

PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

REQUEST FOR QUALIFICATIONS

**IN RELATION TO THE
PENNDOT PATHWAYS
MAJOR BRIDGE P3 INITIATIVE**

RFQ Issuance Date: June 28, 2021

Addendum No. 1 to RFQ: July 30, 2021

SOQ Due Date: August 12, 2021



**Keystone Building
400 North Street
Harrisburg, PA 17120**

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Form C – Certification

Form D – Certification of Responsiveness; Pass/Fail Requirements

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Form F-1 – Key Personnel Resume Cover

Form F-2 – Key Personnel References

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Form H-1 – Equity Member Experience

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Form I - Project Portal Access Request

1. BACKGROUND AND INSTRUCTION

1.1 PennDOT

The Pennsylvania Department of Transportation (“**PennDOT**”), on behalf of the Commonwealth of Pennsylvania (the “**Commonwealth**”), is soliciting statements of qualifications (“**SOQs**”) from Respondents (defined below) seeking to enter into a progressive public-private partnership (“**P3**”) under a pre-development agreement (“**PDA**”), through which the Respondent, as the Development Entity (defined below) and counterparty to PennDOT, performs certain Pre-Development Work (defined below). The PDA is intended to result in one or more public-private transportation partnership project agreements (each a “**Project Agreement**” and, collectively the “**Project Agreements**”), utilizing a design, build, finance and maintain (“**DBFM**”) delivery, for one or more “bridge packages” (each, a “**Package**”). Each Package will be comprised of select bridges within the broader portfolio of bridges across the Commonwealth (the “**Project**”) under the PennDOT Pathways Major Bridge P3 Initiative (the “**Program**”). The scope of work under the PDA and Project Agreements will include work relating to the Tolling Civil Infrastructure.

1.2 RFQ

This Request for Qualifications (“**RFQ**”) is issued in accordance with the provisions of 74 Pa. C.S. §§ 9101-9124, as amended (the “**P3 Law**”) and other applicable provisions of law and the Implementation Manual and Guidelines approved for use January 9, 2013, as last amended on December 4, 2019 (the “**Implementation Manual**”).

This RFQ is the first step in a two-phase procurement. This RFQ outlines the minimum and desired qualifications for a single contract counterparty (the “**Development Entity**”) to perform the scope of services described in this RFQ.

As more fully set forth in Section 2.3, Respondent teams must be comprised of: (a) one or more Equity Members of a Development Entity, (b) a Lead Engineering Firm and (c) a Lead Construction Contractor. Also as more fully set forth in Section 2.3, PennDOT anticipates entering into the PDA with the Equity Member(s) of the Development Entity (or an Affiliate thereof) and, depending upon the results of the Pre-Development Work under the PDA, entering into one or more Project Agreements with one or more Development Entities for each Package within the Project.

Companies, teams, joint bidders, joint ventures, partnerships or consortia submitting SOQs in response to this RFQ (“**Respondents**”) will be evaluated by PennDOT based on the evaluation criteria set forth in Section 5 of this RFQ. After reviewing the SOQ submissions, PennDOT will identify certain Respondents (each, a “**Shortlisted Proposer**”) that will be invited to submit a proposal in response to the subsequently issued Request for Proposals (“**RFP**”) as the second step in the procurement. Refer to Section 3 of this RFQ for additional information regarding the procurement.

1.3 Definitions

Capitalized terms used in this RFQ and not otherwise defined shall have the meanings given in [Appendix 1](#).

2. DESCRIPTION OF THE PROJECT

2.1 PennDOT Pathways Major Bridge P3 Initiative

The Project is a component of the PennDOT Pathways Major Bridge P3 Initiative, itself part of PennDOT’s ongoing work to explore sustainable transportation funding options in response to a growing highway and bridge funding gap. This Program aims to provide travelers, residents, and businesses with high-quality transportation infrastructure via alternative funding to address near- and long-term highway and bridge needs.

PennDOT has identified the following specific goals for the Program:

- Accelerate the renewal of major bridges to ensure public safety;
- Avoid time and financial impacts of travel diversion resulting from bridge restrictions and closures due to bridge condition;
- Help offset gas tax revenue losses, as identified by the Commonwealth Transportation Advisory Committee (“TAC”) and exacerbated by the coronavirus pandemic;
- Ensure users (including out-of-state traffic) contribute fairly to the replacement or rehabilitation of the bridges based on usage; and
- Create a sustainable funding model for the Commonwealth’s major bridges.

2.2 Overview of the Project

2.2.1 General Overview

The purpose of the Project is to deliver infrastructure improvements focusing on the rehabilitation and replacement of major bridges (and associated roadways) across the Commonwealth, in alignment with the goals cited in [Section 2.1](#).

2.2.2 Bridges

The Project is specific to the list of bridges set forth and described in [Appendix 3](#) hereto. PennDOT identified candidate bridges for the Project based on the following criteria:

- Inclusion in the Twelve-Year Program for interstate bridge reconstruction;
- Bridges located on the interstate or expressways;
- Structures of significance based on size, location and cost to replace or rehabilitate;
- The ability for the bridge to be financially viable with a reasonable toll rate;
- Structural conditions that warrant timely attention to enhance safety and avoid disruption and community impacts if closure or weight restrictions were imposed; and
- Bridges that can begin construction in two to four years for near-term benefit.

2.2.3 Tolling

PennDOT will be responsible for setting, collecting and implementing tolls on the bridges. It is anticipated that the Pennsylvania Turnpike Commission (the “PTC”), through its vendor, will supply and operate toll collection equipment and perform the toll collection function, including transaction and violations processing, account maintenance and customer service functions. This arrangement will be governed by the terms of an Interagency Agreement for Toll Collection Services between PennDOT and PTC. Once a bridge reaches financial close under the terms of the applicable Project Agreement, PennDOT anticipates that the installation of toll collection equipment and toll gantries on such bridge and the setting, collecting and implementing of tolls on such bridge will commence, subject to any mitigation obligations that attend imposition of tolling. The Development Entity will construct, finance and maintain the Tolling Civil Infrastructure. All other tolling requirements will be carried out by PennDOT, PTC and/or PTC’s vendor.

2.3 Anticipated Contractual Structure

Upon selection of the Development Entity, PennDOT anticipates that it will enter the PDA with the Equity Member(s) (or an Affiliate thereof) for the development of all Project bridges. The Development Entity must achieve financial close of the first Package by December 2022 and satisfy certain requirements under the PDA, including any commitments made with respect to subcontractors (as will

be more fully set forth in the RFP) to preserve a right of first negotiation on subsequent Packages that will be developed.

The information regarding the Project's contractual and financial structure in this RFQ reflects the Project terms anticipated by PennDOT at the time of this RFQ. PennDOT reserves the right to modify these anticipated terms based on its ongoing analysis of the technical, financial, and other issues relating to the Project.

2.3.1 PDA

PennDOT anticipates that it will enter into the PDA with the Equity Member(s) (or an Affiliate thereof) to deliver its work under the PDA. The Project is PennDOT's first use of a PDA delivery consisting of early involvement by the members of the Development Entity to help define project scope and perform design work in partnership with PennDOT. The primary purposes of the PDA include developing the Packages, advancing design for the bridges, and progressing certain pre-development activities with respect to all of the Project bridges. PennDOT expects and encourages Respondents to offer innovative methods for and approaches to completion of the scope of services identified in this RFQ while minimizing public inconvenience and maximizing cost and schedule efficiencies that could potentially be achieved under a PDA approach.

The PDA will set forth, among other things, the following:

- Responsibilities of the Equity Member(s) (or an Affiliate thereof) with respect to the Pre-Development Work;
- Certain commercial and legal agreements relating to continuing or discontinuing evaluation and pre-development of bridge(s);
- PennDOT's priorities for the potential composition of the Packages;
- Negotiating principles with respect to the Project Agreements;
- Requirements and constraints relating to self-performance for Lead Construction Contractor;
- Provisions for ensuring transparency and competitiveness of pricing submitted to PennDOT;
- Requirements and constraints relating to the addition of new Equity Member(s);
- Incentives relating to commitments included in the Proposal;
- Interim milestones (within the PDA term, Program-related and potentially bridge-specific);
- Incentives relating to early delivery, bridge prioritization, assembly of the subcontractors and subconsultants under the Project Agreements;
- Certain "off-ramps" during the PDA process and potential compensation regimes; and
- Allocation of process and cost responsibilities.

The PDA included as a part of the RFP will include a term sheet that includes the key commercial terms for the Project Agreements (the "**Term Sheet**"). The Development Entity will be responsible for financing and securing the scope of work for delivery of the Package.

2.3.2 Project Agreement

Each Project Agreement will set forth, among other things, the obligations of the Development Entity relating to the design, construction, financing and maintenance of the applicable Package. Specifically regarding the Tolling Civil Infrastructure, the Project Agreement will require the Development Entity

to construct, maintain and finance the Tolling Civil Infrastructure for all bridges within the Package. Additional commercial terms for the Project Agreements, including pricing applicable to DBFM delivery of the relevant Package, will be negotiated with the Development Entity during the PDA period.

2.4 Scope of Pre-Development Work

The scope of work under the PDA will support ongoing development of the Project as it progresses through internal and external review and approval processes (the “**Pre-Development Work**”):

- Prepare a development plan for the delivery of the bridges in two or more Packages;
- Inventory and harmonize PennDOT’s pre-development efforts completed to date;
- Partner with PennDOT to develop and agree on the scope, order, and schedule for each of the Packages;
- Prepare a risk management plan and conduct appropriate assessment and mitigation activities to reduce risk for each of the Packages;
- Perform design work and other Pre-Development work needed to achieve final, fixed pricing for each Package;
- Perform work or coordination necessary to achieve financial close for each Package;
- Comply with NEPA commitments and mitigation;
- Comply with all permits obtained by PennDOT;
- Assist with any NEPA approvals and other permits and approvals required for the Project (subject to any limitations on private sector involvement in connection with NEPA and regulations);
- Partner with PennDOT to support community outreach and engagement;
- Perform other work necessary as decided between PennDOT and the Development Entity; and
- Such other obligations as may be determined further to this solicitation, among other things.

While the Development Entity develops Packages under the PDA, PennDOT will determine when a Package has achieved the level of design and permitting needed to proceed with further design and construction effort under a Project Agreement (“**Readiness**”). The design, construction, and maintenance scope of work for each individual bridge and any proposed Package will only be let to the Development Entity upon achievement of Readiness and execution of a Project Agreement.

2.5 Availability Payments, Funding and Financing

2.5.1 Anticipated Availability Payments; Development Entity Compensation

Any payments that PennDOT anticipates paying to the Development Entity under the PDA or any Project Agreement will be further detailed in the RFP. PennDOT currently anticipates that it will pay the Development Entity availability payments during the operations and maintenance period (the “**Availability Payments**”). A customary performance-based deduction regime and risk sharing will be included in the Term Sheet and, ultimately, each Project Agreement.

2.5.2 Funding

The user fees collected on the Project bridges will be PennDOT’s primary source for funding the Availability Payments. In the event that actual user fees are insufficient to fully fund the Availability

Payments in any given period, PennDOT anticipates utilizing federal and Commonwealth funds to satisfy PennDOT's payment obligations under the Project Agreement.

2.5.3 Financing

The Development Entity will be responsible for financing the Project.

PennDOT is aware that private activity bonds authorized pursuant to Section 11143 of Title XI of SAFETEA-LU, which amended Section 142(a) of the Internal Revenue Code ("PABs"), and the Transportation Infrastructure Finance and Innovation Act ("TIFIA") Program, are potential sources of financing for the Development Entity and are subject to federal requirements and availability.

PennDOT expects to submit a PABs application requesting an allocation for the Project. Additionally, PennDOT is considering making a TIFIA application in respect of the Project. Any such plans or further information regarding either a PABs and/or TIFIA allocation will be identified to the Shortlisted Proposers by notification from the Issuing Office or otherwise in the RFP.

2.6 Project Status and Other Issues

2.6.1 Federalization of the Project

Respondents are advised that PennDOT will utilize federal funds for the Project. Accordingly, the RFP, the PDA and, when entered into, the Project Agreement, will conform to requirements of applicable federal law, FHWA and other federal regulations.

2.6.2 Environmental Permitting; NEPA Status

PennDOT is currently determining the extent to which the requirements of NEPA will apply to each bridge. As part of the Pre-Development Work, the Development Entity shall assist PennDOT in reevaluating, as may be required, and otherwise completing the NEPA and related approvals. The environmental processes related to each of the Project bridges are set forth at the following website: <https://www.penndot.gov/about-us/funding/Pages/Solutions.aspx#Bridge-Table>.

2.6.3 Reference Information Documents

PennDOT anticipates making certain reference information documents regarding the Project available to Shortlisted Proposers via a data room to be created by PennDOT.

2.6.4 Coordination with Governmental Agencies and Other Stakeholders

The Project will necessitate coordination with governmental agencies and other stakeholders within and outside the Commonwealth that may include, but not be limited to:

- PTC;
- PA Department of Conservation & Natural Resources;
- PA Department of Community and Economic Development;
- PA Department of Environmental Protection;
- PA Historic and Museum Commission;
- PA Fish & Boat Commission;
- PA Game Commission;
- PA Public Utility Commission;
- FHWA;

- US Army Corps of Engineers;
- Environmental Protection Agency;
- US Fish & Wildlife Service; and
- PA Association of Conservation Districts.

Except to the extent described otherwise in this RFQ, it is anticipated that the Development Entity will play an active role in coordinating and/or leading the work with all relevant government agencies and stakeholders, with PennDOT providing assistance and cooperation in such efforts. The RFP will set forth PennDOT's and the Development Entity's respective obligations for interactions with other governmental agencies and stakeholders.

2.6.5 Technical Provisions

It is also anticipated that the PDA will require the Equity Member(s) (or an Affiliate thereof), upon the effective date of the PDA, and subject to other conditions to commencement set forth therein, to perform the Pre-Development Work in accordance with certain performance requirements, standards and specifications (the "**Pre-Development Work Requirements**").

It is anticipated that each Project Agreement will require the Development Entity, upon receiving a notice to proceed, to perform all design and construction obligations for the relevant bridge(s) set out in the Project Agreement for each Package. It is also anticipated that the Development Entity will be required to design, construct, finance and maintain the bridges and Tolling Civil Infrastructure in accordance with certain performance and maintenance requirements, standards and specifications (collectively, the "**DBFM Technical Provisions**"). The PDA will include the DBFM Technical Provisions, and each Project Agreement will include DBFM Technical Provisions as well as additional technical requirements applicable to the underlying Package.

2.6.6 Self-Performance by the Lead Construction Contractor

PennDOT anticipates that each Project Agreement will specify that the Lead Construction Contractor will self-perform a minimum of 30% and a maximum of 35% of the original contract price for the construction work for the applicable Package(s).

2.7 Disadvantaged Business Enterprise (DBE) and On-the-Job Training Requirements

PennDOT is required to apply Disadvantaged Business Enterprise ("**DBE**") program requirements on federal-aid projects as set forth in 49 CFR Part 26. While this RFQ does not require Respondents to include team members satisfying any DBE goal in their SOQ, Respondents will be required to demonstrate experience in meeting DBE goals. Information regarding PennDOT's DBE goal and program requirements will be included in the RFP, and the Development Entity will be required to comply with any DBE goal and requirements set forth therein. PennDOT anticipates that each Shortlisted Proposer will be required to commit to, and to demonstrate sufficient good faith efforts (as determined under the DBE program requirements) to, meet the DBE goal included in its Proposal. Each Shortlisted Proposer will also provide any DBE-related submittals required under the RFP, including identification of any DBE firms on its team and scopes of work anticipated to achieve the DBE goal, in addition to providing a DBE performance plan summarizing the Shortlisted Proposer's overall strategy that it intends to utilize to achieve DBE participation for the Project.

Similarly, PennDOT is required to comply with federal On-the-Job training requirements to establish apprenticeship and training programs. The RFP Documents will set forth those requirements and obligations that will be imposed on the Development Entity relating to these "OJT" requirements.

2.8 Quality Functions-Related Teaming and Other Information

The Development Entity or Lead Construction Contractor will be required to engage one or more Independent Quality Firms, whose duties and responsibilities will generally involve quality assurance functions and will include review of submittals, construction activities, processes, procedures or other products by experienced and independent staff to provide assurance of contractual compliance and achievement of established quality standards including performing certain testing and inspection. Independent Quality Firms retained by such Development Entity or Lead Construction Contractor will not be, nor will its employees or Key Personnel be, involved in production of the work for which it will be performing quality assurance functions. Further information regarding quality function-related teaming for the Project will be included in the RFP.

2.9 eMarketplace and Project Portal

2.9.1 General Requirements

PennDOT will continue to utilize the Commonwealth's eMarketplace portal accessible at <http://www.emarketplace.state.pa.us/> to provide Project updates ("eMarketplace"). Separately, Respondents shall submit its SOQ via a secure website (the "Project Portal").

For purposes of this RFQ, no representation or warranty is made as to the accuracy, utility, completeness, or relevance of any materials available to Respondents on the eMarketplace. Each Respondent shall be responsible for monitoring the eMarketplace for new or revised materials related to this RFQ. The Issuing Office shall not be bound by any verbal information nor shall it be bound by any written information that is not either contained within this RFQ or formally issued as an Addendum to this RFQ by the Issuing Office.

2.9.2 Access to eMarketplace

Respondents may freely access the eMarketplace at the web address provided in [Section 2.9.1](#).

2.9.3 Access to Project Portal

In order to obtain access to the Project Portal for the purposes of uploading its SOQ, each Respondent must register for an account by completing and submitting the registration form at the link provided in [Form I \(Project Portal Access Request\)](#) and submit [Form I](#) to PennDOT at any time prior to the date and time indicated in [Section 3.2](#). **Respondents are advised that the deadline for submission of the request for access to the Project Portal is before the SOQ Due Date.** Each Respondent may only submit one such request per Respondent team.

Respondents must submit [Form I](#) to the Project Portal to the Issuing Office at the email address below:

Attn: Michael Bonini
E-mail: RA-PDP3MAJORBRIDGES@pa.gov

Respondents must ensure that the request for access to the Project Portal:

- (a) includes the Authorized Representative's name, user ID used to register, email address used to register, telephone number, and mailing address; and
- (b) is submitted using [Form I](#) in PDF format.

Each Respondent that registers and submits [Form I](#) will receive an email after access to the Project Portal has been granted. The Project Portal will include instructions for uploading the SOQ documents. The request for access to the Project Portal will not be evaluated as part of the SOQ submittal. Upon

announcement of the shortlist by PennDOT, only Shortlisted Proposers will retain access to the Project Portal. Respondent teams not selected as a Shortlisted Proposer will not be able to access the Project Portal after PennDOT's announcement of the Shortlisted Proposers.

3. OVERVIEW OF PROCUREMENT

3.1 Overall Process

3.1.1 Selection of Shortlisted Proposers

This RFQ is the first step in a two-phase procurement. PennDOT will evaluate the information and qualifications received in response to this RFQ and will select, according to the criteria generally outlined herein, the Shortlisted Proposers invited to respond to the RFP. The scores and evaluation of the SOQs will not carry over or be used in any way in the evaluation of the Proposals.

3.1.2 RFP Documents

Following selection of the Shortlisted Proposers, PennDOT intends to release a draft RFP to the Shortlisted Proposers for review and comment. The draft RFP will include instructions to the Shortlisted Proposers, the PDA, the Pre-Development Work Requirements, the Term Sheet, the DBFM Technical Provisions (mindful that some may be further developed in performance of the Pre-Development Work Requirements) and other Project documents (collectively, the "**RFP Documents**"). Following receipt of written comments, PennDOT intends to schedule confidential one-on-one meetings to discuss issues and comments identified by the Shortlisted Proposers. Details of the draft RFP process will be made available to the Shortlisted Proposers following the shortlisting announcement.

As a condition of receipt of any draft RFP documents and continuing participation in the procurement, the Shortlisted Proposers will be required to agree to certain pre-final RFP communications protocols, which are intended to govern interactions among the Shortlisted Proposers and PennDOT as well as between Shortlisted Proposers and third parties. The communications protocols will also address continuing teaming, conflicts of interest, additional Project diligence and exploration, as well as the questions and comments exchanges and one-on-one meetings between PennDOT and the Shortlisted Proposers, among other things.

After consideration of input from the Shortlisted Proposers, PennDOT intends to issue a final RFP to the Shortlisted Proposers for the solicitation of Proposals.

3.1.3 Selection of Preferred Proposer

Proposals will be evaluated to determine which Proposal provides the best value for, and is in the best interests of, the Commonwealth. Following an evaluation of the Proposals that are received, PennDOT intends to select the top scoring Shortlisted Proposer (the "**Preferred Proposer**") based on the evaluation criteria set forth in the RFP.

The RFP will set forth PennDOT's rights and remedies in the event PennDOT is unable to finalize the terms and conditions of the PDA (including the Pre-Development Work Requirements and the Term Sheet) with the Preferred Proposer. PennDOT's rights and remedies will include, without limitation and in PennDOT's sole discretion, selection of the next highest-rated Shortlisted Proposer in succession to finalize these commercial and technical documents, and in particular the PDA (including the Pre-Development Work Requirements and the Term Sheet) for execution. PennDOT may also at any time terminate this procurement, as well as invoke any of its reserved rights. Refer to Section 9 for additional details regarding PennDOT's reserved rights.

3.2 Procurement Schedule

PennDOT anticipates carrying out this procurement in accordance with the schedule set forth below. The procurement schedule is subject to modification at any time at PennDOT’s sole discretion. Respondents will be notified of any change to the schedule by an Addendum to this RFQ or other notice by PennDOT (including communications through the eMarketplace).

Action	Date
Issue RFQ	June 28, 2021
Deadline for Project Portal Access Request	July 21, 2021 2:00 p.m. ET
Deadline for RFQ Questions	July 21, 2021 2:00 p.m. ET
Deadline for Questions Regarding Any Addendum Issued on or after July 21, 2021	Three days after the Addendum is issued (but no later than the SOQ Due Date)
Issue RFQ Addendum No. 1	July 30, 2021
SOQ Due Date	August 12, 2021 11:00 a.m. ET
Anticipated Announcement of Shortlisted Proposers	September 22, 2021
Issue Draft RFP to Shortlisted Proposers	September 30, 2021
Issue Final RFP to Shortlisted Proposers	December 9, 2021
Proposal Due Date (tentative)	January 12, 2022
Selection of Development Entity	February 15, 2022
PDA Execution	March 15, 2022
Commercial Close (at least the first Package)	Summer/Fall 2022
Financial Close (at least the first Package)	December 2022

3.3 RFQ Questions

Questions about the RFQ shall be submitted on [Form E – RFQ Questions](#) in English (in Microsoft Word®) via email to the Issuing Office at the email address identified in [Section 2.9.3](#). No hard copy, other electronic transmission, telephone, or oral questions will be considered. Questions from a Respondent shall be submitted only by a single representative of that Respondent, and must (a) clearly indicate in the subject line “Major Bridges – RFQ Questions – [Respondent Name] – Nos. [x] to [x]”, and indicate in the body of the email and (b) include the requestor’s name, address, telephone and email, and Respondent that it represents.

Respondents shall be responsible for requesting written clarification or interpretation of any perceived mistake, discrepancy, deficiency, ambiguity, error or omission contained in this RFQ, or of any provision which a Respondent fails to understand. Respondents may submit comments, questions, and requests for written clarification or additional information or interpretation (or to propose correction of errors) regarding the Project, this RFQ, Project-related documents or communications provided by or on behalf of PennDOT (“**RFQ Questions**”). Requests for conflicts determinations under this RFQ are excluded from the definition of RFQ Questions and such requests for conflicts determinations are addressed separately under Section 6.3.4. PennDOT intends to, but reserves the right to not, respond

to any RFQ Questions received as set forth below. PennDOT responses will not be considered part of this RFQ or the RFP documents nor will they be relevant in interpreting any of the foregoing. By submitting SOQs, Respondents acknowledge and agree that any responses made by PennDOT shall not be binding upon PennDOT unless reflected in an Addendum to this RFQ.

PennDOT reserves the right to not consider RFQ Questions that do not meet the following requirements: (i) sequentially numbered; (ii) specifically reference the relevant RFQ section, unless such request is of general application (in which case the request for clarification shall so note); and (iii) not identify the Respondent's (or any of its proposed team member's) identity in the body of the question.

RFQ Questions must indicate whether the question is a Category 1, 2 or 3 question:

- “Category 1” means a potential “go/no-go” issue that, if not resolved in an acceptable fashion, may preclude the Respondent from submitting an SOQ;
- “Category 2” means an issue that, if not resolved in an acceptable fashion, will significantly affect value for money or, taken together with the entirety of other issues, may preclude the Respondent from submitting an SOQ; and
- “Category 3” means an issue that is minor in nature, a clarification, a comment concerning a conflict between documents or within a document, etc.

PennDOT will not accept RFQ Questions marked as “confidential,” “proprietary,” or otherwise intended to protect the response to the submitting Respondent or preclude PennDOT from addressing the RFQ Question, should it so choose, by revising this RFQ by Addendum. PennDOT reserves the right to disseminate, by any medium, further guidance regarding submission and treatment of RFQ Questions.

PennDOT may modify or rephrase RFQ Questions as it deems appropriate, may consolidate similar RFQ Questions, and may include RFQ Questions that it develops independent of the Respondents. PennDOT may issue multiple sets of responses at different times during the procurement.

PennDOT anticipates that its responses to RFQ Questions will be provided through an Addendum to this RFQ; however, PennDOT may elect, in its sole discretion, to respond specifically in writing to RFQ Questions. Any written responses from PennDOT will be delivered to all Respondents via posting to the eMarketplace.

Respondents are encouraged to submit questions as soon as possible following issuance of this RFQ or any Addendum, bearing in mind the deadlines set forth in [Section 3.2](#).

3.4 Proposal Stipend

PennDOT may offer each unsuccessful Shortlisted Proposer that submits a responsible and responsive Proposal a stipend in exchange for ownership of the Proposal work product and the ideas identified therein (“**Proposal Stipend**”). Additional details about any Proposal Stipend will be set forth in the RFP.

3.5 Participation on More Than One Respondent Team

To ensure that this procurement is fair and competitive, and except as otherwise stated just below, Major Team Members, Key Personnel and legal and financial advisors of Respondent teams are forbidden from participating, in any capacity, on another Respondent team during this procurement. The foregoing prohibition does not apply to any member of a Respondent team that is not a Major Team Member.

If a Respondent is not shortlisted as part of the RFQ evaluation process, the members of the unsuccessful Respondent team (including Major Team Members) are thereafter free to participate on Shortlisted Proposer teams, subject to the requirements of Sections 6.1 and 6.3. In addition, an Independent Quality Firm that employs the Quality Assurance Manager (“**QAM**”) proposed by a Respondent may be the same firm which is: (a) the Lead Engineering Firm or other Major Team Member for another Respondent team; and (b) the employer of a different individual as QAM for one or more other Respondent teams; provided that the Respondent demonstrates that there is no conflict of interest or that any conflict of interest has been mitigated in accordance with Section 6.3.

Any Respondent that fails to comply with the prohibition contained in Section 6.1 may be disqualified from further participation in this procurement.

3.6 Changes in Respondent Team

If, following submission of an SOQ, a Shortlisted Proposer seeks to change the composition of its Major Team Members or Key Personnel (including additions to a Shortlisted Proposer team), the Shortlisted Proposer must provide PennDOT with sufficient details of the proposed change and obtain PennDOT’s written approval to the proposed change. PennDOT may, in its sole discretion, accept, reject or seek additional information regarding a Shortlisted Proposer’s request and expects to base its decision on whether:

- (a) the change results in actual or potential organizational conflicts of interest;
- (b) the Shortlisted Proposer as a whole still meets the minimum criteria contained in this RFQ;
- (c) the change renders the Shortlisted Proposer’s team equally or more qualified to develop the Project; or
- (d) PennDOT would still have shortlisted the Respondent if such change had occurred before the Shortlisted Proposer submitted its SOQ.

If a Shortlisted Proposer seeks to add or change one or more new Major Team Members or Key Personnel, the proposed new member or individual must provide all of the information that is required in this RFQ regarding Major Team Members or Key Personnel of a Respondent team (including, for example, that any proposed new or additional Major Team Member or Key Personnel has necessary pre-qualification, licenses, or any other requirement, as of the dates required under this RFQ, and specifically not as of the date of the Shortlisted Proposer’s request).

While PennDOT recognizes that Respondents may be impacted by personnel availability and scheduling conflicts, Respondents are urged to designate and proffer as Key Personnel only those individuals they reasonably believe will be available for, and they intend to assign to work in, the relevant Key Personnel role. By listing individuals as Key Personnel, the Respondent agrees to make the individuals listed in its SOQ available to complete work under the PDA and/or the Project Agreement at whatever level the Project requires, within the framework of obligations for such Key Personnel set forth in this RFQ and in the PDA and/or the Project Agreement. Procedures concerning changes to Key Personnel will be included in the RFP. Respondents are advised, however, that change requests will be subject to PennDOT’s prior approval in its sole discretion. Key Personnel changes without PennDOT’s prior approval may result in disqualification of the Respondent or the Shortlisted Proposer.

3.7 Pre-Qualification Requirements

Subject to the following, the Project is being procured in accordance with the requirements of 67 Pa. Code Ch. 457. A Respondent will only be capable of being selected as a Shortlisted Proposer to the extent that each Lead Construction Contractor in its Proposer team set forth in its SOQ (a) is, at the time

Proposals are due, prequalified pursuant to 67 Pa. Code Ch. 457.5 (i) to perform structure “S” and “T” work types or (ii) as a “General Highway Contractor” and (b) has “unlimited financial capacity”.

With respect to any Lead Construction Contractor that is a consortium, partnership or other form of joint venture, the limitation allowing no more than three participants as set forth in 67 Pa. Code § 457.15(a) shall not apply to this Project.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

PennDOT expects SOQs submitted in response to this RFQ to provide sufficient information to allow PennDOT to evaluate each Respondent based on the criteria set forth herein. 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. Respondents will not be allowed to alter SOQs after the SOQ Due Date unless approved, in writing, by PennDOT.

4.1 Format

4.1.1 Volumes and Organization

Each copy of the SOQ must consist of three volumes (each a separate file):

- Volume 1: Introduction and Administration;
- Volume 2: Technical; and
- Volume 3: Financial.

The SOQ shall be organized as set forth in [Section 4](#) and [Appendix 2](#). The content requirements of each volume and further information on submittal organization is set out in [Appendix 2](#).

4.1.2 General Requirements

Each Respondent must submit:

- (a) one electronic file for each volume, in their entirety, unencrypted, not password-protected, in fully searchable PDF format, with no file to exceed 50 MB, with each volume labeled as set forth in [Section 4.2](#); provided that Respondents may elect to submit financial statements in an encrypted (password protected) format, provided that no non-standard software is required to access the financial statements and the Respondent must inform the Issuing Office via e-mail with the password for the financial statements;
- (b) electronic files in the native format prescribed (e.g., Microsoft® Word or Microsoft® Excel) for [Form A](#), [Form B](#), [Form C](#), [Form D](#), [Form F-1](#), [Form F-2](#), [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#), [Form G-6](#), [Form G-7](#), [Form H-1](#), [Form H-2](#), [Form H-3](#), [Form H-4](#), and [Form I](#), with each file labeled: “[Respondent] – PennDOT Pathways Major Bridge P3 Initiative – [Form];” and
- (c) if a Respondent includes confidential proprietary information or trade secrets in its SOQ, a redacted copy of its SOQ as one separate, unencrypted, electronic copy that is also not password-protected, in fully searchable PDF format, labeled “[Respondent] – PennDOT Pathways Major Bridge P3 Initiative – [Copy of Non-Confidential Portion of SOQ]” that excludes any confidential proprietary information or trade secrets with one folder for each volume and no file within the folder to exceed 50 MB. The excluded confidential proprietary information or trade secrets should be replaced with “[Information Redacted]”.

By submitting such documents using the Microsoft® Word or Microsoft® Excel format, the Respondent certifies that the native format of the form has not been altered other than to include the Respondent's content (other than removing the instructions from the forms). If PennDOT discovers a change in the form, PennDOT reserves the right in its sole discretion to accept, reject, or seek additional clarification regarding such submission.

Respondents must prepare SOQ submittals on 8-1/2" x 11" sized-equivalent white background, except for organizational charts, which Respondents may present on 11" x 17" sized-equivalent white background. Each volume of the SOQ must be divided into sections that are sequentially numbered in accordance with the numbering specified in the tables for [Volumes 1, 2 and 3](#) of [Appendix 2](#), with each section separated by a corresponding numbered but otherwise blank tabbed divider (which will not count towards any page limits). Except for tables and organizational charts, which Respondents may prepare using a minimum of 10-point font size, Respondents must prepare the SOQ using a minimum of 11-point font size.

4.1.3 Page Limits

All pages of the SOQ shall be sequentially numbered. Respondents are advised that some of the required documents have page limitations specified in [Appendix 2](#). PennDOT may disregard documents not complying with page limitations. Printed lines may be single-spaced. Respondents shall not include standard corporate brochures, awards, licenses and marketing materials in its SOQ and PennDOT will not evaluate such materials.

4.2 Submittal Requirements

A Respondent must submit its entire SOQ in separate, individually labeled volumes as follows:

[Respondent] – Statement of Qualifications for the
PennDOT Pathways Major Bridge P3 Initiative – [Volume No.]

SOQs must be submitted through the Project Portal by 11:00 a.m. Eastern Time on the SOQ Due Date specified in [Section 3.2](#). Any SOQs received after that date and time will be rejected and the Respondent will be notified of the rejection. PennDOT will accept SOQs up to the SOQ Due Date and time specified.

Immediately after the entirety of the SOQ has been uploaded to the Project Portal, the Authorized Representative must notify the Issuing Office at the email address identified in [Section 2.9.3](#). Acknowledgment of receipt of the entire SOQ (i.e., all three required volumes) will be evidenced by the issuance of a receipt by a member of PennDOT's staff via email to the Authorized Representative's email address identified in [Form A](#) (Transmittal Letter) and uploaded into the Respondent-specific correspondence folder in the Project Portal. PennDOT will not accept SOQ submissions by facsimile, hard copy or as attachments in an email.

Respondents are solely responsible for assuring that PennDOT receives their SOQs by the specified SOQ Due Date and time. The SOQ Due Date and time for submission of SOQs shall remain the same unless otherwise notified by the Issuing Office. PennDOT will not open and will reject any SOQs received after the SOQ Due Date and time.

4.3 Placeholders

If a Respondent does not include information or materials in its SOQ that are described in the relevant submittal requirements in [Appendix 2](#) because the required information or materials are not applicable to that Respondent, the Respondent must include in the relevant section of its SOQ a statement to the following effect: "Section[s] [___] of the Volume [1] [2] [3] Submittal Requirement[s] do[es] not apply because [Respondent to insert brief explanation]."

4.4 References

This RFQ requires Respondents to provide professional references as part of its SOQ. PennDOT intends, but does not commit, to contact each of the references as set forth in [Section 5](#). Respondents may include PennDOT references to satisfy the requirements under this RFQ. Certain of the forms to this RFQ require submission of a minimum and maximum number of references.

5. EVALUATION PROCESS AND CRITERIA

5.1 SOQ Evaluation Procedure

5.1.1 General Overview

The SOQ evaluation process will generally proceed as follows: (a) an initial review of each SOQ for (i) responsiveness to this RFQ, (ii) conformance to the RFQ instructions regarding organization and format, and (iii) nonconformities, irregularities and apparent clerical mistakes that are unrelated to the substantive content of the SOQ; (b) a determination of whether the SOQ passes all of the pass/fail criteria; (c) review and qualitative evaluation of the SOQs in conformance with the evaluation criteria set forth in this RFQ, resulting in a score for each SOQ; and (d) rank SOQs and select the Shortlisted Proposers that are considered most qualified to respond to an RFP for the Project. The score assigned to an SOQ for the technical qualifications evaluation criteria will not carry over to the evaluation of a Shortlisted Proposer's Proposal.

PennDOT anticipates forming one or more committees to review and evaluate the SOQs in accordance with the below criteria. Evaluations of SOQs are subject to the sole discretion of PennDOT and its staff, including any assistance from professional and other advisors as PennDOT may designate. PennDOT will make the final determinations of the Shortlisted Proposers, as it deems appropriate, in its sole discretion, and in the best interests of the Project and the Commonwealth.

As part of the evaluation and shortlisting process, PennDOT may consider information obtained via reference checks, other potential references not listed, past performance (including performance on PennDOT projects and as disclosed on [Form C](#)), verifiable personal experience of evaluation personnel and PennDOT's advisors and other publicly-available information.

By submitting its SOQ, each Respondent acknowledges and agrees that the evaluation and scoring of SOQs, and the ranking of Respondents for shortlisting purposes, are to be conducted in accordance with the P3 Law, the Implementation Manual and this RFQ, which, in each case, involves the qualitative judgement and discretion of PennDOT. By submitting its SOQ, Respondents acknowledge that such exercises of qualitative judgment and discretion include specifically PennDOT's discretion to determine that failures to disclose fully requested information; incomplete, inaccurate, vague, misleading, or non-responsive submissions; and conditional or qualified submissions (e.g., "as of today," and "we do not maintain information in the manner solicited," etc.) may deem the SOQ as non-responsive or otherwise garner a lower score in the evaluation of the SOQ.

5.1.2 Clarifications and Waivers

PennDOT may, at any time during its evaluation of an SOQ, in its sole discretion, submit written questions or requests for clarification to the Respondent regarding its SOQ or related matters (including requesting a Respondent to verify or certify certain aspects of its SOQ), or visit facilities and clients associated with the Respondent or a Major Team Member that are mentioned in the SOQ. If PennDOT submits a written question or request for clarification, the Respondent must respond within the time period specified in the clarification request.

All questions or requests for clarifications from PennDOT to a Respondent will be communicated separately to each Respondent's Authorized Representative. Each Respondent shall post all of its

responses to such questions to the Project Portal in the specified folder on or before expiration of the time period specified in PennDOT's request.

Respondents are encouraged to monitor the eMarketplace and Respondent-specific folders within the Project Portal daily after the SOQ Due Date until the announcement of the Shortlisted Proposers. PennDOT will not accept any responses to PennDOT-initiated written questions or requests for clarification submitted after expiration of the time period specified in PennDOT's request. Any responses received after such time and date will be rejected and not considered. Respondents are solely responsible for ensuring that PennDOT receives their responses by the specified time and date. As with SOQ uploading, PennDOT will not be responsible for delays in delivery. Respondents may not respond to PennDOT questions or requests for clarification by email correspondence to the Issuing Office at the address identified in [Section 2.9.3](#), and any such responses will be rejected and not considered.

5.1.3 Right to Exclude

PennDOT may, at any time and in its sole discretion, cease evaluating an SOQ and exclude the applicable Respondent from further consideration in the procurement if PennDOT determines, in its sole discretion, that:

- (a) the SOQ is not responsive, whether or not PennDOT submitted any request for clarification under [Section 5.1.2](#), and notwithstanding that the initial evaluation did not identify the subject nonresponsive portion of the SOQ;
- (b) the SOQ failed to satisfy one or more of the "pass/fail" criteria set forth in [Section 5.3](#), notwithstanding that the initial evaluation did not identify the relevant failure; or
- (c) the SOQ contains a material misrepresentation.

5.2 Responsiveness Requirements

Each SOQ will first be reviewed for responsiveness. A Respondent must submit a responsive SOQ to be evaluated against the pass/fail criteria. Responsiveness consists in the SOQ containing all of the Volume 1 Information, Volume 2 Information and Volume 3 Information (including all completed Forms). In order for an SOQ to be evaluated under [Sections 5.3](#) and [5.4](#), it must:

- (a) Be received by the Issuing Office no later than 11:00 a.m. Eastern Time on the SOQ Due Date; and
- (b) Contain an executed [Form A](#) (Transmittal Letter) stamped as "original" in accordance with the requirements of [Volume 1](#), which includes the express, written commitments required therein.

The requirements set forth in clauses (a) and (b) above are the only RFQ requirements that PennDOT will consider to be **non-waivable**. In the context of any other technical, immaterial nonconformity, minor informalities or apparent clerical mistakes in an SOQ, PennDOT reserves the right, in its sole discretion, to:

- (i) waive the nonconformity, minor informality or mistake;
- (ii) allow the Respondent to cure the nonconformity, minor informality or mistake;
- (iii) consider the nonconformity, minor informality or mistake in the scoring of the SOQ; or
- (iv) exclude the relevant SOQ from further evaluation.

5.3 Pass/Fail Requirements

Without limiting the requirements pertaining to the content, organization, assembly, and format outlined above, PennDOT will evaluate each SOQ that complies with the responsiveness requirements set forth in [Section 5.2](#) based upon the following pass/fail criteria:

- (a) Neither the Respondent nor any Major Team Member or Key Personnel is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the United States federal government, the Commonwealth or any other state or territory of the United States, or any governmental entity, instrumentality or authority;
- (b) The information disclosed in [Form C](#) (Certification) and/or in response to [Section 5.2](#) does not, in PennDOT’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;
- (c) The Respondent demonstrates, in PennDOT’s sole determination, that the prospective team is capable of obtaining performance bond(s) and/or letters of credit that comply with the requirements under Volume 3 – Financial;
- (d) Respondent has provided a Key Personnel Commitment, unqualified and consistent with the anticipated Key Personnel availability requirements set forth herein, for each Key Personnel; and
- (e) The Equity Member(s) demonstrate, in PennDOT’s sole determination, that each Equity Member has the financial capacity and a feasible approach to arrange equity commitments to finance the Pre-Development Work and DBFM delivery of the Project, as evidenced by the financial statements, Equity Funding Letter(s), Financial Officer Certificate and other information required under Volume 3 – Financial.

A Respondent must obtain a “pass” on all pass/fail administrative items in order for its SOQ to be evaluated qualitatively under [Section 5.4](#).

5.4 SOQ Evaluation Criteria and Weighting

Each responsive SOQ passing all of the “pass/fail” requirements set forth in [Section 5.3](#) above will be qualitatively evaluated and scored according to the criteria set forth below. The maximum available score for an SOQ will be 1,000 points, with points allocated as described below. Categories and subcategories set forth in this [Section 5.4](#) appear in order of priority.

Evaluation Criteria	Maximum Score
Technical Experience and Capability	600
Investment and Financing Experience	300
Project Development Understanding and Approach	100
Total	1,000

5.4.1 Technical Experience and Capability (600 Points Maximum)

(a) Development Experience and Capability (300 Points Maximum)

The Respondent's experience and capability with project development, in accordance with the following criteria:

- (i) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, development of projects of a similar size, scope and complexity as the Project;
- (ii) the extent and depth of experience of the individuals comprising the management team and Key Personnel for the Project, including specifically experience working together; and
- (iii) the extent to which the Respondent and Major Team Members demonstrate experience in meeting DBE goals.

Information provided by the Respondent will merit higher credit for the extent to which the Respondent and its team members demonstrate experience with managing, and capability to manage, large complex projects with multiple stakeholders in precedent pre-development P3 contracts and other analogous pre-development work of similar size, scope and complexity as the Project. Respondents are encouraged to provide a variety of different projects among [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#) and [Form H-1](#) and such variety will be factored into the evaluation of such Respondent's SOQ.

PennDOT intends to contact references provided on [Form G-6](#) (Technical References) to obtain feedback about the projects listed on [Form G-1](#) (Project Development Qualifications). This feedback will be taken into account in evaluating the Respondent's development experience and capability.

(b) Construction Experience and Capability (150 Points Maximum)

The Respondent's specific experience and capabilities with respect to construction of projects of similar size, scope and complexity as the Project will be evaluated in accordance with the following criteria:

- (i) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, constructing projects of a similar size, scope and complexity;
- (ii) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, managing safety, reducing safety-related incidents, and conducting construction work in a safe manner;
- (iii) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, quality assurance aspects of the construction of projects of a similar size, scope and complexity;
- (iv) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate a full understanding of the Project's scope and complexity with respect to construction; and
- (v) the Respondent's understanding of, and experience with, procurement and management of subcontractors and subconsultants.

Information provided by the Respondent will merit higher credit for the extent to which the Respondent and its team members demonstrate specific experience with (A) bridge projects of similar size, scope and complexity as the Project, (B) Alternative Project Delivery of projects of similar size, scope and complexity as the Project and (C) "progressive" delivery of projects of similar size, scope and

complexity. Respondents are encouraged to provide a variety of different projects among [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#) and [Form H-1](#) and such variety will be factored into the evaluation of such Respondent's SOQ.

PennDOT intends to contact references provided on [Form G-6](#) (Technical References) to obtain feedback about the projects listed on [Form G-2](#) (Technical Qualifications – Construction) and on [Form G-5](#) (Technical Qualifications – Quality). This feedback will be taken into account in evaluating the Respondent's construction experience and capability and quality assurance capability, respectively.

PennDOT also intends to review [Form G-7](#) (Safety Questionnaire) in evaluating the Respondent's safety and related experience.

(c) Design Experience and Capability (90 Points Maximum)

The Respondent's specific experience and capabilities with respect to project design for Alternative Project Delivery of projects of similar size, scope and complexity as the Project will be evaluated in accordance with the following criteria:

- (i) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, design for projects of similar size, scope and complexity as the Project;
- (ii) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate a full understanding of the Project's scope and complexity with respect to design, including the likelihood of success of the proposed management structure and team in delivering timely, compliant and responsive designs for the Project;
- (iii) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with, and degree of success related to, quality assurance aspects of the design of projects of a similar size, scope and complexity; and
- (iv) the extent and depth of experience of the management team and Key Personnel for the Project as pertaining to design responsibilities.

Information provided by the Respondent will merit higher credit for the extent to which the Respondent and its team members demonstrate specific experience with (A) bridge projects of similar size, scope and complexity as the Project and (B) Alternative Project Delivery of projects of similar size, scope and complexity as the Project.

PennDOT intends to contact references provided on [Form G-6](#) (Technical References) to obtain feedback about the projects listed on [Form G-3](#) (Technical Qualifications – Design) and on [Form G-5](#) (Technical Qualifications – Quality). Respondents are encouraged to provide a variety of different projects among [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#) and [Form H-1](#) and such variety will be factored into the evaluation of such Respondent's SOQ.

(d) Maintenance & Lifecycle Experience and Capability (60 Points Maximum)

The Respondent's specific experience and capabilities with respect to maintenance for Alternative Project Delivery of projects of similar size, scope and complexity as the Project will be evaluated in accordance with the following criteria:

- (i) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate experience with routine maintenance and major maintenance of highway and bridge projects of a similar size, scope and complexity;
- (ii) the extent and depth of experience in the integration of design, construction, routine maintenance and major maintenance to ensure a project will achieve the expected levels of maintainability, life cycle performance and handback condition; and

- (iii) the extent to which the Respondent, its management team, Major Team Members and Key Personnel demonstrate a full understanding of the Project's scope and complexity with respect to maintenance.

Respondents are encouraged to provide a variety of different projects among [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#) and [Form H-1](#) and such variety will be factored into the evaluation of such Respondent's SOQ.

PennDOT intends to contact references provided on [Form G-6](#) (Technical References) to obtain feedback about the projects listed on [Form G-4](#) (Technical Qualifications – Maintenance).

5.4.2 Investment and Financing Experience (300 Points Maximum)

The Respondent's financing experience will be evaluated in accordance with the following criteria:

- (a) Respondent's and Respondent's Financing Manager's and/or financial advisor's experience in successfully structuring, securing financing commitments, and achieving financial close on schedule or earlier on a diverse range of financing structures for projects of a similar size, scope and complexity;
- (b) Respondent's experience as an equity member of a developer in successfully securing equity commitments and managing projects of a similar size, scope and complexity through completion of construction and post-construction; and
- (c) Respondent's history of being shortlisted but ultimately not submitting a proposal due in whole or in part to financing-related reasons.

Information provided by the Respondent will merit higher credit for the extent to which the Respondent and its team members demonstrate specific experience with: (i) financing and managing Alternative Project Delivery projects; (ii) financing and managing projects of a similar or greater size than \$1 billion utilizing private financing; (iii) as an equity investor, securing commitments for and achieving financial close using various forms of project financing solutions; (e.g., TIFIA loans, PABs, taxable debt, equity, etc.); (iv) projects that have achieved financial close in the last ten years; (v) projects that have reached completion of construction; and (vi) projects for which the Respondent or its team members were the lead entity. Respondents are encouraged to provide a variety of different projects among [Form G-1](#), [Form G-2](#), [Form G-3](#), [Form G-4](#), [Form G-5](#) and [Form H-1](#) and such variety will be factored into the evaluation of such Respondent's SOQ.

PennDOT intends to contact references provided on [Form H-3](#) (Equity Member References) to obtain feedback which will be taken into account when evaluating the Respondent's development and financing experience.

5.4.3 Project Development Understanding and Approach (100 Points Maximum)

The Respondent's Project Development Understanding and Approach will be evaluated in accordance with the following criteria:

- (a) the Respondent's understanding of the issues specific to the Project and any challenges that the Project may face in addressing them, including risks relating to developing the Project;
- (b) the Respondent's approach to the Pre-Development Work;
- (c) the Respondent's approach to securing funding commitments for the Pre-Development Work, including relevant experience funding pre-development work on other projects;
- (d) the Respondent's approach to quality assurance of the overall design and construction of the Project;

- (e) the extent to which the Respondent's Project Development Understanding and Approach demonstrates a sound approach and comprehensive understanding of: (i) key Project functions; (ii) effective management of design, procurement and installation of tolling sites, and toll and ITS infrastructure; (iii) integration of design, construction, routine maintenance and major maintenance to ensure that the Project will achieve the expected levels of maintainability, life cycle performance and handback condition; and (iv) project management plans and quality management plans; and
- (f) the extent to which the Respondent's Project Development Understanding and Approach demonstrates a sound approach to the procurement and management of subcontractors, including steps to meet DBE goals.

5.5 Affiliate Experience

Except as otherwise expressly permitted or required, information pertaining to Affiliates of any person or entity identified in this RFQ, whether intended to be a member of the Respondent's team or not (or the intended Development Entity), shall be excluded. Improper reference to or inclusion of Affiliate experience shall be a material misrepresentation and basis for disqualification from further participation in the procurement for the Project.

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

The following rules of contact shall apply during the procurement for the Project, effective as of the date of issuance of this RFQ through the execution of the PDA. These rules are designed to promote a fair, competitive and unbiased procurement. Additional rules or modifications to these rules may be issued by PennDOT in connection with the draft RFP process and in the RFP. Contact includes face-to-face, telephone, electronic-mail (e-mail), texting, social media or formal written communication, either directly or indirectly by an agent, representative, promoter or advocate.

The specific rules of contact are as follows:

- (a) After submittal of SOQs, no Respondent or any of its team members may communicate with another Respondent or its team members with regard to the RFQ, SOQ, RFP or either team's Proposal;
- (b) PennDOT shall be the sole contact for purposes of this procurement, including the RFQ and the RFP processes. Respondents and Shortlisted Proposers shall correspond with PennDOT regarding the RFQ and RFP only through their respective designated representatives (PennDOT's designated representative initially shall be the Issuing Office identified in Section 2.9.3);
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the PDA, (ii) rejection of all Proposals by PennDOT or (iii) cancellation of the procurement, no Respondent, Shortlisted Proposer or representative thereof shall have any *ex parte* communications regarding the RFQ, RFP, the PDA, the Project Agreement, its SOQ submission, its Proposal submission, or the procurement described herein with:
 - (A) Any member of PennDOT or other Commonwealth personnel; and
 - (B) Any Commonwealth staff, advisors, contractors or consultants involved with the procurement (including those referenced in Section 6.3),

except for communications expressly permitted by the RFQ or RFP or except as approved in writing in advance by the Issuing Office, in the Issuing Office's sole discretion.

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

- (d) Respondents shall not contact the following identified stakeholders regarding the Project, including employees, representatives, members, consultants and advisors of the entities listed below. PennDOT will provide any necessary coordination during the RFQ stage with such entities in order that, among other things, the procurement is 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) United States Department of Transportation (“USDOT”) Secretary’s Office;
 - (iii) USDOT Innovative Program Office;
 - (iv) FHWA;
 - (v) Environmental, regulatory and permitting agencies; and
 - (vi) Utility providers.
- (e) Any Respondent engaging in communications that PennDOT determines in its sole discretion to be either prohibited by this RFQ or improper, may be disqualified from this procurement;
- (f) Any official information and all official correspondence regarding the Project will be disseminated from the Issuing Office; and
- (g) PennDOT 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.

6.2 SOQ Contents

6.2.1 Confidential Information

PennDOT is not requesting, and does not require, confidential proprietary information or trade secrets to be included as part of an SOQ submission. Accordingly, except as provided herein, Respondents should not label SOQ submissions as confidential or proprietary or trade secret protected. Any Respondent who determines that it must divulge such information as part of its SOQ must submit the signed written statement described in [Section 6.2.3](#) and must additionally provide one electronic copy of a redacted version of its SOQ submission, which removes only the confidential proprietary information and trade secrets, for required public disclosure purposes. Refer to [Section 4.1.2\(c\)](#) for additional details regarding the required format of the redacted SOQ.

6.2.2 Commonwealth Use

All material submitted with any SOQ submission shall be considered the property of the Commonwealth and may be returned only at the Issuing Office’s option. The Commonwealth and PennDOT have the right to use any or all ideas not protected by intellectual property rights that are presented in any SOQ submission, regardless of whether or not the relevant Respondent is shortlisted or the relevant ideas become part of the Project Agreement. Notwithstanding any Respondent copyright designations contained in an SOQ submission, the Commonwealth and PennDOT 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.

6.2.3 Public Disclosure

After the award of a Project Agreement pursuant to this procurement, all SOQ submissions may be subject to disclosure in response to a request for public records made under the Pennsylvania Right-to-Know-Law, 65 P.S. § 67.101 et seq. If an SOQ submission contains confidential proprietary information or trade secrets, a signed written statement to this effect must be provided with the SOQ submission in accordance with 65 P.S. § 67.707(b) for the information to be considered exempt under 65 P.S. § 67.708(b)(11) from public records requests. All requested financial information included in the SOQ is legally exempt from public records disclosure under 65 P.S. § 67.708(b)(26) and Section 9111 of the P3 Law.

Information submitted by Respondents may be made available to FHWA representatives. PennDOT intends to follow procedures established by FHWA with respect to such information under the Freedom of Information Act.

6.3 Organizational Conflicts of Interest

6.3.1 General

Respondents are required to abide by federal and state law, including, but not limited to federal organizational conflict of interest laws and rules (found in 23 CFR Part 636, 2 CFR § 200.112, 23 CFR § 1.33 and 23 CFR Part 172), the laws and rules relating to the National Environmental Policy Act, the State Adverse Interest Act (71 P.S. §§ 776.1 – 776.8), and the P3 Law (74 Pa.C.S. § 9120 (discussing the State Adverse Interest Act as it pertains to P3 projects)). Respondents are advised that PennDOT’s guidelines in this RFQ are intended to augment applicable federal and state law, including federal organizational conflict of interest laws. Such applicable law will also apply to Respondent teams and teaming and may preclude certain firms and their entities from participating on a Respondent team. Respondents are advised to thoroughly review this Section 6.3 and other provisions of this RFQ prior to SOQ submission to ensure compliance with the conflicts of interest policy set forth in this Section 6.3.

6.3.2 PennDOT-Determined Conflicts of Interest

The Respondent is prohibited from teaming with, receiving any advice from, or discussing any aspect of the Project or the procurement of the Project with any person or entity with an organizational conflict of interest, including, but not limited to:

- (a) WSP USA Inc.;
- (b) KPMG, LLP;
- (c) Ballard Spahr LLP;
- (d) Love and Long, LLP;
- (e) Ahmad Zaffarese LLC;
- (f) CDM Smith;
- (g) HDR;
- (h) Gannett Fleming; and
- (i) Affiliates (such term to include parent companies, subsidiary companies, entities under common ownership, joint venture members and partners, and other financially liable parties for an entity) of any of the above.

Such persons and entities are also prohibited from participating as a Major Team Member or as a contractor, subcontractor, consultant, or subconsultant to any Major Team Member.

6.3.3 Potential Conflicts of Interest

As a general matter, any person or firm previously under contract with the Commonwealth in connection with the Project (including, without limitation, 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 person or firm first submits a written request, accompanied by an opinion of legal counsel explaining that a conflict of interest does not exist, seeking a determination of no conflict from PennDOT.

PennDOT will review requests for conflicts of interest determinations received from Respondents and the specific details to determine whether a conflict of interest exists or where the appearance of a conflict of interest exists with respect to PennDOT's current and past contractor relationships. As a general matter, PennDOT will look to see whether any unfair advantage has been or will be gained by looking at the following example scenarios:

- (a) where a contractor has influenced the specifications or statement of work for the PDA or DBFM;
- (b) where the contractor's prior work product afforded an opportunity for the contractor to make or influence findings with respect to the PDA or DBFM;
- (c) where the contractor would be in a position to evaluate its own work product as part of the PDA or DBFM; and
- (d) whether the contractor received confidential information as part of work/services performed for PennDOT (or otherwise) which provide the contractor with an unfair competitive advantage to obtain the PDA/DBFM or another contract with PennDOT.

The above scenarios are provided as examples only. PennDOT may review other circumstances relating to individual conflicts determination requests.

6.3.4 Requests for Conflicts Determination

No such person or firm may participate on a Respondent team following submission of any such request until that person or firm receives written confirmation from PennDOT that they may participate, or may conditionally participate on a Respondent team. PennDOT reserves the right to place conditions upon any such determination of no conflict to assure compliance with applicable state and federal law and the policy set forth in this Section 6.3, and to serve the best interests of the procurement and the Project. PennDOT will use good faith efforts to provide its response to a Respondent team's request promptly following receipt. Respondents should submit their request to PennDOT at the following email address: RA-PDP3MAJORBRIDGES@pa.gov.

Upon written request, PennDOT may grant exceptions to this policy only where PennDOT determines that the person's or firm's involvement does not violate federal or state law, 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 PennDOT shall not extend the SOQ Due Date or be responsible for any inability or failure to respond to any such request prior to the SOQ Due Date.

As part of any conflicts determination requests, Respondents shall provide information concerning any potential or apparent organizational conflicts of interest and disclose all relevant facts concerning any past, present, or currently planned interests that may present an organizational conflict of interest. The Respondent shall state how its interests or those of any of its team members, consultants, contractors, or subcontractors, including the interests of any chief executives, directors, or Key Personnel thereof, may result in, or could be viewed as, an organizational conflict of interest. At a minimum, the relevant information must include detailed information about the scope of services provided to PennDOT, identification of the contract or basis for having provided such services, the names of the persons involved in providing such services (as relates to the Respondent), and the dates within which such services were performed (if not ongoing). The Respondent shall also expressly state how such

prospective team member's interests or those of any of its team members, consultants, contractors or subcontractors, including the interests of any chief executives, directors or key personnel thereof, may result in, or could be viewed as, a conflict of interest.

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 PennDOT 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, PennDOT may, at its discretion, disqualify the Respondent. If an organizational conflict of interest that the Respondent knew or should have known about but failed to disclose is discovered by PennDOT and the Respondent subsequently enters into the PDA and the Project Agreement, PennDOT may, at its sole discretion, terminate the PDA and the Project Agreement. In either case, PennDOT reserves all legal rights and remedies.

6.4 News Releases

Respondents shall not issue news releases, internet postings, advertisements or any other public communications pertaining to the Project without prior written approval of the Issuing Office, and then only in coordination with the Issuing Office.

7. PROTEST PROCEDURES

Any protest arising from the content of this RFQ or any decision made by PennDOT as a result of this RFQ must be filed in writing with the Secretary of PennDOT and follow the procedures set forth in Section 1711.1 of the Commonwealth Procurement Code, 62 Pa. C.S. § 1711.1.

8. PENNDOT TERMS AND CONDITIONS

8.1 Statement of Agreement

By participating in this procurement, the Respondent agrees that it has and will carefully examine(d) the RFQ and that it is the Respondent's responsibility to request clarification on any issues in any section of the RFQ about which the Respondent seeks a change or suggests needs to be clarified. By submitting an SOQ, the Respondent is in full agreement with the terms, conditions, specifications and requirements in this RFQ.

Upon submitting an SOQ, the Respondent hereby certifies: (a) that its SOQ is genuine and is not made in the interest or on behalf of any undisclosed person, Respondent(s), or corporation; (b) that the Respondent has not directly or indirectly included or solicited any other Respondent to put in a false or insincere SOQ; and (c) that Respondent has not solicited or induced any person, Respondent(s), or corporation to refrain from submitting an SOQ.

8.2 Non-Discrimination and Equal Employment Opportunity

PennDOT, in accordance with Title VI of the Civil Rights Act of 1964, as amended (42 U.S.C. § 2000d et seq.) and 49 C.F.R. Part 21, Nondiscrimination in Federally-Assisted Programs of the Department of Transportation issued pursuant to such Act, hereby notifies all Respondents that it will affirmatively ensure that, for any contract entered into pursuant to this RFQ, small business enterprises will be afforded full opportunity to submit proposals and/or bids in response to this invitation and will not be discriminated against on the grounds of race, color, sex, or national origin in consideration for an award.

In connection with this procurement, Respondents shall not discriminate against any employee or applicant for employment because of race, color, religion, sex, national origin, age, marital status, or being physically challenged. Shortlisted Proposers shall take affirmative action to ensure that all applicants are treated equally during employment, without regard to their race, color, religion, sex, national origin, age, marital status, or being physically challenged. The areas requiring such affirmative action shall include, but not be limited to, the following: layoff or termination; rates of pay or other

forms of compensation; employment, job assignment, upgrading, demotion, transfer recruitment/recruitment advertising and selection for training, including apprenticeship, pre-apprenticeship and/or on-the-job training.

8.3 Submittal Costs

All expenses for preparing and submitting SOQs and other responses are the sole cost of the Respondent submitting the response. Neither PennDOT nor the Commonwealth shall assume, or be deemed to have assumed, any obligations, responsibilities or liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFQ, or any subsequent RFP. All submittals upon receipt become the property of PennDOT and the Commonwealth.

8.4 Not an Offer; No Solicitation of Bids

This RFQ is not an offer to contract or a solicitation of bids. **This RFQ and any SOQ submitted in response, regardless of the SOQ evaluation results, is not binding upon PennDOT and does not obligate PennDOT to issue an RFP or to contract for any services related to the Project.** Neither PennDOT nor any Respondent submitting a response will be bound unless and until a written contract is executed by Respondent and by PennDOT.

8.5 Addenda to this RFQ

PennDOT 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 eMarketplace. It is the Respondent's responsibility to periodically check the eMarketplace for any new information or Addenda to this RFQ. If PennDOT issues an Addendum shortly before the SOQ Due Date, PennDOT shall consider whether an extension of the SOQ Due Date is warranted.

Respondents are responsible for monitoring the eMarketplace for information concerning this procurement and will be required to acknowledge in their transmittal letter ([Form A](#)) that they had access to all relevant materials posted thereon. No oral or written response provided by PennDOT in connection with this RFQ will be binding on PennDOT, nor will it change, modify or waive the requirements of this RFQ, except to the extent such response is included in an Addendum issued pursuant to [Section 8.5](#).

8.6 Substitutions, Alternates, Exceptions, and Extensions

No substitutions, alternates, or exceptions will be accepted for this procurement. Any Respondent submitting substitutions, alternates, or exceptions will be considered non-responsive and will not be considered for award.

9. RESERVED RIGHTS

PennDOT reserves to itself all rights (which shall be exercisable by PennDOT in its sole discretion) available to it under the P3 Law and applicable law and procedures, including without limitation, with or without cause and with or without notice, the right to:

- (a) Modify the procurement in its sole discretion to address applicable law and/or the best interests of PennDOT, the PennDOT Office of Public-Private Transportation Partnerships (“**P3 Office**”) and the Commonwealth;
- (b) Develop the Project in any manner that it, in its sole discretion, deems necessary;
- (c) Issue an RFQ relating to a project described in an unsolicited proposal after the rejection or termination of the evaluation of the unsolicited proposal and any competing proposals;
- (d) Modify all dates set or projected in this RFQ or a subsequent RFP;

- (e) Reject any and all submittals, responses and SOQs and proposals whether solicited or unsolicited, at any time;
- (f) Terminate evaluation of any and all submittals, responses, SOQs and proposals, at any time;
- (g) At the RFQ stage, prior to the initiation of an RFP, consult with any Respondent or responsible proposer to include unique, or innovative aspects of their submitted documents into the solicitation;
- (h) Negotiate with a proposer other than the apparent best value proposer if negotiations with the apparent best value proposer are unsuccessful or if financial close with the apparent best value proposer does not occur;
- (i) Require confirmation of information furnished by a Respondent or proposer and require additional information from a Respondent or proposer concerning its SOQ and/or proposal, including requiring additional evidence of qualifications to perform the work described in this RFQ and any subsequent RFP, which may be accomplished in PennDOT's sole discretion by holding meetings and exchanging correspondence with the Respondents or proposers to seek and improved understanding of the SOQs and proposals.
- (j) Add or delete responsibilities from the information and scope of work contained in this RFQ and any subsequent RFP;
- (k) Issue Addenda, supplements and modifications to this RFQ and/or any subsequent RFP;
- (l) Revise and modify the evaluation factors or otherwise revise or expand the evaluation methodology for the SOQ at any time before the SOQ Due Date and for proposals at any time before the proposal due date;
- (m) Cancel this RFQ or a subsequent RFP in whole or in part at any time prior to the execution of a PDA while honoring any agreed upon compensation or stipends to proposers and having no further obligation thereafter;
- (n) Issue a new RFQ after withdrawal of the original RFQ and/or RFP;
- (o) Determine whether to shortlist or prequalify any Respondent responding to this RFQ;
- (p) Appoint evaluation committees to review SOQs and proposals, make recommendations and seek the assistance of outside technical, financial and legal experts and consultants in the SOQ and proposal evaluation;
- (q) Establish protocols for remedying minor deficiencies within a specified period of time in an SOQ or proposal;
- (r) Disqualify any Respondent under this RFQ or any proposer under a subsequent RFP, or during the period between this RFQ and any subsequent RFP for violating any rules or requirements of the procurement set forth in this RFQ, a subsequent RFP or in any other communication from the P3 Office and/or PennDOT;
- (s) Determine whether to issue a notice to proceed after execution of the PDA or Project Agreement;
- (t) Determine whether to pursue TIFIA credit approval on behalf of the private entities;
- (u) Determine whether to seek allocation for PABs on behalf of the private entities;
- (v) Develop some or all of the Project itself;
- (w) Disclose information contained in an SOQ or proposal to the public as governed by the law and/or by this RFQ and any subsequent RFP;

- (x) Exercise any other right reserved or afforded to the P3 Office and/or PennDOT under this RFQ or a subsequent RFP, or applicable law or in equity; and
- (y) Disqualify any private entity for any conflict of interest, including a violation of the State Adverse Interest Act, or other conduct or behavior manifesting a lack of responsibility.

APPENDIX 1

DEFINITIONS

Certain capitalized terms used in this RFQ are defined below. Other capitalized terms used in this RFQ are defined within this RFQ. To the extent there are capitalized terms used in this RFQ that are not defined, such terms shall have the standard industry or commercial meaning given to them.

“Addendum” means any addendum to this RFQ issued by PennDOT.

“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.

“Alternative Project Delivery” means the delivery of a project under structures including CMGC, Progressive DB, DBF, DBFM, DBFOM, DBFM/O, DBOM (including “progressive” variants of P3) other than conventional project delivery generally, where the public owner fully designs a project and puts the project, as designed, out for bid, generally awarding a contract for construction of the designed project to the lowest bidder (i.e., design-bid-build).

“Authorized Representative” means the individual identified on a prospective Respondent’s [Form I](#) submission, as superseded thereafter by the individual person identified on Respondent’s [Form A](#) submission.

“Commonwealth” has the meaning set forth in [Section 1.1](#).

“DBF” means design-build-finance (an Alternative Project Delivery method).

“DBFM” means design-build-finance-maintain (an Alternative Project Delivery method).

“DBFM Technical Provisions” has the meaning set forth in [Section 2.6.5](#).

“DBFM/O” means design-build-finance-maintain (or –operate) (an Alternative Project Delivery method).

“DBFOM” means design-build-finance-operate-maintain (an Alternative Project Delivery method).

“DBOM” means design-build-operate-maintain (an Alternative Project Delivery method).

“Equity Member” means each member of the Respondent team that will contribute equity as part of the financing of the Project.

“eMarketplace” has the meaning set forth in [Section 2.9.1](#).

“FHWA” means the Federal Highway Administration.

“Financially Responsible Party” means each parent company or Affiliate (if any) that is designated by the Respondent to provide an Equity Member or Lead Construction Contractor with the financial support and human resources needed to successfully complete the Project. A change in a Financially Responsible Party following submission of the SOQ may be considered a change in Shortlisted Proposer team membership and subject to the requirements of [Section 3.6](#).

“Independent Quality Firm” means an entity that is (a) retained by a Development Entity or Lead Construction Contractor, but independent of such Development Entity’s and Lead Construction Contractor’s design, engineering, or construction organization and (b) not an Affiliate of a Development Entity or Lead Construction Contractor, any joint venture or consortium member of such Development Entity or Lead Construction Contractor, or of any other entity within such Development Entity’s or Lead Construction Contractor’s organization.

“Issuing Office” means the Office of Public-Private Transportation Partnerships of the Pennsylvania Department of Transportation. For the purposes of this RFQ, the designated point of contact for the Issuing Office is the individual identified in Section 2.9.3.

“Lead Construction Contractor” means the entity primarily responsible for the construction elements of the Project that will act as a prime subcontractor to a Development Entity, provided that if the Lead Construction Contractor is a consortium, partnership or other form of joint venture, each member of the Lead Construction Contractor that is performing construction activities shall be a prequalified contractor no later than the date that Proposals are due. If a member of such consortium, partnership or other form of joint venture is performing non-construction activities such as design or engineering, there is no prequalification requirement.

“Lead Engineering Firm” means the entity, whether a single entity or a joint venture (incorporated or unincorporated), partnership or limited liability company, primarily responsible for the creation of the design and engineering of the Project.

“Major Team Member” means each of the following:

- (a) Equity Member;
- (b) if an Equity Member is an investment fund, the fund’s general partner(s);
- (c) Lead Construction Contractor;
- (d) Lead Engineering Firm;
- (e) Nominated Subconsultant (if any);
- (f) Nominated Subcontractor (if any); and
- (g) At least one Independent Quality Firm, that employs the proposed QAM.

“Nominated Subconsultant” means any subconsultant to the Lead Engineering Firm identified by name in a Respondent’s SOQ (and which is not otherwise captured by paragraphs (a) to (e) of the definition of Major Team Member).

“Nominated Subcontractor” means any subcontractor to the Lead Construction Contractor identified by name in a Respondent’s SOQ (and which is not otherwise captured by paragraphs (a) to (e) of the definition of Major Team Member).

“P3” means public-private partnership (i.e., DBF, DBFO/M, DBFOM, DBOM, or other similar structure).

“PDA” has the meaning set forth in Section 1.1.

“Pre-Development Work Requirements” has the meaning set forth in Section 2.6.5.

“Project Portal” has the meaning set forth in Section 2.9.1.

“RFP Documents” has the meaning set forth in Section 3.1.2.

“Tolling Civil Infrastructure” means all tolling infrastructure necessary for preparing the site for acceptance by PennDOT, which includes the toll gantry structures, toll buildings and cabinets, toll building HVAC, toll building security access control system, site power connections and site duct bank work.

“Twelve-Year Program” means PennDOT’s Twelve Year Program as described at <https://gis.penndot.gov/paprojects/TIP.aspx>.

APPENDIX 2

SOQ SUBMITTAL REQUIREMENTS

Each Respondent must organize its SOQ in the order specified in this Appendix 2 and include the information described in this Appendix 2. Each Volume may be subdivided but must be divided as indicated to reflect the sections listed in the outline just below in this Appendix 2. Each section in a Volume must be separated by a section divider page containing the following text: “Volume [[1]/[2]/[3]], [Part [insert if applicable]], Section [insert]/*section heading name*.” Each section shall be included sequentially in accordance with the sections for each Volume as required in this Appendix 2. Each form must be completed in full, and blanks that are inapplicable shall be nonetheless noted with “n/a”.

Volume 1 – Administration

- 1.1 Completed Form A (Transmittal Letter)
- 1.2 Legal Structure
- 1.3 Completed Form B (Information Regarding Major Team Members) for each Major Team Member
- 1.4 Completed Form C (Certification) for each Major Team Member
- 1.5 Completed Form D (Certification of Responsiveness; Pass/Fail Requirements)

Volume 2 – Technical

Part A – Legal Structure

- 2.1 Legal Structure (copy of Volume 1, Section 1.2)

Part B – Technical Information

- 2.2 Organizational Chart
- 2.3 Key Personnel Qualifications (Form F-1)
- 2.4 Key Personnel Commitment
- 2.5 Completed Form F-2 (Key Personnel References)
- 2.6 Completed Form G-1 (Project Development Qualifications)
- 2.7 Narrative Attachment to Form G-1
- 2.8 Completed Form G-2 (Technical Qualifications – Construction)
- 2.9 Narrative Attachment to Form G-2
- 2.10 Completed Form G-3 (Technical Qualifications – Design)
- 2.11 Narrative Attachment to Form G-3
- 2.12 Completed Form G-4 (Technical Qualifications – Maintenance)
- 2.13 Narrative Attachment to Form G-4
- 2.14 Completed Form G-5 (Technical Qualifications – Quality)
- 2.15 Narrative Attachment to Form G-5
- 2.16 Completed Form G-6 (Technical References)
- 2.17 Completed Form G-7 (Safety Questionnaire)
- 2.18 Project Development Understanding and Approach
- 2.19 Additional Information

Volume 3 – Financial

Part A – Legal Structure

- 3.1 Legal Structure (copy of Volume 1, Section 1.2)

Part B – Development and Financing Experience

- 3.2 Completed Form H-1 (Equity Member Experience)
- 3.3 Narrative Attachment to Form H-1
- 3.4 Completed Form H-2 (Equity Member Investment Track Record)
- 3.5 Completed Form H-3 (Equity Member References)

Part C – Financial Capacity

- 3.6 Surety Letter
- 3.7 Equity Funding Letter(s)
- 3.8 Completed Form H-4 (Financial Officer Certificate)

Part D – Financial Statements

- 3.9 Financial Statements

VOLUME 1 – ADMINISTRATION

The Respondent shall provide each SOQ component listed in the below table in Volume 1 (“**Volume 1 Information**”).

No.	SOQ Component	Form	Page Limit
1.1	Completed Form A (Transmittal Letter)	Form A	N/A
1.2	Legal Structure	N/A	2 pages
1.3	Completed Form B (Information Regarding Major Team Members) for each Major Team Member	Form B	N/A
1.4	Completed Form C (Certification) for each Major Team Member (other than the Independent Quality Firm)	Form C	N/A
1.5	Completed Form D (Certification of Responsiveness; Pass/Fail Requirements)	Form D	N/A

1.1 Completed Form A (Transmittal Letter)

[Form A](#) (Transmittal Letter) completed in accordance with the instructions on the Form.

1.2 Legal Structure

Explain the proposed legal structure of the Respondent and the role of each key entity. Provide a legal structure annotated organizational chart identifying the Respondent’s organization, including each Major Team Member, which organizational chart shall be included in the 2 page limit. Include in the chart the expected ownership share of each joint venture participant, if relevant. Respondents will be deemed to have acknowledged and agreed that participants of any joint venture Development Entity must be jointly and severally liable to PennDOT, and the RFP will require that Respondent joint venture organizational documents/agreement or otherwise expressly reflect the same.

The Respondent may elect to identify by name all, some or none of its anticipated construction subcontractors and design/engineering subconsultants within its submitted legal structure. Any subcontractor or subconsultant identified by Respondent by name within its submitted legal structure, or otherwise within its SOQ, shall be and be deemed to be a Nominated Subcontractor or Nominated Subconsultant (as applicable), and subject to all applicable requirements set forth hereunder. For each Nominated Subcontractor or Nominated Subconsultant, the Respondent must include the anticipated percentage of the work to be performed by such Nominated Subcontractor or Nominated Subconsultant. The RFP documents will reflect a requirement for the Development Entity to enter into agreements with Nominated Subcontractors and Nominated Subconsultants, subject to [Section 3.6](#) and similar provisions in the RFP documents.

The legal structure section must not exceed two pages.

1.3 Completed Form B (Information Regarding Major Team Members)

[Form B](#) (Information Regarding Major Team Members) for each Major Team Member completed in accordance with the instructions on the Form.

1.4 Completed Form C (Certification)

[Form C](#) (Certification) for each Major Team Member (other than the Independent Quality Firm) completed in accordance with the instructions on the Form.

1.5 Completed Form D (Certification of Responsiveness; Pass/Fail Requirements)

[Form D](#) (Certification of Responsiveness; Pass/Fail Requirements) completed in accordance with the instructions on the Form.

VOLUME 2 – TECHNICAL

The Respondent shall provide each SOQ component listed in the below table in Volume 2 (“**Volume 2 Information**”).

No.	SOQ Component	Form	Page Limit
Part A – Legal Structure			
2.1	Legal Structure (copy of Volume 1, Section 1.2)	N/A	2 pages
Part B – Technical Information			
2.2	Organizational Chart	N/A	3 pages
2.3	Key Personnel Qualifications	Form F-1	2 pages per cover plus 2 pages per resume
2.4	Key Personnel Commitment	N/A	1 page per employer or 2 pages where more than one Key Personnel is listed
2.5	Completed Form F-2 (Key Personnel References)	Form F-2	N/A
2.6	Completed Form G-1 (Project Development Qualifications)	Form G-1	N/A
2.7	Narrative Attachment to Form G-1	N/A	1 page per project
2.8	Completed Form G-2 (Technical Qualifications – Construction)	Form G-2	N/A
2.9	Narrative Attachment to Form G-2	N/A	1 page per project
2.10	Completed Form G-3 (Technical Qualifications – Design)	Form G-3	N/A
2.11	Narrative Attachment to Form G-3	N/A	1 page per project
2.12	Completed Form G-4 (Technical Qualifications -- Maintenance)	Form G-4	N/A
2.13	Narrative Attachment to Form G-4	N/A	1 page per project
2.14	Completed Form G-5 (Technical Qualifications -- Quality)	Form G-5	N/A
2.15	Narrative Attachment to Form G-5	N/A	1 page per project
2.16	Completed Form G-6 (Technical References)	Form G-6	N/A
2.17	Completed Form G-7 (Safety Questionnaire)	Form G-7	N/A
2.18	Project Development Understanding and Approach	N/A	5 pages
2.19	Additional Information	N/A	6 pages

Part A – Legal Structure

2.1 Legal Structure (copy of Volume 1, Section 1.2)

Include a copy of the legal structure section that is provided pursuant to Volume 1, Section 1.2 (Legal Structure). Such legal structure section will not be scored as part of Volume 2 (Technical).

Part B – Technical Information

2.2 Organizational Chart

An annotated organizational chart of not more than three pages in total for the Project that sets out the Respondent’s structure and teaming arrangements, lists the Respondent’s Key Personnel for the Project, the relationship between each of them in their respective roles and their reporting lines with respect to the Pre-Development Work and in managing, designing, constructing and maintaining the Project, in each case, consistent with the requirements pertaining to roles and relationships described in this RFQ. The organizational chart must include, at a minimum, each of the Key Personnel, their roles and relationships.

2.3 Key Personnel Qualifications

A resume cover, conforming to Form F-1, of not more than two pages for the below listed key personnel (“**Key Personnel**”). Respondents must provide the information, and in the form sought, on [Form F-1](#), at a minimum. Respondents must also provide a resume for each submitted Key Personnel, and resume should include details related to: (a) education; (b) registration/licensing/certifications; (c) relevant experience utilizing PennDOT specific standards, policies, processes, manuals or guidance, expressly addressing those pertaining to Alternative Project Delivery; and (d) any other relevant experience, including, if applicable, any experience on conventional project delivery or Alternative Project Delivery of highway transportation projects.

Partial years of experience will count for the duration presented and not be rounded-up to a full year. Responses to duration of experience on [Form F-1](#) shall be in years and months.

Respondents must provide a different individual for each of the Key Personnel positions.

Further information pertaining to the roles of Key Personnel will be set forth in the RFP. Respondents are advised that positions requiring a licensed professional engineer will ultimately require that the individual filling that position be a Pennsylvania-licensed professional engineer prior to the Proposal Due Date, unless otherwise specified in the RFQ.

Position	Role	Minimum Qualification
Development Entity’s Project Manager	Responsible to lead the Development Entity’s team. Serves as the single point of contact for all contract administration and correspondence with PennDOT.	<ul style="list-style-type: none">Employee of the Development Entity (or a Major Team Member but not the Independent Quality Firm);no less than two years in an executive position within an engineering firm, construction contractor, P3 developer, P3 investment firm or P3 special purpose vehicle or similar project-specific organization; and

Position	Role	Minimum Qualification
		<ul style="list-style-type: none"> no less than five cumulative years of experience post-award that included detailed design and construction in a commercial or technical role in at least one highway transportation infrastructure project procured under an Alternative Project Delivery method.
Design-Build Project Manager	Responsible for management of the design and construction for the Project (with primary responsibility for Project permitting and schedule).	<ul style="list-style-type: none"> No less than 10 years of highway transportation infrastructure project management experience as project manager; and served as project manager on at least two highway transportation infrastructure projects involving roadway and bridge aspects of similar complexity, size, and scope.
Construction Manager	Responsible for overseeing the day-to-day construction operations, including quality control, for the Development Entity with primary responsibility for construction supervision and adherence to design and construction specifications, standards and requirements.	<ul style="list-style-type: none"> No less than 10 years of highway transportation infrastructure construction experience as a superintendent, construction manager, or the functional equivalent; and served as a superintendent, construction manager, or the functional equivalent on at least two highway transportation infrastructure projects involving roadway and bridge aspects of similar complexity, size, and scope.
Quality Assurance Manager (QAM)	Responsible for performance of the quality assurance aspects of overall Project design and construction. The QAM shall report to and pursuant to the Project Agreement, will owe a duty of care to PennDOT.	<ul style="list-style-type: none"> Employee of an Independent Quality Firm (Respondents are advised that this may not be filled by the same person who will ultimately serve as a design quality assurance manager or construction quality assurance manager); no less than 10 years of highway transportation infrastructure design and construction experience as a lead design engineer (or functional equivalent) and/or construction project manager (or functional equivalent); experience on at least two highway transportation infrastructure projects involving roadway and bridge aspects of similar complexity, size, and scope; and licensed professional engineer prior to the SOQ Due Date.
Financing Manager	Responsible for financing of Project.	<ul style="list-style-type: none"> Experience in successfully structuring, receiving commitments, and achieving financial close on a diverse range of financing structures for projects of a similar size, scope and complexity.

For purposes of this Section, the term “Key Personnel” may include contractors, agents or other designees of a Respondent, and is not intended to be limited strictly to employees of the Respondents.

2.4 Key Personnel Commitment

An express, written statement addressed to PennDOT and signed by an authorized officer of the entity employing the individual filling the Key Personnel role designated in the SOQ stating that the individual will be co-located on the Project site during the times identified for such individual’s position and committing such individual to the Key Personnel role listed in the table below.

The “Key Personnel Commitment” submittal must not exceed one page for each employer firm where an employer firm is providing a commitment for one Key Personnel only. The “Key Personnel Commitment” must not exceed two pages for each employer firm where an employer firm is providing a commitment for more than one Key Personnel.

Position	Commitment
Development Entity’s Project Manager	Full-time upon execution of the PDA, to include under the Project Agreement(s) <i>and</i> Co-located through final acceptance of construction.
Design-Build Project Manager	Full-time upon execution of the PDA, to include under the Project Agreement(s) until commencement of construction work thereunder <i>and</i> Co-located through final acceptance of construction.
Construction Manager	Committed to the extent necessary to perform his or her duties under the PDA and upon NTP1 under the Project Agreement(s), and full-time upon PennDOT’s issuance of authorization for design work under the terms of the Project Agreement(s) <i>and</i> Co-located through final acceptance of construction.
Quality Assurance Manager (QAM)	Full-time upon execution of the PDA, to include under the Project Agreement(s) <i>and</i> Co-located through final acceptance of construction.
Financing Manager	Full-time upon execution of the PDA, until financial close of the last Project Agreement

2.5 Completed Form F-2 (Key Personnel References)

[Form F-2](#) (Key Personnel References) completed in accordance with the instructions on the Form. Refer to [Section 4.4](#) (References) for further detail about references.

2.6 Completed Form G-1 (Project Development Qualification)

[Form G-1](#) (Project Development Qualifications) completed in accordance with the instructions on the Form.

2.7 Narrative Attachment to Form G-1

A narrative description attachment to [Form G-1](#) (Project Development Qualifications) that provides narrative descriptions for each project listed on [Form G-1](#) (Project Development Qualifications). The narrative descriptions must not exceed one page per project. For each such project, the attachment must

include a detailed narrative relating to the characteristics on [Form G-1](#) (Project Development Qualifications).

2.8 Completed Form G-2 (Technical Qualifications – Construction)

[Form G-2](#) (Technical Qualifications – Construction) completed in accordance with the instructions on the Form.

2.9 Narrative Attachment to Form G-2

A narrative description attachment to [Form G-2](#) (Technical Qualifications – Construction) that provides narrative descriptions for each project listed on [Form G-2](#) (Technical Qualifications – Construction). The narrative descriptions must not exceed one page per project. For each such project, the attachment must include a detailed narrative relating to the characteristics on [Form G-2](#) (Technical Qualifications – Construction).

2.10 Completed Form G-3 (Technical Qualifications – Design)

[Form G-3](#) (Technical Qualifications – Design) completed in accordance with the instructions on the Form.

2.11 Narrative Attachment to Form G-3

A narrative description attachment to [Form G-3](#) (Technical Qualifications – Design) that provides narrative descriptions for each project listed on [Form G-3](#) (Technical Qualifications – Design). The narrative descriptions must not exceed one page per project. For each such project, the attachment must include a detailed narrative relating to the characteristics on [Form G-3](#) (Technical Qualifications – Design).

2.12 Completed Form G-4 (Technical Qualifications – Maintenance)

[Form G-4](#) (Technical Qualifications – Maintenance) completed in accordance with the instructions on the Form.

2.13 Narrative Attachment to Form G-4

A narrative description attachment to [Form G-4](#) (Technical Qualifications – Maintenance) that provides narrative descriptions for each project listed on [Form G-4](#) (Technical Qualifications – Maintenance). The narrative descriptions must not exceed one page per project. For each such project, the attachment must include a detailed narrative relating to the characteristics on [Form G-4](#) (Technical Qualifications – Maintenance).

2.14 Completed Form G-5 (Technical Qualifications – Quality)

[Form G-5](#) (Technical Qualifications – Quality) completed in accordance with the instructions on the Form.

2.15 Narrative Attachment to Form G-5

A narrative description attachment to [Form G-5](#) (Technical Qualifications – Quality) that provides narrative descriptions for each project listed on [Form G-5](#) (Technical Qualifications – Quality). The narrative descriptions must not exceed one page per project. For each such project, the attachment must include a detailed narrative relating to the characteristics on [Form G-5](#) (Technical Qualifications – Quality).

2.16 Completed Form G-6 (Technical References)

[Form G-6](#) (Technical References) completed in accordance with the instructions on the Form. Refer to [Section 4.4](#) (References) for further detail about references.

2.17 Completed Form G-7 (Safety Questionnaire)

[Form G-7](#) (Safety Questionnaire) completed in accordance with the instructions on the Form.

2.18 Project Development Understanding and Approach

A written statement of no more than five pages describing the Respondent's Project Development Understanding and Approach as described more fully in [Section 5.4.3](#) of the RFQ.

2.19 Additional Information

A written statement of no more than six pages describing aspects of the Respondent's technical experience that is relevant in the context of this Project. Respondents should specifically:

- (a) include project-specific narrative accounting of overall safety incidents (not necessarily each incident), whether serious or material, and Respondent team's existing or planned safety protocols, devices, or other distinguishing features that have assured safe conduct of the work;
- (b) address third-party stakeholder experience, and Respondent team's existing or planned outreach or interaction protocols, devices, or other distinguishing features that have assured minimally disrupted conduct of the work on account of third-party encounters, handling of third-party issues, etc.; and
- (c) discuss the Respondent team's experience in meeting DBE goals, including Respondent team's existing or planned outreach or interaction protocols, devices, or other distinguishing features that have improved likelihood of, or assured, achievement of DBE goals.

VOLUME 3 – FINANCIAL

The Respondent shall provide each SOQ component listed in the below table in Volume 3 (“**Volume 3 Information**”).

No.	SOQ Component	Form	Page Limit
Part A – Legal Structure			
3.1	Legal Structure (copy of Volume 1, Section 1.2)	N/A	2 pages
Part B – Development and Financing Experience			
3.2	Completed Form H-1 (Equity Member Experience)	Form H-1	N/A
3.3	Narrative Attachment to Form H-1	N/A	1 page per project
3.4	Completed Form H-2 (Equity Member Investment Track Record)	Form H-2	N/A
3.5	Completed Form H-3 (Equity Member References)	Form H-3	N/A
Part C – Financial Capacity			
3.6	Surety Letter	N/A	N/A
3.7	Equity Funding Letter(s)	N/A	N/A
3.8	Completed Form H-4 (Financial Officer Certificate)	Form H-4	N/A
Part D – Financial Statements			
3.9	Financial Statements	N/A	N/A

Part A – Legal Structure

3.1 Legal Structure (copy of Volume 1, Section 1.2)

Include a copy of the legal structure section that is provided pursuant to Volume 1, Section 1.2 (Legal Structure). Such legal structure section will not be scored as part of Volume 3 (Financial).

Part B – Development and Financing Experience

3.2 Completed Form H-1 (Equity Member Experience)

[Form H-1](#) (Equity Member Experience) completed in accordance with the instructions on the Form.

3.3 Narrative Attachment to Form H-1

A narrative description attachment to [Form H-1](#) (Equity Member Experience) that provides narrative descriptions for each project listed on [Form H-1](#) (Equity Member Experience). The narrative descriptions must not exceed one page per project. For each such project, the attachment must include a detailed narrative relating to the characteristics on [Form H-1](#) (Equity Member Experience). For each project, the narrative should include at a minimum: (a) a description of the financial plan and the Equity Member’s role in developing and executing it; (b) a description of the elements of the project that are relevant or similar to the Project and relevant to the evaluation criteria in this RFQ; and (c) the Equity Member’s role in supporting project development and commercial management of the project after financial close.

3.4 Completed Form H-2 (Equity Member Investment Track Record)

[Form H-2](#) (Equity Member Investment Track Record) completed in accordance with the instructions on the Form.

3.5 Completed Form H-3 (Equity Member References)

[Form H-3](#) (Equity Member References) completed in accordance with the instructions on the Form. Refer to [Section 4.4](#) (References) for further detail about references.

Part C – Financial Capacity

3.6 Surety Letter

(a) A letter from a surety duly authorized to do business in the Commonwealth that satisfies the requirements of this Section 3.6 (the “**Surety Letter**”).

(b) **Minimum Requirements:**

(i) The Surety Letter must:

(A) state without conditions or qualification that the Lead Construction Contractor is capable as of the date of the SOQ submission of obtaining a payment bond (or bonds) and a performance bond (or bonds), each in an aggregate stated amount of at least \$750 million for the Project; a letter stating that the relevant entity has “unlimited” bonding capacity is not acceptable; and

(B) be signed by a surety company providing such surety company must be rated at least “A” or better and “Class VIII” or better by A.M. Best and Company, and must be listed on Treasury Department Circular 570 (found at <https://www.fiscal.treasury.gov/fsreports/ref/suretyBnd/c570.htm>); evidence of the surety’s rating must be attached to the Surety Letter.

If the Surety Letter submitted by the Respondent does not meet the Minimum Requirements outlined in this Volume 3 (Financial), Section 3.5 (Surety Letter), PennDOT may (in its sole discretion), disqualify the Respondent.

(ii) The Surety Letter must expressly state verbatim, and without qualification, that the surety “has reviewed this RFQ and is familiar with the contractual structure and financial structure described in this RFQ and has evaluated the Lead Construction Contractor’s backlog and work-in-progress in determining its bonding capacity”.

(c) The requirement to provide the Surety Letter or the bond amounts referenced above are solely for the purposes of evaluating the Lead Construction Contractor’s financial qualifications.

3.7 Equity Funding Letter(s)

(a) An equity funding letter shall be provided for each Equity Member that satisfies the requirements of this Section 3.7 (the “**Equity Funding Letter**”). The Equity Funding Letter(s) will be used as supporting evidence of each Equity Member’s ability to fund Pre-Development Work and the equity investment in the Project.

(b) **Minimum Requirements:**

(i) If the Equity Member is an investment fund, then the Equity Funding Letter must be signed by the fund’s authorized signatory, and must include the following:

- (A) 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.
 - (B) Funding Vehicle: Provide the name and ownership structure of the investment fund that will ultimately carry this investment, including an organizational chart which shows the ultimate beneficial owner of the investment fund and each Affiliate of the investment fund.
 - (C) Investment Capacity: Provide supplemental information to the financial statements of the investment fund cited in (B) above to positively demonstrate equity capital for the Project of at least \$450 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.
 - (D) 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.
- (ii) 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 Equity Funding Letter must be signed by the chief investment officer, the chief financial officer, or the chief executive officer, and must include the following:
- (A) 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.
 - (B) 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 among several project opportunities that the Equity Member pursues simultaneously.
 - (C) Investment Capacity: Provide supplemental information to the financial statements to positively demonstrate existing or committed capital capacity for the Project of at least \$450 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.
 - (D) Investment Criteria: Provide assurances that the Project meets all corporate strategy and investment policy requirements.

If the Equity Funding Letter submitted by the Respondent does not meet the Minimum Requirements outlined in this Volume 3, Section 3.7(b) (Equity Funding Letter), PennDOT may (in its sole discretion), disqualify the Respondent.

3.8 Completed Form H-4 (Financial Officer Certificate)

[Form H-4](#) (Financial Officer Certificate) completed in accordance with the instructions on the Form from each Equity Member, Lead Construction Contractor and each Financially Responsible Party (if

any). If a Financially Responsible Party is the parent company of an Equity Member, only one [Form H-4](#) (Financial Officer Certificate) is required for such entities. Additionally, if a Financially Responsible Party is the parent company of both an Equity Member and the Lead Construction Contractor, only one [Form H-4](#) (Financial Officer Certificate) is required for such entities. Each Financial Officer Certificate must be signed by the chief financial (or equivalent) officer of the respective entity listed above, dated not earlier than 14 calendar days prior to the SOQ Due Date.

Part D – Financial Statements

3.9 Financial Statements

(a) An unencrypted, electronic copy that is not password-protected, in fully searchable PDF format, of the financial statements for the Respondent (if applicable), each Equity Member, the Lead Construction Contractor, and each Financially Responsible Party (if any) for the three most recently completed fiscal years; provided that Respondents may elect to submit financial statements in an encrypted (password protected) format, provided that no non-standard software is required to access the financial statements and the Respondent must inform the Issuing Office via e-mail with the password for the financial statements. Members of a joint venture acting as Lead Construction Contractor shall submit separate financial statements.

(b) **Minimum Requirements:** Each financial statement must meet the following:

- (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 with an explanation as to how they were converted, including date, value and source of exchange rates;
- (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 Financial Officer or a duly authorized representative of that entity; and
- (iv) **English:** Financial statement information must be provided in English (United States). If audited financial statements are prepared in a language other than English, the Respondent must provide a certificate of translation with the translated financial statements.

If the financial statement submitted by the Respondent does not meet the Minimum Requirements outlined in this Volume 3 (Financial), Section 3.9(b) (Financial Statements), PennDOT may (in its sole discretion), disqualify the Respondent.

(c) 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 3 (Financial), Section 3.9 (Financial Statements) and shall provide financial statements otherwise consistent with those required hereby for each of its Equity Members.

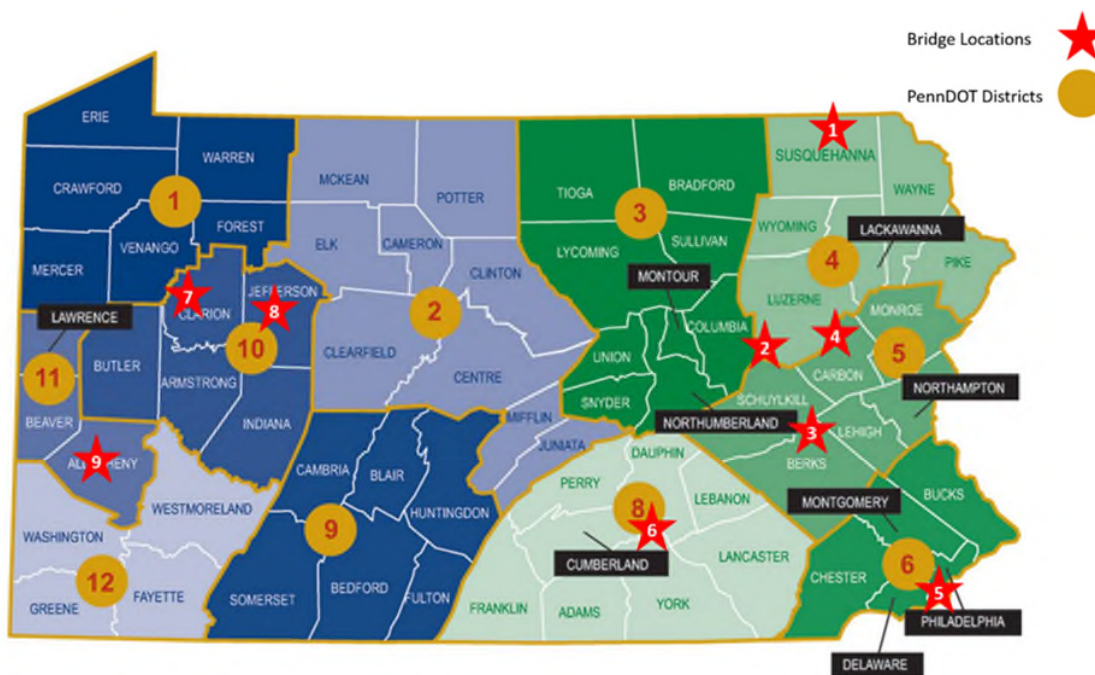
- (d) If a Financially Responsible Party is a parent company of an entity for which a statement of support is provided in [Form H-4](#) (Financial Officer Certificate), provide financial statements on a consolidated basis, only for each parent company entity (not for both the parent company and its subsidiary). Separate Financial Officer Certificates are not required in addition to that of the Financially Responsible Party if the financial statements will be provided on a consolidated basis.
- (e) 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.
- (f) 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.
- (g) 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 and any Form 8-K filed in the 12 months preceding issuance of this RFQ.

APPENDIX 3

BRIDGES

Bridge	Corresponding Website
1. I-81 Susquehanna	https://www.penndot.gov/i81Susquehanna
2. I-80 Nescopeck Creek Bridges	https://www.penndot.gov/i80nescopeck
3. I-78 Lenhartsville Bridge Replacement	https://www.penndot.gov/i78lenhartsville
4. I-80 over Lehigh River Bridge	https://www.penndot.gov/i80LehighRiverBridge
5. I-95 Girard Point Bridge Improvement	https://www.penndot.gov/i95GirardPoint
6. I-83 South Bridge	https://www.penndot.gov/i83SouthBridge
7. I-80 Canoe Creek Bridges	https://www.penndot.gov/i80CanoeCreek
8. I-80 North Fork Bridges	https://www.penndot.gov/i80NorthFork
9. I-79 Widening, Bridges and Bridgeville Interchange Reconfiguration	https://www.penndot.gov/i79Bridgeville

The figure below indicates a star at the location of each of the above numbered bridges.



APPENDIX 4
SOQ FORMS

[Form A – Transmittal Letter](#)

[Form B – Information Regarding Major Team Members](#)

[Form C – Certification](#)

[Form D – Certification of Responsiveness; Pass/Fail Requirements](#)

[Form E – RFQ Questions](#)

[Form F-1 – Key Personnel Resume Cover](#)

[Form F-2 – Key Personnel References](#)

[Form G-1 –Project Development Qualifications](#)

[Form G-2 – Technical Qualifications – Construction](#)

[Form G-3 – Technical Qualifications – Design](#)

[Form G-4 – Technical Qualifications – Maintenance](#)

[Form G-5 – Technical Qualifications – Quality](#)

[Form G-6 – Technical References](#)

[Form G-7 – Safety Questionnaire](#)

[Form H-1 – Equity Member Experience](#)

[Form H-2 – Equity Member Investment Track Record](#)

[Form H-3 – Equity Member References](#)

[Form H-4 – Financial Officer Certificate](#)

[Form I - Project Portal Access Request](#)

FORM A

TRANSMITTAL LETTER

INSTRUCTIONS:

- (a) The Respondent’s Authorized Representative must sign the transmittal letter on behalf of the Respondent.
- (b) An authorized representative of each Major Team Member must sign the certification set out at the end of the Transmittal Letter.
- (c) All signature blocks on this Form may be modified to reflect properly the authority of the person signing. Multiple pages may be used for the signature blocks of each Major Team Member (as may be required).

TRANSMITTAL LETTER

Respondent Name: _____

SOQ Submission Date: _____

Pennsylvania Department of Transportation
PO Box 3545
400 North Street, 8th Floor
Harrisburg, PA 17120-3545
Attention: Office of Public-Private Transportation Partnerships

Ladies and Gentlemen:

1. Introduction

The undersigned (“Respondent”) submits this statement of qualifications (this “SOQ”) in response to the Request for Qualifications dated June 28, 2021 (as amended, the “RFQ”) issued by the Pennsylvania Department of Transportation (“PennDOT”) to design, build, finance, and maintain the Project. Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

2. Enclosures

Enclosed, and together forming this SOQ, are the following:

VOLUME 1 – ADMINISTRATION

No.	SOQ Component	Form	Page Limit
1.1	Completed Form A (Transmittal Letter)	Form A	N/A
1.2	Legal Structure	N/A	2 pages
1.3	Completed Form B (Information Regarding Major Team Members) for each Major Team Member	Form B	N/A
1.4	Completed Form C (Certification) for each Major Team Member	Form C	N/A
1.5	Completed Form D (Certification of Responsiveness; Pass/Fail Requirements)	Form D	N/A

VOLUME 2 – TECHNICAL

No.	SOQ Component	Form	Page Limit
Part A – Legal Structure			
2.1	Legal Structure (copy of Volume 1, Section 1.4)	N/A	2 pages
Part B – Technical Information			
2.2	Organizational Chart	N/A	3 pages
2.3	Key Personnel Qualifications	Form F-1	2 pages per cover plus 2 pages per resume
2.4	Key Personnel Commitment	N/A	1 page per employer or 2 pages where more than one Key Personnel is listed
2.5	Completed Form F-2 (Key Personnel References)	Form F-2	N/A
2.6	Completed Form G-1 (Project Development Qualifications)	Form G-1	N/A
2.7	Narrative Attachment to Form G-1	N/A	1 page per project
2.8	Completed Form G-2 (Technical Qualifications – Construction)	Form G-2	N/A
2.9	Narrative Attachment to Form G-2	N/A	1 page per project
2.10	Completed Form G-3 (Technical Qualifications – Design)	Form G-3	N/A
2.11	Narrative Attachment to Form G-3	N/A	1 page per project
2.12	Completed Form G-4 (Technical Qualifications – Maintenance)	Form G-4	N/A
2.13	Narrative Attachment to Form G-4	N/A	1 page per project
2.14	Completed Form G-5 (Technical Qualifications – Quality)	Form G-5	N/A
2.15	Narrative Attachment to Form G-5	N/A	1 page per project
2.16	Completed Form G-6 (Technical References)	Form G-6	N/A
2.17	Completed Form G-7 (Safety Questionnaire)	Form G-7	N/A
2.18	Project Development Understanding and Approach	N/A	5 pages
2.19	Additional Information	N/A	6 pages

VOLUME 3 – FINANCIAL

No.	SOQ Component	Form	Page Limit
Part A – Legal Structure			
3.1	Legal Structure (copy of Volume 1, Section 1.2)	N/A	2 pages
Part B – Development and Financing Experience			
3.2	Completed Form H-1 (Equity Member Experience)	Form H-1	N/A
3.3	Narrative Attachment to Form H-1	N/A	1 page per project
3.4	Completed Form H-2 (Equity Member Investment Track Record)	Form H-2	N/A
3.5	Completed Form H-2 (Equity Member References)	Form H-3	N/A
Part C – Financial Capacity			
3.6	Surety Letter	N/A	N/A
3.7	Equity Funding Letter(s)	N/A	N/A
3.8	Completed Form H-4 (Financial Officer Certificate)	Form H-4	N/A
Part D – Financial Statements			
3.9	Financial Statements	N/A	N/A

3. Acknowledgements, Representations and Warranties

Respondent acknowledges receipt, understanding and full consideration of all materials posted on the eMarketplace.

Respondent acknowledges receipt, understanding and full consideration of all of the amendments and RFQ Questions and answers provided on the eMarketplace:

[list any amendments to this RFQ and sets of questions and answers by dates and numbers]

Respondent represents and warrants that it has read the RFQ, including any Addenda, and agrees to comply with the contents and terms of the RFQ.

Respondent understands that PennDOT is not bound to shortlist any Respondent and may reject each SOQ received.

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

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

4. Governing Law

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

5. **Authorized Representative**

Authorized Representative of Respondent: _____

Authorized Representative's contact information, including title, firm name, telephone number and email address: _____

The foregoing Authorized Representative is the same individual person identified in Respondent's previously-submitted Form I (Project Portal Access Request) [] Yes, [] No.

By executing this form, the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent and each of the Major Team Members (i.e., is the "Authorized Representative").

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 the following]

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]

By: _____

Print Name: _____
Attorney in Fact

6. Major Team Members

Under penalty of perjury, each of the undersigned certifies on behalf of the entity for which the undersigned signs that:

- (a) the Respondent's Authorized Representative named above is authorized by the relevant entity to sign this Transmittal Letter on behalf of the Respondent; and
- (b) the representations, certifications, statements, disclosures, authorizations and commitments made, and information contained, in the SOQ (including, in [Form B](#) (Information Regarding Major Team Members) and [Form C](#) (Certification)) with respect to such entity have been authorized by such entity, and is or are correct, complete and not materially misleading; and
- (c) the individual is authorized to act on behalf of the entity for which the undersigned signs and acknowledges that PennDOT is relying on the undersigned's representation to this effect:

[Role of team member].¹

[insert entity name]

By: _____²

Printed Name: *[insert name]*

Title: *[insert title]*

¹ Signature block to be repeated for each Major Team Member.

² For any Major Team Member that is a joint venture, include signature by each joint venture member.

FORM B

INFORMATION REGARDING MAJOR TEAM MEMBERS

INSTRUCTIONS:

- (a) Submit one copy of Form B for each Major Team Member.
- (b) If the Major Team Member is an incorporated or unincorporated joint venture, submit:
 - (i) a Form B for the joint venture; and
 - (ii) a separate Form B for each member of the joint venture of the Major Team Member.
- (c) Submit this Form B in Microsoft® Word format and searchable PDF format. The Microsoft® Word format does not require a signature of the Authorized Representative. However, the name and title of the Authorized Representative included in such Microsoft® Word format must be the same as the name and title on the searchable PDF of the SOQ.

NAME OF RESPONDENT: _____

TEAM MEMBER AND ROLE

Name of Major Team Member: _____

Role: _____

- | | |
|---|---|
| <input type="checkbox"/> Equity Member | <input type="checkbox"/> Lead Construction Contractor |
| <input type="checkbox"/> Lead Engineering Firm | <input type="checkbox"/> Financially Responsible Party for
[Respondent to provide] (only if the Financially
Responsible Party is a Major Team Member) |
| <input type="checkbox"/> Nominated Subconsultant | <input type="checkbox"/> Nominated Subcontractor |
| <input type="checkbox"/> Independent Quality Firm | |

LEGAL INFORMATION

Type of Legal Entity:

- | | |
|---|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited liability company | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Other: [Respondent to provide] | |

If there are multiple members of a Financially Responsible Party, indicate the name and percentage interest of each such member in the table below and complete a separate Form B for each such entity.

Name of member firm:	Percentage interest in relevant member entity:
Member 1:	
Member 2:	

If the Major Team Member is an incorporated or unincorporated joint venture, indicate the name and percentage interest in the relevant entity of each member of the joint venture of such Major Team Member (as applicable) in the table below and complete a separate Form B for each such entity.

Name of member firm:	Percentage interest in relevant member entity:
Member 1:	
Member 2:	

CORPORATE INFORMATION

Year Established: _____

Country and State/Province of Organization or Formation: _____

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Name: _____

Contact Telephone Number: _____

Name of Authorized Representative: _____

AUTHORIZED REPRESENTATIVE:

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

By: _____

Print Name:

Title: _____

Date:

FORM C
CERTIFICATION

INSTRUCTIONS:

- (a) Submit one copy of Form C related to the Respondent team generally.
- (b) Submit one copy of Form C for each Major Team Member (other than the Independent Quality Firm). Members of a joint venture acting as Lead Construction Contractor shall submit separate copies of Form C.

Name of Respondent: _____

Name of Major Team Member: _____

1. Has the firm or any affiliate* or any current officer, director or employee thereof, been indicted or convicted of any crime related to bidding (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or a crime involving moral turpitude or business honesty or integrity in any jurisdiction or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

Yes No

If yes, please explain:

2. Has the firm or any affiliate* ever had any business license or professional license suspended or revoked within the past ten years?

Yes No

If yes, please explain:

3. Has the firm or any affiliate* ever had any sanction or finding of fact imposed as a result of a judicial or administrative proceeding related to fraud, extortion, bribery, bid rigging, embezzlement, misrepresentation or anti-trust within the past ten years?

Yes No

If yes, please explain:

4. Has the firm or any affiliate* ever been or is it currently the subject of a criminal investigation by any federal, state or local prosecuting or investigative agency and/or civil anti-trust investigation by any federal, state or local prosecuting or investigative agency within the past ten years?

Yes No

If yes, please explain:

5. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain:

6. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the United States federal government, the Commonwealth or any other state or territory of the United States, or any governmental entity, instrumentality or authority within the past ten years?

Yes No

If yes, please explain:

7. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity 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.

8. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements 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.

9. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Pennsylvania governmental agency) 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 Pennsylvania law?

Yes No

If yes, please explain:

10. Has the firm 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:

11. Has the firm or any affiliate* been involved in any arbitration, litigation, dispute review board or other formal dispute resolution proceeding involving a transportation project occurring in the past ten years where the amount in dispute is in excess of the lesser of (a) 2% of the original

contract value (for projects in excess of \$100 million) or (b) if contract value in excess of \$250 million, \$500,000?

Yes No

If yes, please provide a brief description (including the resolution) of each qualifying arbitration, litigation, dispute review board or other dispute resolution proceeding. For each instance, identify an owner's representative with a current telephone and fax number and email address.

12. Does the firm or any affiliate* have any tax liabilities to the Commonwealth or Pennsylvania any governmental entity, instrumentality or authority or other Commonwealth obligations or has the firm or any affiliate* filed a timely administrative or judicial appeal if such liabilities or obligations exist, or is the firm or any affiliate* subject to a duly approved deferred payment plan if such liabilities exist?

Yes No

If yes, please explain:

13. With respect to each of Questions 1-12 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-12 above and/or subject to debarment, suspension, removal or disqualification by the United States federal government, the Commonwealth or any other state or territory of the United States, or any governmental entity, instrumentality or authority?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-12 above.

* The term "Affiliates" includes presently existing 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, any Equity Member or any Major Team Member as a joint venture or partner and not to activities of other joint venturers or partners not involving the Respondent, any Equity Member or any Major Team Member), and other financially liable or responsible parties for the entity, that (a) within the past five years have engaged in business or investment in the U.S. or Canada or (b) 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 this RFQ.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Authorized Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

FORM D

CERTIFICATION OF RESPONSIVENESS; PASS/FAIL REQUIREMENTS

INSTRUCTIONS:

- (a) Submit one copy of Form D for the Respondent.

The undersigned certifies on behalf of _____, that:

(Name of entity making certification)

[check each of the following boxes that applies]

The SOQ contains all of the Volume 1 Information, Volume 2 Information and Volume 3 Information (including all completed Forms) or (except with respect to Key Personnel commitments provide under Volume 2, Section 2.4 (*Key Personnel Commitment*)) to a relevant placeholder in accordance with Section 4.3 (*Placeholders*).

Neither the Respondent, nor any other entity that has submitted Form C (*Certification*) as required by this RFQ, has been disqualified, removed, is currently debarred or suspended, or is a party to an agreement for voluntary exclusion, from performing or bidding on work for the United States federal government, the Commonwealth or any other state or territory of the United States, or any governmental entity, instrumentality or authority where such disqualification, removal, debarment, suspension, or voluntary exclusion would preclude selection and award under the laws of the Commonwealth.

The information disclosed in any Form C (*Certification*) does not materially adversely affect the Respondent's ability to carry out the Project responsibilities potentially allocated to it, as determined by PennDOT in its sole discretion.

The Respondent has provided evidence that it can comply with the Project's bonding requirements by providing a letter in accordance with the requirements in Volume 3, Section 3.6 (*Surety Letter*).

Signature: _____

Title: _____

Date: _____

FORM E
RFQ QUESTIONS

INSTRUCTIONS:

- (a) Submit one copy of Form E for each set of RFQ Questions being submitted by the Respondent.
- (b) Submit this form in English (United States) and in Microsoft® Word file format.

NAME OF RESPONDENT: _____

Address: _____

Telephone Number: _____

E-mail Address: _____

Date: _____

No.	RFQ Section	Category	Issue Topic	RFQ Question
<i>1</i>	<i>3.3</i>	<i>2</i>	<i>RFQ Questions</i>	<i>May respondents submit two-part questions pertaining to the same topic?</i>

FORM F-1

KEY PERSONNEL RESUME COVER

Key Personnel Position		[Insert title here]
Project Experience #1	Project Name	
	Project Description	
	Position Title	
	Time in this position	From (year)_____ (month)_____ to (year)_____ (month)_____ equals total of _____ years _____ months
	Detailed description of project responsibilities for this position title	
	Explanation regarding the relevance of this experience to the minimum qualifications for the Key Personnel position	
<hr/>		
Project Experience #2	Project Name	
	Project Description	
	Position Title	
	Time in this position	From (year)_____ (month)_____ to (year)_____ (month)_____ equals total of _____ years _____ months
	Detailed description of project responsibilities for this position title	
	Explanation regarding the relevance of this experience to the minimum qualifications for the Key Personnel position	
<hr/>		
<i>[Copy and paste as needed to demonstrate additional project experience]</i>		
<hr/>		
Summary of Experience	Total number of years and months of experience in a position relevant to experience required for the Key Personnel Position	<i>[Insert cumulative total years and months of experience as demonstrated by the above experience that are applicable to the Key Personnel position.]</i>

FORM F-2

KEY PERSONNEL REFERENCES

INSTRUCTIONS:

- (a) Submit one Form F-2 for each of the Key Personnel.
- (b) For each Key Personnel listed in Appendix 2, Volume 2, Section 2.3 submit the contact information of the public owner familiar with the Key Personnel’s experience.
- (c) No reference may be used who has a conflict of interest.
- (d) Verify each reference’s contact information in advance of SOQ submission.
- (e) Each of the three references: (i) shall be from at least two different public owners; and (ii) may include two references in relation to the same project.
- (f) Submit this form in Microsoft® Word format and searchable PDF format.

NAME OF RESPONDENT: _____

Position	Name of Individual
Development Entity’s Project Manager	
Design-Build Project Manager	
Construction Manager	
Quality Assurance Manager (QAM)	
Financing Manager	
REFERENCES FOR KEY PERSONNEL⁽¹⁾	
Name of individual proposed as [Title]	
Key Personnel – Reference 1	
Name of the project (including project ID number, if known) on which the reference worked with the individual	[e.g. Project xyz; 12345; location]
Name of reference	
Reference’s employer	[e.g. Office of Road Design; Pennsylvania DOT]
Reference’s title/position	[e.g. Director; Office of Innovation]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	

Key Personnel – Reference 2	
Name of the project (including project ID number, if known) on which the reference worked with the individual	[e.g. Project xyz; 12345; location]
Name of reference	
Reference’s employer	[e.g. Office of Road Design; Pennsylvania DOT]
Reference’s title/position	[e.g. Director; Office of Innovation]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
Key Personnel – Reference 3	
Name of the project (including project ID number, if known) on which the reference worked with the individual	[e.g. Project xyz; 12345; location]
Name of reference	
Reference’s employer	[e.g. Office of Road Design; Pennsylvania DOT]
Reference’s title/position	[e.g. Director; Office of Innovation]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact.

FORM G-1

PROJECT DEVELOPMENT QUALIFICATIONS

INSTRUCTIONS:

- (a) List any projects of the Lead Construction Contractor, the Lead Engineering Firm and each Equity Member (but not any Nominated Subcontractors or Nominated Subconsultants) that meet all of the following threshold requirements. For Equity Members, experience of affiliates may be included if a direct or indirect common parent entity is a Financially Responsible Party for that Equity Member. Experience of the investment manager for Equity Members may also be included in this form. Please provide one Form G-1 for the entire Respondent team (listing the Lead Engineering Firm's projects first, followed by the Lead Construction Contractor's projects, then followed by the Equity Members' projects):
- (i) public highway, road, bridge or interchange infrastructure project procured by a Department of Transportation or similar public transportation agency;
 - (ii) project located in the U.S. or Canada;
 - (iii) construction value over \$300 million;
 - (iv) construction ongoing or completed within the last ten years or project terminated within the last ten years; and
 - (v) the Lead Engineering Firm is/was responsible for 30% of the design work (by value), the Lead Construction Contractor is/was responsible for at least 30% of the construction work (by value) or the Equity Member was responsible for at least 15% of the equity, as applicable. This includes where 30% of the design work has been performed for owners.
- (b) Attach a maximum one-page narrative description for each project listed. The description should, at minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel) explain why the experience the Lead Construction Contractor, the Lead Engineering Firm or the Equity Member, as applicable, gained on the project is relevant to the Project.
- (c) Submit this form in Microsoft® Word format and searchable PDF format.

ENTITY	OWNER INFORMATION	PROJECT NAME AND LOCATION	PROJECT STRUCTURE	PROJECT COST (1) (2)	START/END DATES & DURATION, DELAYS (3)	% OF WORKS COMPLETED BY 12/31/2020	LEVEL OF COMPANY'S PARTICIPATION (4)
<i>[Lead Engineering Firm/Lead Construction Contractor/Equity Member]</i>	<i>[Pennsylvania Dept. of Transportation]</i>	<i>[Rapid Bridge Replacement Project, Pennsylvania, U.S.]</i>	<i>[CMGC, Progressive DB, DBF, DBFOM, DBFM/O, or DBOM]</i>	<i>[\$_____ USD]</i>	<i>[January 2015 to April 31, 2017 (2 yrs.3 months), 3 months of delay total]</i>	<i>[50%]</i>	<i>[\$400,000 / 25% - Bridges, Retaining Walls]</i>
1.							
2.							
3.							
4.							
5.							

NOTES:

General: Specifically annotate pre-development activities, as and where relevant with the accompanying narrative.

- (1) Project Cost should be in thousands of United States Dollars (nominal/year of expenditure). Identify exchange rates of amount in other currencies using the exchange rate as of January 1, 2021, including the rate used and source thereof as a footnote on this Form.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) This is the original contracted end date (or for design activities only, the original, contracted end date for design activities), the actual end/completion date (or for design activities only, the original, contracted end date for design activities), and the number of delay days, if any, that were excused under the terms of the relevant project agreement (or, for design activities only, design contract under the project agreement).
- (4) Show relevant company's participation in terms of money and percentage of work or equity participation, as applicable. Include a brief summary of the role the company played in the listed project scope of work.

FORM G-2

TECHNICAL QUALIFICATIONS - CONSTRUCTION

EXPERIENCE OF THE LEAD CONSTRUCTION CONTRACTOR OR NOMINATED SUBCONTRACTOR IN THE CONSTRUCTION OF THE PROJECT

INSTRUCTIONS:

- (a) List the experience of the Lead Construction Contractor or its Nominated Subcontractor. Please provide one Form G-2 encompassing the Lead Construction Contractor and each of its Nominated Subcontractors.
- (b) List no more than five projects for each of the Lead Construction Contractor and each of its Nominated Subcontractors on Form G-2 (of which at least three must be in the U.S. or Canada) in which the Lead Construction Contractor or its Nominated Subcontractor's work involved transportation infrastructure in a congested suburban environment involving complex maintenance of traffic requirements having a construction value in excess of \$150 million each that have been completed in the last 10 years or are currently in actual construction. PennDOT will not take into consideration any projects listed above this cap of five projects or projects with a construction value of less than \$150 million or the construction was completed more than 10 years ago. The Lead Construction Contractor or its Nominated Subcontractor must have a minimum 30% of the ultimate responsibility for the construction. If the Lead Construction Contractor is a joint venture, the experience must be from joint ventures that will perform at least 30% of the ultimate responsibility for the construction work on the Project. If the Lead Construction Contractor is a joint venture between two or more firms, the Respondent must provide no more than the maximum five projects for the Lead Construction Contractor as a whole, with a minimum of one project reference for each of the firms represented in the joint venture.
- (c) Attach a maximum one-page narrative description for each project listed. The description should, at minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel) explain why the experience the Lead Construction Contractor or its Nominated Subcontractor gained on the project is relevant to the Project, highlighting similarities in project design and/or construction.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

COMPANY NAME	OWNER INFORMATION	PROJECT NAME AND LOCATION	PROJECT STRUCTURE	PROJECT COST (1) (2)	START/END DATES & DURATION, DELAYS (3)	% OF WORKS COMPLETED BY 12/31/2020	LEVEL OF COMPANY'S PARTICIPATION (4) (5)
<i>Sample entry</i> [Roadworks USA, Inc.]	[Pennsylvania Dept. of Transportation]	[Rapid Bridge Replacement Project, Pennsylvania, U.S.]	[DBB, or other structure]	[\$_____ USD]	[January 2015 to April 31, 2017 (2 yrs.3 months), 3 months of delay total]	[50%]	[\$400,000 / 25% - Bridges, Retaining Walls]
1.							
2.							
3.							
4.							
5.							

NOTES:

General: Specifically annotate “progressive” approaches, as and where relevant with the accompanying narrative.

- (1) Project Cost should be in thousands of United States Dollars (nominal/year of expenditure). Identify exchange rates of amount in other currencies using the exchange rate as of January 1, 2021, including the rate used and source thereof as a footnote on this Form.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) See note (5); include within the narrative the original, contracted end date, the actual end/completion date, and explanation as to what number of the delay days, if any, were excused under the terms of the relevant project agreement (with accompanying contextual information).
- (4) Show the company’s participation in terms of money and percentage of work. Include a brief summary of the role the company played in the listed project scope of work.
- (5) Attach a maximum one-page narrative for each project listed.

FORM G-3

TECHNICAL QUALIFICATIONS – DESIGN

EXPERIENCE OF THE LEAD ENGINEER FIRM OR NOMINATED SUBCONSULTANT IN THE DESIGN AND ENGINEERING OF THE PROJECT

INSTRUCTIONS:

- (a) List the experience of the Lead Engineering Firm or its Nominated Subcontractor. Please provide one Form G-3 encompassing the Lead Engineering Firm and each of its Nominated Subcontractors.
- (b) List no more than five projects for each of the Lead Engineering Firm and each of its Nominated Subcontractors on Form G-3 (of which at least three must be in the U.S. or Canada) in which the design and engineering work of the Lead Engineering Firm and each of its Nominated Subcontractors, involved transportation infrastructure with a construction value in excess of \$100 million each that achieved final design in five years or less. For the purposes of this paragraph (b), final design is achieved when the last plans are released for construction and are approved or accepted by the owner. PennDOT will not take into consideration any projects listed above this cap of five projects or any project that is less than \$100 million or the design took greater than five years to complete. The Lead Engineering Firm or its Nominated Subcontractor must have held a minimum 30% of the ultimate responsibility for the listed design and engineering work. The Lead Engineering Firm or its Nominated Subcontractor may include experience performing design and engineering work for owners that meets such criteria. If the Lead Engineering Firm is a joint venture, the experience must be from joint venturers that will perform at least 30% of the potential design and engineering work for the Project.
- (c) Attach a maximum one-page narrative description for each project listed. The description should, at a minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel), explain why the experience the Lead Engineering Firm or its Nominated Subcontractor gained on the project is relevant to the Project, highlighting similarities in project design and/or construction.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

COMPANY NAME	OWNER INFORMATION	PROJECT NAME AND LOCATION	PROJECT STRUCTURE	PROJECT COST ⁽¹⁾⁽²⁾	START/END DATES & DURATION, DELAYS ⁽³⁾	% OF WORKS COMPLETED BY 12/31/2020	LEVEL OF COMPANY'S PARTICIPATION ⁽⁴⁾⁽⁵⁾
<i>Sample entry</i> [Example Designers, Inc.]	[Pennsylvania Dept. of Transportation]	[Rapid Bridge Replacement Project, Pennsylvania, U.S.]	[DBB, or other structure]	[\$_____ USD]	[March 2014 / June 2017 (2 yrs. 3 months); 3 months of delay total]	[100 % by June 2017]	[\$14,000 / 70% - Lead Designer for Structures, Roadway, Drainage]
1.							
2.							
3.							
4.							
5.							

NOTES:

General: Specifically annotate alternative project delivery activities, as and where relevant with the accompanying narrative.

- (1) Project Cost should be in thousands of United States Dollars (nominal/year of expenditure). Identify exchange rates of amount in other currencies using the exchange rate as of January 1, 2021, including the rate used and source thereof as a footnote on this Form.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) See note (5); include within the narrative the original, contracted end date for design activities, the actual end/completion date for design activities, and explanation as to what number of the delay days, if any, were excused under the terms of the relevant design contract under the project agreement (with accompanying contextual information).
- (4) Show the company's participation in terms of money and percentage of work. Include a brief summary of the role the company played in the listed project.
- (5) Attach a maximum one-page narrative for each project listed.

FORM G-4

TECHNICAL QUALIFICATIONS – MAINTENANCE

EXPERIENCE OF THE MAJOR TEAM MEMBERS IN THE MAINTENANCE OF THE PROJECT

INSTRUCTIONS:

- (a) List the experience of any Major Team Member (excluding Independent Quality Firms) of routine maintenance, major maintenance or lifecycle management. For Equity Members, experience of affiliates may be included if a direct or indirect common parent entity is a Financially Responsible Party for that Equity Member. Please provide one Form G-4 for the entire Respondent team.
- (b) List no more than five projects for the entire Respondent team on Form G-4 (of which at least one must be in the U.S. or Canada) in which a Major Team Member's work (excluding any Independent Quality Firm's work) involved the routine maintenance, major maintenance or lifecycle management of transportation infrastructure of a similar size, scope and complexity to the Project. The identified Major Team Member must have a minimum 30% of the ultimate responsibility for the relevant maintenance.
- (c) Attach a maximum one-page narrative description for each project listed. The description should, at minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel) explain why the experience the Major Team Member (excluding any Independent Quality Firm) gained on the project is relevant to the Project, highlighting similarities in the maintenance services delivered.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

COMPANY NAME	OWNER INFORMATION	PROJECT NAME AND LOCATION	PROJECT STRUCTURE	PROJECT COST (1) (2)	START/END DATES & DURATION, DELAYS	% OF WORKS COMPLETED BY 12/31/2020	LEVEL OF COMPANY'S PARTICIPATION (3) (4)
<i>Sample entry</i> [Maintenance Specialists, Inc.]	[Pennsylvania Dept. of Transportation]	[Rapid Bridge Replacement Project, Pennsylvania, U.S.]	[DBB, or other structure]	[\$_____ USD]	[June 2005 to May 2025 (May 2020) (20 yrs 0 months)]	[75 % by May 2020]	[\$100,000 / 25% - Pavement Repair, Drainage Structures Cleaning]
1.							
2.							
3.							
4.							
5.							

NOTES:

- (1) Project Cost should be in thousands of United States Dollars (nominal/year of expenditure). Identify exchange rates of amount in other currencies using the exchange rate as of January 1, 2021, including the rate used and source thereof as a footnote on this Form.
- (2) Project Cost means the total maintenance cost budgeted or, if the maintenance is complete, the total maintenance cost of the completed maintenance services. In the case of a multi-year maintenance contract, Project Cost refers to the total budgeted value of maintenance services over all years including routine maintenance and major maintenance.
- (3) Show Major Team Member's (excluding Independent Quality Firm's) participation in terms of money and percentage of work. Include a brief summary of the role such Major Team Member played in the listed project scope of work.
- (4) Attach a maximum one-page narrative for each project listed.

FORM G-5

TECHNICAL QUALIFICATIONS - QUALITY

EXPERIENCE OF THE INDEPENDENT QUALITY FIRM

INSTRUCTIONS:

- (a) List the experience of the Independent Quality Firm.
- (b) List no more than five projects on Form G-5 (of which at least three must be in the U.S. or Canada) in which the Independent Quality Firm's work related to quality assurance involved transportation infrastructure having a construction value in excess of \$150 million each that have been completed in the last 10 years or are currently in actual construction. PennDOT will not take into consideration any projects listed above this cap of five projects or projects with a construction value of less than \$150 million or the construction was completed more than 10 years ago. The Independent Quality Firm must have a minimum 50% of the ultimate responsibility for the quality assurance work.
- (c) Attach a maximum one-page narrative description for each project listed. The description should, at minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel) explain why the experience the Independent Quality Firm gained on the project is relevant to the Project, highlighting similarities in project design and/or construction.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

COMPANY NAME	OWNER INFORMATION	PROJECT NAME AND LOCATION	PROJECT STRUCTURE	PROJECT COST (1) (2)	START/END DATES & DURATION, DELAYS (3)	% OF WORKS COMPLETED BY 12/31/2020	LEVEL OF COMPANY'S PARTICIPATION (4) (5)
<i>Sample entry</i> [Roadworks USA, Inc.]	[Pennsylvania Dept. of Transportation]	[Rapid Bridge Replacement Project, Pennsylvania, U.S.]	[DBB, or other structure]	[\$_____ USD]	[January 2015 to April 31, 2017 (2 yrs.3 months), 3 months of delay total]	[50%]	[\$400,000 / 25% - Bridges, Retaining Walls]
1.							
2.							
3.							
4.							
5.							

NOTES:

General: Specifically annotate “progressive” approaches, as and where relevant with the accompanying narrative.

- (1) Project Cost should be in thousands of United States Dollars (nominal/year of expenditure). Identify exchange rates of amount in other currencies using the exchange rate as of January 1, 2021, including the rate used and source thereof as a footnote on this Form.
- (2) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) See note (5); include within the narrative the original, contracted end date, the actual end/completion date, and explanation as to what number of the delay days, if any, were excused under the terms of the relevant project agreement (with accompanying contextual information).
- (4) Show Independent Quality Firm’s participation in terms of money and percentage of work.
- (5) Attach a maximum one-page narrative for each project listed.

FORM G-6

TECHNICAL PROJECT REFERENCES

INSTRUCTIONS:

- (a) For each project listed on Form G-1 (Project Development Experience), Form G-2 (Technical Qualifications – Construction), Form G-3 (Technical Qualifications – Design), Form G-4 (Technical Qualifications – Maintenance) and Form G-5 (Technical Qualifications – Quality) submit the contact information of the public owner familiar with the relevant entity’s experience.
- (b) All references must comply with the restrictions set forth in Section 4.4 of the RFQ.
- (c) Verify each reference’s contact information in advance of SOQ submission.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

REFERENCES FOR PROJECTS LISTED ON FORM G-1 ⁽¹⁾	
G-1 – Reference 1	
Name of the project (including project ID number, if known) on which reference worked with the entity	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference’s employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference’s title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-1 – Reference 2	
Name of the project (including project ID number, if known) on which reference worked with the entity	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference’s employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference’s title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	

G-1 – Reference 3	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-1 – Reference 4	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-1 – Reference 5	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact.

REFERENCES FOR PROJECTS LISTED ON FORM G-2 ⁽¹⁾	
G-2 – Reference 1	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-2 – Reference 2	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-2 – Reference 3	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-2 – Reference 4	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]

Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-2 – Reference 5	
Name of the project (including project ID number, if known) on which reference worked with the entity	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact.

REFERENCES FOR PROJECTS LISTED ON FORM G-3 ⁽¹⁾	
G-3 – Reference 1	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-3 – Reference 2	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-3 – Reference 3	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-3 – Reference 4	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]

Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-3 – Reference 5	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference's employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference's title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact.

REFERENCES FOR PROJECTS LISTED ON FORM G-4 ⁽¹⁾	
G-4 – Reference 1	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-4 – Reference 2	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-4 – Reference 3	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-4 – Reference 4	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]

Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-4 – Reference 5	
Name of the project (including project ID number, if known) on which reference worked with the entity	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact

REFERENCES FOR PROJECTS LISTED ON FORM G-5 ⁽¹⁾	
G-5 – Reference 1	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-5 – Reference 2	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-5 – Reference 3	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]
Name of reference	
Reference’s employer	[e.g. <i>Office of Road Design; Pennsylvania DOT</i>]
Reference’s title/position	[e.g. <i>Director; Office of Innovation</i>]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
G-5 – Reference 4	
Name of the project (including project ID number, if known) on which reference worked with the entity	[e.g. <i>Project xyz; 12345; location</i>]

Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
G-5 – Reference 5	
Name of the project (including project ID number, if known) on which reference worked with the entity	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact

FORM G-7

SAFETY QUESTIONNAIRE

Note: Safety Questionnaire shall be provided by the Lead Construction Contractor.

Name of Respondent:

Firm Name:

1. Provide the following information for the past three years:

Item	2018	2019	2020
Experience Modification Rate			
Lost Work Rate			
Employee hours worked (Do not include non-work time, even though paid)			
Number of lost workday cases			
Number of restricted workday cases			
Number of cases with medical attention only			
Number of fatalities			

2. Are internal accident reports and report summaries sent to management? To what levels and how often?

Position	No	Yes	Monthly	Quarterly	Annually

3. Do you hold meetings for supervisors? Yes _____ No _____

How Often? Weekly ____ Biweekly _____ Monthly _____ Less often, as needed _____

4. Do you conduct Project Safety Inspections? Yes _____ No _____

By Whom? _____

How Often? Weekly ____ Biweekly _____ Monthly _____

RESPONDENT'S SAFETY QUESTIONNAIRE (continued)

1. Does the firm have a written Safety Program? Yes _____ No _____

2. Does the firm have an orientation program for new hires? Yes _____ No _____

If yes, what safety items are included?

3. Does the firm have a program for newly hired or promoted foremen? Yes _____ No _____

If yes, does it include instruction of the following?

Topic	Yes	No
Safety Work Practices		
Safety Supervision		
Onsite Meetings		
Emergency Procedures		
Accident Investigation		
Fire Protection and Prevention		
New Worker Orientation		

4. Does the firm hold safety meetings which extend to the laborer level? Yes _____ No _____

How often? Daily _____ Weekly _____ Bi-Weekly _____ Less often, as needed _____

5. (For Respondent only) Indicate the safety record on the last project to which the indicated Key Personnel were assigned:

Key Person	Total Hours Worked by All Employees on Project	Number of Lost Workday Cases on Project	Number of Restricted Workday Cases on Project	Number of Cases with Medical Attention Only on Project	Number of Fatalities on Project
Design-Build Project Manager					
Construction Manager					

6. Has OSHA cited and assessed penalties against your firm for any "serious," "willful," or "repeat" violations of its safety or health regulations in the past five years? Yes _____ No _____

(If yes, attach a separate signed page describing the citations, including information about the dates of the citations, nature of the violation, the project on which the citation(s) was or were issued, and the

amount of penalty paid, if any. If the citation was appealed to the Occupational Safety and Health Appeals Board and a decision has been issued, state the case number and the date of the decision.)

7. Has the Federal Occupational Safety and Health Administration cited and assessed penalties against your firm in the past five years? _____ Yes _____ No

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

FORM H-1

EQUITY MEMBER EXPERIENCE

INSTRUCTIONS:

- (a) List the financing experience and experience supporting project development and commercial management of the project after financial close of each Equity Member. For Equity Members, experience of affiliates may be included if a direct or indirect common parent entity is a Financially Responsible Party for that Equity Member. Experience of the investment manager for Equity Members may also be included in this form. Please provide a single Form H-1 encompassing all of the Equity Members.
- (b) List no more than five projects for each Equity Member on Form H-1.
- (c) All values should be stated in U.S. dollars using the conversion rate as at January 1, 2021. Please make note of the date, source of the rate and rate used. You may include such description as a footnote on this Form.
- (d) Attach a maximum one-page narrative description for each project listed. The description should, at minimum, give an overview of the project, describe the type/sector of transportation infrastructure involved (road, airport, port, rail, bridge or tunnel) explain why the experience the Equity Member gained on the project is relevant to the Project.
- (e) Submit this form in Microsoft® Word format and searchable PDF format.

EQUITY MEMBER NAME ⁽¹⁾	PROJECT NAME, LOCATION & DESCRIPTION	CONTRACT STRUCTURE, PAYMENT MECHANISM & DESCRIPTION OF REVENUE SOURCE(S)	DATE OF FINANCIAL CLOSE, PROJECT TERM	PROJECT MILESTONES & CURRENT STATUS	PROJECT SIZE ⁽²⁾ & TOTAL SOURCES & USES VALUE ⁽³⁾	DEBT AMOUNT BY SOURCE	TOTAL EQUITY AMOUNT & % OF COMPANY'S EQUITY SHARE
<i>Sample Entry [Company A]</i>	<i>[Toll Road P3 Project, Harrisburg, PA, 20-mile 2+2 managed lanes built in the median of a major existing highway in a high density urban area.]</i>	<i>[DBFOM, Milestone payments and substantial completion payment during construction, availability payments during operations, Revenue from tolls and state appropriations]</i>	<i>[January 1, 2015, 35-year term, from financial close]</i>	<i>[NTP on January 1, 2016, Anticipated substantial completion June 2021, Currently in construction]</i>	<i>[Project size: \$400 million; Total sources & uses: \$500 million]</i>	<i>[\$400 million private placement]</i>	<i>[\$100 million, 20% equity share]</i>

NOTES:

- (1) If using experience of an entity other than an Equity Member, please describe the relationship of such entity to the respective Equity Member, and include an explanation of how the experience relates to the Equity Member on this Project. Include such description as a footnote on this Form.
- (2) Total dollar value of design and construction costs. Use nominal value.
- (3) Total dollar value of all sources and uses, including all private debt, equity, and public funding.

FORM H-2

EQUITY MEMBER INVESTMENT TRACK RECORD

INSTRUCTIONS:

- (a) Respondent should complete a separate row of this Form H-2 for each Equity Member. Experience of the investment manager for Equity Members may also be included in this form. Add more rows to the table, as needed.
- (b) Only one Form H-2 including all Equity Members should be submitted.
- (c) Submit this form in Microsoft® Word format and searchable PDF format.

EQUITY MEMBER NAME	PROJECTS FOR WHICH EQUITY MEMBER WAS SHORTLISTED IN THE U.S. OR CANADA ⁽¹⁾	PROPOSAL SUBMISSIONS ⁽²⁾	WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT ⁽³⁾	PROJECTS THAT REACHED FINANCIAL CLOSE IN THE U.S. OR CANADA ⁽⁴⁾	NUMBER OF PROJECTS THAT REACHED FINANCIAL CLOSE GLOBALLY ⁽⁵⁾
<i>[Name of Equity Member 1]</i>					
<i>[Name of Equity Member 2]</i>					
<i>[Add or delete rows as needed]</i>					

NOTES:

- (1) **PROJECTS FOR WHICH EQUITY MEMBER WAS SHORTLISTED IN THE U.S. OR CANADA** – List the names of projects and the names of their procuring agencies in which the Equity Member, in its capacity as potential equity investors in a project, was shortlisted or otherwise invited to submit a proposal. Each project listed should have: (a) had an initial release of the related request for proposals within the past ten years; (b) been procured by a public sector owner in the U.S. or Canada; and (c) required private financing.
- (2) **PROPOSAL SUBMISSIONS** – With respect to the projects listed in response to item (1): (a) list the projects that have not yet required final financial proposals to be submitted; and (b) list the projects where the Equity Member (individually or as a member of a team) submitted compliant, final technical and financial proposals.
- (3) **WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT** – List each project that was included in response to item (1) but not included in the response to item (2). For each such project, provide: (a) the public sector owner and a contact name and phone number; and (b) a brief explanation for why an Equity Member did not submit compliant final technical and/or financial proposals or for not remaining engaged in the procurement for that project as an equity investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached in a separate sheet, if necessary.
- (4) **PROJECTS THAT REACHED FINANCIAL CLOSE IN THE U.S. OR CANADA** – List the projects in which the Equity Member was an equity investor at the time of the respective financial close date. Each project listed should: (a) have reached financial close within the past ten years; (b) been procured by a public sector owner in the U.S. or Canada; (c) require private financing; and (d) have an actual or estimated construction cost of at least \$500 million (in nominal dollars, as of the date of financial close of the project for any projects not in the U.S.).
- (5) **NUMBER OF PROJECTS THAT REACHED FINANCIAL CLOSE GLOBALLY** – Provide the number of projects globally (inclusive of those in the U.S. or Canada): (a) that **achieved** financial close within the past ten years; (b) that were procured by a public sector owner; (c) required private financing; and (d) for which the Equity Member was an equity investor at the time of financial close.

FORM H-3

EQUITY MEMBER EXPERIENCE REFERENCES

INSTRUCTIONS:

- (a) For each experience listed on Form H-1 (Equity Member Experience) submit the contact information of the public owner familiar with the Equity Member’s experience. The reference should be familiar with the Equity Member’s development and financing experience, or performance as an equity member of a P3 developer following a financial close, or both.
- (b) No reference may be used who has a conflict of interest.
- (c) Verify each reference’s contact information in advance of SOQ submission.
- (d) Submit this form in Microsoft® Word format and searchable PDF format.

REFERENCES FOR EQUITY MEMBER EXPERIENCE LISTED ON FORM H-1 ⁽¹⁾	
H-1 – Reference 1	
Name of the project (including project ID number, if known) on which the reference worked with the Equity Member	[e.g. Project xyz; 12345; location]
Name of reference	
Reference’s employer	[e.g. Office of Road Design; Pennsylvania DOT]
Reference’s title/position	[e.g. Director; Office of Innovation]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
H-1 – Reference 2	
Name of the project (including project ID number, if known) on which the reference worked with the Equity Member	[e.g. Project xyz; 12345; location]
Name of reference	
Reference’s employer	[e.g. Office of Road Design; Pennsylvania DOT]
Reference’s title/position	[e.g. Director; Office of Innovation]
Reference’s contact number ⁽²⁾	
Reference’s address	
Reference’s email	
H-1 – Reference 3	
Name of the project (including project ID number, if known) on which the reference worked with the Equity Member	[e.g. Project xyz; 12345; location]

Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
H-1 – Reference 4	
Name of the project (including project ID number, if known) on which the reference worked with the Equity Member	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	
H-1 – Reference 5	
Name of the project (including project ID number, if known) on which the reference worked with the Equity Member	<i>[e.g. Project xyz; 12345; location]</i>
Name of reference	
Reference's employer	<i>[e.g. Office of Road Design; Pennsylvania DOT]</i>
Reference's title/position	<i>[e.g. Director; Office of Innovation]</i>
Reference's contact number ⁽²⁾	
Reference's address	
Reference's email	

NOTES:

- (1) All responses to be provided without line breaks and separated by semicolons, commas or periods to the extent necessary.
- (2) Provide a phone or cell number. For international phone numbers, include the full dialing code for calling from the United States including dates and times for contact.

FORM H-4

FINANCIAL OFFICER CERTIFICATE

INSTRUCTIONS:

- (a) Complete a separate [Form H-4](#) for each Equity Member, Lead Construction Contractor, and Financially Responsible Party (if any). Members of a joint venture acting as Lead Construction Contractor shall submit separate copies of [Form H-4](#).
- (b) Each Financial Officer Certificate should be signed by the chief financial officer (or equivalent) of each entity listed above, dated not earlier than 14 calendar days prior to the SOQ Due Date.

I, [Name], the [Title] of [Name of Equity Member or Lead Construction Contractor or Financially Responsible Party] (the Company), do hereby certify as of [Date]³ that:

- (a) This certificate is being executed and delivered in connection with the Statement of Qualifications (the SOQ) submitted by [Respondent Name] (the Respondent) in response to the Request for Qualifications in Relation to the PennDOT Pathways Major Bridge P3 Initiative dated June 28, 2021 (the RFQ) issued by the Pennsylvania Department of Transportation (PennDOT).
- (b) As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the Company in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to PennDOT pursuant to the requirements of the RFQ with the intent and understanding that they will be relied upon by PennDOT as a basis for the evaluation of the SOQ contemplated by the RFQ.
- (c) **[Financially Responsible Party Support:** It is the intention of the Company to support the [name of Equity Member or Lead Construction Contractor] with the financial, human resources and other support needed by it to successfully satisfy its obligations in respect of the Project if the Respondent were to become the Development Entity.]⁴
- (d) **Audited Financial Statements:** The audited financial statements provided by the Company in the SOQ for the fiscal years ended [___], [___] and [___] [and the interim financial statements for the following periods [___] and [___]]⁵ are complete and correct copies thereof. Where the Company has provided unaudited financial results, such financial results present fairly, in all material respects, the financial position and results of operations and cash flows of the Company, [the Financially Responsible Party and its consolidated subsidiaries, including the [name of Equity Member or Lead Construction Contractor],]⁶ as of such dates and for such periods. The Company has no material contingent liabilities or unusual forward or long-term commitments not disclosed therein.⁷

³ Date must not be earlier than fourteen (14) calendar days prior to the SOQ Due Date.

⁴ Delete if there is no Financially Responsible Party and not applicable.

⁵ Delete if there are no interim financial statements.

⁶ Delete if there is no Financially Responsible Party and not applicable.

⁷ For entities that do not prepare audited financial statements, Respondents should submit a question to PennDOT by the deadline for RFQ Questions indicated in the Procurement Schedule set forth in Section 3.2, outlining the proposed information that it would submit to provide similar support to audited financial statements and seeking confirmation of its appropriateness by PennDOT. Information Respondent considers confidential should be submitted in accordance with the RFQ and will be subject to the limitations and conditions set forth therein.

- (e) **Off-Balance Sheet Liabilities:** The Company does not have any material off-balance sheet liabilities other than as described in the financial statements referred to above or listed in Annex A hereto attached.⁸
- (f) **Financial Information Summary:** Attached hereto as Annex B is a completed Company Information Summary relating to the Company. All the information provided in the attached Annex B is complete and correct to the best of my knowledge.
- (g) **Bankruptcy/insolvency proceedings:** [There has been no Insolvency Event relating to the Company or any person or entity which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, the Company which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).] [Attached hereto as Annex C is a detailed description of all Insolvency Events relating to the Company or any person or entity which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, the Company which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).]⁹

For the purposes of this certification, Insolvency Event means any voluntary or involuntary bankruptcy, insolvency, liquidation, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding, under any applicable law, in any jurisdiction.

- (h) **Material Changes in Financial Condition:** [No material change in the financial condition of the Company has occurred or is projected to occur, as applicable (i) within the most recently completed three fiscal years that is not reflected in the its audited financial statements; (ii) since the date of its audited financial statements for its most recently completed fiscal year; or (iii) during the next fiscal quarter following the date of the SOQ.] [Attached hereto as Annex D is a detailed description of Material Changes in the Financial Condition of the Company.]¹⁰

Capitalized terms used but not defined herein shall have the meanings set forth in the RFQ.

⁸ Fill out Annex A as “not applicable” if there is no off-balance sheet liability to disclose.

⁹ Complete the appropriate certification. Delete the sentence that is not applicable. Fill out Annex C as “not applicable” if there is no Insolvency Event to disclose.

¹⁰ Complete the appropriate certification. Delete the sentence that is not applicable. Fill out Annex D as “not applicable” if there is no material change in financial condition to disclose. Further instructions regarding material changes are provided in Annex D.

IN WITNESS WHEREOF, the undersigned is the [*Chief Financial Officer, Treasurer or equivalent officer*] of the entity to which this Form relates, and has duly executed this certificate as of the date first written above.

By: _____

Print Name: _____

Title: _____

ANNEX A TO FINANCIAL OFFICER'S CERTIFICATE
Off-Balance Sheet Liabilities

[COMPANY TO PROVIDE DETAILS]

ANNEX B TO FINANCIAL OFFICER'S CERTIFICATE
Company Information Summary

Entity: _____

Designate whether Lead Construction Contractor, Equity Member, or Financially Responsible Party:

SHAREHOLDER¹¹	INTEREST (%)
[Shareholder name]	
[No current shareholders, equity members partners or equivalent have a holding of 25% or greater]	

RATING AGENCY¹²	CURRENT RATING	PREVIOUS RATING	DATE OF CHANGE IN RATING
[Rating agency name]			
[Debt of the Company is not rated by any major credit rating agency]			
[Company has no debt]			

¹¹ List current shareholders, equity members partners or equivalent holding a 25% or greater interest in the company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity.

¹² If applicable, list all credit ratings available for the company and attach a copy of the most recent credit report.

ANNEX C TO FINANCIAL OFFICER'S CERTIFICATE
Insolvency Events

[COMPANY TO PROVIDE DETAILS]

ANNEX D TO FINANCIAL OFFICER'S CERTIFICATE
Material Changes in Financial Condition

[COMPANY TO PROVIDE DETAILS]

INSTRUCTIONS TO RESPONDENTS REGARDING ANNEX D:

If applicable, this Annex D should include the following details regarding material changes in the Company's financial condition:

- (1) A description of each material change, actual and projected, and any related changes or disruptions in executive management;
- (2) Actual and projected impacts on the affected entity's organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive proposal; and
- (3) A detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead, including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term.

Estimates of the impact on revenues, expenses and the change in equity should be provided separately for each material change. **References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.** Where a material change will have a negative financial impact, the affected entity should describe 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. If its 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 should describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a list of examples of what PennDOT considers to be a material change in financial condition. **At the discretion of PennDOT, any failure to disclose a prior or pending material change may result in disqualification from the procurement:**

- (a) A change in the tangible net worth of 10% or more of net assets;
- (b) A sale, merger or acquisition exceeding 10% of the value of net assets prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Financially Responsible Party;
- (c) A change in credit rating for the affected entity or its parent company or Financially Responsible Party;
- (d) Inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Financially Responsible Party; that 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;
- (e) In the current and three most recent completed fiscal years, the affected entity or its parent company or Financially Responsible Party; (i) incurred a net operating loss; (ii) sustained charges exceeding 5% of the then net assets due to claims, changes in accounting, write-offs or business restructuring; or (iii) implemented a restructuring/reduction in labor force exceeding 5% of employees or involved the disposition of assets exceeding 10% of the then-net assets; and
- (f) Other events known to the affected entity that represent a material change in financial condition over the past three years, or which may be pending for the next reporting period.

FORM I

PROJECT DATA ROOM ACCESS REQUEST

INSTRUCTIONS:

- (a) Submit one copy of this Form I for each Respondent team by 2:00 p.m. Eastern Time on July 21, 2021.
- (b) Submit this form in PDF format.
- (c) An authorized representative of the Respondent must sign this Form I.

Attn: Michael Bonini

Subject: Project Portal Access Request - PennDOT Pathways Major Bridge P3 Initiative

Name of Respondent: _____

Date: _____

We request access to the Project Portal. Please provide credentials to the following representative:

Name: _____

Email Address: _____

Telephone Number: _____

We also identify the following person as the Respondent's "**Authorized Representative**", as the single point of contact for Respondent, who is making this request.

Name: _____

Title: _____

Telephone Number(s): _____

Email Address: _____

Mailing Address: _____