

Technical Proposal

Volume 1: Executive Summary, Administrative Materials, and Forms

Electronic Copy



PENNSYLVANIA RAPID BRIDGE REPLACEMENT PROJECT



Submitted to:
Office of Policy & Public Private Partnerships
Pennsylvania Department of Transportation
P.O. Box 3545
400 North Street, 8th Floor
Harrisburg, PA 17120-3545
Attention: Bryan Kendro
Telephone: (717) 787-8765
Email Address: RA-PDRBRRFQ@pa.gov



Submitted by:
Plenary Walsh Keystone Partners
4 Penn Center Boulevard
Suite 100
Pittsburgh, PA 15276
Telephone: (412) 275-8800

TABLE OF CONTENTS

VOLUME 1

EXECUTIVE SUMMARY

PROPOSER INFORMATION, CERTIFICATIONS, AND DOCUMENTS

Proposal Letter - Form A

- » Information Provided with Proposal Letter
- » Evidence of Authorization to Execute and Deliver
- » Organizational Documents

Information About the Proposer, Major Participants, and Other Contractors

- » Form B-1
- » Form B-2
- » Form B-3

Responsible Proposer and Major Participant Questionnaire - Form C

Industrial Safety Record - Form D

Key Personnel

- » Form E
- » Statements of Commitment

Letters Approving Pre-Proposal Submittals

Non-Collusion Affidavit - Form F

Certification Regarding Buy America - Form G

DBE Pledge - Form H

Conflict of Interest Disclosure - Form I

Certification Regarding Equal Employment Opportunity - Form N

Use of Contract Funds for Lobbying Certification - Form O

Debarment and Suspension Certification - Form P

Insurance

Confidential Contents Index

EXHIBIT 5

SUMMARY AND ORDER OF PROPOSAL CONTENTS

Section 1 - Technical Proposal Components		
Proposers shall follow the order of this Technical Checklist in their submissions. A referenced copy of this document shall be submitted with the Technical Proposal.		
Technical Proposal Component	Form (if any)	ITP Section Cross-Reference
A. Executive Summary		
Executive Summary (Exclude price information)	No forms are provided	Exhibit 2, Section 3.1
B. Proposer Information, Certifications and Documents		
Proposal Letter	Form A	Exhibit 2, Section 3.2(a)
Authorization Documents	No forms are provided	Exhibit 2, Section 3.2(a)
Identification of Proposer and Equity Members	Form B-1	Exhibit 2, Section 3.2(b)
Information About Proposer Organization	Form B-2	Exhibit 2, Section 3.2(b)
Information About Major Participants, and Identified Contractors	Form B-3	Exhibit 2, Section 3.2(b)
Letter accepting joint and several liability, if applicable	No forms are provided	Exhibit 2, Section 3.2(b)
Responsible Proposer and Major Participant Questionnaire	Form C	Exhibit 2, Section 3.2(c)
Industrial Safety Record for Proposer and Major Participants	Form D (as applicable)	Exhibit 2, Section 3.2(d)
Personnel Work Assignment Form and Commitment of Availability	Form E	Exhibit 2, Section 3.2(e)
Letter(s) Regarding Pre-Proposal Submittals	No forms are provided	Exhibit 2, Section 3.2(f)
Non-Collusion Affidavit	Form F	Exhibit 2, Section 3.2(g)

DRAFT FINAL: JULY 3, 2014

Buy America Certification	Form G	Exhibit 2, Section 3.2(h)
DBE Certification	Form H No forms are provided for the DBE Performance Plan or Job Training Plan	Exhibit 2, Section 3.2(i)
Conflict of Interest Disclosure Statement	Form I	Exhibit 2, Section 3.2(j)
Equal Opportunity Employment Certification	Form N	Exhibit 2, Section 3.2(k)
Lobbying Certification	Form O	Exhibit 2, Section 3.2(l)
Debarment and Suspension Certification	Form P	Exhibit 2, Section 3.2(m)
Insurance	No forms are provided	Exhibit 2, Section 3.2(n)
Confidential Contents Index	No forms are provided	Exhibit 2, Section 3.2(o)
C. Volume 1 Appendices		
Copies of Organizational Documents	No forms are provided	Exhibit 2, Section 3.2(b)
Proposer Teaming PPA or Key Terms	No forms are provided	Exhibit 2, Section 3.2(b)
Executed Contracts or Term Sheets/Heads of Terms	No forms are provided	Exhibit 2, Section 3.2(b)
D. Proposal Security		
Proposal Letter of Credit	Form K-1	Exhibit 2, Section 3.3
Proposal Demand Guarantee	Form K-2	Exhibit 2, Section 3.3
F. Preliminary Performance Plans and Design-Build Technical Solutions		
Preliminary Project Management Plan	No forms are provided	Exhibit 2, Section 4.1
Preliminary Quality Management Plan	No forms are provided	Exhibit 2, Section 4.2
Preliminary Maintenance Management Plan	No forms are provided	Exhibit 2, Section 4.3
Preliminary Transportation Management Plan	No forms are provided	Exhibit 2, Section 4.4
Preliminary Safety Plan	No forms are provided	Exhibit 2, Section 4.5

DRAFT FINAL: JULY 3, 2014

Preliminary Public Information and Communications Plan	No forms are provided	Exhibit 2, Section 4.6
Design-Build Technical Solutions	No forms are provided	Exhibit 2, Section 4.7
G. Volume 2 Appendices		
Key Personnel Resumes	No forms are provided	Exhibit 2, Section 3.2(e)
Technical Drawings, Graphs and Data	No forms are provided	Exhibit 2, Section 4.2

Section 2 - Financial Proposal Components

Proposers shall follow the order of this Financial Checklist in their submissions. A referenced copy of this document shall be submitted with the Financial Proposal.

	Financial Proposal Component	Location of information within submission documentation	
		Document Reference	Preliminary Financial Model Sheet Reference
A	Updated financial information Proposer must provide the corporate and financial information identified in Section 2 of Exhibit 3, for the Proposer and Equity Members		
A1	Audited fiscal financial statements for all periods subsequent to SOQ and unaudited interim financial statements (Exhibit 3, Section 2)		
A2	Financially Responsible Party letters of support (as required) (Exhibit 3, Section 2)		
A3	For publicly held companies, most recent SEC 10-K and 10-Q reports and any 8-Ks filed since the SOQs (Exhibit 3, Section 2)		
A4	Credit Ratings (Exhibit 3, Section 2)		
A5	Letter regarding material change in financial condition since submission		

DRAFT FINAL: JULY 3, 2014

	of the SOQ and for next reporting period (Exhibit 3, Section 2)		
A6	Letter disclosing all material off balance sheet liabilities (Exhibit 3, Section 2)		
B	Financial Plan (Exhibit 3, Section 3)		
B1	Financial Plan Executive Summary (Exhibit 3, Section 3.1)		
B1	Identity of Financial Institution (Exhibit 3, Section 3.2)		
B2	Range of Financing Sources (Exhibit 3, Section 3.2)		
B3	Details for Core Lender(s) and Lead Underwriter(s) Commitment Letters (Exhibit 3, Section 3.5)		
B4	Details of Equity Source and letters from Equity Members (Exhibit 3, Section 3.6)		
B5	Financial Advisor letter (Exhibit 3, Section 3.7)		
B6	Schedule for Commercial and Financial Close (Exhibit 3, Section 3.8)		
B7	Summary Cost Table and Financial Plan Summary Forms (Forms L-1, and M), Exhibit 3, Section 3.9)		
C1	Financial Price Proposal — Milestone & Availability Payments (as shown in the Financial Model as of the Commercial Closing Date) (Form J-1) (Exhibit 3, Section 4)		
C2	Financial Price Proposal — Present Value Calculation (Form J-2) (Exhibit 3, Section 4)		

DRAFT FINAL: JULY 3, 2014

D	Preliminary Financial Model (Exhibit 3, Section 5)		
D1	Preliminary Financial Model (Exhibit 3, Section 5.1 to 5.2)		
D2	Preliminary Financial Model Assumptions Book (Exhibit 3, Section 5.3)		
D3	Instructions on operations of the Preliminary Financial Model (Exhibit 3, Section 5.4)		
E	Unit Price Information (Form L-2) (Exhibit 3, Section 6)		
F	Independent Insurance Broker/Consultant Letter (Form Z) (Exhibit 3, Section 7)		



3.1

Executive Summary

3.1 EXECUTIVE SUMMARY

PENNSYLVANIA RAPID BRIDGE REPLACEMENT PROJECT

Plenary Walsh Keystone Partners (PWKP) is ready to partner with the Pennsylvania Department of Transportation (PennDOT) to achieve early Project Substantial Completion of the Pennsylvania Rapid Bridge Replacement Project (Project) by December 31, 2017 and provide effective and dependable maintenance for the 25-year concession. **Figure 3.1–1** highlights the PWKP team.

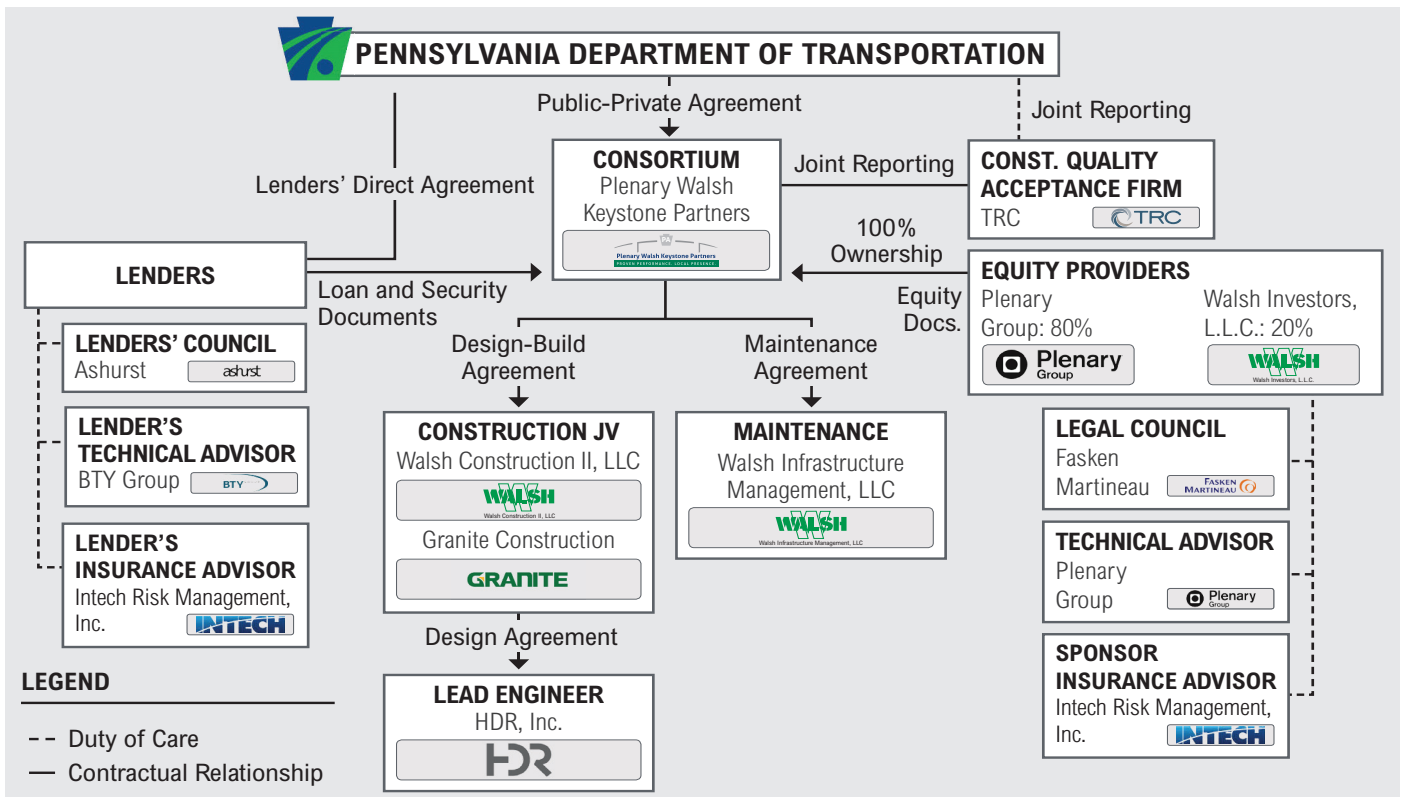
PWKP’s team members have local and national experience developing, designing, constructing, and maintaining large-scale projects. PWKP’s team also has in-depth local knowledge and experience working with PennDOT and local governmental entities on hundreds of bridge replacements throughout the Commonwealth.

PWKP provides PennDOT with experienced personnel, disciplined delivery methods, and extensive local expertise. PWKP team members will not just replace 558 bridges—we will rely on them throughout and beyond the course of the Term. As residents and

PLENARY WALSH KEYSTONE PARTNERS	
EQUITY SPONSORS	
<ul style="list-style-type: none"> » Plenary Group USA Ltd. (Plenary) » Walsh Investors, L.L.C. (Walsh Investors) 	
CONSTRUCTION JOINT VENTURE (CJV)	
<ul style="list-style-type: none"> » Walsh Construction Company II, LLC (Walsh) » Granite Construction Company (Granite) 	
LEAD ENGINEER	
<ul style="list-style-type: none"> » HDR, Inc. (HDR) 	
LEAD MAINTENANCE CONTRACTOR	
<ul style="list-style-type: none"> » Walsh Infrastructure Management (WIM) 	

members of the communities impacted by this Project, PWKP will have a sense of pride and satisfaction in the work. PWKP will leverage its local knowledge and international experience to give PennDOT the best economic value, while ensuring Project goals and local priorities are achieved.

FIGURE 3.1–1 PWKP TEAM MEMBERS AND ADVISORS



A. PROPOSAL ORGANIZATION AND CONTENTS

PWKP’s technical and financial proposal follows the Instructions to Proposers’ Exhibits 2 and 3, respectively, as shown in **Figure 3.1–2**.

B. MATERIAL CHANGES TO PROPOSER’S SOQ

PWKP will provide and honor the commitments made in its Statement of Qualifications (SOQ) and has no material changes to the information contained within the SOQ other than the approved changes noted below.

C. CHANGES IN ORGANIZATION AND PERSONNEL SINCE THE SOQ SUBMISSION

PWKP has requested and received approval for the following changes since submission of its SOQ:

- » **Lead Engineer:** HNTB withdrawn from the team
- » **Lead Maintenance Contractor:** Infrastructure Corporation of America (ICA) withdrawn from team
- » **Maintenance Manager:** Arvin Delgado of WIM replaces David Novakoski of ICA
- » **Project Finance Lead:** Brian Budden of Plenary replaces Stuart Marks, also of Plenary

These firm changes streamline PWKP’s organization to be more effective and vertically integrated. Required new Key Personnel have been added to the team and approved via Pre-Proposal Submission.

FIGURE 3.1–2 PROPOSAL ORGANIZATION

TECHNICAL PROPOSAL ORGANIZATION

Volume 1: Executive Summary, Administrative Materials and Forms

Volume 1 Appendices: Executed contracts, term sheets or heads of terms

Volume 2: Preliminary Performance Plans and Design-Build Technical Solutions

Volume 2 Appendices: Resumes, Preliminary Project Baseline Schedule, Technical Drawings, Graphs, and Data

Proposal Security: Submitted in separate envelope

Electronic Copy: Technical Proposal on flash drive

FINANCIAL PROPOSAL ORGANIZATION

Financial Proposal Volume: Updated Financial Capacity Information and Financial Plan

Financial Model Volume: Preliminary Financial Model output sheets and Assumptions and Instructions Guide; Financial Price Proposal Forms

Electronic Copy: Entire Financial Proposal, Preliminary Financial Model, and Assumptions Book and Instructions Guide on individual flash drives



PWKP identifies benefits to PennDOT throughout this Technical Proposal with our Pennsylvania Rapid Bridge icon.



PWKP LEADERSHIP EXCELLENCE PWKP will dedicate managers with proven experience delivering projects of similar size and complexity. PWKP has selected leaders with exceptional credentials and ability to deliver successfully.



Matt Girard, Project Executive:

Matt will be PennDOT’s single point of contact, with overall Project responsibility. He will lead the integration of finance, design, construction, and maintenance and report progress and performance to PennDOT and lenders.



Scott Benjamin, Deputy Project Manager for Construction:

Scott will lead the overall design and construction effort. He will ensure construction, quality, safety, and environmental methods align with the PPA and Technical Provisions (TP) and monitor Project progress.



Ken Wright, Lead Engineer:

Ken leads the design team and will certify that all design work is complete and conforms to the PPA and TP requirements. He will be responsible for the timely flow of design information and provides final design approval.



Greg Ciambone, Project Manager:

Greg will manage administration of all contracts within the Development Entity including the DB Agreement and CJV and will provide overall responsibility for construction.



Joe McIlhinney, Construction Manager:

Joe will lead the construction effort and will oversee the field management teams. He will be responsible for the quality, safety, environmental compliance, schedule oversight, and DBE commitment for the Project.



Arvin Delgado, Maintenance Manager:

Arvin will be responsible for maintenance, rehabilitation, and Handback operations. He will also serve as a liaison with design and construction teams to ensure whole-life cycle considerations are incorporated.

D. MANAGEMENT, DECISION MAKING, AND DAY-TO-DAY OPERATION STRUCTURE

Plenary and Walsh Investors bring a wealth of experience with proven approaches to effective leadership, communication, Project oversight, life cycle strategy analysis and implementation, maintenance, and integrated issue resolution on transportation and multi-asset P3 projects. The team brings an active long-term ownership model, to which it applies specialized personnel with expertise in each area of design, construction, maintenance, renewal, and finance. Combined with the deep pool of experienced staff and local expertise that Walsh Construction, Granite, HDR, and WIM bring to the Project, PWKP is well-positioned to successfully delivery this Project.

PWKP’s approach to Project management provides PennDOT a Project based on whole-life cost considerations, the convenience of a single point of responsibility, a vertically-integrated team, and an issue resolution philosophy for streamlined and effective decision-making. PWKP’s regional structure, localized teams, and integration of Technical Work Groups (TWG) ensure that decisions can promptly receive input for expedited resolution.

PWKP’s regional management structure for construction and maintenance divides the state into three

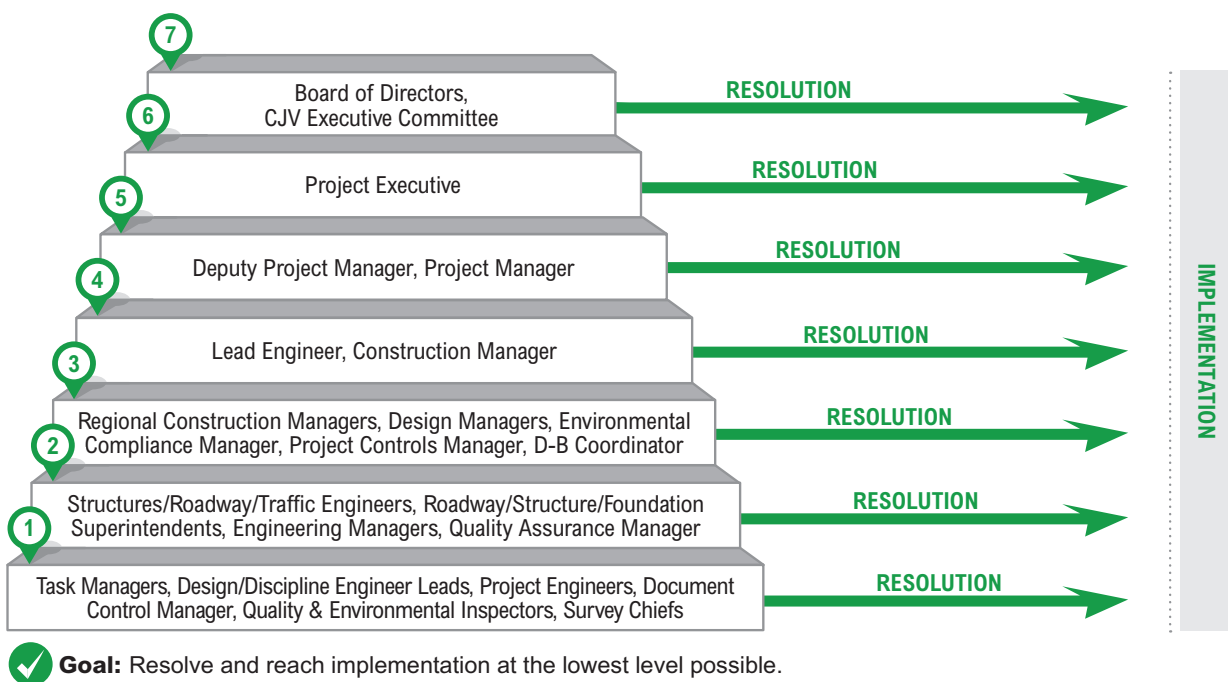
regions, East, Central, and West, to address the complexity of the Project’s multi-location, multi-asset nature and provides clear structure to simplify the logistics of developing, executing, and monitoring concurrent bridge site activities. Benefits of this approach include:

- » Each region can apply more oversight to each bridge site location.
- » Regional staff can respond quickly to situations requiring them to be on location.
- » Exclusive subcontractors stay local in their dedicated regions, which simplifies access to personnel, equipment, and facilities

PWKP has established seven dedicated TWGs, and the value-added position of Design-Build Coordinator, to facilitate the decision-making process. During the proposal phase, TWGs began integrating life cycle, quality, and safety considerations into the design and construction solutions.

A dedicated Task Manager oversees each TWG and reports to the Deputy Project Manager Construction, Scott Benjamin. Scott will have primary day-to-day decision-making responsibility during construction and will report to Project Manager, Greg Ciambrone, and Project Executive, Matt Girard, who will provide guidance on key issues, as shown in **Figure 3.1-3**.

FIGURE 3.1-3 ISSUE RESOLUTION



During the Maintenance Period, Matt will oversee operations, with day-to-day decision making the responsibility of Arvin Delgado, Maintenance Manager. Arvin will manage the delivery of all maintenance and renewal work, and functionally report to Matt.

Each manager is aware of their authority to make decisions. This encourages efficient and rapid resolution of issues at the lowest possible level. PWKP commits to resolve any challenges, keeping the focus on maintaining the Project's progress towards a successful completion.

PWKP has established internal oversight committees consisting of senior management personnel from member firms to ensure adequate resources are assigned and that contractual obligations of the team are met.

Plenary and Walsh Investors personnel will provide continuity across the Construction and Maintenance Periods of the Project, actively overseeing construction activities, setup and transition of Project systems, and operations.

E. APPROACH TO PROJECT

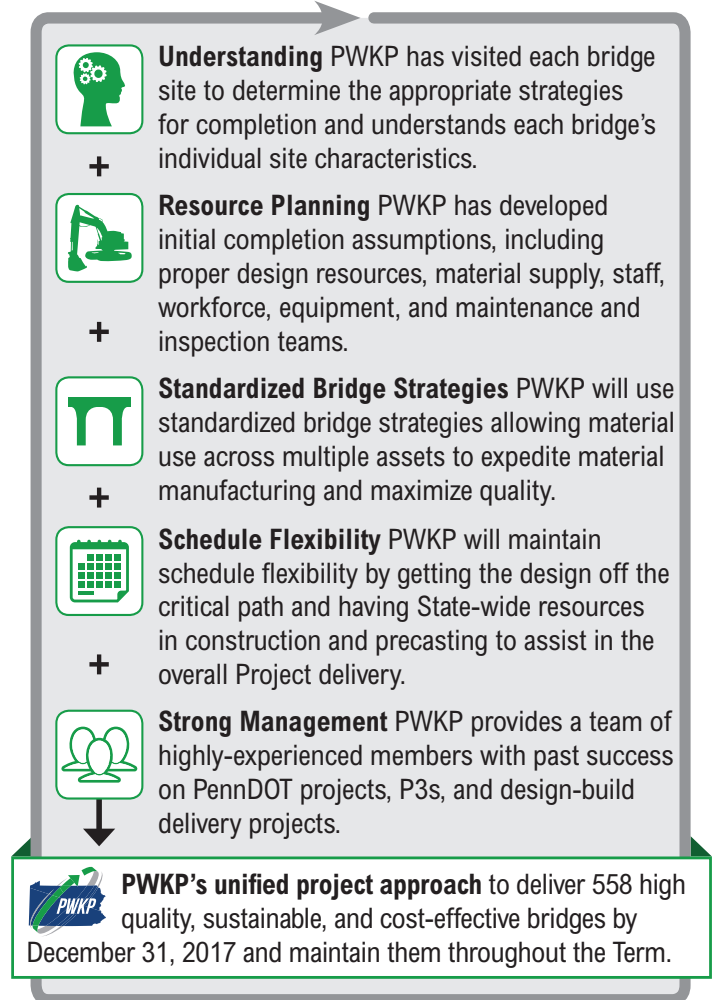
A commitment to design and construct 558 bridges by December 31, 2017, and maintain them throughout the Term requires a unified approach. PWKP has visited all 558 bridge replacement sites to evaluate potential design, construction, and maintenance strategies for each location, as well as to identify required resources and optimize schedule and sequence. **Figure 3.1–4** summarizes our overall unified Project approach.

F. PRELIMINARY PROJECT MANAGEMENT PLAN

PWKP's Preliminary Project Management Plan (PMP) incorporates key personnel and best practices to mitigate risk and expedite delivery. The PMP addresses the following:

Management Structure and Staffing Plan: PWKP staffed its team for this Project with personnel who meet or exceed PennDOT's requirements and who have similar experience in P3, design-build, bridge replacement, and multi-location/asset projects and who have first hand knowledge of PennDOT standards and expectations.

FIGURE 3.1–4 PWKP'S UNIFIED APPROACH TO DELIVER A MULTI-ASSET, MULTI-LOCATION PROJECT



Development Entity (DE)

- » Active involvement of DE staff during design development, construction, and maintenance.
- » Vertically integrated team to align each member's interests with the overall success of the Project.

Design

- » Technical Work Groups dedicated to all major design and delivery disciplines.
- » Interdisciplinary reviews among TWGs.
- » Early PennDOT participation in design development.

Construction

- » Three-regional field offices, West, Central, and East, with complete and comprehensive management teams, the West office also serving as the main hub office for the Project.

- » Active involvement of diverse group of exclusive Pennsylvania based subcontractors.

Maintenance

- » Involvement of maintenance personnel in TWG meetings to address longevity concerns in design.
- » Comprehensive MMIS and structured renewal work program.

Internal Organization Systems Plan: Timely communication of pertinent information and effective use of technology will be essential to keep the Project team integrated and on track. PWKP will use state of the art software with the ability to adapt to evolving technology throughout the Term and maintain compatibility with PennDOT’s existing systems.

Preliminary Document and Data Management Plan: PWKP will implement proven data management strategies to facilitate internal communications and necessary integration with PennDOT systems. The data management system will be maintained in an electronic format with the necessary file security and redundancy. PWKP team members have experience on recent projects with similar requirements with respect to data management and have been successful implementing these systems. The system will be used throughout the term of the Project and data will transfer back to PennDOT in accordance with the contract at Handback.

Preliminary Risk Management Plan: PWKP identified and analyzed risks early in the proposal process, using in-house subject matter experts to assess all Project elements, from financial risks, to NEPA and permitting, to procurement and delivery of materials. Using a Project Risk Register that prioritized risk mitigation activities based on PennDOT’s Project goals, PWKP developed mitigation strategies that minimized or eliminated risks. For example, PWKP will conduct additional borings at bridge locations where either the provided information is conflicted or was insufficient to evaluate the geotechnical conditions. PWKP’s process of evaluating the effectiveness of risk mitigation strategies will continue throughout the Project Term, with a quarterly review and re-evaluation of the Project Risk Register.

Preliminary Project Baseline Schedule: To substantially complete all 558 bridges by December 31,

2017, PWKP performed extensive schedule, risk, and resource analyses. The result of those analyses is a Preliminary Project Baseline Schedule that is based on three critical factors:

1. Optimum time to construct each bridge
2. Resources necessary to complete all work
3. Plan for all construction activities

PWKP has developed a resource-loaded Preliminary Project Baseline Schedule with completion of the Project eight months in advance, while maintaining the flexibility to re-sequence specific bridges if deemed necessary or beneficial during the course of construction.

G. COMMUNITY RELATIONS AND INTERACTION WITH THE PROJECT

Public Information Coordinator, Dan Galvin, leads PWKP’s public information and communication effort. Dan brings over 20 years of relevant experience and has built positive relationships on high-profile design-build transportation projects. Dan will work closely with PennDOT and local governmental entities; residents, businesses and other Customer Groups; and PWKP’s statewide, regional, and job site staff to:

- » **Maximize positive public involvement** during all phases of the Project through Public Meetings, annual open houses, Customer Group committees, website/social/digital media, and special events.
- » **Minimize inconvenience to the public** through comprehensive and inclusive communication efforts that keeps the public informed of closures, detour routes, and emergency events.
- » **Provide effective and consistent messaging** that supports PennDOT’s objectives and enhances PennDOT’s reputation and generates public trust.

Through effective and purposeful communication, PWKP will work to keep residents, businesses, and other Customer Groups informed in advance to minimize potential impacts and maintain positive public expectations.

H. ENVIRONMENTAL SENSITIVITY, SAFETY, TRAFFIC MANAGEMENT, AND CONSTRUCTION STAGING

Environmental Sensitivity: PWKP is committed to context sensitive design and environmental protection

in compliance with state, federal, and NEPA regulations throughout the Project Term. PWKP’s bridge type selection, and many approved Alternative Technical Concepts (ATCs), will minimize environmental impacts by minimizing Project footprints, wetland impacts, and disruption to stream flows and hydraulic capacity.

PWKP will implement a Comprehensive Environmental Protection Plan (CEPP) that ensures that procedures for training, waste management, coordination, construction monitoring, and documentation are followed. Stephen Wiedemer, AICP, of A.D. Marble & Company, will lead development and implementation of the CEPP. Steve has 26 years of experience in environmental compliance specifically for transportation corridors, and is a former Environmental Manager for PennDOT District 12-0, providing assurance that he understands the regulations and requirements for clearing projects through the NEPA process in Pennsylvania.

Safety: The principles of PWKP’s team members safety programs, along with best practices of PWKP’s exclusive major subcontractors, will be combined into a comprehensive Project Safety Plan, with subcontractors indoctrinated into a shared safety culture (Figure 3.1–6). PWKP commits Safety Manager, Ed Buffington, and Deputy Safety Manager, Pete Hamilton, to the Project. Regional safety staff will be assigned to support Ed and Pete to continuously mentor, advise, and train personnel and subcontractors. This structure reinforces PWKP’s oversight, control, and support of safe work practices while encouraging a safety culture across all team members at all bridge locations.

PWKP’s Project Safety Plan will provide clear procedures and policies that employees and subcontractors will follow at all times and at all work locations. Prior

to starting work at any site, a site-specific safety plan will be developed that adheres to the comprehensive Safety Plan and also addresses: site working conditions and hazards; site reporting lines and procedures; and site emergency preparedness and response.

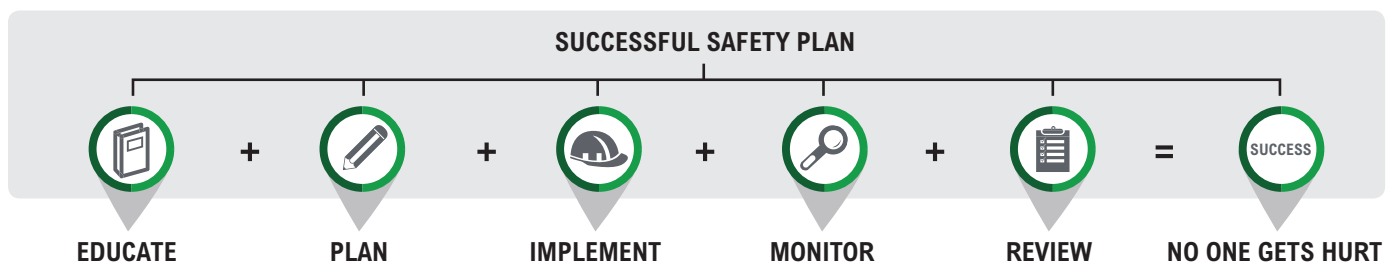
Traffic Management: During design and construction, PWKP will assign a Transportation Manager to each of the three regions defined in PWKP’s Project Management Plan who will effectively manage the high volume of transportation related matters and work with design, construction, and maintenance team members to develop the Transportation Management Plan (TMP). This Project TMP developed for the Construction Period will be adapted to the Maintenance Period, with the same goal of providing a safe and available facility, minimum disruption, and efficient travel.



PWKP visited each site to identify its specific conditions, such as driveway access points, traffic volume, community and environmental concerns, and potential safety issues. PWKP identified specific methods to address Patron needs and minimize traffic disruption:

- » Traffic control will be implemented during periods of low impact to traffic and coordinated with PennDOT and local governments to avoid conflicts with other local project traffic control.
- » Optimized bridge designs will reduce construction time by using quickly constructible box culverts and innovative elimination of new piers on numerous bridges. This decreases the total number of detour days on the Project.
- » Where bridges are on the same highway, do not require access between bridges and as approved by PennDOT, PWKP will combine traffic patterns and complete construction under one detour, resulting in fewer delays.

FIGURE 3.1–6 PWKP’S SAFETY APPROACH



Construction Staging: The PWKP Team includes many local, exclusive subcontractors and suppliers with existing resource locations throughout the Commonwealth. These subcontractors and suppliers will use their regional knowledge and past experience to source additional locations key to the Project’s logistical operation. PWKP has begun to evaluate staging locations that minimize impacts to communities and the environment. PWKP’s strategy includes packaging nearby bridges into one contract, allowing subcontractors to combine facilities for multiple bridges. PWKP has, and will continue to, sequence construction to efficiently use the required facilities. The traffic control plans will be developed to provide adequate access and staging of materials and equipment.

I. SATISFYING DBE GOALS

PWKP has pledged to achieve PennDOT’s DBE goal of 7% during the Design and Construction Periods, and to maintain good faith efforts during the Maintenance Period.

PWKP’s DBE Team is led by Marvin Jackson. Marvin brings with him the experience gained as the DBE/EEO Plan Coordinator for the Ohio River Bridges Downtown Crossings DB Project (\$860M). Marvin and the PWKP Team held five outreach events during the Procurement Period across Pennsylvania, inviting over 3,200 firms from lists of registered DBEs from the Pennsylvania Unified Certification Program and other Pennsylvania organizations.

PWKP will provide opportunities for DBEs to participate in the Project by maintaining active outreach efforts and providing both work opportunities and training. PWKP will employ a localized subcontracting approach to maximize local and small business use wherever practical to provide a best-value and quality Project. Using their local knowledge on past PennDOT projects, PWKP’s Exclusive Subcontractors have already identified qualified DBE’s.

J. INNOVATIVE CONCEPTS AND INCLUDED ATCS

PWKP developed ATCs to achieve PennDOT’s goals and maximize value for the Project. Approved ATCs will expedite bridge replacements, reduce construction costs, minimize impacts to traffic, or reduce maintenance requirements. **Table 3.1-1** lists the approved ATCs and their contribution to meeting PennDOT’s Project goals.

TABLE 3.1-1 PWKP’S KEY ATC APPROVALS

Project Goals as indicated below with the (+) symbol.

ATC	TITLE	A	B	C	D	E	F
01	Standard Slope Widening Details	+	+	+	+	+	+
02	Illinois SM Rail	+	+	+	+	+	+
03	Modification to Approach Slab Length	+	+	+	+	+	+
04	Prefabricated Modular Wall Abutments	+	+	+	+	+	+
07	Construction Joint Spacing	+	+		+	+	+
08	Polyester Polymer Concrete		+	+	+	+	+
12	Box Beams with UHPC-Jointed Composite Decks	+	+	+	+	+	+
14	Vertical Concrete Parapet	+	+	+		+	+
15	PCINE Precast Bridge Barrier	+	+	+	+	+	+
17	Modular Precast Substructure System	+	+	+	+	+	+
18	Increased Depth of Integral Abutment Capbeam Depth	+	+	+	+	+	+
20	Interior Pile Bents	+	+	+	+	+	+
22	Criteria for Integral Bridge Movement Limits-Approach Slabs	+	+	+	+	+	+
23	Hydraulic Survey Requirements	+	+		+		+

The summarized Project Goals are:

- (A) Expedited delivery of the Replacement Bridges;
- (B) Use of high-quality, cost-effective and sustainable technical solutions;
- (C) Ensure safety of the traveling public and minimize environmental impacts;
- (D) Minimize duration of public inconvenience;
- (E) Use a whole-life management approach;
- (F) Minimize cost and funds

TABLE 3.1-2 OPTIMIZE RELATIONSHIPS WITH AFFECTED PARTIES

AGENCY OR THIRD PARTY	DESIGN	CONSTRUCTION	MAINTENANCE
PENNDOT/CONSULTANTS	<ul style="list-style-type: none"> » PennDOT invited to attend key TWG meetings to provide early feedback prior to formal submission 	<ul style="list-style-type: none"> » PennDOT provided access to EDMS » Weekly update meetings held at each regional office 	<ul style="list-style-type: none"> » PennDOT provided regular asset assessments, bridge inspection reports, and access to the MMIS system
OTHER GOVERNMENTAL AGENCIES	<ul style="list-style-type: none"> » Permit pre-application workshop to develop: method of bundling of permits, anticipated submission schedule, and process for regular meetings/calls 	<ul style="list-style-type: none"> » An environmental compliance matrix and report developed and maintained by PWKP's ECM to ensure all permit conditions are being met 	<ul style="list-style-type: none"> » Single point of contact throughout the maintenance period » Formal transition process to ensure all agreements are carried forward to the Maintenance Period
LOCAL COMMUNITIES/BUSINESSES/EMERGENCY SERVICES	<ul style="list-style-type: none"> » The Public Information Coordinator obtains contact information for all known affected Customer Groups and develops a database to track PIC efforts. 	<ul style="list-style-type: none"> » Customer Groups notified well in advanced of traffic restrictions. » A 24-hour telephone hotline number established and communicated. 	<ul style="list-style-type: none"> » Maintenance operations scheduled to minimize public disruption. » Customer Group contact database maintained and updated as necessary

K. PARTNERSHIP WITH THE DEPARTMENT AND THIRD PARTIES

PWKP maintains transparency through ongoing communication with all agency partners during every Project phase, and will leverage existing relationships with PennDOT staff, cooperating agencies, and stakeholders coordinating regular communication throughout the Project. PWKP is dedicated to optimizing the relationships with affected third parties and has established planning and progress meetings that will encourage PennDOT and other third parties to attend in order to reduce the chance of miscommunication and to facilitate issues resolution, (Table 3.1-2).

L. CONCEPTUAL PROJECT SCHEDULE

PWKP’s schedule provides for early completion, efficient construction, and the safety and mobility of the traveling public. The schedule incorporates PennDOT requirements and other necessary information, such as right-of-way, utilities, permitting, environmental constraints, and school routes. PWKP has a resource loaded preliminary schedule that shows a realistic completion of December 31, 2017, eight months prior to the required completion date.

PWKP’s preliminary schedule includes sequencing the work in a balanced manner by region so that resources are available when needed and impacts to the public or PennDOT resources are minimized. Design of the Project is expected to take place in the first 24

months of the contract and will be aligned with all third party and permit approvals.

PWKP will continuously update the schedule. It is set up to allow flexibility in reporting by geography, work type, and many other criteria. The schedule will be utilized as a tool to maintain flexibility when conditions require change so that the PWKP Team can proactively detect issues and adjust the schedule accordingly with minimal impact.

PWKP’s handback schedule will deliver assets in good condition to maintain reasonable maintenance efforts for PennDOT.

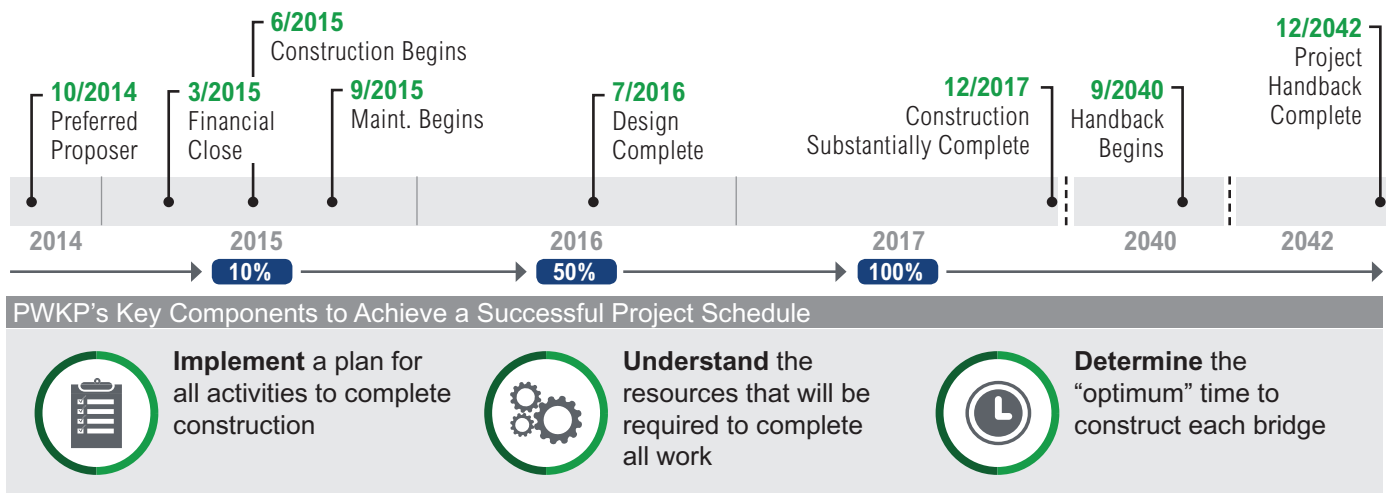
Handback Plan

- » Submitted to PennDOT no later than 12 months prior to the commencement of the handback period
- » Procedures and schedules for the assessment of Project element conditions
- » Final useful life calculation
- » Scope/schedule of final useful life testing, and acceptance procedures testing
- » Actual costs of work performed in previous handback years; estimated cost of remaining handback work
- » Schedule of joint handback inspections

Handback Inspections

- » Mutually agreed schedule for joint inspections between PWKP and PennDOT, no less than annually

FIGURE 3.1-7 PWKP'S CONCEPTUAL PROJECT SCHEDULE



- » Monthly notifications of scheduled inspections
- » Delivery of inspection reports, testing results, and interpretation of data within 10 days of inspection
- » Final NBIS inspections performed within six months of handback date

Renewal Work Schedule

- » Annual delivery of updated work schedules
- » A brief description of the type renewal work anticipated to be performed
- » The estimated cost in current dollars of such renewal work
- » Report on progress and effectiveness of maintenance work
- » Actual work performed in the previous year and planned work for the remaining year
- » Asset performance analyses

Key dates of PWKP’s conceptual Project schedule are shown in **Figure 3.1-7**.

M. QUALITY IN DESIGN

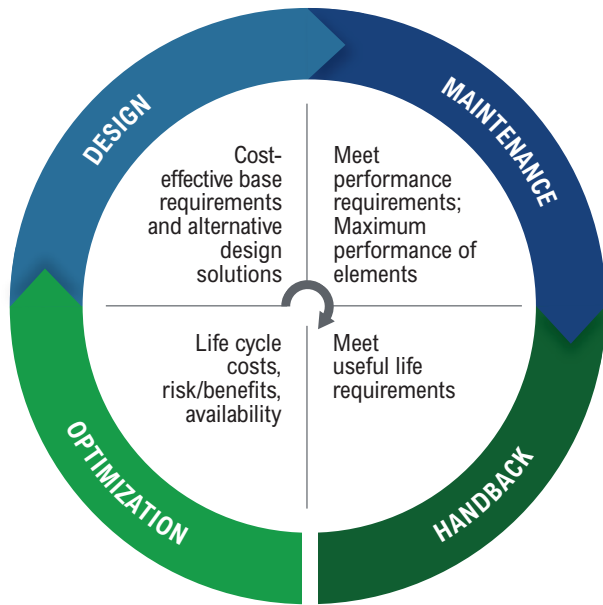
The Design Quality Management Plan (DQMP) is a key element of PWKP’s overall Quality Management Plan (QMP). The design team will work directly with the construction and maintenance teams to develop efficient and long-lasting solutions. Detailed quality control (QC) procedures will define Project requirements; incorporate requirements into design solutions; and evaluate the quality of the design work product. Quality assurance (QA) procedures will outline measures to monitor compliance with the procedures and provides continuous improvement.

PWKP’s DQMP will be developed and implemented by Design QC Manager, Daniel Domalik, PE. It will include specific QC procedures for performing detailed checks of calculations, drawings, specifications, and other applicable work products. PWKP will perform high level reviews that evaluate the work product from various perspectives:

- » **Interdisciplinary Reviews** to verify adequate cross-disciplinary coordination
- » **Constructability Reviews** by the CJV to evaluate deliverables for efficiency and contractibility
- » **Quality Control Reviews** by senior experts to determine if the work is in compliance with contract requirements
- » **Quality Integration Reviews** to confirm overall consistency across the Project
- » **Informal Over-the-Shoulder Reviews** by PennDOT to provide real-time information regarding design status, decision-making, and allow for constructive feedback and interaction
- » **Formal Design Reviews** by PennDOT providing written feedback so issues can be tracked and documented to resolution

Continuous improvement will be driven through a proactive corrective/preventative action process. PWKP will also perform internal and external audits at deliverable and Project levels to monitor the implementation of the DQMP. The results of quality activities will be documented, filed, and organized in accordance with Project requirements and the overall QMP.

FIGURE 3.1-8 WHOLE-LIFE MANAGEMENT STRATEGY



N. MAINTENANCE AND CAPITAL IMPROVEMENTS, REPLACEMENTS, AND HANDBACK

PWKP’s delivery of maintenance services encompasses a whole-life management strategy, beginning with design and continuing through the construction, and maintenance phases, (Figure 3.1-8). Fundamental to PWKP’s maintenance approach are four interrelated aspects of maintenance service: inspections, routine maintenance work, renewal work, and handback. Each is reviewed in conjunction to develop a coordinated and efficient routine capable of delivering the activities necessary to meet the performance requirements and provide the useful life necessary to satisfy or exceed the handback requirements.


Inspections: Every two years, PWKP will perform NBIS inspections for each replacement bridges together with condition assessments of non-NBIS elements. In between each NBIS inspection, PWKP will perform condition assessments of bridge and non-bridge elements. This annual assessment of the assets’ condition will allow for early detection of deficiencies, solid understanding of asset performance, and proactive planning and scheduling of preventative and corrective maintenance work.

Routine Maintenance Work: Most routine maintenance work will be performed concurrently with inspections. Inspectors will detect deficiencies and, together with the maintenance technicians, will correct

as many as possible while on-site. Needs that cannot be addressed immediately will be categorized, prioritized, and scheduled to be performed within the applicable cure periods. When issues are detected that require more frequent maintenance visits, these will be scheduled with the necessary frequency to meet the performance requirements.

Renewal Work: Design features and materials were chosen to minimize the need for renewal work when cost-effective. PWKP’s streamlined renewal work schedule has a minimum occurrence of events during the Term. This schedule will be constantly adjusted based on the actual performance of the assets and its impact on their useful life. Major capital work will be subcontracted, such as in the case of deck overlays. Other renewal work, such as joint replacement, may be self-performed or subcontracted, dependent upon cost-effectiveness and viability.

Handback: PWKP’s design for the early handback elements considers the need to meet the performance requirements before the early handback date by following a cost-effective routine maintenance program, and the need to transfer reliable assets to PennDOT. Similarly, for end of Term Handback, design features, routine maintenance work, and renewal work, developed as part of PWKP’s solution, provide for the cost-effective achievement of the useful life and NBIS rating expectations at handback.



PWKP commits the experience and resources of our industry leading team to ensure the success of the Project for both PennDOT and the traveling public.

- » **Best combination of financial stability, qualified people, relevant experience**
- » **Best combination of local presence and national resources**
- » **Extensive past experience working together**

We look forward to being your Development Entity of choice and working with you from start to finish, on-time, on-budget, and create construction history in Pennsylvania.

3.1 (a)(i) MAJOR PARTICIPANTS

MAJOR PARTICIPANT	ROLE
Plenary Group USA Ltd.	Equity Member (80%)
Walsh Investors, LLC	Equity Member (20%)
Walsh/Granite JV	D&C Contractor (Joint Venture)
Walsh Construction Company II, LLC	D&C Contractor (Joint Venture Member – 60%)
Granite Construction Company	D&C Contractor (Joint Venture Member – 40%)
HDR Engineering, Inc.	Lead Engineering Firm
Walsh Infrastructure Management, LLC	Lead Maintenance Firm

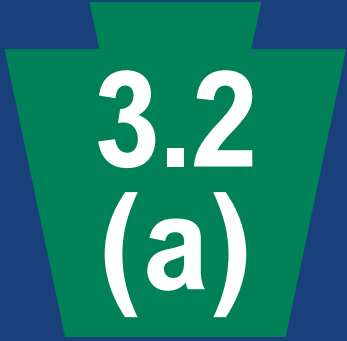
3.1 (a)(ii) MAJOR PARTICIPANT - FINANCIALLY RESPONSIBLE PARTY / D&C GUARANTOR RELATIONSHIP

FINANCIALLY RESPONSIBLE PARTY	MAJOR PARTICIPANT
Plenary Group (Canada) Ltd.	Plenary Group USA Ltd.
The Walsh Group, Ltd.	Walsh Investors, LLC

D&C GUARANTOR	MAJOR PARTICIPANT
The Walsh Group, Ltd.	Walsh Construction Company II, LLC



Proposer Information, Certifications, and Documents



Proposal Letter

FINAL

FORM A

PENNSYLVANIA DEPARTMENT OF TRANSPORTATION
PENNSYLVANIA RAPID BRIDGE REPLACEMENT PROJECT
INSTRUCTIONS TO PROPOSERS

PROPOSAL LETTER

PROPOSER: Plenary Walsh Keystone Partners

Proposal Date: September 29, 2014

The undersigned (**Proposer**) submits this proposal (this **Proposal**) in response to that certain Request for Proposals (as amended, the **RFP**) issued by the Pennsylvania Department of Transportation (the **Department**), an agency of the Commonwealth of Pennsylvania, dated August 12, 2014, to, design, build, finance and maintain the Pennsylvania Rapid Bridge Replacement Project (the **Project**), as more specifically described herein and in the documents provided with the RFP (the **RFP Documents**). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP and the RFP Documents.

Subject to the terms below, in consideration for the Department supplying us, at our request, with the RFP Documents and agreeing to examine and consider this Proposal, the undersigned undertake(s) jointly and severally:

- (a) subject to Section 4.6(b) (*Withdrawal and Proposal Validity Period*) of the ITP, to keep this Proposal open for acceptance initially for 180 days after the Proposal Due Date, without unilaterally varying or amending its terms and without any member or partner withdrawing or any other change being made in the composition of the partnership/joint venture/limited liability company/consortium on whose behalf this Proposal is submitted, without first obtaining the prior written consent of the Department, in the Department's sole discretion; and
- (b) if this Proposal is accepted, to provide security (including insurance and letters of credit) for the due performance of the Public-Private Transportation Partnership Agreement (**PPA**) as stipulated in the PPA and the RFP.

If the Department properly draws on Proposer's Proposal Security in accordance with the terms, and subject to the conditions of the RFP Documents, and the financial institution or surety providing the Proposal Security refuses to honor the Department's proper draw thereon, by its signature(s) below, the undersigned undertakes, on behalf of Proposer's Equity Members, and by such signature, Proposer's Equity Members each assume, joint and several liability to the Department for the entire stated amount of the Proposal Security.

If selected by the Department, Proposer agrees to do the following or to cause the Development Entity to do the following:

- (i) enter into negotiations with the Department solely as provided in Section 5.10 (*Finalization*) of the ITP;
- (ii) enter into the PPA without varying or amending its terms (except to fill in blanks and include information that the form PPA indicates is required or includable by the Department from the Proposal

3.2(a) - 2

FINAL

mutually agreed to by the Department and the Proposer pursuant to such negotiations) and satisfy all other conditions to award of the PPA; and

- (iii) perform its obligations as set forth in the ITP and PPA, including compliance with all commitments contained in this Proposal.

The following individuals are authorized to enter into negotiations with the Department on behalf of the Proposer and Development Entity in connection with this RFP, the Project and the PPA: Brian Budden, Phil Dreaver, and Paul Dunstan.

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

- (A) Executive Summary;
- (B) Technical Proposal, including Proposer Information, Certifications and Documents, and Proposal Security; and
- (C) Financial Proposal.

Proposer acknowledges receipt of the following Addenda and sets of questions and responses:

Addendum 1 issued August 26, 2014
Addendum 2 issued September 5, 2014
Addendum 3 issued September 16, 2014
Addendum 4 issued September 24, 2014

Responses issued: August 26, 2014, September 3, 2014, September 16, 2014

Proposer certifies that its Proposal is submitted without reservation, qualification, assumptions or conditions. Proposer certifies that it has carefully examined and is fully familiar with all of the provisions of all of the RFP Documents, has reviewed all materials posted on the secure file transfer site for the Project, the Addenda and responses to questions, and is satisfied that the RFP Documents provide sufficient detail regarding the obligations to be performed by Development Entity, and (after reasonable investigation) Proposer has not identified in the RFP Documents any internal inconsistencies, errors or omissions; that it has carefully checked all the words, figures and statements in this Proposal; that it has conducted a reasonable investigation in preparing this Proposal (without prejudice to any rights of the Development Entity under the Project Documents); and that it has notified the Department in writing of any deficiencies or errors in or omissions from any RFP Documents or other documents provided by the Department and of any unusual site conditions observed by the Proposer prior to the date hereof.

Proposer represents that all statements made in the SOQ previously delivered to the Department (as amended and resubmitted) are true, correct and accurate in all material respects as of the date hereof, except as otherwise specified in the enclosed Proposal and Proposal forms. Proposer agrees that such SOQ, except as modified by the enclosed Proposal and Proposal forms, is incorporated as if fully set forth herein.

Proposer understands that the Department is not bound to award the PPA to the best financial Proposal or any Proposal that the Department may receive.

FINAL

the Department may be requested to pay Proposer in accordance with the Stipend Agreement and ITP Section 6.3 (*Stipend Payment to Unsuccessful Proposers*). Proposer acknowledges that if it has executed the Stipend Agreement (the form of which, for the avoidance of doubt, is set out in Form S to the ITP) Proposer has, in doing so, irrevocably elected to accept the stipend offered for the right to use such work product.

Subject to Proposer's rights under the Right-to-Know Law and 74 Pa.C.S. § 9111, Proposer consents to the Department's disclosure of its Proposal pursuant to 74 Pa.C.S. § 9111 to any Persons in compliance therewith, after award and execution of the PPA by the Department. Proposer acknowledges and agrees to the disclosure terms of the ITP and that observers and individuals may conduct reviews on behalf of any Stakeholder identified in Section 1.3(a) through (p) (inclusive) of the ITP with respect to the successful Proposal in accordance with the terms of the ITP. Proposer expressly waives any right to contest such disclosures other than for material breach of the ITP, the Project Documents, or applicable Law.

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

Proposer acknowledges the procurement protest procedures set forth in Section 7 (*Protests*) of the ITP and agrees that if it files a protest of this procurement or award of an PPA hereunder and that protest is denied or is otherwise unsuccessful, Proposer shall forfeit its Proposal stipend and shall be liable to the Department for the Department's reasonable and documented costs incurred to defend against or resolve the protest, including reasonable legal and consultant fees and costs, and any unavoidable damages sustained by the Department as a consequence of the protest.

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

Proposer's business address:

<u>10100</u>	<u>Santa Monica Blvd.</u>	<u>Suite 400</u>
(No.)	(Street)	(Floor or Suite)
<u>Los Angeles</u>	<u>CA</u>	<u>90067</u>
(City)	(State or Province)	(ZIP or Postal Code)
		<u>USA</u>
		(Country)

State or Country of Incorporation/Formation/Organization: Nevada (Plenary Group USA Ltd.) and Delaware (Walsh Investors, LLC)

Plenary Walsh Keystone Partners by Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

By: 

Print Name: Brian Budden

Title: Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

FINAL

ADDITIONAL INFORMATION TO BE PROVIDED WITH PROPOSAL LETTER:

- (a) If the Proposer is a corporation, enter the state or country of incorporation in addition to the business address. If the Proposer is a partnership, enter the state or country of formation. If the Proposer is a limited liability company, enter the state or country of organization.
- (b) Describe in detail the legal structure of the Proposer/Development Entity and Equity Members.
 - (i) If Proposer/Development Entity/Equity Member is a corporation or includes a corporation as a joint venture member, partner or member, provide articles of incorporation and bylaws for the Proposer/Development Entity/Equity Member and each corporation certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to the Commercial Closing Date as required by the ITP.
 - (ii) If Proposer/Development Entity/Equity Member is a partnership or includes a partnership as a joint venture member, partner or member, attach full names and addresses of all partners and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for the Proposer/Development Entity/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to the Commercial Closing Date as required by the ITP.
 - (iii) If Proposer/Development Entity/Equity Member is a consortium, joint venture or includes a joint venture as a joint venture member, partner or member, attach full names and addresses of all consortium or joint venture members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Development Entity/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to the Commercial Closing Date as required by the ITP.
 - (iv) If Proposer/Development Entity/Equity Member is a limited liability company or includes a limited liability company as a joint venture member, partner or member, attach full names and addresses of all members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Development Entity/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture) certified by an appropriate individual. Attach evidence to the Proposal Letter, in respect of the Proposal, and to each letter required under the Proposal Letter that the person signing has authority to do so. If any entity is not yet formed, so state and indicate that these documents will be provided prior to the Commercial Closing Date as required by the ITP. For purposes of clarity, Proposer may append to the Proposal Letter a letter from each person signing the Proposal that such person has the authority to do so, which shall suffice for the purposes of the requirements set forth in this clause (b)(iv).

FINAL

- (v) If an Equity Member is an investment fund, acting by and through its fund manager, the incorporation, formation and organizational documents of the fund manager shall satisfy the requirements for organizational documents under this sub-Section (b).

For purposes of this sub-Section (b), the term "organizational documentation" in respect of an Equity Member shall mean such entity's certificate of formation/articles of incorporation/certificate of partnership/joint venture agreement, or equivalent charter documentation; **provided, further**, that such entity shall provide its partnership agreement/operating agreement/bylaws/equivalent joint venture or investment fund internal governing organizational documentation prior to the Commercial Closing Date as required by the ITP.

- (c) With respect to authorization of execution and delivery of the Proposal and validity thereof, if Proposer is a corporation, it shall provide evidence in the form of a resolution of its governing body certified by an appropriate officer of the corporation. If Proposer is a partnership, such evidence shall be in the form of a partnership resolution and a general partner resolution (as to each general partner) providing such authorization, in each case, certified by an appropriate officer of the general partner. If Proposer is a limited liability company, such evidence shall be in the form of a limited liability company resolution and a managing member(s) resolution providing such authorization, certified by an appropriate officer of the managing member(s). If there is no managing member, each member shall provide the foregoing information. If Proposer is a consortium or other form of joint venture, such evidence shall be in the form of a resolution of each consortium or joint venture member, certified by an appropriate officer of such consortium or joint venture member. If Proposer is a consortium, joint venture or a partnership, the Proposal must be executed by all consortium or joint venture members or all general partners, as applicable.
- (d) Development Entity's partnership agreement, limited liability company operating agreement, charter or joint venture agreement, as applicable, must include an express provision satisfactory to the Department, in its sole discretion, stating that, in the event of a dispute between or among joint venture members, partners, members or shareholders, as applicable, no joint venture member, partner, member or shareholder, as applicable, shall be entitled to stop, hinder or delay work on the Project. Proposers should submit the applicable agreement to the Department and identify on a cover page where in the agreement the provision can be found. If Development Entity is not yet formed, provide draft organizational documents and indicate where the provision is found.

FINAL

Plenary Walsh Keystone Partners, LLC is not yet formed. It will be organized as a Delaware limited liability company prior to the Commercial Closing Date as required by the ITP. The full names of all members and the equity ownership interest of each entity, and a certified copy of the operating agreement, will be provided as required by the ITP. The organizational documentation of Plenary Group USA Ltd. and Walsh Investors, LLC, the Equity Members, are provided in the separately sealed confidential contents binder.

Draft terms of the organizational document for the yet to be formed Plenary Walsh Keystone Partners, LLC are appended hereto and include an express provision stating that, in the event of a dispute between or among members, no member shall be entitled to stop, hinder or delay work on the Project.



Plenary Group USA Ltd.
10100 Santa Monica Blvd.
Suite 410
Los Angeles, CA 90067
Telephone: 424.278.2173
Facsimile: 424.278.2174
www.plenarygroup.com

September 29, 2014

Office of Policy & Public Private Partnerships
Pennsylvania Department of Transportation
P.O. Box 35345
400 North Street, 8th Floor
Harrisburg, PA 17120-3545

Attention: Bryan Kendro

Re: Signature Authorization on behalf of Plenary Group USA Ltd. for the Pennsylvania Rapid Bridge Replacement Project

We refer to the Proposal dated September 29, 2014 submitted in response to the Request for Proposals issued by the Pennsylvania Department of Transportation, an agency of the Commonwealth of Pennsylvania, dated August 12, 2014 (as amended by addendum), to design, build, finance and maintain the Pennsylvania Rapid Bridge Replacement Project.

We are acting as an Equity Member in relation to such Project.

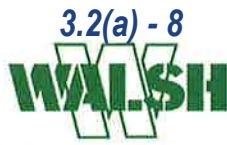
We acknowledge and warrant that all representations, statements and commitments made by Brian Budden as Authorized Representative on behalf of our company as Equity Member have been authorized by us, are correct, and accurately represent the role of our company as Equity Member in the Proposer.

We further authorize the execution and delivery of the Proposal and attest to the validity thereof.

Sincerely,
PLENARY GROUP USA LTD.

A handwritten signature in blue ink, appearing to read 'Rajan Bains'.

Rajan Bains
Chief Financial Officer



Walsh Investors, LLC
929 West Adams Street
Chicago, Illinois 60607
Phone (312) 492-1602 | Fax (312) 492-1601

September 29, 2014

Office of Policy & Public Private Partnerships
Pennsylvania Department of Transportation
P.O. Box 35345
400 North Street, 8th Floor
Harrisburg, PA 17120-3545
Attn: Bryan Kendro

Re: Authorization for Brian Budden as the authorized representative on behalf of Walsh Investors, L.L.C. for the Pennsylvania Rapid Bridge Replacement Project

Dear Mr. Kendro:

Walsh Investors, L.L.C. (“Walsh Investors”) will be participating as an Equity Member of Plenary Walsh Keystone Partners, LLC (“Proposer”).

We acknowledge that Brian Budden is the authorized representative of the Proposer and warrant that all representations, statements and commitments made by the authorized representative on behalf of our company with regards to our role as an Equity Member in the Proposer have been authorized by us, are correct, and accurately represent our role.

We further authorize the execution and delivery of the Proposal and attest to the validity hereof.

Should you have any questions, please call me at (312) 492-1602.

Yours truly,

Walsh Investors, L.L.C.

A handwritten signature in blue ink that reads 'Gregory A. Ciambrone'.

Gregory A. Ciambrone
Manager

**PAGES REDACTED DUE
TO PROPRIETARY AND
CONFIDENTIAL
INFORMATION**



Information about the Proposer, Major Participants, and Other Contractors

FINAL

FORM B-1

IDENTIFICATION OF PROPOSER AND EQUITY MEMBERS

Name of Entity and Contact Information (address, representative, phone, fax, email)	Role of Entity in Proposer Organization	Pennsylvania Contractor Prequalification Number (if applicable)	Description of Work/Services To Be Performed By Entity (if applicable)
Proposer: Plenary Walsh Keystone Partners Address: 10100 Santa Monica Blvd., Suite 410 Los Angeles, CA 90067 Authorized Representative: Brian Budden, Executive Vice President, Corporate Strategy Phone: (604) 638-3896 Fax: (604) 638-3906 Email: brian.budden@plenarygroup.com	Proposer	N/A	Proposer
Equity Member: Plenary Group USA Ltd. Address: 10100 Santa Monica Blvd., Suite 410 Los Angeles, CA 90067 Authorized Representative: Brian Budden, Executive Vice President, Corporate Strategy Phone: (604) 638-3896 Fax: (604) 638-3906 Email: brian.budden@plenarygroup.com	Equity Member	N/A	80% Equity Member of Proposer
Equity Member: Walsh Investors, L.L.C. Address: 929 West Adams St., Chicago, IL 60607 Representative: Gregory A. Ciambrone, Manager Phone: (312) 492-1602 Fax: (312) 492-1601 Email: gciambrone@walshgroup.com	Equity Member	N/A	20% Equity Member of the Proposer

FINAL

The above information is true, correct and accurate.

Executed September 29, 2014.



Signature)

Print Name: Brian Budden

Title: Authorized Representative, Plenary Walsh
Keystone Partners, by its Equity Members Plenary
Group USA Ltd. and Walsh Investors, LLC

FORM B-2

INFORMATION ABOUT PROPOSER ORGANIZATION

1. Name of Proposer: Plenary Walsh Keystone Partners
 Name of Development Entity: Plenary Walsh Keystone Partners, LLC, a Limited Liability Company to be formed by Plenary Group USA Ltd. and Walsh Investors, L.L.C.
2. Type of entity: Proposer: to be formed Limited Liability Company
 Development Entity: to be formed Limited Liability Company
3. Proposer's address: 10100 Santa Monica Blvd., Suite 410
Los Angeles, CA 90067
- (604) 638-3896 Telephone (604) 638-3906 Facsimile

4. How many years has Proposer, Development Entity and each Equity Member been in its current line of business and how many years has each entity been in business under its present name?

Name	No. of years in business	No. of years under present name
Plenary Walsh Keystone Partners, LLC	To be formed	To be formed
Plenary Group USA Ltd.	7 years	7 years
Walsh Investors, L.L.C.	14 years	14 years

5. Under what other or former names have Proposer, Development Entity and Equity Members operated?

Proposer: Plenary Walsh Keystone Partners, LLC None
 Developer: Plenary Walsh Keystone Partners, LLC None
 Equity Member: Plenary Group USA Ltd. None

FINAL

Equity Member: Walsh Investors, L.L.C. None

- 6. Proposer shall review its SOQ previously submitted to the Department and list below any Key Personnel and other key staff members and their relevant experience that have been approved by the Department since the submission of the SOQ. Except as updated by the following information, Proposer's SOQ is hereby incorporated as if set forth in full and Proposer represents and warrants to the Department that the information set forth in the SOQ, except as set forth herein, is true, complete and accurate in all respects and does not contain any misleading or incorrect information or omit to state a material fact necessary in order to make the information not misleading. Attach separate sheets if necessary.

Brian Budden, Project Finance Lead, Plenary Group USA Ltd – See attached for relevant experience ___

Arvin Delgado, Maintenance Manager, Walsh Infrastructure Management, LLC – see attached for relevant experience _____

Dan Galvin, Public Information Coordinator, Walsh Construction – See attached for relevant experience _____

Marvin Jackson, DBE Coordinator, Walsh Construction – See attached for relevant experience _____

Ronald Rogge, Construction Quality Control Manager, Walsh Construction – See attached for relevant experience _____

Naji Chidiac, Quality Control Acceptance Manager, TRC – See attached for relevant experience _____

Rajan Bains, Financial Director, Plenary Group USA Ltd – See attached for relevant experience _____

Abdoul Diallo, Utility Manager, Walsh Construction – See attached for relevant experience _____

Dan Domalik, Design Quality Control Manager, HDR Engineering – See attached for relevant experience _____

Edward Buffington, Safety Manager, Walsh Construction – See attached for relevant experience _____

Stephen Wiedemer, Environmental Compliance Manager, A.D. Marble & Company, Inc. – See attached for relevant experience _____

John Waugh, Quality Assurance Manager, Walsh Construction – See attached for relevant experience _____

- 7. List all Pennsylvania licenses held by Proposer, Development Entity and any Equity Member. Attach copies of all Pennsylvania licenses. Attach a separate sheet if necessary.

Proposer: Plenary Walsh Keystone Partners, LLC None

Developer: Plenary Walsh Keystone Partners, LLC None

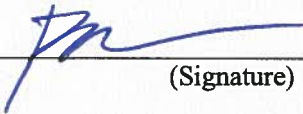
Equity Member: Plenary Group USA Ltd. None

Equity Member: Walsh Investors, L.L.C. None

FINAL

I declare under penalty of perjury under the laws of the Commonwealth of Pennsylvania that the foregoing declaration is true, correct and accurate.

Executed September 29, 2014.



(Signature)

Print Name: Brian Budden

Title: Authorized Representative, Plenary Walsh
Keystone Partners, by its Equity Members Plenary
Group USA Ltd. and Walsh Investors, LLC

BRIAN BUDDEN | PROJECT FINANCE LEAD



RELEVANCE TO PROJECT

- ✓ Over 8 years of experience in financing of and investment in infrastructure P3 projects
- ✓ Sector experience includes large Availability Payment projects with values in excess of \$1B
- ✓ Experience in the same role for a multi-asset P3 project across the Province of Ontario

BACKGROUND & LICENSING

Education

2 years admission Commerce and Mathematics (Hons), McMaster University, prior to early law school Law Degree, Osgoode Hall (York University) Master of Business Administration, Tuck School of Business (Dartmouth College) in NH

Years with Plenary

6

Years in Industry

15

REFERENCES

Transaction Finance

Martin Lavoie
Vice President
777 Bay Street, 9th Floor
Toronto, ON M5G 2C8
416.325.8826 p | 416.325.4646 f
martin.lavoie@
infrastructureontario.ca

As Project Finance Lead, Brian will work with Walsh Investors to structure and implement the Project financing. He will manage the negotiation of key commercial and finance documents with team members and PennDOT. Brian will lead the project debt funding competition with potential debt funders and will be responsible for ensuring that the chosen financial structure will deliver optimal value for money to PennDOT.

Humber River Hospital, Toronto, Ontario, Canada

- Construction Value: \$1.1 billion | Owner: Humber River Hospital
- Role: Project Director and Finance Lead | Dates Worked on Project: 2011 - Present

The new Humber River Hospital, at approximately 1.7 million square feet and \$975 million capital cost, will be one of Canada's largest regional acute care hospitals, serving a catchment area of more than 850,000 people in the northwest Greater Toronto Area. Brian led the Plenary Health consortium through the proposal phase, commercial and financial negotiations, and closing, under availability DBFM. He currently sits on the consortium Board of Directors.

CSEC Long-Term Accommodation Project, Ottawa, Ontario, Canada

- Construction Value: \$1.13 billion | Owner: Defence Construction Canada
- Role: Project Director and Finance Lead | Dates Worked on Project: 2011 - 2014

This federal Project involved the design, financing, construction and subsequent operation, maintenance and lifecycle of an approximately 775,000 square foot facility plus ancillary operations over a 42-month construction period, with \$867 million capital cost. The CSEC Long-Term Accommodation Project was the first PPP project procured by the federal government in its new PPP program and enjoyed the support of PPP Canada. Brian led the Plenary Health consortium through the proposal phase, commercial and financial negotiations, and closing with respect to the new facility that will house Canada's national cryptologic agency, under availability DBFM. He currently sits on the consortium Board of Directors.

Drivers' Examination Services, Ontario, Canada

- Construction Value: \$203 million | Owner: Ministry of Transportation
- Role: Project Director and Finance Lead | Dates Worked on Project: 2013 - 2013

This DBFM program delivered administration and testing services in the road user program, and collected fees for those services (together, "DES"). DES services are currently delivered at 95 testing centers by approximately 500 full-time equivalent staff. In exchange for the rights to DES, Plenary paid an upfront fee to the Ministry of Transportation and committed to further set monthly payments for the contract term. The contract is projected to generate roughly \$800 million in shared revenues. Brian led the Plenary Properties consortium through the proposal phase, commercial and financial negotiations, and closing for the exclusive provision of drivers' exams and licensing services across approximately 100 centers in Ontario under the DBFM model.

ARVIN DELGADO, EIT | MAINTENANCE MANAGER



RELEVANCE TO PROJECT

- ✓ 8 years of experience in execution, management, and procurement of operations and maintenance projects
- ✓ Planned maintenance programs for O&M Projects of in excess of \$3M per annum
- ✓ Developed operational and maintenance plans for P3 projects, including HTPe US 36 Managed Lanes Project and INDOT I-65 Section 5 Project

BACKGROUND & LICENSING

Education

Bachelor of Science, Civil Engineering

Years with Walsh Infrastructure Management

1

Years in Industry

8

REFERENCES

North Carolina Dept. of Transportation

Mike Campbell

Interstate Project Manager

12033 East Independence Blvd.,

Matthews, NC 28105

704.847.0378 p | 704.847.5678 f

mcampbell@ncdot.gov

As Maintenance Manager, Arvin will lead the planning, scheduling and execution of maintenance work in a manner that will allow meeting the performance requirements, and life cycle expectations for all Elements. Being involved with the design and construction team members during the development process, Arvin will be able to seamlessly transition into an active role of providing a maintenance perspective during the design-build phases of the Project. Arvin will provide O&M review and guidance for proposed changes during the design-build period. Durign the Maintenance Period, Arvin will develop and implement the Maintenance Management Plan; develop work plans, including life cycle, and schedules for maintenance work, assisted by the O&M Inspectors; monitor compliance with performance requirements, life cycle performance of Elements, and implement adjustments to maintenance practices as necessary to meet contractual obligations and Project goals.

NCDOT Interstate Maintenance, WBS Element, 42784; Charlotte, North Carolina

- Maintenance Value: \$28 million | Owner: North Carolina Department of Transportation
- Role: Project Manager | Dates Worked on Project: 2010 - 2012

Lead the management of 135 miles of road infrastructure maintenance operations that include all assets within the right of way (bridges, pavement, signage, markings & markers, roadside and drainage). Supervised all administration, field engineering, procurement and contracting, short-term and long-term planning and scheduling for project delivery. Basic functions included: oversight of contractual performance compliance, accountable for management of Client relationships, guarantor of the implementation of safety culture, business processes, and project guiding plans, responsible for risk management, and Project cost to complete. As Project Manager., Arvin was responsible for management of operations services, and maintenance work of all transportation Elements within ROW, and served as the direct point of contact for the Client on this \$5.6M per annum / 5 year project.

Florida's Turnpike Zone 2 Asset Maintenance Project; Orlando, Florida

- Maintenance Value: \$27 million | Owner: Florida Turnpike Authority
- Role: Project Engineer | Dates Worked on Project: 2006 - 2010

Responsible for overseen field operations to maintain 145 miles of road infrastructure on the Florida Turnpike which included all assets within the right of way (bridges, pavement, signage, lighting, markings & markers, roadside, drainage and emergency incident response). Duties included: field engineering, procurement and contract administration, short-term and long-term planning and scheduling for project delivery, oversight of meeting contractual performance requirements and development, administration and management of subcontractors, including meeting DBE goal. Arvin oversaw the executed operations services, and maintenance work of all transportation Elements within ROW, and the planning and scheduling of maintenance work of this \$3.8M per annum / 7 year project.



DAN GALVIN | PUBLIC INFORMATION COORDINATOR

Dan brings 23 years of experience and a proven track record for positive public perception on all projects he has been involved in. He has served countless public information roles as the public communications point-of-contact for tightly scheduled, sometimes controversial projects. He will maintain continuous coordination with PennDOT to ensure effective resolution of any public information issues. He will engage and elicit feedback from local community leaders, and maintain open lines of communication with critical stakeholder groups, conducting outreach activities, and open houses.

RELEVANCE TO PROJECT

- ✓ Experience implementing and managing public involvement and communication programs for large geographic areas that include disparate stakeholder groups and concerns.
- ✓ Successfully managed public information programs for high visibility and controversial transportation infrastructure projects.
- ✓ Experienced in planning and coordination with design and construction teams on large design-build projects.

BACKGROUND & LICENSING

Education

B.A., Broadcast Journalism,
Arizona State University

Years with Walsh

1

Years in Industry

23

REFERENCES

Washington Dept. of Transportation
Brian Dobbins
Construction Manager
310 Maple Park Ave. SE
Olympia, WA 98504
206.770.3518 p | 360.705.6809 f
dobbinsb@wsdot.wa.gov

SR 520 Eastside Transit HOV Design-Build, WA

- Construction Value: \$340 million | Owner: Washington Dept. of Transportation
- Role: Public Information Manager | Dates Worked on Project: 2010 - 2012

This \$340 million, design-build project included the reconstruction and widening of approximately three miles of SR 520. This high-profile, sometimes controversial project, was constructed in a politically active, environmentally sensitive area, requiring daily contact with the public and local government representatives. Dan was the project liaison to the traveling public, local businesses, nearby homeowners, and local governments, providing communities and stakeholders with up-to-date project information. He managed responses to all public inquiries, and kept local residents, commuters, and local officials informed about project progress through a quarterly newsletter, telephone hotline, project website, and live streaming video cameras that monitored construction progress.

New I-64 Design-Build, MO

- Construction Value: \$420 million | Owner: Missouri Dept. of Transportation
- Role: Public Information Manager | Dates Worked on Project: 2006 - 2009

This project included the complete demolition and reconstruction of 10 miles of the main east-west interstate through the St. Louis metro area. Each of the project's two, five-mile sections were closed for one year at a time, causing public concern and considerable media attention. As the project spokesman, Dan regularly gave media updates and project tours to keep the public informed of progress and address construction related issues with nearby residents and the traveling public.

I-494 DB, MINNESOTA

- Construction Value: \$140 million | Owner: Minnesota Dept. of Transportation
- Role: Public Information Manager | Dates Worked on Project: 2004 - 2006

This project reconstructed and widened approximately eight miles of I-494 and demolished and reconstructed 14 bridges. Work required sensitivity to residential concerns regarding noise and other construction impacts. Dan maintained close coordination with the community, provided a quarterly newsletter, updated the project website, and organized a telephone hotline. He set-up kiosks with informative project displays in shopping malls and other high traffic areas to engage in face-to-face contact with residents.

MARVIN L. JACKSON | DBE COORDINATOR**RELEVANCE TO PROJECT**

- ✓ Met or exceeded DBE participation goals, including goals over 30%
- ✓ Coordinated and facilitated project-specific DBE/Small Business outreach events
- ✓ Coordinated DBE training with State and Federal agencies on age and hour, EEO, financial assistance, estimating, and payroll
- ✓ Experience with commercially useful function (CUF) DBE relative to the 49 CFR Part 26 and Federal 16 Steps Compliance Manual

BACKGROUND & LICENSING**Education**

B.S. Architectural Engineering;
University of Oklahoma, Norman,
OK

Years with Walsh

9

Years in Industry

16

REFERENCES**Kentucky Transportation Cabinet**

Tyra Redus

Director of Civil Rights and Small
Business Development

200 Mero Street; Frankfort, KY 40622

502.564.1257 p | N/A f

Tyra.Redus@ky.gov

As the DBE Coordinator, Marvin will ensure that certified DBE firms are serving in commercially useful functions on this Project, in a capacity compliant to the 49 CFR Part 26. He will ensure the project specific DBE/Small Business participation plan is implemented and that PWKP's commitment to good faith efforts is met for the 7% DBE goal. Marvin will work directly with PennDOT, Department of Labor, FHWA and OIG to provide transparency and open communication on the status of DBE participation on the project. He will continue to engage and conduct outreach to the local DBE/Small Business community in both the design and construction phases of the Project.

Ohio River Bridge Downtown Crossing, Louisville, KY

- Construction Value: \$860 million | Owner: Kentucky Transportation Cabinet
- Role: Assistant Project Manager (APM), DBE/Workforce Plan Manager | Dates Worked on Project: 2012 - Present

This project is a 2,000 linear foot bridge to connect downtown Louisville, KY to Southern Indiana, and includes the redesign and reconstruction of highways 65 in both states, as well as Highways 64 and 71 in Louisville. The DBE participation goal is 8.22%. Marvin is responsible for the development and implementation of the DBE participation plan, which includes a 15% Minority and 10% Female EEO Workforce Plan. Marvin's duties include monthly DBE reporting to the Owner, FHWA and Department of Labor. He is also responsible for project compliance to the 49 CFR Part 26 and the CUF of DBE contracted.

CMGC-3 (NW-2, NW-3 and NW-4) Dallas Area Rapid Transit Light Rail Expansion Project, Dallas, TX

- Construction Value: \$480 million | Owner: Dallas Area Rapid Transit Authority
- Role: Controls Manager | Dates Worked on Project: 2010 – 2011

This project was a 13.6 mile extension of the Dallas Area Rapid Transit green line light rail system. Construction included five at-grade rail stations, four elevated rail station, and rail operations maintenance yard (\$45M change order). Marvin was responsible for the project close-out, 7,000 pages of final as-built drawings, final maintenance and construction warranties. Marvin oversaw compliance to the Project's DBE participation goal of 39%, achieving 40% DBE participation.

CMGC-1 (SE-1, SE-2, NW-1B) Dallas Area Rapid Transit Light Rail Expansion Project, Dallas, TX

- Construction Value: \$460 million | Owner: Dallas Area Rapid Transit Authority
- Role: Controls Manager | Dates Worked on Project: 2006 – 2011

CMGC-1 was a 12.2 mile extension of the Dallas Area Rapid Transit green line lightrail system that included nine at-grade rail stations, one elevated rail station, and 1.2 million square feet of bridge deck. Marvin managed the activities of a team of 11 Project Engineers, 130 sub-contractors that included 5,500 submittals, and 3,500 RFIs. Marvin led the team to exceed the DBE participation goal of 30% by achieving a 32% DBE participation.



RON ROGGE, PE | CONSTRUCTION QUALITY CONTROL MANAGER

Ron's recent experience includes over 18 years leading Quality Management Programs (QMPs) for heavy civil design-build projects such as the Ohio River Bridge East End Design Build Finance Operate Maintain Project and the CTA Wilson Transfer Station in Chicago, IL, as well as other design-builds in the power and building sectors. Ron will be responsible for overall development, management, and supervision of the Developer's construction quality programs. He will have the authority to make necessary improvements to work quality with stop work authority.

RELEVANCE TO PROJECT

- ✓ 31 years in roles focused on the leading the development, maintenance, and audit of integrated project quality and environmental management systems
- ✓ ISO 9002:1994 Quality Management System Lead Auditor; ISO 9001:2000 Quality Management System Lead Auditor
- ✓ 2 recent Design-Build Projects of similar size: Ohio River Bridge East End P3 (\$978 million) & CTA Wilson Transfer (\$153 million)

BACKGROUND & LICENSING

Education

M.B.A., Business Administration
Computer Science, Webster University;
PDD, Engineering Management
(Masters Level), University of Missouri;
B.S., Civil Engineering, University of
Missouri

Years with Walsh

3

Years in Industry

33

REFERENCES

City of Chicago

William Trudeau
Quality Assurance Mgr
10510 West Zemke Boulevard
Chicago, IL 60666
773.462.7441 p | 773.462.8560 f
trudeau@omp-cm.com

Ohio River Bridge East End Crossing Design Build Finance Operate Maintain, IN/KY

- Construction Value: \$978 million | Owner: Indiana Dept. of Trans./Indiana Finance Authority
- Role: Construction Quality Manager | Dates Worked on Project: 2013 - Present

This project includes a new six-lane cable stay bridge with a main span of 1,200 feet; a 1,680-foot tunnel on the Kentucky side of the river; and 22 standard bridge structures. Ron's responsibilities included the development of policies and procedures, implementation, maintenance, and continual improvement of key components of the project's Integrated Management System including the quality assurance (QA) and quality control (QC) programs, the monitoring and acceptance of specified materials and equipment, enforcing quality QA/QC inspections and tests, related record and documentation activities, and ensuring compliance with quality standards and contract requirements. He also supervised onsite QC team members and managed construction QA staff and document control operations.

I-94 N/S Freeway, Kenosha, WI

- Construction Value: \$64 million | Owner: Wisconsin Department of Transportation
- Role: Quality Assurance Manager | Dates Worked on Project: 2012 - 2013

The project is just over three miles long and included the reconstruction and widening of the entire mainline roadway and associated ramps on I-94. Included within the stretch of roadway where the removal and reconstruction of eight bridges along with the construction of two new bridges. As a Quality Assurance Manager, Ron was responsible for guiding and overseeing quality control activities involved in on-site inspection/testing and documentation of compliance, ensuring compliance with quality specifications, and testing standards of the Wisconsin DOT team.

O'Hare Modernization Program, Chicago, IL

- Construction Value: \$385 million | Owner: City of Chicago
- Role: Quality Assurance Manager | Dates Worked on Project: 2010 - 2012

The O'Hare Modernization Programs included construction of new and rehabilitated runways, taxiways and utilities comprising over 457,000 cubic yards of 18-inch full depth concrete pavement. As Walsh's Quality Assurance Manager, Ron provided quality program development and guidance for quality control activities and management/oversight of five quality control managers, 40 QC inspectors/testers, and field laboratory for conformance to the Project.



NAJI CHIDIAC, PE | CONSTRUCTION QUALITY ACCEPTANCE MANAGER

As the Construction Quality Acceptance Manager, Naji will manage the Independent Quality Acceptance Program and staff. He will review, approve or reject, examine, authorize, and confirm any and all program, procedures and methods as required by and contained in PA Publication 408. Naji will directly oversee and direct the Construction Quality Acceptance inspection and testing staff and ensure compliance with established inspection and testing programs, methods and procedures, and validate testing reports. He will work independently and report jointly to the Development Entity's management team and to PennDOT.

PennDOT District 8

- Roles Included: Structural Control Engineer | Dates Worked: 1988 - 2010

Naji has over 22 years of structure design, maintenance, and construction experience working for PennDOT. During his last eight years with District 8, he was responsible for the Independent QA for over 600 structures that were DB projects or Bid-Build projects. His duties included reviewing and approving all items for acceptance and approval by PennDOT for these projects. He assured that the field staff were using approved materials and performing all acceptance testing as required by the 408. Naji reviewed and approved any field changes during construction due to a design error or a quality error by the contractor. Naji's experience on the following projects directly translate to his proposed responsibilities for the Project:

US15/PA 581 Improvements Section 006, Harrisburg, PA

- Portions Design-Build (Soundwalls)
- Construction Value: \$58 million

SR 30, Section 011 Design-Build Elements, Lancaster, PA

- Construction Value: \$89 million

I-83, Section 25 Deadman's Curve Relocation, York, PA

- Portions Design-Build
- Construction Value: \$59 million

US 15/PA 581 Design-Build Elements, Cumberland County, PA

- Construction Value: \$51 million

95 Express Lanes Design-Build, Prince William County, Virginia

- Construction Value: \$1 billion | Owner: VDOT/Transurban
- Role: : Quality Acceptance Engineer for the Concessionaire | Dates Worked on Project: 2011 - 2014

This P3 project is designing and building approximately 29 miles of Express Lanes on I-95. The project has 18 design-build Bridges that were to be built or repaired. Naji was responsible for an independent review of all the design plans from the design-build team during the design phase for the concessionaire. During the Construction Phase, he managed the construction quality independent acceptance and inspection staff of engineers and technicians the concessionaire used to monitor the contractor's design changes, quality assurance staff and construction activities. This role also includes working with the concessionaire to assure that all technical requirements are met during the Maintenance Period.

RELEVANCE TO PROJECT

- ✓ 22 years of experience with PennDOT, including position as District Structural Control Engineer
- ✓ Conducted acceptance reviews on six design-build projects with structures
- ✓ Managed quality acceptance activities for 600 structures in eight counties in central Pennsylvania

BACKGROUND & LICENSING

Education

M.S. in Engineering Sciences
(Concentration in Structures)
B.S. in Structural Design and
Building Construction Technology

Years with TRC

4

Years in Industry

26

REFERENCES

Pennsylvania Dept. of Transportation

Randall Staudt, P.E.
Assistant District Engineer for
Construction

2140 Herr St., Harrisburg, PA 17103
717.787.5192 p | 717.772.0397 f
rastaudt@pa.gov



RAJAN BAINS | FINANCIAL DIRECTOR

As Financial Director, Rajan will be responsible for directing and managing the finance and administration functions for the project, including financial reporting, budgeting, performance reporting, risk management, and capital planning. This will include ensuring compliance with key commercial and finance documents, both in respect of team member obligations and the obligations of PWKP. Rajan will also monitor the ongoing financial performance of PWKP during the construction and operating periods, specifically as it relates to deductions and incurrence of noncompliance points.

RELEVANCE TO PROJECT

- ✓ Over 10 years of experience in developing and managing the financial performance of P3 projects
- ✓ Sector experience includes large Availability Payment projects with values in excess of \$1B
- ✓ Experience in the same role for a multi-asset P3 project across the Province of Ontario

BACKGROUND & LICENSING

Education

Honours Bachelor of Commerce degree, University of British Columbia

Years with Plenary

9

Years in Industry

25

REFERENCES

Humber River Hospital

Henry G. Hamilton II, VP
Global Trust Services, BNY Trust
Company of Canada
320 Bay Street, 11th Floor
Toronto, ON M5H 4A6
416.933.8511 p | 416.360.1711 f
Henry.Hamilton@bnymellon.com

Humber River Hospital, Toronto, Ontario, Canada

- Construction Value: \$1.1 billion | Owner: Humber River Hospital
- Role: Financial Director | Dates Worked on Project: 2011 - 2015

The new Humber River Hospital, at approximately \$975 million capital cost, will be one of Canada's largest regional acute care hospitals, serving a catchment area of more than 850,000 people. Rajan directed and managed the complete finance and administration, including financial reporting, budgeting and performance reporting, risk management, financing and managing capital development. He set up accounting, reporting and back office systems, and formed an accounting and operations team. He oversaw project accountants, and managed the monthly consolidated financial statement preparation and review process, forecasts, variance analysis, and tax compliance and filings.

CSEC Long-Term Accommodation Project, Ottawa, Ontario, Canada

- Construction Value: \$1.13 billion | Owner: Defence Construction Canada
- Role: Chief Financial Officer | Dates Worked on Project: 2011 - 2014

This Project involved the design, financing, construction and subsequent operation, maintenance and lifecycle. Rajan managed the complete finance and administration, including financial reporting, budgeting and performance reporting, risk management, financing and managing capital development. He set up accounting, reporting and back office systems, and formed an accounting and operations team. He oversaw project accountants, and managed the monthly consolidated financial statement preparation and review process, forecasts, variance analysis and tax compliance and filings.

Drivers' Examination Services, Ontario, Canada

- Construction Value: \$203 million | Owner: Ministry of Transportation
Project Director and Finance Lead | Dates Worked on Project: 2013 - 2013

This DBFM delivered administration and testing services in the road user program, and collected fees for those services (together, "DES"). DES services are currently delivered at 95 testing centers. In exchange for the rights to DES, Plenary paid an upfront fee to the Ministry of Transportation and committed to monthly payments for the contract term. Rajan managed the complete finance and administration, including financial reporting, budgeting and performance reporting, risk management, financing and managing capital development.

ABDOUL DIALLO | UTILITY MANAGER



RELEVANCE TO PROJECT

- ✓ Managed complex utility coordination for all types of utilities while maintaining aggressive project schedules
- ✓ Managed the largest project in District 6-0 history, I-95 Reconstruction, with major utility installations and relocations
- ✓ Performed value engineering on the I-95 CP-2 Project with a quarter million dollar savings to PennDOT

BACKGROUND & LICENSING

Education

Master Candidate Transportation Engineering – Drexel University
BS Civil Engineering – University of Conakry, Guinea, West Africa

Years with Walsh

9

Years in Industry

17

REFERENCES

Pennsylvania Dept. of Transportation

Harold Windisch
Senior Assistant Construction Engineer (ACE)
7000 Geerdes Blvd, King of Prussia, PA 19406
610.205.6692 p | 610.205.6672 f
hwindisch@pa.gov

As Utility Manager, Abdoul will coordinate utility installation, relocation and removal. He will ensure that all utility work is performed within the guidelines of the contract specifications and that activities are performed safely with the highest quality standards. He will continuously and proactively coordinate amongst PennDOT, subcontractors, and third party utility owners.

I-95 Reconstruction, Section CP-2, Philadelphia, PA

- Construction Value: \$212 million | Owner: Pennsylvania Dept. of Transportation
- Role: Project Manager | Dates Worked on Project: 2012 - Present

The I-95 Section CP-2 Project is the largest project awarded in PA District 6-0 history. The project will rebuild 1.6 miles of I-95 by replacing seven bridges and widening another, widen roadway pavement with 12 foot lanes, build an on-ramp, upgrade four existing ramps, build 13 retaining walls, relocate a 93-inch watermain and 10.5-foot x 10.5-foot box sewer, install storm water drainage pipes and more than 5,000 feet of outfall storm pipe. As a Project Manager, Abdoul served as PennDOT's main point of contact. He coordinated overall project activities, managed staff, schedule, and subcontractors to meet project goals.

Central Corridor Light Rail Transit – Civil East, St. Paul, MN

- Construction Value: \$200 million | Owner: Metropolitan Council
- Role: Assistant Project Manager | Dates Worked on Project: 2010 - 2012

This project involved the construction of 14 platform stations and nearly seven miles of light rail track, reinforcement of two bridges over I-94, relocation of over 50,000 feet of water main, sanitary and storm systems, street lighting, environmental remediation, installation of signal and track power duct banks, installation of traffic signals, catenary pole foundations, roadway pavement and sidewalks. Construction occurred in heavily populated areas where close coordination with nearby businesses was required. Abdoul managed the project schedule and construction changes, mostly due to utility conflicts. He directed and mentored project engineers and superintendents to meet 20 interim milestones. He worked directly with the Owner's representatives to resolve utility conflicts while coordinating underground utilities installation and relocation.

I-294 Rehabilitation – Southern Corridor, IL

- Construction Value: \$100 million | Owner: Illinois Toll Highway Authority (ISTHA)
- Role: Assistant Project Manager | Dates Worked on Project: 2008 - 2009

This project reconstructed and widened nine bridges and roadway pavement, installed noise wall, ITS and landscaping, and replaced utilities. Multiple bridges required jacking beams in place to remove and replace bridge pedestals, fiber wrap and shotcrete concrete repairs, and 14,000 square feet of bridge deck grooving. As Assistant Project Manager, Abdoul was responsible for utilities removal, relocation, and installation - all of which required close coordination with the ISTHA Representative. He scheduled and managed the installation of 9.5 miles of highway lighting, managed the installation of box culverts as well as storm and sanitary sewer placement.



DAN DOMALIK, PE | DESIGN QUALITY CONTROL MANAGER

Dan will manage all aspects of the Quality Management Plan related to Design, Environmental, Right-Of-Way, Utilities, and Survey. His role will include developing QC processes for checking and reviewing work product. Dan will also train the project team in the Design QC processes and will audit the work for compliance to the program. As DQCM, he will certify design submittals for conformance to the quality program and project requirements. Dan will coordinate the Design QC Program with the Construction and Maintenance quality program and with PennDOT.

RELEVANCE TO PROJECT

- ✓ 19 years of experience in roles from Quality Manager to Quality Director
- ✓ Created HDR's quality audit program and served as East Region Lead Quality Director
- ✓ Served as HNTB's National Design-Build Quality Leader, developing program-level quality processes and managing QA/QC managers across the U.S.

BACKGROUND & LICENSING

Education

MBA, Tepper School of Business, Carnegie Mellon University
MS, Civil Engineering, The Pennsylvania State University
BS, Civil Engineering Technology, The University of Pittsburgh

Years with HDR

17

Years in Industry

19

REFERENCES

New York State Thruway Authority
David Capobianco
Design Compliance Engineer
555 White Plains Road, Suite 400,
Tarrytown, NY 10591
914.524.5487 p | N/A f
David.Capobianco@newnybridge.com

OTIA-III State Bridge Delivery Program, OR

- Construction Value: \$1.3 billion | Owner: Oregon Dept. of Transportation
- Role: Project Manager | Dates Worked on Project: 2004 – 2005

This statewide program repaired or replaced hundreds of aging highway bridges. Work included design, construction, utilities, right-of-way, permitting, and environmental compliance. Dan wrote, reviewed, and organized many of the processes and procedures for executing the work, including design review and oversight of consultants. Dan developed criteria and an evaluation tool to select consultants. He organized the program documents and facilitated their review by the project team.

Tappan Zee Hudson River Crossing, NY

- Construction Value: \$3.1 billion | Owner: New York State Thruway Authority
- Role: Design Quality Control Manager | Dates Worked on Project: 2013 - Present

This was the largest transportation design-build project in the U.S. Dan was responsible for all design QC planning, activities, and results on the project. He developed and implemented a Design Quality Control Plan that specified the detailed checking and QC review processes to be followed for over 700 contractual design deliverables. Dan managed a team of four design QC auditors who evaluated compliance with the project quality requirements prior to certification of each package. Dan developed and conducted 30 training sessions for over 600 project team members to educate them about the project quality requirements. He wrote and responded to Corrective Action Requests as part of the project continuous improvement plan.

Arthur J. Ravenel Jr. Bridge Design-Build, Charleston, SC

- Construction Value: \$700 million | Owner: South Carolina Dept. of Transportation
- Role: Design Review Manager | Dates Worked on Project: 2002 - 2003

This new cable-stayed bridge replaced two outdated and deteriorating truss bridges. At 2.5 miles long, it is the longest bridge of its type in the Western Hemisphere. Dan was responsible for managing design review and audits to monitor designer compliance with project standards, client standards and the QA/QC plan. Dan coordinated design reviews conducted by federal and state agencies and internal reviewers. He met with the project team to resolve reviewers' concerns and maintain compliance.



EDWARD E. BUFFINGTON, ASP, CHST | SAFETY MANAGER

Ed will oversee the successful implementation of PWKP's Safety Plan, including all health and safety procedures for personnel and the general public, as well as training, and emergency protocols. He will coordinate with all subcontractors' site specific safety guidelines and emergency protocols. Ed is currently the Area Safety Manager for Walsh's Northeast Region. In this role, he has implemented safety programs on complex bridge replacement projects with large, multi-firm teams to ensure compliance with federal, state, and corporate safety requirements.

RELEVANCE TO PROJECT

- ✓ 23 years of experience as a Safety Manager for heavy civil works projects, including bridge replacements
- ✓ Successfully eliminated personal injury and property loss on large programs through implementation of comprehensive safety plans
- ✓ Experienced in compliance with all Federal and Pennsylvania State safety requirements

BACKGROUND & LICENSING

Education

B.S. Occupational Health and Safety Management

Years with Walsh

9

Years in Industry

23

Licensing

ASP, CHST

REFERENCES

U.S. Army Corp of Engineers,
Pittsburgh District

Kirk McWilliams

Supervisory Civil Engineer

2200 William S. Moorhead Federal
Building, Pittsburgh, PA 15222

412.395.7100 p | 412.644.4093 f

kirk.a.mcwilliams@usace.army.mil

I-76 Allegheny River Bridge, PA

- Construction Value: \$190 million | Owner: Pennsylvania Turnpike Commission
- Role: Safety Manager | Dates Worked on Project: 2007 - 2010

Construction of twin 2,350-foot long cast-in-place segmental bridges on I-76, including six retaining walls, reconstruction of approach roadways, and reconstruction of the ramps at Interchange 48. As Safety Manager, Ed implemented an orientation process and ongoing safety training sessions for all management personnel. The project was completed with an excellent safety performance. With over 785,000 direct Walsh man-hours, the project's recordable incident rate was 2.0. Furthermore, the project had no negative environmental impacts.

Blennerhassett Bridge, WV

- Construction Value: \$120 million | Owner: West Virginia Dept. of Transportation
- Role: Area Safety Manager | Dates Worked on Project: 2005 - 2007

The Blennerhassett Bridge project consists of the construction of a 4,009-foot long by 100-foot wide bridge from West Virginia to Ohio over the Ohio River and Blennerhassett Island. The crossing of the main river channel is an 878-foot long span steel tied arch with inclined cable stays. This project includes over 30 million lbs. of structural steel members. As the Area Safety Manager, Ed evaluated adequate fall protection for structural steel erection, evaluated marine work to ensure compliance with U.S. Coast Guard and applicable federal standards, and conducted routine site compliance inspections.

State Braddock Dam, PA

- Construction Value: \$125 million | Owner: U.S. Army Corps of Engineers
- Role: Senior Safety Supervisor | Dates Worked on Project: 2000 - 2005

Braddock Dam was constructed using an innovative "in the wet" technique. Its signature feature, the fabrication, assembly, and delivery of two football field-sized concrete segments, required floating the 11,000 and 9,500-ton pieces 27 miles upstream on the Ohio and Monongahela Rivers. These two segments formed the new Braddock Dam, which replaced a nearly 100-year old fixed crest dam. The project allowed the U.S. Army Corps of Engineers to replace the inefficient older locks upstream and completely eliminate the severely deteriorating dam and locks. Ed was responsible for the implementation of a Safety Plan that included loss control, safety training, site inspection, and employee training.



STEPHEN WIEDEMER | ENVIRONMENTAL COMPLIANCE MANAGER

Stephen will manage the environmental studies and documents. He has the qualifications and experience in Pennsylvania to manage even specialized portions of the environmental documentations, aggressive schedules, and design-build projects to help PWKP mitigate schedule risk on environmental compliance. His NEPA experience includes Purpose and Needs Analyses, Alternative(s) Analyses, Reevaluation of approved NEPA documents, down-scoping of NEPA documents, secondary and cumulative impact studies, land use/planning and Section 4(f)/6(f) Evaluations. He developed one of the first Environmental Mitigation Tracking documents for PennDOT's South Portal of the Liberty Tunnel.

RELEVANCE TO PROJECT

- ✓ As former PennDOT District 12-0 Environmental Manager, administered all facets of design/environmental studies for the environmental phases
- ✓ Led environmental approvals for PennDOT 12-0 and assured that no projects missed the project delivery deadline
- ✓ Environmental Group Leader for the Pennsylvania High-Speed Maglev Project's Environmental Impact Statement

BACKGROUND & LICENSING

Education

B.S. - Pennsylvania State University

Years with A.D. Marble & Company

2

Years in Industry

27

REFERENCES

Pennsylvania Dept. of Transportation,
District 10-0

Craig A. Chelednik, P.E.

Plans Engineer/Design Services Engineer
2550 Oakland Avenue, P.O. Box429
Indiana, PA 15701
724.357.2949 p | 724.357.1905 f
cchelednik@pa.gov

PA 980/ PA 0050, Intersection Improvement Project, Washington County, PA

- Construction Value: \$150 million | Owner: Pennsylvania Dept. of Transportation, District 12-0
- Role: Environmental Project Manager | Dates Worked on Project: 2012 - 2014

This project involves hazardous waste issues, natural resources, and a Categorical Exclusion Evaluation/Programmatic Section 4(f) Evaluation. Steve is managing the environmental compliance portion, which includes preliminary design, final design and construction management.

U.S. Route 22, Section 491, Penn View Summit, Indiana County, PA

- Construction Value: \$400 million | Owner: Pennsylvania Dept. of Transportation, District 10-0
- Role: Environmental Project Manager | Dates Worked on Project: 1995 - 1999

This portion of the reconstruction of U.S. Route 22 involved an Environmental Assessment, Section 4(f) evaluation and FONSI documentation. Steve oversaw the environmental studies necessary to proceed with design and construction. Specialized studies were completed for historic structures, endangered species, public recreation lands, and community coordination.

U.S. Route 22, Section B04, Environmental Assessment/FONSI, Westmoreland County, PA

- Construction Value: \$350 million | Owner: Pennsylvania Dept. of Transportation, District 12-0
- Role: Environmental Project Manager | Dates Worked on Project: 1992 - 1998

This portion of the reconstruction of U.S. Route 22 involved an Environmental Assessment and FONSI documentation. Steve managed a staff of planners, biologists, geographic information system specialists, and civil engineers to achieve National Environmental Policy Act clearance for this roadway improvement project. He maintained mitigation tracking documents through design and construction. Steve managed the timely completion of the environmental documentation.



JOHN WAUGH, PE | QUALITY ASSURANCE MANAGER

John will serve as the Quality Assurance Manager. Since 2003, he has been directly involved in six Design Build projects, and four significant bridge/highway projects. He recently led the effort in Walsh's Northeast Region participation in the Northeast Transportation Training and Certification Program, (NETTCP), and secured training and certification for all of Walsh's Quality Control personnel. He has actively participated in numerous training seminars with NETTCP, FHWA, and various DOT's. In his most recent assignments as QC Manager for the Memorial Bridge DB project and QC Administrator for the Whittier Bridge DB project, he successfully implemented NETTCP-based Quality Control programs that included Walsh's internal QA/QC policies, for both design and construction.

RELEVANCE TO PROJECT

- ✓ Supervised the pursuits of over \$1 billion in heavy/highway design-build projects
- ✓ Design-Build Committee Member of Construction Industries of Massachusetts
- ✓ Drafted preliminary Quality Control and Project Management Plans for: Yawkey Station, Memorial Bridge, Spot Pond Covered Water Storage Facility, Whittier Bridge/I-95 Improvement
- ✓ Preparation of Traffic Impact Reports & Environmental Impact Reports

BACKGROUND & LICENSING

Education

B.S. in Civil Engineering, University of Massachusetts

Years with Walsh

20

Years in Industry

28

REFERENCES

New Hampshire Dept. of Transportation

Denis Switzer
Construction Engineer
P.O. Box 483 Concord, NH 03302
603.271.2571 p |
603.271.3461 f
DSwitzer@dot.state.nh.us

Whittier Bridge/I-95 Improvement Project Design-Build, Amesbury, MA

- Construction Value: \$292 million | Owner: Massachusetts Dept. of Transportation
- Role: Quality Control Administrator | Dates Worked on Project: 2013 - 2014

The Whittier Bridge project entails Design-Build replacement of the John Greenleaf Whittier Bridge, along with a four mile widening of I-95 NB & SB and reconstruction of eight minor bridges. The bridge structure is twin, 1400' spans, including 480' network tied arch main spans. John was responsible for oversight of design and construction QA/QC, the creation and implementation of a project-specific Quality Management Plan, (QMP), review of all project documentation, field and laboratory testing and the oversight of QA/QC staff, and third party testing agencies.

Memorial Bridge Design-Build Replacement Project, Portsmouth, NH

- Construction Value: \$81 million | Owner: New Hampshire Dept. of Transportation
- Role: Construction Quality Control Manager | Dates Worked on Project: 2012- 2013

Design-Build construction of a new vertical lift bridge. The project includes the demolition of the existing bridge, rebuilding and strengthen the existing main piers, construction of three truss sections which span 300 feet each. As Construction Quality Control Manager, John was responsible for creating and implementing work plans for major work activities, the implementation of a QMP, coordinated with Owner acceptance and Independent Assurance personnel, directed field and laboratory testing, issued Non-Conformance reports and performed employee quality training.

Yawkey Station Design-Build Project, Boston, MA

- Construction Value: \$11 million | Owner: Massachusetts Bay Transportation Authority
- Role: Project Manager | Dates Worked on Project: 2010 - 2011

Design-Build construction of new commuter rail station. Project included relocation of 1200 l.f. of track, installation of inbound & outbound platforms and foundations, installation of four elevators, utilities, sitework, Oversaw project through proposal and estimating phase. As Project Manager, John was responsible for all project design and construction, safety and quality. He prepared and secured approval of Quality, Safety and Project Management Programs. Oversaw subcontracts, material procurement and work plan preparation for major activities.

FINAL

FORM B-3

INFORMATION ABOUT MAJOR PARTICIPANTS AND IDENTIFIED CONTRACTORS

[This form will be used to provide information about any Major Participants (excluding Equity Members that do not fall into categories (a) through (d) of the definition of Major Participants) and any other Person that is, or is proposed to be, a Contractor as described in the Proposal.]

Proposer Name Plenary Walsh Keystone Partners, LLC

Name of Entity and Contact Information (address, representative, phone, fax, email)	Address of Head Office	Pennsylvania License (if applicable)	Description of Work/Services To Be Performed By Entity (if applicable)
Walsh/Granite JV 929 West Adams St. Chicago, IL 60607 Sean C. Walsh (T): (312) 563-5452 (F): (312) 563-5447 swalsh@walshgroup.com	929 West Adams St. Chicago, IL 60607	N/A	D&C Contractor
Walsh Construction Company II, LLC 929 West Adams St. Chicago, IL 60607 Sean C. Walsh (T): (312) 563-5452 (F): (312) 563-5447 swalsh@walshgroup.com	929 West Adams St. Chicago, IL 60607	007278	Managing member of D&C Contractor
Granite Construction Company, 120 White Plains Road, Suite 310, Tarrytown, NY 10591 Joseph McIlhinney (T): (914) 606-3600 (F): (914) 631-1403 joseph.mcilhinney@gcinc.com	585 West Beach Street, Watsonville, CA 95076	002000	Member of D&C Contractor
HDR Engineering, Inc. 11 Stanwix Street Suite 800 Pittsburgh, PA 15222 Michael Crall (T): (412) 497-6051 (F): (412) 497-6080 Michael.crall@hdrinc.com	HDR Inc. 8505 Indian Hills Drive Omaha, NE 68114-4098	000028	Lead Engineering Firm

FINAL

Walsh Infrastructure Management, LLC 929 West Adams St. Chicago, IL 60607 Gregory A. Ciambrone (T): (312) 492-1602 (F): (312) 492-1601 gciambrone@walshgroup.com	929 West Adams St. Chicago, IL 60607	N/A	Lead Maintenance Firm
The Walsh Group, Ltd. 929 West Adams St. Chicago, IL 60607 Matthew M. Walsh (T): (312) 492-1602 (F): (312) 492-1601 gciambrone@walshgroup.com	929 West Adams St. Chicago, IL 60607	N/A	D&C Guarantor- Walsh Construction Company II, LLC
A.D. Marble & Co., Inc. 375 E. Elm St., Suite 101 Conshohocken, PA 19428 Rosaline Marston (T): (484) 533-2500 (F): (484) 533-2599 rmarston@admarble.com	A.D. Marble & Co., Inc. 375 E. Elm St., Suite 101 Conshohocken, PA 19428	000083	Contractor– Environmental clearance, compliance, & permitting
BECDIR Construction Company 15764 W. Akron-Canfield Rd. Berlin Center, OH 44401 David A. Dirusso (T): (330) 547-2134 (F): (330) 547-2196 estimating@becdir.com	15764 W. Akron-Canfield Rd. Berlin Center, OH 44401	001269	Contractor- Bridge Construction
Beech Construction Inc. 801 W. Main St. Carnegie, PA 15106 Mike Beech (T): (412) 276-7199 (F): (412) 276-0718 Secure.mabeech@mabeech.com	801 W. Main St. Carnegie, PA 15106	001539	Contractor- Bridge Construction
Carmen Paliotta Contracting, Inc. 1550 Connor Rd. South Park, PA 15129 Carmen Paliotta (T): (724) 348-4577 (F): (724) 348-8611 cpaliotta@aol.com	1550 Connor Rd. South Park, PA 15129	000867	Contractor– Bridge Construction, Demolition, Roadway Construction

FINAL

<p>Ceisler Media & Issue Advocacy, LLC 1525 Locust St. 6th Floor Philadelphia, PA 19102 Lawrence A. Ceisler (T): (215) 735-6760 (F): (215) 735-6758 larry@ceislermedia.com</p>	<p>1525 Locust St. 6th Floor Philadelphia, PA 19102</p>	008918	Contractor- Public Information
<p>Clearwater Construction, Inc. 1040 Perry Hwy Mercer, PA 16137 Gary Gorsky (T): (724) 300-1656 (F): (724) 748-3599 estimating@clearwaterconstruction.com</p>	<p>1040 Perry Hwy Mercer, PA 16137</p>	002054	Contractor- Heavy Highway Construction Services
<p>C.P. Ward, Inc. 100 W River Road, P.O. Box 900 Scottsville, NY 14546 Richard Ash (T): (585) 889-8800 (F): (585) 889-6008 raash@cpward.com</p>	<p>100 W River Road, P.O. Box 900 Scottsville, NY 14546</p>	001993	Contractor- Bridge Construction
<p>Francis J. Palo, Inc. 309 South 4th Ave. Clarion, PA 16214 Michael Palo (T): (814) 226-9361 (F): (814) 226-9066 proman@paloinc.com</p>	<p>309 South 4th Ave. Clarion, PA 16214</p>	001220	Contractor- Bridge Construction & Roadways
<p>Glenn O. Hawbaker, Inc. 1952 Waddle Road, #203 State College, PA 16803 Tom Buck (T): (814) 237-1444 (F): (814) 237-5348 tbb@goh-inc.com</p>	<p>1952 Waddle Road, #203 State College, PA 16803</p>	000394	Contractor- Bridge Construction
<p>Infrastructure Consulting & Engineering, PLLC 1021 Briargate Cir. Columbia, SC 29210 Peter Graf (T): (803) 822-0333 (F): (803) 822-0034 Peter.graf@ice-eng.com</p>	<p>1021 Briargate Cir. Columbia, SC 29210</p>	008421	Contractor- Design Services
<p>J.D. Eckman, Inc. P.O. Box 160</p>	<p>4781 Lower Valley Rd. Atglen, PA 19310</p>	000425	Contractor- Bridge Construction

FINAL

4781 Lower Valley Rd. Atglen, PA 19310 Mark S. Eckman (T): (610) 593-5143 (F): (610) 593-9996 estimating@jdeckmaninc.com			
J.F. Shea Construction Inc. 111 Thunder Rd. Mount Pleasant, PA 15666 Timothy Salai (T): (724) 547-0120 (F): (724) 547-0939 thsshea@zoominternet.net	111 Thunder Rd. Mount Pleasant, PA 15666	001990	Contractor-Bridge Construction
The L.C. Whitford Co., Inc. 164 North Main St. Wellsville, NY 14895 L. Chandler Whitford (T): (585) 593-3601 (F): (585) 593-1876 awashburn@lwhitford.com	164 North Main St. Wellsville, NY 14895	000869	Contractor-Bridge Construction
Larson Design Group, Inc. 1000 Commerce Park Drive, Suite 201 Williamsport, PA 17701 David DeBlander (T): (570) 323-6603 (F): (570) 323-9902 swilver@larsondesigngroup.com	1000 Commerce Park Drive, Suite 201 Williamsport, PA 17701	000007	Contractor-Design Services
Loftus Construction, Inc. 1903 Taylors Lane Cinnaminson, NJ 08077 Kevin J. Loftus (T): (856) 786-6607 (F): (856) 786-6641 kwloftus@loftusconstruction.com	1903 Taylors Lane Cinnaminson, NJ 08077	000905	Contractor-Bridge Construction
Swank Construction Co. LLC 632 Hunt Valley Circle New Kensington, PA 15068	632 Hunt Valley Circle New Kensington, PA 15068	006436	Contractor-Bridge Construction

3.2(b) - 22

FINAL

Andrew R. Swank (T): (724) 335-6000 (F): (724) 335-3834 andrew@swankco.com			
TRC Engineers, Inc. 1036 Corporate Dr. Export, PA 15632 Scott Gallaher (T): (724) 325-7483 (F): (724) 325-4854 sgallaher@trcsolutions.com	1036 Corporate Dr. Export, PA 15632	3665414	Contractor- CQAF

If any Major Participant or Contractor identified above is a single purpose entity formed for the Project, complete the following matrix for each such single purpose entity:

Name of Major Participant/Contractor	Form of Entity (partnership, joint venture, corporation, etc.)	Entities with Ownership Interest	Percentage of Ownership Interest
Walsh/Granite JV	Joint venture	Walsh Construction Company II, LLC	60%
		Granite Construction Company	40%

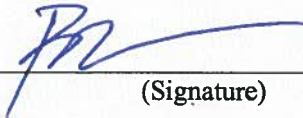
Add additional sheet(s) as necessary.

FINAL

The undersigned Proposer hereby certifies that it has not entered into any substantive negotiations with Major Participants resulting in an agreement to enter into any contracts with respect to the Project, except for those listed above. Proposer agrees that it will follow applicable Project Documents requirements with respect to Contractors. Proposer further declares that it has carefully examined the RFP Documents and acknowledges that the Department has determined that a Proposer's efforts to obtain participation by Contractors could reasonably be expected to produce 7% DBE participation of the D&C Contract Amount for the professional services and construction portions of the Work.

I declare under penalty of perjury under the laws of the Commonwealth of Pennsylvania that the foregoing declaration is true, correct and accurate.

Executed September 29, 2014.



(Signature)

Print Name: Brian Budden

Title: Authorized Representative, Plenary Walsh
Keystone Partners, by its Equity Members Plenary
Group USA Ltd. and Walsh Investors, LLC

3.2(b) - 24

The Development Entity, Plenary Walsh Keystone Partners, LLC, is a Limited Liability Company to be formed by Plenary Group USA Ltd. and Walsh Investors, L.L.C.. Because of this, per Instructions to Proposers Exhibit 2, Section 3.2(b), a letter accepting joint and several liability shall not be required.



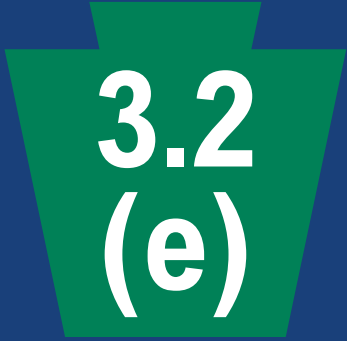
Responsible Proposer and Major Participant Questionnaire

**PAGES REDACTED DUE
TO PROPRIETARY AND
CONFIDENTIAL
INFORMATION**



Industrial Safety Record for Proposer and Major Participants

**PAGES REDACTED DUE
TO PROPRIETARY AND
CONFIDENTIAL
INFORMATION**



Key Personnel

3.2(e) - 1

FORM E

PERSONNEL WORK ASSIGNMENT FORM AND COMMITMENT OF AVAILABILITY

Name of Proposer: Plenary Walsh Keystone Partners, LLC _____

Key Personnel Assignment	Name of Individual Assigned and Employer
Project Executive (if different than the Project Manager)	Matt Girard, Plenary Group, USA Ltd
Project Manager	Gregory A. Ciambrone, Walsh Investors, L.L.C.
Deputy Project Manager(s)	Scott Benjamin, Walsh Construction II, LLC
Project Finance Lead	Brian Budden, Plenary Group USA Ltd.
Construction Manager	Joe McIlhinney, Granite Construction Company
Lead Engineer	Kenneth Wright, HDR Engineering, Inc.
Maintenance Manager	Arvin Delgado, Walsh Infrastructure Management, LLC
Quality Manager	Matt Semerad, Walsh Construction Company II, LLC
Public Information Coordinator	Dan Galvin, Walsh Construction Company II, LLC
DBE Coordinator	Marvin L. Jackson, Walsh Construction Company II, LLC
Construction Quality Control Manager	Ron Rogge, Walsh Construction Company II, LLC
Construction Quality Acceptance Manager (appointed by the Construction Quality Acceptance Firm)	Naji Chidiac, TRC Engineers, Inc.
Financial Director	Rajan Bains, Plenary Group USA Ltd
Utility Manager	Abdoul Diallo, Walsh Construction Company II, LLC
Design Quality Control Manager	Dan Domalik, HDR Engineering, Inc.
Safety Manager	Edward E. Buffington, Walsh Construction Company II, LLC

Key Personnel Assignment	Name of Individual Assigned and Employer
Environmental Compliance Manager	Stephen Wiedemer, A.D. Marble & Co. Inc.
Quality Assurance Manager	John Waugh, Walsh Construction Company II, LLC

Proposer's Name: Plenary Walsh Keystone Partners, LLC (the **Proposer**)

Proposer's Name: Plenary Walsh Keystone Partners

Proposer's Signature: 

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: Plenary Group (the **Employer**)

Employer's Signature: 

Printed Name: Paul Dunstan

Title: President

Date: September 29, 2014

Employer's Name: Walsh Investors, L.L.C. (the **Employer**)

Employer's Signature: 

Printed Name: Michael P. Gibbons

Title: Manager

Date: September 29, 2014

Employer's Name: Walsh Construction Company II, LLC (the **Employer**)

Employer's Signature: 

Printed Name: Sean C. Walsh

Title: President

Date: September 29, 2014

Employer's Name: Granite Construction Company (the **Employer**)

Employer's Signature: 

Printed Name: Michael Donnino

Title: Senior Vice President

Date: September 29, 2014

Employer's Name: HDR Engineering, Inc. (the **Employer**)

Employer's Signature: 

Printed Name: Michael P. Crane

Title: Vice President

Date: September 29, 2014

Employer's Name: Walsh Infrastructure Management, LLC (the **Employer**)

Employer's Signature: 

Printed Name: Gregory A. Ciambrone

Title: Manager

Date: September 29, 2014

Employer's Name: A.D. Marble & Company, Inc. (the **Employer**)

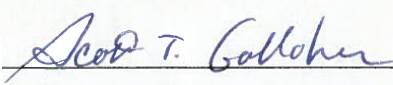
Employer's Signature: 

Printed Name: Jason Vendetti

Title: Vice President

Date: September 29, 2014

Employer's Name: TRE ENGINEERS, INC. (the **Employer**)

Employer's Signature: 

Printed Name: Scott T. Gallagher

Title:

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____


Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: Plenary Group

Signed:  _____

Printed Name: Paul Dunstan

Title: President

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: ~~Walsh Investors, L.L.C.~~

Signed:  _____

Printed Name: Michael P. Gibbons

Title: Manager

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

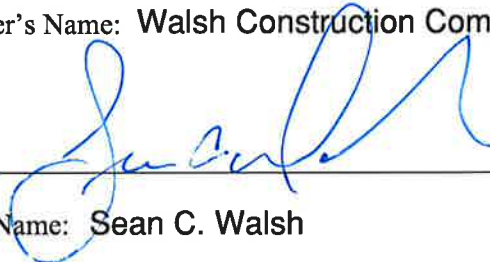
Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: Walsh Construction Company II, LLC

Signed:  _____

Printed Name: Sean C. Walsh

Title: President


Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

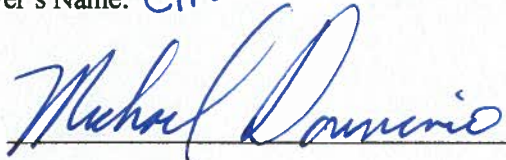
Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: *Granite Construction Company*

Signed:  _____

Printed Name: Michael Donnino

Title: Senior Vice President

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: HDR Engineering, Inc.

Signed:  _____

Printed Name: MICHAEL P. CHAN

Title: Vice President

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: Walsh Infrastructure Management, LLC

Signed:  _____

Printed Name: Gregory A. Ciambrone

Title: Manager

Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed:  _____

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: A.D. Marble & Company, Inc.

Signed:  _____

Printed Name: Jason Vendetti

Title: Vice President


Date: September 29, 2014

FINAL

COMMITMENT OF AVAILABILITY

Understanding the Department's concern that the personnel resources specifically represented and listed in this Proposal actually be assigned to the Project and not also be committed to other projects, Proposer and Employer commit that if Proposer is awarded the PPA, the Employer's named key personnel and other individuals of Employer named in the Proposal will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the Project Documents.

Proposer's Name: Plenary Walsh Keystone Partners

Signed: 

Printed Name: Brian Budden

Title: Authorized Representative

Employer's Name: Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date: September 29, 2014

Employer's Name: TRE ENGINEERS, INC.

Signed: 

Printed Name: SCOTT T. GALLAHER

Title:

Date: September 29, 2014



Letters Approving Pre-Proposal Submittals



September 12, 2014

Brian Budden
Plenary Walsh Keystone Partners
Suite 4920, 333 Bay Street
Box 18, Bay Adelaide Centre
Toronto ON M5H 2R2

RE: Pennsylvania Rapid Bridge Replacement
RFP Solicitation #: 3513R16

Dear Mr. Budden:

Pursuant to the Instructions to Proposers ("ITP") dated as of August 12, 2014, the Pennsylvania Department of Transportation ("PennDOT") has received and reviewed the Lead Underwriter Submission that you provided on June 24, 2014 (as well as any responses to clarification questions) and the Model Auditor Submission that you provided on August 15, 2014 on behalf of Plenary Walsh Keystone Partners.

The review of the Lead Underwriter Submission and the Model Auditor Submission was conducted to ensure alignment with two sections of the ITP (ITP Section 1.9(b)(i) and ITP Section 2.14) and one section of the ITP (ITP Section 5.10(b)), respectively.

Based on the aforementioned requirements within the ITP for the Lead Underwriter Submission, we approve J.P. Morgan, the appointed Lead Underwriter on an exclusive basis, and Wells Fargo, the appointed Lead Underwriter on a non-exclusive basis. Based on the aforementioned requirements within the ITP for the Model Auditor Submission, we approve Wolrige Mahon, LLP, the appointed Model Auditor.

If you have any questions, please feel free to contact me.

Respectfully,

A handwritten signature in black ink, appearing to read "Bryan Kendro".

Bryan Kendro
Director



September 11, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: Rapid Bridge Replacement Project
Changes to Plenary Walsh Keystone Partners Organization and Key Personnel

Dear Mr. Budden:

We have received your August 25, 2014 letter requesting the Department's written approval of changes to Plenary Walsh Keystone Partners Organization and Key Personnel pursuant to Sections 2.11(a) and 2.11(b) of the Instructions to Proposers (ITP) for the Rapid Bridge Replacement Project.

Upon review of the information supplied, the Department approves the change in the Project Finance Lead position to Brian Budden.

The Department further approves the removal of Infrastructure Corporation of America, Inc. from the Plenary Walsh Keystone Partner (PWKP) team and having Walsh Infrastructure Management (WIM) and Plenary Group retain their responsibilities.

However, the Department has concerns on the selected Maintenance Manager and requests additional information detailing his relative maintenance experience. Please provide your response by 5:00PM ET September 15, 2014.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project. Should you have any questions, please do not hesitate to call my office at (717) 787-0787.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", written over a horizontal line.

Bryan Kendro
Director
Office of Policy and Public-Private Partnerships



September 16, 2014

Brian Budden
Plenary Walsh Keystone Partners
Suite 4920, 333 Bay Street
Box 18, Bay Adelaide Centre
Toronto ON M5H 2R2

Re: Rapid Bridge Replacement Project
Changes to Plenary Walsh Keystone Partners Organization and Key Personnel

Dear Mr. Budden:

We are in receipt of the additional information sent into the Department concerning the relevant maintenance experience for the proposed Maintenance Manager. This additional information was requested by the Department in response to your August 25, 2014 letter asking for the Department's written approval of changes to Plenary Walsh Keystone Partners Organization and Key Personnel pursuant to Sections 2.11(a) and 2.11(b) of the Instructions to Proposers (ITP) for the Rapid Bridge Replacement Project.

Upon review of the original and additional information supplied, the Department approves the change in the Maintenance Manager position to Arvin Delgado.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project. Should you have any questions, please do not hesitate to call my office at (717) 787-0787.

Thank you

A handwritten signature in black ink, appearing to read "Bryan Kendro".

Bryan Kendro
Director



September 16, 2014

Mr. Brian Budden
 Plenary Walsh Keystone Partners
 Suite 4920, 333 Bay Street
 Box 18, Bay Adelaide Centre
 Toronto ON M5H 2R2

RE: Rapid Bridge Replacement Project – Pre-Proposal Submittals

Dear Mr. Budden:

We are in receipt of the Pre-Proposal Submittals (the "Submittals") submitted by Plenary Walsh Keystone Partners ("Proposer") for the Rapid Bridge Replacement Project (the "Project") on or before the due date of September 9, 2014 in accordance with Section 2.11(c) of the Request for Proposals for the Project, dated August 12, 2014 (as amended, the "RFP"). Capitalized terms used but not defined herein shall have the meaning set forth in the RFP.

The Pennsylvania Department of Transportation (PennDOT) has completed its evaluation of your submittal and would offer the following response:

Role	Nominated Individual	PennDOT Response
Public Information Coordinator (PIC)	Dan Galvin	Approved
DBE Coordinator	Marvin L. Jackson	Approved
Construction Quality Control Manager (CQCM)	Brian Martz, PE	Please clarify how the nominated PIC will be able to fulfill its Project obligations given the current commitment to the Ohio River Bridge East End project.
Construction Quality Assurance Manager (CQAM)	Naji Chidic, PE	Not Approved – based upon the information supplied, individual does not meet the required qualifications.
Financial Director	Rajan Bains	Approved
Utility Manager (UM)	Abdoul Diallo	Approved
Design Quality Control Manager (DQCM)	Dan Domalik, PE	Please clarify how the nominated PIC will be able to fulfill its Project obligations given the current commitment to the Tappan Zee Bridge Project.

Brian Budden
September 16, 2014
Page 2

Safety Manager	Edward E. Buffington, AST, CHST	Please clarify the nominated Safety Manager's Safety experience during maintenance.
Environmental Compliance Manager (ECM)	Stephen Wiedemer	Approved
Quality Assurance Manager (QAM)	Henry Soares, III, PE	Not Approved – based upon the information supplied, individual does not meet the required qualifications.

Please provide your responses to the requested clarifications and/or new individuals for those Key Personnel not approved by COB Thursday September 18, 2014.

Nothing in this letter modifies or alters the terms of the RFP, including PennDOT's reserved rights thereunder, and such terms shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project. Should you have any questions, please do not hesitate to call my office at (717) 787-0787.

Sincerely,



Bryan Kendro
Director



September 23, 2014

Mr. Brian Budden
 Senior Vice President
 Plenary Group
 333 Bay Street, Suite 4920
 Toronto, ON M5H 2R2

Re: Rapid Bridge Replacement Project – Key Personnel Additional Information

Dear Mr. Budden:

We are in receipt of the additional information submitted by Plenary Walsh Keystone Partners concerning the Key Personnel for the Rapid Bridge Replacement Project.

The Pennsylvania Department of Transportation (PennDOT) has completed its evaluation of your submittal and would offer the following response:

Role	Nominated Individual	PennDOT Response
Construction Quality Control Manager	Ronald Rogge, PE	Approved
Quality Control Acceptance Manager	Naji Chidiac, PE	Approved
Design Quality Control Manager	Dan Domalik, PE	Approved
Safety Manager	Edward Buffington, ASP,CHST	Approved
Quality Assurance Manager	John Waugh, PE	Approved

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project. Should you have any questions, please do not hesitate to call my office at (717) 787-0787.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", with a long horizontal flourish extending to the right.

Bryan Kendro
 Director
 Office of Policy & Public Private Partnerships



August 6, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF001 Standard Slope Widening Details

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 001, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) Soils below the embankment toe key shall be required to be examined by the DE Geotech Engineer to ensure that competent soil is below the widening.
 - 2.) The 2:1 sliver slope condition shown in Attachment A shall be limited to a total slope height of 15' due to the unknown nature and height of the slope below the side hill bench area.
 - 3.) Use of recycled concrete is permitted provided it conforms to the Recycled Concrete Provision being added to the Technical Provisions.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", written over a horizontal line.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 6, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF002 Illinois SM Rail

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 002, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) This barrier type is not permitted on overpass bridges.
 - 2.) Address necessary replacement parts required in the maintenance manual for this barrier system.
 - 3.) Adhesive anchors will not be permitted for installation or repair.
 - 4.) Provide transition and end treatment approved by FHWA.
 - 5.) The potential for additional cracking, including but not limited to structure cracks are to be addressed with the quality management plan describing range of crack widths and type of repair for each range. The remediation for cracking should also address the reflective cracking in the overlay. The Department reserves the right to require the repair of cracks observed by the Department or noted in the Development Entity's NBIS inspection findings.
 - 6.) If the PWKP are the successful Development Entity, then a complete standard must be developed including guiderail transition details.

3.2(f) - 9

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read 'B. Kendro', with a long horizontal flourish extending to the right.

Bryan Kendro

Director

Office of Policy & Public-Private Partnerships



August 6, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF003 Modification to Approach Slab Length

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 003, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) The 15 foot approach slab would only be allowed for use on Non-NHS routes AND for ADT's less than 5000 vehicles per day.
 - 2.) If the PWKP are the successful Development Entity, then a complete standard must be developed for this shorter concrete approach.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", written in a cursive style.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 21, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF004 Prefab Modular Wall Abutments with Pile Footings

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 004, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - Provide design and details conforming to PennDOT approved Item 9714-0205 Prefabricated T-Wall Retaining Wall System issued via SOL 483-13-07 dated May 9, 2013 and in accordance with Design Manual Part 4.
 - If the PWKP are the successful Development Entity, then a complete standard must be developed.
 - Walls are required to have the top of the leveling pad be a minimum of 6' below streambed. Ensure adherence to adjacent streambed schematic as shown in Exception Exhibit 1.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Kendro", written over a horizontal line.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 13, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF006 Modification to BD-667M

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 006, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) This ATC will only be permitted for use on a case by case basis at TS&L stage.
 - 2.) If PWKP is the successful Development Entity, a maximum height shall be set where this would be allowed.
 - 3.) In some instances, abutment stability relies on the vertical dead loads of the superstructure to compensate for overturning loads.
 - 4.) IF PWKP is the successful Development Entity, perform stability calculations on the existing abutment for each location where this ATC will be used to ensure structural stability of the alone existing abutments.
 - 5.) Provide properly sized rip rap in front of the existing abutments based on the proposed hydraulic opening.
 - 6.) At TS&L, define a predicted useful life of the existing structure to determine if the structure will satisfy the desire of Department to obtain 100 year bridge life from its structure.
 - 7.) Develop long term repair procedures for the life of the structure should the existing abutment fail, including but not limited to, stabilization of the front sloped wall between the existing abutment and the new integral abutment and stabilization of the backfill material to ensure the approach fill under the approach roadway does not collapse.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read 'Bryan Kendro', with a long horizontal flourish extending to the right.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



July 31, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF007 Construction Joint Spacing

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 007, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- The ATC is approved for inclusion in the Proposer's Proposal.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", written in a cursive style.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 27, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF008 Polyester Polymer Concrete

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 008, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) The installation of this two part system HMWM and the PPC must be done according to manufacturer's requirements and allowing for the PennDOT 14 day wet curing process to occur prior to the installation of this dual system.
 - 2.) Within the last 2 years of the maintenance period, an inspection will be required to assess the condition of the wearing surface with regards to delamination and cracking along with determining the remaining life of the wearing surface. Based on the inspection findings:
 - If 15% or greater of a given span's deck area is delaminated, then the overlay in that span must be removed or replaced at the cost of the DE.
 - If 15% or greater of the total deck area of the overlay is delaminated, then the entire overlay must be removed and replaced at the cost of the DE.
 - In any event, any deficiencies, delaminated areas shall be repaired,
 - The calculated useful life must be equal or greater than the currently required epoxy overlay to be applied at the 23rd year of the maintenance period.
 - 3.) The ATC proposes to eliminate the yearly washing of the deck surface. This yearly bridge deck washing requirement will not be waived.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve the rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro". The signature is fluid and cursive, with a large initial "B" and a long, sweeping underline.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 21, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF009 Sheet Pile Abutments

Dear Mr. Budden:

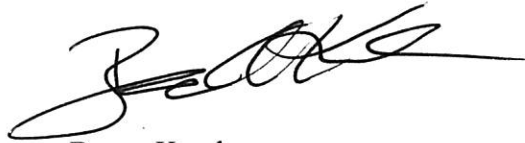
The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 009, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) In a water environment, protect the sheet pile abutment with rip rap no less than 6 feet below the adjacent streambed/ground elevation.
 - 2.) Provide corrosion protection for the sheet pile abutment and dual corrosion protection (galvanizing and extra thickness).
 - 3.) Provide adequate drainage behind sheet pile wall.
 - 4.) Provide an impervious membrane under the pavement structure equal to or better than detail shown on BC-799M sheet 1.
 - 5.) Address the inspection requirements for this type of substructure considering the NBIS condition ratings that:
 - a.) Any corrosion of the sheet pile abutments would necessitate a condition rating of 6.
 - b.) Any section loss would necessitate a condition rating of a 5 unless specifically addressed by documenting sacrificial thickness.
 - 6.) Address the geotechnical assessment required regarding corrosive environments, soils and water.
 - 7.) This bridge system is only permitted in Base level aesthetic categories.
 - 8.) If the Development Entity successful, a complete standard must be developed including design computations. Address any issues with dissimilar metal.
 - 9.) Provide a 100 year longevity and analysis considering proposed location environment, corrosion protection, strength and thickness of material.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read 'Bryan Kendro', with a long horizontal flourish extending to the right.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 13, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF012 Box Beams with UHPC-Jointed Composite Decks

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 012, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) If the PWKP are the successful Development Entity, then a complete standard for Department implementation must be developed.
 - 2.) Provide a minimum of 6 weeks between release of prestress and casting of composite concrete deck unless the DE can provide creep data to the contrary.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Kendro".

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 19, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF014 Vertical Concrete Parapet

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 014, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) Complete standard must be developed including guiderail transition details.
 - 2.) Provide necessary calculations to justify the locations that a TL-4 per DM2 is appropriate. The calculations can be developed by a programmatic approach.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro", written in a cursive style.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 18, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF015 PCINE Precast Bridge Barrier

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 015, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) The exterior girder must be designed to support the entire weight of the precast barrier since the deck is not available to participate in distributing loading to adjacent beam.
 - 2.) FHWA's explicit approval of this specific barrier detail must be obtained prior to use on this project.
 - 3.) An epoxy bonding compound must be applied to the vertical face of the precast barrier against which the cast-in-place concrete deck is placed.
 - 4.) For precast barrier placed on beams that are not set level in the transverse direction, plumbness of the precast barrier is to be via fabrication of the element rather than via uneven grout bed thickness.
 - 5.) If longitudinal reinforcement is non-continuous between sections of precast barrier, the vertical reinforcement spacing will be limited to 6" maximum.
 - 6.) The slope of the 6" gutter extension must be positively directed toward the vertical face of the barrier at no less than 4%.
 - 7.) The maximum grout bed thickness is limited to 2 inches.
 - 8.) This precast system will not be permitted over live traffic.
 - 9.) If the PWKP are the successful Development Entity, then a complete standard must be developed including approach guiderail attachment.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read 'Bryan Kendro', with a long horizontal flourish extending to the right.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 21, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF017 Modular Precast Substructure System

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 017, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) Transverse post tensioning of precast elements is required.
 - 2.) A mechanical shear key-type bond connection for the HPile pockets are required versus a smooth face connection.
 - 3.) If the PWKP are the successful Development Entity, then a complete standard must be developed.
 - 4.) Apply membrane waterproofing to the horizontal and vertical joints equal to or better than details given on sheet 3 of 7 of BD-656M.
 - 5.) Provide stainless steel hairpin reinforcement bars that interconnect the abutment module with the pile cap module.
 - 6.) Should a cracking pattern develop in the precast substructure until that the Department considers unique to this particular structural concept (e.g. cracks in the grouted vertical joints or at the flange-web juncture of the T-section geometry), a repair/replacement plan of action must be addressed in the quality management plan and subsequently implemented.
 - 7.) The Department reserves the right to require repair of cracks observed by the Department or noted in the Development Entity's NBIS inspection findings.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Kendro", with a long horizontal line extending to the right.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 25, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF018 Modification of BD 667M for Integral Abutment Depth

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 018, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) The maximum bridge length permitted in association with this ATC is 70 feet.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro". The signature is fluid and cursive, written over a white background.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 25, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF020 Pile Bents

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 020, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) Steel pile piles shall be used.
 - 2.) Provide a protective debris wall in between or around piles for 6 feet below adjacent streambed/ground line up to 1 ft below design flood elevation.
 - 3.) Properly designed rip rap must be provided extending 6 ft above adjacent streambed/ground elevation.
 - 4.) Provide dual corrosion protection of the entire pile consisting of two of the following methods: Paint system, galvanizing or deduct 1/16in. from the exposed surface of the pile used to compute section capacity.
 - 5.) If the development team is successful, a complete standard for Department implementation must be developed.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro". The signature is fluid and cursive, with the first name "Bryan" written in a larger, more prominent script than the last name "Kendro".

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



September 2, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Formal Alternative Technical Concept PWKPF022 Integral Bridge Approach Slab Selection Criteria

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 022, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is approved for inclusion in the Proposer's Proposal.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "Bryan Kendro". The signature is fluid and cursive, written over a light gray background.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



August 25, 2014

Mr. Brian Budden
Senior Vice President
Plenary Group
333 Bay Street, Suite 4920
Toronto, ON M5H 2R2

Re: The Pennsylvania Rapid Bridge Replacement Project – Alternative Technical Concept
PWKPF023 Hydraulic Survey Requirements

Dear Mr. Budden:

The Pennsylvania Department of Transportation (PennDOT) has reviewed the proposed Alternative Technical Concept (ATC), number 023, submitted by Plenary Walsh Keystone Partners in response to the Request for Proposals (RFP) for the Pennsylvania Rapid Bridge Replacement Project. In accordance with Section 3 of the Instructions to Proposers (ITP), PennDOT's response is as follows:

- This ATC is acceptable for inclusion in the Proposer's Proposal with the following conditions:
 - 1.) ATC 023 must be fully explained to DEP in the permit application for each relevant Replacement Bridge and shall be, in all cases, subject to DEP approval.
 - 2.) The risk of any schedule delays (including without limitation additional permitting review time) or increased costs which may arise as a result of ATC 023 shall be borne by Plenary Walsh Keystone Partners, and in no event shall Plenary Walsh Keystone Partners be permitted to claim a Compensation Event under the PPA in respect of ATC 023.

Please be advised nothing in this letter modifies or alters the terms of the RFP. The Pennsylvania Department of Transportation continues to reserve all rights under the terms of the RFP, which shall remain in full force and effect.

The Pennsylvania Department of Transportation appreciates your continued interest in the Pennsylvania Rapid Bridge Replacement Project.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Kendro". The signature is fluid and cursive, written over a horizontal line.

Bryan Kendro
Director
Office of Policy & Public-Private Partnerships



September 12, 2014

Brian Budden
Plenary Walsh Keystone Partners
Suite 4920, 333 Bay Street
Box 18, Bay Adelaide Centre
Toronto ON M5H 2R2

RE: Pennsylvania Rapid Bridge Replacement
RFP Solicitation #: 3513R16

Dear Mr. Budden:

Pursuant to the Instructions to Proposers ("ITP") dated as of August 12, 2014, the Pennsylvania Department of Transportation ("PennDOT") has received and reviewed the Lead Underwriter Submission that you provided on June 24, 2014 (as well as any responses to clarification questions) and the Model Auditor Submission that you provided on August 15, 2014 on behalf of Plenary Walsh Keystone Partners.

The review of the Lead Underwriter Submission and the Model Auditor Submission was conducted to ensure alignment with two sections of the ITP (ITP Section 1.9(b)(i) and ITP Section 2.14) and one section of the ITP (ITP Section 5.10(b)), respectively.

Based on the aforementioned requirements within the ITP for the Lead Underwriter Submission, we approve J.P. Morgan, the appointed Lead Underwriter on an exclusive basis, and Wells Fargo, the appointed Lead Underwriter on a non-exclusive basis. Based on the aforementioned requirements within the ITP for the Model Auditor Submission, we approve Wolrige Mahon, LLP, the appointed Model Auditor.

If you have any questions, please feel free to contact me.

Respectfully,

A handwritten signature in black ink, appearing to read "Bryan Kendro".

Bryan Kendro
Director

September 19, 2014

Brian Budden
Plenary Walsh Keystone Partners
Suite 4920, 333 Bay Street
Box 18, Bay Adelaide Centre
Toronto ON M5H 2R2

RE: Pennsylvania Rapid Bridge Replacement
RFP Solicitation #: 3513R16

Dear Mr. Budden:

Pursuant to the Instructions to Proposers ("ITP") dated as of August 12, 2014, the Pennsylvania Department of Transportation ("PennDOT") has received and reviewed the Benchmark Rates and Credit Spreads Submission that you provided on September 16, 2014 on behalf of Plenary Walsh Keystone Partners.

A review of the Benchmark Rates and Credit Spreads Submission was conducted to ensure alignment with ITP Section 5.10 (c) and ITP Section 5.10 (d)).

PennDOT approves the Benchmark Rates and Credit Spreads Submission.

If you have any questions, please feel free to contact me.

Respectfully,



Bryan Kendro
Director – Office of Policy & Public Private Partnerships
(717) 787-8765
RA-PDRBRRFQ@pa.gov

September 25, 2014

Brian Budden
Plenary Walsh Keystone Partners
Suite 4920, 333 Bay Street
Box 18, Bay Adelaide Centre
Toronto ON M5H 2R2

RE: Pennsylvania Rapid Bridge Replacement
RFP Solicitation #: 3513R16

Dear Mr. Budden:

Pursuant to the Instructions to Proposers (“ITP”) dated as of August 12, 2014, the Pennsylvania Department of Transportation (“PennDOT”) has received and reviewed the prequalification status of identified contractors eligible and intending to perform construction.

The review of prequalification status was conducted to ensure alignment with the ITP.

- Walsh Construction Company II, LLC – Prequalified and designated as a General Highway Contractor with unlimited capacity. Capable of self-performing at least 50% of the project.
- Granite Construction Company – Prequalified and designated as a General Highway Contractor with unlimited capacity. Capable of self-performing at least 50% of the project.

Based on the aforementioned requirements within the ITP, we accept and approve the prequalification status of your team.

If you have any questions, please feel free to contact me.

Respectfully,



Bryan Kendro
Director – Office of Policy & Public Private Partnerships
(717) 787-8765
RA-PDRBRRFQ@pa.gov



Non-Collusion Affidavit

FINAL

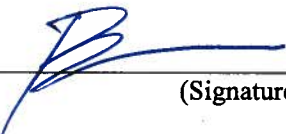
FORM F

NON-COLLUSION AFFIDAVIT

CITY OF TORONTO _____)
)SS:
PROVINCE OF ONTARIO _____)

Each of the undersigned, being first duly sworn, deposes and says that:

- (a) Brian Budden is the Authorized Representative of Plenary Walsh Keystone Partners, which is the Proposer making the foregoing Proposal.
- (b) The Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company or corporation; the Proposal is genuine and not collusive or sham; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded, conspired, connived or agreed with any Proposer or anyone else to put in a sham Proposal or that anyone shall refrain from proposing; Proposer has not in any manner, directly or indirectly, sought by agreement, communication or conference with anyone to fix the prices of Proposer or any other Proposer, or to fix any overhead, profit or cost element (including the Maximum Availability Payment or its components) included in the Proposal, or of that of any other Proposer, or to secure any advantage against the Department or anyone interested in the proposed agreement; all statements contained in the Proposal are true; and, further, Proposer has not, directly or indirectly, submitted its prices or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company, association, joint venture, limited liability company, organization, Proposal depository or any member, partner, joint venture member or agent thereof to effectuate a collusive or sham Proposal.
- (c) Proposer will not, directly or indirectly, divulge information or data regarding the price or other terms of its Proposal to any other Proposer, or seek to obtain information or data regarding the price or other terms of any other Proposal, until after award of the PPA or rejection of all Proposals and cancellation of the RFP.



(Signature)

Brian Budden

Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

FINAL

Subscribed and sworn to before me this 17th day of September, 2014.



Notary Public in and for
The Province of Ontario

My commission expires: N/A

FINAL

FORM F

NON-COLLUSION AFFIDAVIT

CITY OF TORONTO _____)
)SS:
PROVINCE OF ONTARIO _____)

Each of the undersigned, being first duly sworn, deposes and says that:

- (d) Brian Budden is the Executive Vice President, Corporate Strategy of Plenary Group USA Ltd., which entity if the Equity Member of Plenary Walsh Keystone Partners, the entity making the foregoing Proposal.
(e) The Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company or corporation; the Proposal is genuine and not collusive or sham; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded, conspired, connived or agreed with any Proposer or anyone else to put in a sham Proposal or that anyone shall refrain from proposing; Proposer has not in any manner, directly or indirectly, sought by agreement, communication or conference with anyone to fix the prices of Proposer or any other Proposer, or to fix any overhead, profit or cost element (including the Maximum Availability Payment or its components) included in the Proposal, or of that of any other Proposer, or to secure any advantage against the Department or anyone interested in the proposed agreement; all statements contained in the Proposal are true; and, further, Proposer has not, directly or indirectly, submitted its prices or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company, association, joint venture, limited liability company, organization, Proposal depository or any member, partner, joint venture member or agent thereof to effectuate a collusive or sham Proposal.
(f) Proposer will not, directly or indirectly, divulge information or data regarding the price or other terms of its Proposal to any other Proposer, or seek to obtain information or data regarding the price or other terms of any other Proposal, until after award of the PPA or rejection of all Proposals and cancellation of the RFP.

[Handwritten Signature]
_____)
(Signature)

_____)
Brian Budden

_____)
Executive Vice President, Corporate Strategy
Plenary Group USA Ltd.

FINAL

Subscribed and sworn to before me this 17th day of September, 2014.



Notary Public in and for
The Province of Ontario

My commission expires: N/A

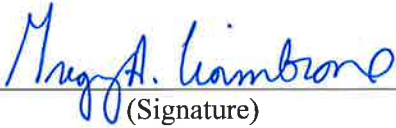
FORM F

NON-COLLUSION AFFIDAVIT

STATE OF IL)
)SS:
COUNTY OF Cook)

Each of the undersigned, being first duly sworn, deposes and says that:

- (a) Gregory A. Ciambrone is the Manager of Walsh Investors, L.L.C. which entity is an Equity Member of Plenary Walsh Keystone Partners, LLC, the entity making the foregoing Proposal.
- (b) The Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company or corporation; the Proposal is genuine and not collusive or sham; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded, conspired, connived or agreed with any Proposer or anyone else to put in a sham Proposal or that anyone shall refrain from proposing; Proposer has not in any manner, directly or indirectly, sought by agreement, communication or conference with anyone to fix the prices of Proposer or any other Proposer, or to fix any overhead, profit or cost element (including the Maximum Availability Payment or its components) included in the Proposal, or of that of any other Proposer, or to secure any advantage against the Department or anyone interested in the proposed agreement; all statements contained in the Proposal are true; and, further, Proposer has not, directly or indirectly, submitted its prices or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company, association, joint venture, limited liability company, organization, Proposal depository or any member, partner, joint venture member or agent thereof to effectuate a collusive or sham Proposal.
- (c) Proposer will not, directly or indirectly, divulge information or data regarding the price or other terms of its Proposal to any other Proposer, or seek to obtain information or data regarding the price or other terms of any other Proposal, until after award of the PPA or rejection of all Proposals and cancellation of the RFP.



(Signature)

Gregory A. Ciambrone


(Name Printed)

Manager

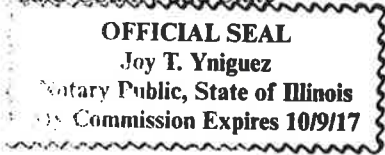
(Title)

FINAL

Subscribed and sworn to before me this 29th day of September, 2014.



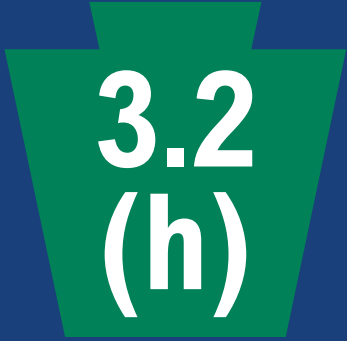
 Notary Public in and for
 said County and State



[Seal]

My commission expires: 10/9/17

[Duplicate or modify this form as necessary so that it accurately describes (a) the entity making the Proposal and so that it is signed by and on behalf of all partners, members, joint venture members, and (b) Equity Members of the Proposer.]



Buy America Certification

FINAL

FORM G

BUY AMERICA CERTIFICATION

(To be signed by authorized signatory(ies) of Proposer)

The undersigned Proposer hereby certifies on behalf of itself and all contractors (at all tiers) the following with regard to the Pennsylvania Department of Transportation's Rapid Bridge Replacement Project (the Project):

- (a) Proposer shall comply with the Federal Highway Administration (FHWA) Buy America requirements of 23 CFR 635.410, which permits FHWA participation in the Project only if domestic steel and iron will be used on the Project. To be considered domestic, all steel and iron used and all products manufactured from steel and iron must be produced in the United States and all manufacturing processes, including application of a coating, for these materials must occur in the United States. Coating includes all processes that protect or enhance the value of the material to which the coating is applied. This requirement does not preclude a minimal use of foreign steel and iron materials, provided the cost of such materials does not exceed 0.1% of the D&C Contract Amount.
- (b) A false certification is a criminal act in violation of 18 U.S.C. 1001. Should the Public-Private Transportation Partnership Agreement for the Project be investigated, Proposer has the burden of proof to establish that it is in compliance.
- (c) At Proposer's request, the Department may, but is not obligated to, seek a waiver of Buy America requirements if grounds for the waiver exist. However, Proposer certifies that it will comply with the applicable Buy America requirements if a waiver of those requirements is not available or not pursued by the Department.

Date: September 29, 2014

Signature:  _____

Brian Budden, Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC



DBE Pledge

FINAL

FORM H

DBE PLEDGE

DISADVANTAGED BUSINESS ENTERPRISES REQUIREMENTS

The following goal for participation by Disadvantaged Business Enterprises is established for professional services and construction work on the Project.

DBE

7.0%

DBE Pledge

By signing the Proposal, the Proposer certifies that it shall (1) exercise good faith efforts to obtain DBE commitments equal to the DBE participation goal set forth above with respect to the D&C Work, (2) exercise good faith efforts to encourage DBE participation in the Maintenance Work and (3) in each case, substantiate and document such good faith efforts. In addition, the Proposer certifies that, if awarded the PPA, the Development Entity will submit a final DBE Performance Plan meeting the requirements set forth in Attachment 9 (*Disadvantaged Business Enterprises*) of Schedule 15 (*Additional Federal Requirements*) to the PPA.

Failure to submit the Preliminary DBE Performance Plan described in Section 4.1(b) (*Preliminary DBE Performance Plan*) of Exhibit 2 (*Technical Proposal Instructions*) to the ITP shall constitute a breach of the requirements of the RFP. As a result, the Proposal Security provided by the Proposer will become property of the Department and the Proposer will be precluded from participating in any reprocurment of the PPA for the Project.



[Signature]

Brian Budden,
Authorized Representative,
Plenary Walsh Keystone Partners, by
its Equity Members Plenary Group
USA Ltd. and Walsh Investors, LLC



Conflict of Interest Disclosure

FORM I

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Proposer's attention is directed to the Pennsylvania State Adverse Interest Act, codified at 71 P.S. § 776.1 et seq., and 23 CFR Part 636, Subpart A, and in particular to Subsection 636.116 regarding organizational conflicts of interest. Section 636.103 defines "organizational conflict of interest" as follows:

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

Proposers are advised that in accordance with Section 2.10(b) (*Organizational Conflicts of Interest*) of the Instructions to Proposers, certain firms will not be allowed to participate on any Proposer's team for the Project because of their work with the Department in connection with the Project procurement and document preparation.

1. Disclosure Pursuant to 23 CFR 636.116(2)(v)

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present, or planned interest(s) of the Proposer's team (including the Proposer, Development Entity, the Major Participants, proposed consultants and proposed subcontractors, and their respective chief executives, directors, and key project personnel) that may result in, or could be viewed as, an organizational conflict of interest in connection with this RFP. If no disclosure is necessary, indicate "None."

Proposer should disclose (a) any current contractual relationships with the Department, (b) any past, present, or planned contractual or employment relationships with any Department member, officer, or employee and (c) any other circumstances that might be considered to create a financial interest in the contract by any Department member, officer, or employee if Proposer is awarded the contract. Proposer should also disclose matters such as ownership of 10% or more of the stock of, or having directors in common with, any of the RFP preparers. Proposer should also disclose contractual relationships with an RFP preparer in the nature of a joint venture, as well as relationships wherein the RFP preparer is a contractor or consultant (or subcontractor or subconsultant) to Proposer or a member of Proposer's team. The foregoing is provided by way of example, and shall not constitute a limitation on the disclosure obligations.

Yes

FINAL

2. Explanation

In the space provided below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid, neutralize, or mitigate any organizational conflicts of interest described herein.

- A.D. Marble & Co., Inc., a Contractor for the Plenary Walsh Keystone Partners, LLC team performed some work on early construction bridges for PennDOT. A.D. Marble contacted PennDOT's representative and received approval for its participation with the Plenary Walsh Keystone Partners, LLC team. Please see the attached emails evidencing the contact and approval.
- Larson Design Group, Inc., a Contractor for the Plenary Walsh Keystone Partners, LLC team performed some work on bridges for PennDOT that are on the final list for the Rapid Bridge Replacement Project. Larson Design Group, Inc. contacted PennDOT's representative and received approval for its participation with the Plenary Walsh Keystone Partners, LLC team. Please see the attached emails evidencing the contact and approval.

FINAL

5. Certification

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflict of Interest Disclosure Statement, other than as disclosed above.



Signature

Brian Budden, Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members
Plenary Group USA Ltd. and Walsh Investors, LLC

September 29, 2014

Roseline Marston

From: Kendro, Bryan A <brkendro@pa.gov>
Sent: Thursday, July 03, 2014 12:06 PM
To: Roseline Marston
Cc: Brian.Budden@plenarygroup.com
Subject: RE: Letter from A.D. Marble & Company

Roseline,

We don't see any conflict with A.D. Marble participating on the PWKP team at this stage of the procurement based on the bridge and site information that's been provide to all the teams.

Thank you for your patience and I truly apologize for how long it has taken us to come to this determination.

Have a great weekend.

- Bryan

Bryan A. Kendro | Director
Office of Policy & Public Private Partnerships
PA Department of Transportation
400 North Street, 8th Floor | Harrisburg, PA 17120
Phone: 717.787.0786 | Cell: 717.480.6726 | Fax: 717.772.8443
www.P3forPA.pa.gov | www.dot.state.pa.us

From: Roseline Marston
Sent: Thursday, June 19, 2014 12:35 PM
To: Roseline Marston
Subject: RE: Letter from A.D. Marble & Company

Mr. Kendro,

Have you and your team been able to make a decision on this issue?

Thank you,

Rose

Roseline H. Marston | *President*

▶ 484-533-2560
▶ www.admarble.com

A.D. MARBLE & COMPANY
Conshohocken, PA

From: Roseline Marston
Sent: Monday, May 26, 2014 2:49 PM

To: 'brkendro@pa.gov'
Cc: Wright, Ken (Pittsburgh) (Ken.Wright@hdrinc.com); Pete Dodds
Subject: Letter from A.D. Marble & Company

Dear Mr. Kendro,

Attached is a letter requesting your opinion regarding our participation on the P3 contract.

Feel free to contact me at my office (484-533-2560) or on my cell phone (484-919-1242) if you have any questions or would like to discuss this further. I would like to have the opportunity to offer alternatives in the event that you still have concerns.

A hard copy of the letter has been sent via regular mail.

Thank you,

Roseline

Roseline H. Marston | *President*

- ▶ 484-533-2560
- ▶ www.admarble.com

A.D. MARBLE & COMPANY
Conshohocken, PA



Larson Design Group

February 7, 2014

Mr. Bryan Kendro, Director
PennDOT Office of Policy & Public Private Partnerships
P.O. Box 3545
Harrisburg, PA 17105

Re: Rapid Bridge Replacement

Dear Mr. Kendro:

To address the ACEC/PA email sent on February 3rd, attached is a list of 11 projects in which Larson Design Group (LDG) has been involved in BEFORE December 12th, 2013 that appear on the potential list of bridges to be included in the Rapid Bridge Replacement procurement.

LDG is a member on one of the teams submitting a statement of qualifications and requests a determination of no conflict of interest at your earliest convenience.

If you have any questions, please contact me at (724) 591-8562 extension 464 or via email at DSmith@larsondesigngroup.com.

Sincerely,

LARSON DESIGN GROUP

A handwritten signature in black ink, appearing to read 'Douglas F. Smith'.

Douglas F. Smith, P.E.
Vice President of Transportation

cc: file

DFS/tkb

Attachment

YOUR VISION. MADE REAL.

An employee owned company



Please consider the environment.

Architects Engineers Surveyors

Williamsport 1000 Commerce Park Drive, P.O. Box 487, Williamsport, PA 17703-0487
Tel (570) 323-6603 **Toll Free** (877) 323-6603 **Fax** (570) 323-9902
www.larsondesigngroup.com

LIST OF LDG PROJECTS THAT ARE ON "ELIGIBLE P3 LIST"

District	Agreement #	Project	County	BMS #	Prime or Sub	Scope of Services	% Complete	Comments
2-0	E03044	SR 0219-A09	Clearfield	17-0219-0360-0000	Prime	Preliminary Engineering, Final Design & Construction Consultation	PE-10%	Design Criteria approved - working on Line and Grade
3-0	E01406	SR409-002	Bradford	08-0409-0080-0634	Prime	H&H and DEP Permit	100%	
3-0	E01406	SR 42-066	Lycoming	41-0042-0050-1036	Prime	H&H and DEP Permit	100%	
3-0	E01923	SR 1017-008	Lycoming	41-1017-0140-0000	Prime	Preliminary Engineering and Final Design	PE-100% FD-90%	TS&L Approved, Waiting to Submit DEP Permit, Final ROW Plan Submitted, Preparing Preliminary PS&E.
3-0	E01923	SR 249-0222	Tioga	58-0249-0322-0000	Prime	H&H and DEP Permit - Prime Engineering doing most of the work as sub to LDG.	90%	Need to submit Final H&H and Permit Application
3-0	E01406	SR 4017-017	Tioga	584017-0280-0000	Prime	TS&L, H&H and DEP Permit	90%	Final Permit Application will be submitted March 2014.
3-0	E01923	SR 467-003	Bradford	08-0467-0010-0052	Prime	TS&L, H&H and DEP Permit	75%	TS&L Approved, H&H Report Complete
3-0	E01923	SR 514 over Towanda Ck.	Bradford	08-0514-0200-0863	Prime	H&H and DEP Permit	25%	Existing H&H Analysis Complete
3-0	E01923	SR 4022-003	Bradford	08-4022-0030-1743	Prime	H&H and DEP Permit	75%	H&H Report Complete and ready to submit for District Review
3-0	E01923	SR 287-092	Tioga	58-0287-0460-1623	Prime	TS&L, H&H and DEP Permit	99%	Waiting on information from District to Submit DEP Permit Application
6-0	E02126	SE 3004-ORH	Chester	15-3004-0020-0000	Prime	Preliminary Engineering and Final Design	PE - 90% FD-25%	TS&L Approved, Preparing DEP Permit Application and Final ROW Plans Ready to be submitted to District.



Larson Design Group®

February 13, 2014

CERTIFIED MAIL

Receipt No. 7012 1010 0001 1610 3549

Mr. Bryan Kendro, Director
 PennDOT Office of Policy & Public Private Partnerships
 P.O. Box 3545
 Harrisburg, PA 17105

Re: Request for Determination of No Conflict of Interest

Dear Mr. Kendro:

In examination of the bridges under consideration for inclusion in the final list for the Rapid Bridge Replacement procurement, we have found that up to 11 of our current projects are on the list, but we understand only four are on the final list. This list was conveyed to you in our first letter of February 6th and is included again in this letter for your reference.

To address the concern that our knowledge of these designs might cause an unfair advantage and taking into account the feedback we received at the recent ACEC meeting, we are putting the following safeguards into place to eliminate any conflict and adhere to PennDOT's guidance.

- To date, Larson Design Group has not participated in any meetings with any member of the Plenary Walsh Keystone Partners team discussing the upcoming proposal or any engineering aspect of the Rapid Bridge Replacement project.
- Larson Design Group has made HDR, the lead engineering firm of that team, aware of our potential conflicts and our intent to resolve as quickly as possible.
- Larson Design Group will create a secure directory in its computer system and we will deposit all electronic communications and design material there, with security controlled by our Chief Information Officer who has been briefed on our potential conflicts and the projects involved.
- Larson Design Group has identified the staff that has had meaningful involvement in the four projects and will prohibit their involvement in the Plenary Walsh Keystone Partners Team Rapid Bridge Replacement proposal response and involvement in those bridges should the project be awarded to our team.
- In addition, ALL Larson Design group employees who may participate in the proposal response, or the eventual contract should it be awarded to our team, will be briefed on the projects involved, the nature of the potential conflict, and the penalties if a conflict occurs, as well as the measures Larson Design Group is taking to prevent any conflicts.
- Larson Design Group will remove all paper files associated with these projects and store them in lockable drawings storage units, with the control of those units again being given to our Chief Information Officer or other appointed document custodian.

YOUR VISION. MADE REAL.

Architects Engineers Surveyors

An employee owned company

Williamsport 1000 Commerce Park Drive, P.O. Box 487, Williamsport, PA 17703-0487

Tel (570) 323-6603 **Toll Free** (877) 323-6603 **Fax** (570) 323-9902

www.larsondesigngroup.com



Please consider the environment.



These procedures, once approved by you, will be implemented immediately. Please review the above proposed procedures and advise of any improvement or adjustments required in order to grant Larson Design Group a determination of no conflict.

We appreciate your attention to this matter and look forward to successful implementation of the Rapid Bridge Replacement project.

If you have any questions, please contact me at (724) 591-8562 extension 464 or via email at DSmith@larsondesigngroup.com.

Sincerely,

LARSON DESIGN GROUP

A handwritten signature in black ink, appearing to read "Douglas F. Smith", is written over the printed name.

Douglas F. Smith, P.E.

Vice President of Transportation

cc: file

DFS/tkb

Attachment

LIST OF LDG PROJECTS THAT ARE ON "ELIGIBLE P3 LIST"

District	Agreement #	Project	County	BMS #	Prime or Sub	Scope of Services	% Complete	Comments
2-0	E03044	SR 0219-A09	Clearfield	17-0219-0360-0000	Prime	Preliminary Engineering, Final Design & Construction Consultation	PE-10%	Design Criteria approved - working on Line and Grade
3-0	E01406	SR409-002	Bradford	08-0409-0080-0634	Prime	H&H and DEP Permit	100%	
3-0	E01406	SR 42-066	Lycoming	41-0042-0050-1036	Prime	H&H and DEP Permit	100%	TS&L Approved, Waiting to Submit DEP Permit, Final ROW Plan Submitted, Preparing Preliminary PS&E.
3-0	E01923	SR 1017-008	Lycoming	41-1017-0140-0000	Prime	Preliminary Engineering and Final Design	PE-100% FD-90%	Need to submit Final H&H and Permit Application
3-0	E01923	SR 249-0222	Tioga	58-0249-0322-0000	Prime	H&H and DEP Permit - Prime Engineering doing most of the work as sub to LDG.	90%	Final Permit Application will be submitted March 2014.
3-0	E01406	SR 4017-017	Tioga	584017-0280-0000	Prime	TS&L, H&H and DEP Permit	90%	TS&L Approved, H&H Report Complete
3-0	E01923	SR 467-003	Bradford	08-0467-0010-0052	Prime	TS&L, H&H and DEP Permit	75%	Existing H&H Analysis Complete
3-0	E01923	SR 514 over Towanda Ck.	Bradford	08-0514-0200-0863	Prime	H&H and DEP Permit	25%	H&H Report Complete and ready to submit for District Review
3-0	E01923	SR 4022-003	Bradford	08-4022-0030-1743	Prime	H&H and DEP Permit	75%	Waiting on information from District to Submit DEP Permit Application
3-0	E01923	SR 287-092	Tioga	58-0287-0460-1623	Prime	TS&L, H&H and DEP Permit	99%	TS&L Approved, Preparing DEP Permit Application and Final ROW Plans Ready to be submitted to District.
6-0	E02126	SE 3004-ORH	Chester	15-3004-0020-0000	Prime	Preliminary Engineering and Final Design	PE - 90% FD-25%	

From: Kendro, Bryan A [mailto:brkendro@pa.gov]
Sent: Thursday, February 20, 2014 9:52 AM
To: Douglas Smith
Subject: RE: conflict oif interest plan

Yes, we accept your plan. Thank you.

- Bryan

Bryan A. Kendro | Director
Office of Policy & Public Private Partnerships
PA Department of Transportation
400 North Street, 8th Floor | Harrisburg, PA 17120
Phone: 717.787.0786 | Cell: 717.480.6726 | Fax: 717.772.8443
www.P3forPA.pa.gov | www.dot.state.pa.us

From: Douglas Smith [mailto:DSmith@larsondesigngroup.com]
Sent: Tuesday, February 18, 2014 1:23 PM
To: Kendro, Bryan A
Subject: conflict oif interest plan
Importance: High

Bryan:

I am sure you are deluged with these requests.....just wondering if you had a chance to look over our plan to eliminate potential conflicts of interested within Larson Design Group.

My bridge guys are jittery and worried they will get thrown in jail if they work on the 4 bridges with the plan being approved by you! (kidding....but not too far from the truth! You know how bridge guys are!)

Thanks. Hope your RFQs are going well.

Douglas F. Smith, PE | Vice President - Transportation
T: (724) 591-8562 ext. 464 | M: (412) 860-7936



Equal Employment Opportunity Certification

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Plenary Walsh Keystone Partners that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:



Title:

Brian Budden, Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

Date:

September 29, 2014

If not Proposer, relationship to Proposer: N/A

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Plenary Group USA Ltd. that:
(Name of entity making certification)


[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:



Title:

Brian Budden, Executive Vice President, Corporate Strategy, Plenary Group USA Ltd.

Date:

September 29, 2014

If not Proposer, relationship to Proposer: Equity Member

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

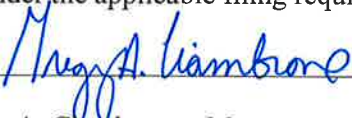
The undersigned certifies on behalf of Walsh Investors, L.L.C. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 

Title: Gregory A. Ciambrone - Manager

Date: 09/29/14

If not Proposer, relationship to Proposer: Equity Member

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

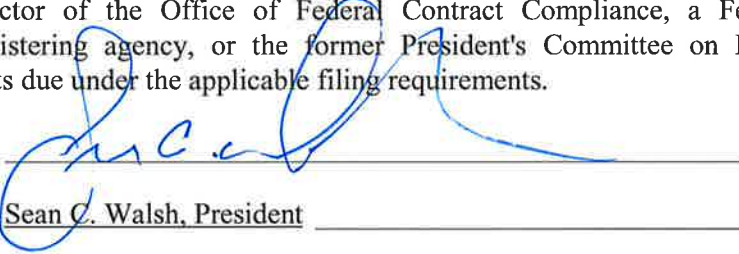
The undersigned certifies on behalf of Walsh Construction Company II, LLC that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 
 Title: Sean C. Walsh, President
 Date: 09/29/14

If not Proposer, relationship to Proposer: Major Participant, member of D&C Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Granite Construction Company that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: Michael Dominici
Title: Senior Vice President
Date: September 29, 2014

If not Proposer, relationship to Proposer: Major Participant/Member of D&C Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

The undersigned certifies on behalf of HDR Engineering, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

[Handwritten Signature]

Title:

Vice President

Date:

8/5/2014

If not Proposer, relationship to Proposer: Major Participant – Lead Engineering Firm

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

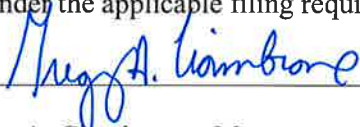
The undersigned certifies on behalf of Walsh Infrastructure Management, LLC that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 

Title: Gregory A. Ciambrone - Manager

Date: 09/29/14

If not Proposer, relationship to Proposer: Lead Maintenance Firm

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of The Walsh Group, Ltd. that:
(Name of entity making certification)

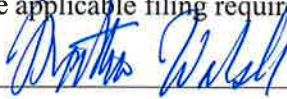
[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:



Title:

Matthew M. Walsh, Co-Chairman

Date:

09/29/14

If not Proposer, relationship to Proposer: Major Participant - D&C Guarantor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of A. D. Marble + Co. Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: [Handwritten Signature]

Title: President

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]


The undersigned certifies on behalf of BECDIR CONSTRUCTION COMPANY that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 
 Title: PRESIDENT
 Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]


The undersigned certifies on behalf of Beech Construction Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 
 Title: President
 Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Carmen Pelletto Contracting, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

[Handwritten Signature]

Title:

President

Date:

9/15/14

If not Proposer, relationship to Proposer: Subcontractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Crisler Media + Issue Advocacy that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: [Signature]
 Title: Principal
 Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Cleanwater Construction, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

[Handwritten Signature]

Title:

President David C. Cochran

Date:

9/29/14

If not Proposer, relationship to Proposer: Contractor Cleanwater Construction, Inc.

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of C.P. Ward, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

Richard A. Ash Pres.

Title:

President

Date:

9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Francis J. Palo, Inc. _____ that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: [Handwritten Signature]

Title: President

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

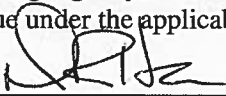
The undersigned certifies on behalf of GLENN O. HAWBAKER, INC. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 

Title: Daniel R. Hawbaker, President

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of INFRASTRUCTURE CONTRACTING & ENGINEERING, LLC that: FILE
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: _____

Title: EXECUTIVE VICE PRESIDENT

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of J.O. Eckman, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:  Mark S. Eckman

Title: President

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of J. F. Shea Construction Inc that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: [Handwritten Signature]

Title: V.P.

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of The Whitford Co Inc that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

J C Whitford

Title:

Vice President

Date:

9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

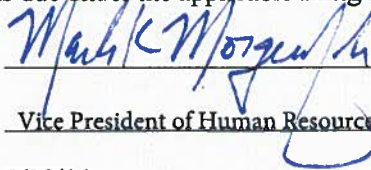
The undersigned certifies on behalf of Larson Design Group, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: 

Title: Vice President of Human Resources

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of LEPTOS CONSTRUCTION, INC that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

[Handwritten Signature]

Title:

Proprietor

Date:

9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of Swank Construction Co., LLC that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: Andrew R. Swank Andrew R. Swank
 Title: President
 Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FINAL

FORM N

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, Major Participants and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

The undersigned certifies on behalf of TRC Engineers, Inc. that:
(Name of entity making certification)

[check one of the following boxes]

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: Scott T. Gallaher

Title: Scott Gallaher, Principal

Date: 9/29/14

If not Proposer, relationship to Proposer: Contractor

FINAL

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)) and must be submitted by Proposers only in connection with contracts that are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposer and Major Participants (and any other Person that is, or is proposed to be, a Contractor as described in the Proposal) that have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.



Lobbying Certification

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member _____ Major Participant _____ and other Person that is, or is proposed to be, a Contractor as described in the Proposal _____ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
 - (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: September 29, 2014

Firm/Entity: Plenary Walsh Keystone Partners

Signature:  _____

Brian Budden, Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant and other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (e) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (f) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (g) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (h) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: September 29, 2014

Firm/Entity: Plenary Group USA Ltd.

Signature: _____

Brian Budden, Executive Vice President, Corporate Strategy

Plenary Group USA Ltd.

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be, a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member X Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal ___ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
 - (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14 _____

Firm/Entity: Walsh Investors, L.L.C. _____

Signature:  _____

Title: Gregory A. Ciambone - Manager _____

Proposer: Plenary Walsh Keystone Partners, LLC _____

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant X any other Person that is, or is proposed to be, a Contractor as described in the Proposal ___ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Walsh Construction Company II, LLC

Signature: 

Title: Sean C. Walsh, President

Proposer: Plenary Walsh Keystone Partners, LLC

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant X any other Person that is, or is proposed to be, a Contractor as described in the Proposal ___ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: September 29, 2014

Firm/Entity: Granite Construction Company

Signature: 

Title: Senior Vice President

Proposer: Plenary Walsh Keystone Partners

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant X any other Person that is, or is proposed to be, a Contractor as described in the Proposal ___ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
 - (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9 Sept 2014

Firm/Entity: HDR Engineering, Inc.

Signature: 

Title: Vice President

Proposer: Plenary Walsh Keystone Partners

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
 - (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Walsh Infrastructure Management, LLC

Signature: 

Title: Gregory A. Ciambrone - Manager

Proposer: Plenary Walsh Keystone Partners, LLC

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant X any other Person that is, or is proposed to be, a Contractor as described in the Proposal ___ certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14 _____

Firm/Entity: The Walsh Group, Ltd. _____

Signature: _____


Title: Matthew M. Walsh, Co-Chairman _____

Proposer: Plenary Walsh Keystone Partners, LLC _____

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Participants, and any other Person that is, or is proposed to be a Contractor as described in the Proposal]

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: A. D. Maule + Co., Inc.

Signature: *DMaule*

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

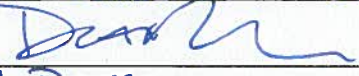
- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: BECDIR CONSTRUCTION COMPANY

Signature: 
DAVID A. DIRUSSO

Title: PRESIDENT

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Beech Construction Inc.

Signature: [Handwritten Signature]

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/15/14

Firm/Entity: Cosmen Paliotto Contracting, Inc

Signature: [Handwritten Signature]

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O**USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION**

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Crisler Media + Issue Advocacy

Signature: [Handwritten Signature]

Title: Principal

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Cleanwater Construction, Inc.

Signature: 

Title: President David C. Cochran

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: C.P. Ward, Inc.

Signature:  , Pres.

Title: Richard A. Ash
President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Francis J. Palo, Inc.

Signature: 

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

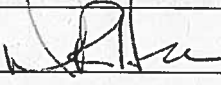
- (a) The undersigned certifies, to the best of its knowledge and belief, that:
 - (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: **GLENN O. HAWBAKER, INC.**

Signature: 

Title: **Daniel R. Hawbaker, President**

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: INFRASTRUCTURE CONSULTING & ENGINEERING, PLLC

Signature: 

Title: EXECUTIVE VICE PRESIDENT

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: J. D Eckman, Inc.

Signature:  Mark S. Eckman

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: J. F. Shea Construction Inc

Signature: 

Title: V.P.

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: The LC Whitford Co Inc.

Signature: 

Title: Vice President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Larson Design Group, Inc.

Signature: 

Title: Vice President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer Equity Member Major Participant any other Person that is, or is proposed to be, a Contractor as described in the Proposal certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: WFB CONSTRUCTION, INC.

Signature: 

Title: PRESIDENT

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: Swank Construction Company, LLC

Signature: *Andrew R. Swank* Andrew R. Swank

Title: President

Proposer: Plenary Walsh Keystone Partners, LLC

FINAL

FORM O

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer ___ Equity Member ___ Major Participant ___ any other Person that is, or is proposed to be, a Contractor as described in the Proposal X certifies on behalf of itself the following:

- (a) The undersigned certifies, to the best of its knowledge and belief, that:
- (i) No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any co-operative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or co-operative agreement.
 - (ii) If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or co-operative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed PPA or subcontract.
- (b) This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
- (c) The undersigned shall require that the language of this certification be included in all lower tier subcontracts that exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
- (d) The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

FINAL

Date: 9/29/14

Firm/Entity: TLC ENGINEERS INC.

Signature: Scott T. Gallahan

Title: Principal / SRUP

Proposer: Plenary Walsh Keystone Partners, LLC



Debarment and Suspension Certification

FINAL

FORM P

DEBARMENT AND SUSPENSION CERTIFICATION

The undersigned Proposer certifies the following on behalf of itself and all Equity Members, Major Participants and each other Person that is, or is proposed to be, a Contractor as described in the Proposal:

The undersigned certifies to the best of its knowledge and belief, that it and its principals:

- (a) are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
- (b) have not within a three-year period preceding this Proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; violation of federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- (c) are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in paragraph (b) of this certification; and
- (d) have not within a three-year period preceding this application/proposal had one or more public transactions (federal, state or local) terminated for cause or default.

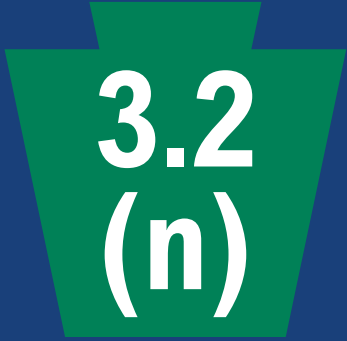
Where Proposer is unable to certify to any of the statements in this certification, it shall attach a certification to its Proposal or bid stating that it is unable to provide the certification and explaining the reasons for such inability.

Date: September 29, 2014

Proposer: Plenary Walsh Keystone Partners

Signature:  _____

Brian Budden, Authorized Representative, Plenary Walsh Keystone Partners, by its Equity Members Plenary Group USA Ltd. and Walsh Investors, LLC



Insurance



September 17, 2014

Mr. Bryan Kendro
Director, Office of Policy and Public Private Partnerships
Pennsylvania Department of Transportation
P.O. Box 35345
400 North Street, 8th Floor
Harrisburg, PA 17120-3545

Re: Plenary Walsh Keystone Partners, LLC Proposal with respect to Insurance Certification for the Technical Proposal, Pennsylvania Rapid Bridge Replacement Project (the Project)

Mr. Kendro,

We are writing you on behalf of Plenary Walsh Keystone Partners, LLC, which is submitting its Proposal for the Project.

We confirm that we have read the PPA and insurance requirements set forth therein and that, as required under the PPA, the Lead Design-Build Contractor, Lead Operations & Maintenance Contractor, and Plenary Walsh Keystone Partners, LLC have the capability, as of the Proposal Due Date, of obtaining such insurance in the coverages and under the conditions listed in the PPA.

Yours truly,

Rick Subak, CPCU, ARM
Senior Vice President / Strategic Account Manager
Aon Risk Services Central, Inc. | Construction Services Group
200 East Randolph Street | Chicago, Illinois 60601
t +1.312.381.4380 | m +1.312.498.9059
rick.subak@aon.com



Confidential Contents Index

CONFIDENTIAL CONTENTS INDEX

The Technical Proposal sections listed in the following table are proprietary and confidential. Volume 2 contains no confidential information.

VOLUME 1		
CONFIDENTIAL SECTION	SECTION	PAGES
Operating Agreements (following Form A)	Proposal Letter - Form A	3.2(a) - 9 through 3.2(a) - 57
SPV Operating Agreement	Proposal Letter - Form A	3.2(a) - 58 through 3.2(a) - 72
Responsible Proposer and Major Participant Questionnaire (Form C)	Responsible Proposer and Major Participant Questionnaire - Form C	3.2(c) - 1 through 3.2(c) - 29
Industrial Safety Record (Form D)	Industrial Safety Record - Form D	3.2(d) - 1 through 3.2(d) - 19

VOLUME 1: APPENDIX		
CONFIDENTIAL SECTION	SECTION	PAGES
Operating Agreement for Plenary Group USA Ltd.	Copies of Organizational Documents	Org Docs -1 through Org Docs - 18
Operating Agreement for Walsh Investors, L.L.C.	Copies of Organizational Documents	Org Docs -19 through Org Docs - 45
SPV Pre-Closing Agreement	Proposer Teaming PPA or Key Terms	Proposer Agreement - 1 through Proposer Agreement - 5
SPV Operating Agreement	Proposer Teaming PPA or Key Terms	Proposer Agreement - 6 through Proposer Agreement - 14
Design-Build Contract	Executed Contracts	Executed Contracts - 1 through Executed Contracts - 212
OM&R Contract	Executed Contracts	Executed Contracts - 213 through Executed Contracts - 243
Agreement for Design Services	Executed Contracts	Executed Contracts - 244 through Executed Contracts - 331



ONE COMMITTED TEAM

Proven, Local, Safety and Quality-Driven

delivering

PENNSYLVANIA BRIDGES

Expedited, Sustainable, High-Quality,
and Cost-Effective