	Appendix A, Section C	Scope of Project	Appendix page A-8 notes in the 1 st and 2 nd bullets that the Turnpike has 144 fiber dedicated for each backbone and distribution. In the 2 nd paragraph on the same page, it states the "RFP will require a minimum number of single mode fiber (SMFO) strands of cable and conduit for the Commissions exclusive use." Please clarify if this fiber is in addition to the 288 fiber noted in the bullets on page A-8.	The Backbone Fiber (144 SMFO) and the ITS Distribution Fiber (144 SMFO) described on page A-8 represent the minimum number of single mode fiber strands for the Commission's exclusive use.
13	A-4	Appendix A, Section C	Scope of Project	Is it the Turnpike's intent to provide access to any of the fiber installed under this project to other public agencies?	This topic will be addressed during the RFP phase.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
14	B-9	Appendix B, Volume 2, Part B	Financial Capacity; Financial Statements	Does the CPA required to convert foreign financial statements have to be a third party CPA? Can we have our financial statements converted internally by a CPA?	Please see Addendum 2, Addition 2 .
15	Form 5-1	Form 5	Equity Member Financing Experience	With respect to Form 5 and the Equity Member Financing Experience: does the limit of 5 projects apply to the Respondent's Equity Members in aggregate, or to each Equity Member individually?	The limit of 5 projects applies to the Respondent's Equity Members in aggregate and not to each Equity Member individually.
16	A-4	Appendix A	Scope of Project	The RFQ notes that potential scope is the entirety of the Turnpike System. Is it acceptable for proposers to present a solution for parts of the Turnpike, even if it does not encompass the entire Turnpike System?	The Commission intends to deliver the Project in its entirety as described in the RFQ. Please refer to Appendix A , "Geographic Scope," for a description of the scope of the Project.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
17	iii	Definitions	Definitions	The "Lead Engineer" entity, as defined in the RFQ on page iii, is required to be licensed in the Commonwealth of Pennsylvania. The "Design Lead" key technical person, as defined on page B-4, is required to be a licensed P.E. in the Commonwealth. Please advise if the Commission would consider making an exception to the requirement for the Design Lead key person to be a licensed P.E., as long as the Lead Engineer entity includes a Pennsylvania-licensed P.E. within the design team to ensure that the design, construction, permitting, operational and safety requirements are met for the Project, and to provide the required stamps and signatures?	This request is respectfully declined. The Design Lead must be a Pennsylvania licensed professional engineer.
18	Form 1-1	Appendix C, Form 1	Transmittal Letter	Please confirm if the Commission requires original ink signatures for all forms, or just the Transmittal Letter	Only the Transmittal Letter is required to bear an original ink signature. Copies of original signatures on other forms are acceptable.
19	B-16	Appendix B, Volume 2, Part C,	Preliminary Financial Plan	In regards to Volume 2 – Part C – 1. Preliminary Financial Plan sections (a) and (f), we respectfully request both these sections be removed from the RFQ evaluation criteria. At this stage of the procurement process we do not believe it is appropriate for	Please see Addendum 2, Revision 2 .

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
				<p>Respondents to be scored on the basis of estimates of both the Projects costs (upfront capital costs and ongoing maintenance costs) as well as estimates of the financial support (in the form of progress payments during construction and availability payments during operations) from the Commission.</p> <p>Estimates of these costs cannot be meaningfully provided without (1) having the Project Agreement and related schedules which fully detail the Project scope and commercial risk allocation; and (2) without having developed the details of the commercialization arrangements with regards to pricing and commercial arrangements with potential counterparties. Therefore, any estimate provided at this stage would be based on limited information and so would be of little benefit to the Commission in its evaluation. Additionally, we are also concerned with the potential for Respondents to submit artificially low estimates of these costs given the implications for the evaluation. This further limits any benefit to the Commission in its</p>	

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
				<p>evaluation and potentially opens up the evaluation process to manipulation.</p> <p>Consistent with precedent, such an evaluation is better left to the RFP stage when shortlisted Respondents can devote the necessary resources to provide a fully developed, fixed price bid.</p>	
20	A-4	Appendix A, Section C,	Scope of Project	As per Appendix A, Section C, Fiber Optic Network, the development entity is responsible for all permitting. Since the development entity is prohibited to engage with regulatory agencies at this point, it is requested that that the Turnpike coordinate anticipated permitting protocols and review periods with the various entities for future project approvals. This would provide a more consolidated review process during the actual project, as well as prepare the agencies for the upcoming permit submittals.	Noted.
21	11	Part III, Section 11	Procurement Schedule	Due to the short duration from receiving the RFI responses and production of the final SOQ submittal, it is requested that an extension of 2 weeks be granted for the submittal of the SOQs.	Please see Addendum 1 .

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
Fiber Optic Broadband Network Project Through a Public-Private Partnership					
#	Page	Section	Section Description	Proposer Question	Commission Response
22	Form 5-1	Volume 2, Part B, Form 5 Instructions C	Equity Member Financing Experience	It has become increasingly more common to have multiple consortium partners serving various roles on P3 projects choosing to be equity partners, which on a percentage basis can often limit how much equity any individual partner may have and doesn't reflect their proportional involvement as a co-developer particularly as it relates to achieving commercial and financial close and more specifically arranging of financing on a project. While, for example, a team member's interest in the concession entity is only 15%, its leadership and participation in the design/build and O&M entities charged with building and operating the project demonstrates, together with its equity investment, a material participation in the project in terms of financial capacity and balance sheet commitment that well exceeds a nominal 15% SPV equity participation. Because of this, we are requesting that the equity percentage be revised from 20% to 10%.	Please see Addendum 2, Revision 4 and Addition 1 .

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
Fiber Optic Broadband Network Project Through a Public-Private Partnership					
#	Page	Section	Section Description	Proposer Question	Commission Response
23	Form 4-1	Volume 1, Part B, Form 4	Project Experience (Construction)	<p>It is typical when designing and constructing very similar broadband projects for private clients that they will require a Non-Disclosure Agreement (NDA) or have corporate policies in place that does not allow for disclose of certain information and will prevent our team from providing the reference and contact information required by the form. There also are not many very similar public projects completed under a P3 structure, so in order to allow firms to submit projects that can demonstrate capabilities that will be necessary for this project, would the Turnpike consider accepting 3 or more of the up to 5 projects allowed, even if owner information is omitted due to confidentiality requirements? This would allow for team to demonstrate very relevant qualifications and score points for their SOQ submission accordingly.</p>	<p>To the extent that any NDA or corporate policy precludes disclosure of information required by the RFQ, the Respondent is encouraged to request the owner to make an exception to such NDA or corporate policy in order to allow disclosure. If the Respondent has requested and the owner has declined to make such exception, then the Respondent is encouraged to submit to the Commission a further request for clarification within five days following the issuance of this <u>Addendum 2</u> that identifies with specificity the information that the Respondent proposes to withhold because of such restriction.</p>
24	Form 4-2	Volume 1, Part B, Form 4	Project Experience (Design)	<p>Can our team submit projects where the design phase of the project is complete but construction is still ongoing?</p>	<p>Yes.</p>

Proposer Questions			Pennsylvania Turnpike Commission (PTC)		
			Fiber Optic Broadband Network Project Through a Public-Private Partnership		
#	Page	Section	Section Description	Proposer Question	Commission Response
25	5	Part II, II-3	Funding Financing and Federalization of the Project - Potential Federalization of Project.	Can you please confirm that federal-aid highway funds may in fact be used and further clarify which other sources of federal funds or federal credit assistance (i.e. TIFIA, PABs) is under consideration for the project?	Although the Commission has not applied to fund or finance the Project with federal highway assistance, the Commission wishes to maintain the option to accept federal highway assistance for the Project by procuring the Project in accordance with federal requirements under Title 23, United States Code.
26	B-11	Appendix B, Volume 2, Part B, 2.b.	Payment and Performance Guaranty	Can you please clarify which entity, whether the developer or contractor would be required to submit a Payment and Performance Guaranty?	Please see Addendum 2, Revision 1 . The Commission anticipates that the Lead Contractor will procure such security and that the Development Entity will deliver such security to the Commission at Closing.

Proposer Questions			Pennsylvania Turnpike Commission (PTC)			
			Fiber Optic Broadband Network Project Through a Public-Private Partnership			
#	Page	Section	Section Description	Proposer Question	Commission Response	
27	B-17	Appendix B, Volume 2, Part C, 3.c.	Commercialization Approach	c. "The Respondent's expertise in managing and administering state and federal grants relevant to the Commercialization Activities, including any relevant grant funding received on previous projects for activities similar to the Commercialization Activities, or experience in providing relevant grant management services to other government transportation departments, agencies or authorities; and" Can you please clarify and provide an example for this situation?	This provision has been deleted. Please see Addendum 2, Revision 3 .	

All other terms, conditions and requirements of the original RFQ dated July 7, 2017, as amended by Addendum 1, remain unchanged unless modified by this Addendum 2.

Addendum No. 3

RFQ # 17-10350-7874

Fiber Optic Broadband Network Project through a Public-Private Partnership

Prospective Respondents: You are hereby notified of the following information in regard to the referenced Request for Qualifications (RFQ):

REVISIONS

1. The Commission is no longer accepting written questions related to the RFQ. Accordingly, the following text is deleted from the third row of the table in Section III-11 (*Procurement Schedule*) of Part III (see p. 11 of the original RFQ): “Deadline for written questions relating to any addendum issued after the public advertisement of the RFQ. Five days after the addendum is issued (but no later than the SOQ Due Date)”. The RFQ schedule, as revised by Addendum 1 and further revised by this Addendum 3, is replaced in its entirety with the following:

RFQ Schedule

Commission issues public advertisement of the RFQ	July 7, 2017
Deadline for written questions regarding the RFQ	August 15, 2017 2:00 p.m. (Eastern Time)
SOQ Due Date	September 14, 2017 2:00 p.m. (Eastern Time)
Anticipated Announcement of Short-listed Proposers	November 2017

ADDITIONS

1. The following has been added as new clause “h” of Section IV-2 of Part IV (see p. 16 of the original RFQ): “Form 4 - Project Experience (Construction), Form 4 - Project Experience (Design), and Form 4 - Project Experience (Operations & Maintenance)”

QUESTIONS AND ANSWERS

Following is the answer and response to the question and request for clarification submitted relating to Addendum 2 of the above referenced RFQ as of August 31, 2017. The question has been listed verbatim, as received by the Pennsylvania Turnpike Commission.

Proposer Questions		Pennsylvania Turnpike Commission (PTC)			
		Fiber Optic Broadband Network Project Through a Public-Private Partnership			
#	Page	Section	Section Description	Proposer Question	Commission Response
1.	16	Section IV-2 of Part IV	Format	Recognizing the deadline for questions has passed and has not been extended we felt it prudent to seek the following clarification regardless because of its significant impact on a firm’s response to the RFQ. Addendum 2 had a question stating “like Form 4, the project descriptions are excluded from the page count” to which the response was “Yes, confirmed.” Page 16 of the RFQ however does not list Form 4 as excluded from the page count. The difference in the number of available pages for the narratives in Volume 1 could be as many as 18 depending on whether Form 4 is excluded or not, can you please clarify whether Form 4 is excluded from the page count?	Form 4 is excluded from the page count. Please refer to Addition 1 above.

All other terms, conditions and requirements of the original RFQ dated July 7, 2017, as amended by Addendum 1 and Addendum 2, remain unchanged unless modified by this Addendum 3.

Addendum No. 4

RFQ # 17-10350-7874

Fiber Optic Broadband Network Project through a Public-Private Partnership

Prospective Respondents: You are hereby notified of the following information in regard to the referenced Request for Qualifications (RFQ):

REVISIONS

1. The Statement of Qualifications (SOQ) due date has been extended. The SOQ Due Date definition, on page v (page 7 of 86 in original RFQ PDF file), now revised to read as follows: "SOQ Due Date" means Thursday, September 21, 2017, as such date may be extended in accordance with the terms of this RFQ.
2. The RFQ schedule, as revised by Addendum 1 and further revised by this Addendum 3, is replaced in its entirety with the following:

RFQ Schedule

Commission issues public advertisement of the RFQ	July 7, 2017
Deadline for written questions regarding the RFQ	August 15, 2017 2:00 p.m. (Eastern Time)
SOQ Due Date	September 21, 2017 2:00 p.m. (Eastern Time)
Anticipated Announcement of Short-listed Proposers	November 2017

All other terms, conditions and requirements of the original RFQ dated July 7, 2017, as amended by Addendum 1, Addendum 2, and Addendum 3 remain unchanged unless modified by this Addendum 4.

Addendum No. 5

RFQ # 17-10350-7874

Fiber Optic Broadband Network Project through a Public-Private Partnership

Prospective Respondents: You are hereby notified of the following information in regard to the referenced RFQ:

REVISION

1. Section II-3 of the RFQ is deleted in its entirety and the following is substituted therefor:

“II-3. Potential Federalization of Project. If the Commission’s direct contributions to the Project will be funded in whole or in part with federal-aid highway assistance, the RFP and the PPTA will conform with certain applicable federal laws and regulations of the Federal Highway Administration, including Buy America requirements, the Davis-Bacon Act, Title VI of the Civil Rights Act of 1964, as amended, and 49 C.F.R. Part 26 (regarding DBE participation).

In addition, if the Commission accepts such federal assistance or the Project is otherwise subject to the National Environmental Policy Act of 1969, as amended (NEPA), the Project would need to undertake certain environmental reviews of the Project in order to comply with NEPA. The Commission will commence such a review if the Commission determines that the Project is subject to NEPA.”

All other terms, conditions and requirements of the original RFQ dated July 7, 2017, as amended by Addendum 1, Addendum 2, Addendum 3, and Addendum 4 remain unchanged unless modified by this Addendum 5.