

PENNSYLVANIA DEPARTMENT OF TRANSPORTATION

REQUEST FOR QUALIFICATIONS

IN RELATION TO

CNG FUELING FOR TRANSIT AGENCIES PARTNERSHIP PROJECT

**THROUGH A
PUBLIC-PRIVATE TRANSPORTATION PARTNERSHIP AGREEMENT**

ISSUED: NOVEMBER 24, 2014

STATEMENT OF QUALIFICATION DUE DATE: DECEMBER 23, 2014

EXECUTIVE SUMMARY

Introduction

The Pennsylvania Department of Transportation (“PennDOT” or “Department”), on behalf of the Commonwealth of Pennsylvania (the “Commonwealth”), is pleased to invite interested teams to submit their statements of qualifications (the “SOQs”, and such invitation, the “Request for Qualifications” or “RFQ”) to supply compressed natural gas (“CNG”), provide temporary or permanent fueling station infrastructure, and management services required to support PennDOT’s CNG Fueling for Transit Agencies Partnership Project (the “Project”).

With the advent of more cost effective extraction of oil and gas from deep shale formations, domestic natural gas production is at an all time high, resulting in relatively low and less volatile natural gas prices. At the same time, transit agencies face increasing operational costs that far outpace inflation. These developments, coupled with improvements in CNG vehicle technology, have led transit agencies across the country to explore the conversion of their vehicle fleets from diesel to CNG. The Commonwealth is no exception, with a growing number of Pennsylvania’s Transit Agencies (as hereinafter defined) interested in converting their fleets, maintenance facilities and indoor vehicle storage facilities to accommodate CNG.

To optimize the economic, environmental, and safety benefits of CNG while reducing Transit Agencies’ operating costs, PennDOT seeks a private sector partner to (i) supply CNG to Transit Agencies participating in the Project, (ii) upgrade existing Transit Agency maintenance facilities and indoor vehicle storage facilities (the “CNG Maintenance and Storage Facilities”) to ensure they are “CNG-ready”, (iii) design, construct, finance, operate and maintain temporary or permanent CNG fueling stations (the “CNG Fueling Station Facilities”) at Transit Agency Sites (as hereinafter defined) and (iv) wherever commercially viable, implement a strategy for and undertake commercial CNG sales to non-Transit Agency users from CNG Fueling Station Facilities and participate in a revenue sharing arrangement with PennDOT in respect thereof (collectively, the “CNG Commercialization Activities”). These objectives will be achieved through a P3 (as hereinafter defined) procurement whereby PennDOT will contract with a private partner (the “Development Entity”) who may be a single firm or consortium of firms.

Given the strong interest among Transit Agencies in converting to CNG, PennDOT is implementing the Project for the benefit of Transit Agencies throughout the Commonwealth. As a major provider of funding for Transit Agencies, PennDOT is well positioned to ensure the Project’s success. Based on data obtained from 28 of the Commonwealth’s Transit Agencies, annual fuel consumption exceeds 15 million gallons of petroleum fuel, which is equivalent to approximately 16-17 million DGEs of CNG. Assuming an average price of \$3.55 per gallon of petroleum fuel, the cost of annual fuel consumption is approximately \$53.3 million, with fleet size ranging from less than 10 vehicles to over 500 vehicles.

Transit Agency participation in the Project will be phased across four stages, based on factors including fleet size, fleet age and CNG needs.

In 2012, the Pennsylvania General Assembly passed Act 88 of 2012, 74 Pa.C.S. §§ 9101 – 9124, which provided PennDOT with a new tool to address the Commonwealth’s transportation challenges: public

private partnerships (“P3s”). PennDOT’s process for implementing P3s is more fully detailed in the *Implementation Manual & Guidelines for Solicited and Unsolicited Projects* (the “Guidelines”) (available here and at PennDOT’s P3 Program website (<http://www.p3forpa.pa.gov/>) (the “PennDOT P3 Website”) under the heading labeled “About P3”). The Project is anticipated to be procured through a Public Private Transportation Partnership Agreement (the “PPA”) reflective of a public-private transportation partnership arrangement following this RFQ and subsequent Request for Proposals (the “RFP”).

PennDOT’s objectives and goals for the Project include:

- Cost Effective CNG Fuel Availability. Through the use of a PPA, PennDOT seeks a Development Entity that will make CNG fuel conveniently accessible to Transit Agencies in a manner that does not negatively impact transit operations. PennDOT will rely on the Development Entity to determine the most cost-effective way to achieve this goal while simultaneously meeting all applicable federal, state and local law requirements.
- Operational Cost Savings. The Project will reduce Transit Agencies’ cost of fuel and risk of supply interruptions, and mitigate cost fluctuations.
- CNG Operational, Maintenance and Safety Expertise. The Commonwealth’s transit agencies have limited experience with CNG technology or the operation of CNG facilities. By requiring the Development Entity to make necessary safety upgrades to existing facilities and train Transit Agency employees in the safe, efficient and reliable operation of the CNG Fueling Station Facilities, the Project enables Transit Agencies to benefit from the Development Entity’s proven CNG expertise.
- Technology Upgrades. PennDOT anticipates that improvements in CNG equipment and technology will occur during the Project term. The Development Entity will upgrade the Project’s CNG facilities equipment and technology to ensure they remain current.
- Stimulation of Non-Transit Agency Demand. PennDOT anticipates that the Project will serve as a catalyst for expanded CNG usage by other governmental and private fleets.
- Inter-Agency Consistency. The Project will establish consistencies in operational and safety requirements for the CNG Fueling Station Facilities across the Transit Agencies participating in the Project.

The Procurement Process

PennDOT will use a two-step process to select the successful Development Entity. This RFQ represents the first step in the process. PennDOT will evaluate the SOQs received in response to this RFQ and intends, but is not bound, to short-list up to four (4) selected firms (each, a “Short-listed Proposer”) in accordance with the procedures and evaluation criteria described in Part A, Section 5 of this RFQ and the Guidelines.

PennDOT intends to invite the Short-listed Proposers to submit proposals (“Proposals”) in response to a Request for Proposals (“RFP”) and select one of the Short-listed Proposers in accordance with the criteria

and procedures set forth in the RFP. The RFP is the second step in the selection process and will include meetings with the Short-listed Proposers, as well as drafts of the applicable Instructions to Proposers, Technical Provisions and the PPA. PennDOT expects to shortlist proposers in Q1 of 2015 with Proposals due in Q2 of 2015 and issuance of the notice to proceed in Q3 of 2015.

All firms responding to this RFQ (each, a “Proposer”) are subject to instructions communicated herein, and are cautioned to completely review the entire RFQ and follow instructions carefully. Addenda that may become necessary during the RFQ process (each, an “Addendum”) will be posted to the Project Website and on the DGS eMarketplace website (www.emarketplace.state.pa.us), and each such Addendum will become a material part of this RFQ as though set forth herein. Proposers who fail to respond to this RFQ or who are not short-listed cannot participate in the RFP process and are ineligible for award of the PPA.

Each Proposer shall be fully and totally responsible for the accuracy and completeness of its RFQ submission and, if selected pursuant to the RFP, for all work performed, and shall save the Commonwealth and Transit Agencies harmless and be fully liable for any additional costs and all claims against the Commonwealth or Transit Agencies which may arise due to errors, omissions and negligence of such Proposer or its subcontractors in performing the work. Each Proposer shall certify its RFQ response and any required plans, specifications, estimates and engineering data furnished by such Proposer’s team to PennDOT and shall validate that such responses, plans, specifications, estimates and engineering data are in compliance with Commonwealth and federal regulations.

This RFQ does not commit or bind PennDOT to enter into a contract or proceed with the procurement described herein. PennDOT assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFQ, or any subsequent RFP. All such costs shall be borne solely by each Proposer.

PART A

BACKGROUND AND INSTRUCTIONS

1. KEY DEFINITIONS

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

“CNG Infrastructure” means all infrastructure utilized, installed or upgraded by the Development Entity in connection with the Project.

“Development Entity” means the Short-listed Proposer which is selected by PennDOT following the RFP process to become PennDOT’s private partner for the Project under the terms of the PPA.

“DGE” means diesel gallon equivalent.

“Key Personnel” means the individuals listed in Section 3 of Appendix B.

“Major Team Member” means the Proposer and, solely to the extent the Proposer will not itself perform the Required Project Services in whole or in part, the entity with whom the Proposer will contract for such performance.

“Proposed Guarantor” means each entity providing a guarantee in support of a Major Team Member’s participation in the delivery of the Project.

“Required Project Services” means (a) designing, constructing, financing, operating, and maintaining the CNG Fueling Station Facilities, (b) upgrading the CNG Maintenance and Storage Facilities to ensure they are CNG-ready, (c) supplying CNG to participating Transit Agencies, (d) performing the CNG Commercialization Activities, (e) providing back office services in connection with the operation and maintenance of the CNG Fueling Station Facilities and CNG Commercialization Activities and (f) financing each of the foregoing.

“Transit Agency” means any of the transit agencies listed in Section 1.1 of this RFQ.

“Transit Agency Site” means any property that the Development Entity is given access to pursuant to the terms of the PPA.

1. DESCRIPTION OF THE PROJECT

1.1. Overview

PennDOT is pleased to present this RFQ to prospective entities or groups of entities (the “Proposer”) interested in entering into an exclusive arrangement to provide the Required Project Services (the “Project”).

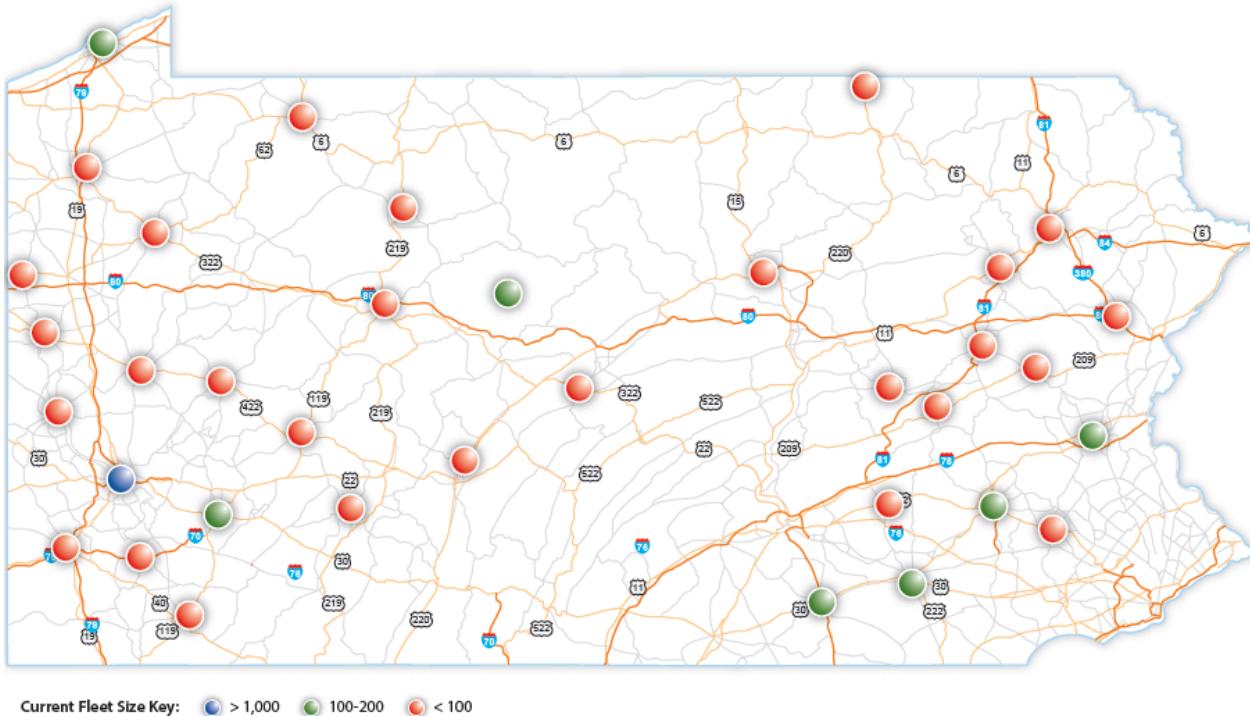
PennDOT is the Commonwealth agency whose mission is to provide a safe intermodal transportation system that attracts businesses and residents and stimulates the Pennsylvania economy. Act 89 of 2013 created a new deputate for multimodal transportation at PennDOT. PennDOT is responsible for programs in the following areas: local and public transportation; rail freight; ports and waterways; and aviation and airports. PennDOT is also responsible for the efficient management and administration of more than \$1 billion in state and federal funds supporting public transportation services and infrastructure. PennDOT continuously strives to: improve public transportation service and mobility options; maximize the benefits of capital investment in public transportation; analyze and maximize productivity and efficiency in partnership with all public transportation providers; increase safety, speed and ridership on Pennsylvania’s passenger rail services; use improvements of rail stations and intermodal facilities to spur economic development. During Fiscal Year 2012-13, Pennsylvania bus riders accounted for 435,496,595 fixed route trips. Currently in Pennsylvania, 523 fixed route buses or 16 percent of the transit fleet for the Commonwealth runs on alternative fuels, including CNG, diesel equivalent and others.

As will be specified in PennDOT’s Phased CNG Fueling Implementation Plan for Transit Agencies (the “CNG Fueling Implementation Plan”, a draft of which will be made available during the RFP phase to Short-Listed Proposers for comment), Transit Agency participation in the Project will be phased across four stages. These stages will be based on multiple factors, including fleet size, fleet age and the CNG needs of particular Transit Agencies. At this time, PennDOT expects the participating Transit Agencies to include the following:

Participating Transit Agencies	
1.	Altoona Metro Transit (AMTRAN)
2.	Area Transportation Authority (ATA)
3.	Beaver Country Transit Authority (BCTA)
4.	Berks Area Regional Transportation Authority (BARTA)
5.	Borough of Mount Carmel
6.	Butler Transit Authority (BTA)
7.	Cambria County Transit Authority (CamTran)
8.	Capital Area Transit (CAT)
9.	Carbon County Community Transit (CCTA)
10.	Centre Area Transportation Authority (CATA)
11.	City of Washington
12.	County of Lackawanna Transit System (COLTS)

Participating Transit Agencies	
13.	County of Lebanon Transit Authority (COLT/LT)
14.	Crawford Area Transportation Authority (CATA)
15.	Dubois, Falls Creek, Sandy Township Joint Transportation Authority (DuFAST)
16.	Endless Mountains Transportation Authority (EMTA)
17.	Erie Metropolitan Transit Authority (EMTA)
18.	Fayette Area Coordinated Transportation (FACT)
19.	Hazleton Public Transit (HPT)
20.	Indiana County Transit Authority (IndiGO)
21.	Lehigh and Northampton Transportation Authority (LANTa)
22.	Luzerne County Transportation Authority (LCTA)
23.	Mercer County Regional Council of Governments (MCRCOG)
24.	Mid County Transit Authority
25.	Mid Mon Valley Transportation Authority (MMVTA)
26.	Monroe County Transportation Authority (MCTA)
27.	New Castle Area Transit Authority (NCATA)
28.	Port Authority of Allegheny County (PAAC)
29.	Pottstown Area Rapid Transit (PART)
30.	Red Rose Transit Authority (RRTA)
31.	River Valley Transit (Williamsport RVT)
32.	Schuylkill Transportation Authority (STS)
33.	Transit Authority of Warren County
34.	Venango County Transportation Office (VCTO)
35.	Westmoreland County Transit Authority (WCTA)
36.	York Adams Transit Authority (YATA)

The following map shows the geographic location of the Transit Agencies that PennDOT expects to participate at this time, classified by fleet size. Detailed transit maps are available on the PennDOT website (www.dot.state.pa.us) under the following links: PennDOT Organizations—Bureaus and Offices—Bureau of Public Transportation—Public Transit and Rail Information for Passengers—Public Transit.



PennDOT ultimately intends to select a Development Entity with experience in successfully implementing and managing all aspects of the Required Project Services. PennDOT's goal is to select a highly qualified Development Entity that will provide the best value for, and whose selection will be in the best interest of, the Commonwealth. The Department recognizes that Proposers may include firms with experience managing large-scale CNG fueling program initiatives as well as those that specialize in CNG fueling station infrastructure development and management. The successful Development Entity shall coordinate with PennDOT, participating Transit Agencies and the FTA and comply with all Commonwealth and federal laws and regulations.

PennDOT currently contemplates that the Development Entity will enter into a PPA with PennDOT to provide the Required Project Services..

The RFP will provide further details concerning the Development Entity's obligations in respect of the Required Project Services.

1.1.1. Terms and Conditions of the PPA

Should a PPA result from this RFQ, it is the intent of PennDOT that the Development Entity shall manage and perform all Required Project Services. Key conditions of the PPA currently anticipated by PennDOT are described below. Such conditions and are subject to change.

- In exchange for the exclusive right to provide CNG fuel to Transit Agencies, the Development Entity will supply each Transit Agency with CNG fuel based on assumed usage volumes.
- The PPA will define the Development Entity's responsibilities to design, build, finance, operate, and maintain each CNG Fueling Station Facility. The principal objective of the Project is to

collectively secure CNG supply to all participating Transit Agencies on a best value basis, meaning that PennDOT wishes to facilitate innovation when Proposers are putting together their proposals for securing CNG supply to each Transit Agency and providing the Required Project Services. Except in limited circumstances, PennDOT does not currently intend to prescribe the manner in which Proposers should secure CNG supply to each Transit Agency Site. However, PennDOT does intend to prescribe performance standards with respect to CNG output and delivery with which the Development Entity will be required to comply.

- (c) The PPA will set forth any constraints applicable to the utilization of participating Transit Agencies' property in the provision of the Required Project Services. Such parameters will include, but are not limited to, equipment to be installed, operations and maintenance, required permits, and other terms and conditions.
- (d) The PPA will define the manner in which revenues will be permitted to be generated from CNG Commercialization Activities as well as the method for sharing related revenue between the Development Entity and PennDOT. The PPA may require the Development Entity to guarantee a minimum annual revenue to PennDOT in respect of the CNG Commercialization Activities.
- (e) The PPA will specify an initial minimum contract term of ten (10) to fifteen (15) years with an option for multiple year extensions.

1.1.2. **Scope of Services**

PennDOT anticipates at this time that the Development Entity will be responsible for the following general areas, which are provided by way of illustration but should not be construed as exclusive responsibilities:

- (a) **Required Project Services**

The Development Entity shall be responsible for performing all Required Project Services. The Development Entity shall update the CNG Fueling Implementation Plan in consultation with PennDOT, and shall perform the Required Project Services in accordance therewith. Although the Development Entity may choose to rely upon Major Team Members (other than the Proposer) in executing its responsibilities, the Development Entity shall bear sole responsibility for performing the Required Project Services as between the Development Entity, PennDOT, and the Transit Agencies.

- (b) **Access to Transit Agency Sites**

Except to the extent required for the CNG Commercialization Activities, the Development Entity will not be responsible for identifying Project locations or procuring land. PennDOT will take responsibility for securing sufficient access rights to each Transit Agency Site to allow the Development Entity to perform its obligations under the PPA.

- (c) **CNG Commercialization Activities**

The Development Entity will be responsible for the CNG Commercialization Activities, including the expansion of third party commercial CNG sales within the Commonwealth, marketing of public access CNG Fueling Station Facilities to potential third party customers (the "Third Party Customers"), and participation in revenue sharing with PennDOT. Third Party Customers may

include non-Transit Agency government fleets, private fleets and individuals. To the extent that the CNG Commercialization Activities require the acquisition of property other than Transit Agency Sites, the Development Entity will be responsible for such acquisition. The Development Entity will also be responsible for any permitting and licensing requirements in connection with the CNG Commercialization Activities.

(d) Provision of Natural Gas from Wholesale Market

Except in respect of the CNG Commercialization Activities, PennDOT will be responsible for the purchase of natural gas from the wholesale market and will take responsibility for its delivery to each Transit Agency Site where a CNG fueling station is to be located. Notwithstanding the foregoing, the Development Entity will be responsible for securing all required extensions, upgrades or additions to existing infrastructure associated with the delivery of natural gas to each CNG fueling station.

(e) Federal, Commonwealth and Local Regulations and Reviews

The Development Entity will be responsible for investigating, reviewing, overseeing and ensuring that all federal, Commonwealth and local regulations and requirements are followed in the process of establishing licenses or permits required to be obtained in connection with the performance of its obligations under the PPA.

(f) Environmental, Utility and Access Permits and Licenses

The Development Entity will be responsible for investigating the requirements of any necessary environmental, utility, access, and any other such permits and ensuring regulatory compliance as required under the PPA. The Development Entity will be responsible for securing all such permits and licenses as required for the deployment of CNG Infrastructure and the dispensing of CNG fuel at each CNG Fueling Station Facility.

(g) Rates and Fees

The Development Entity will be responsible for the administration, collection and accounting for the payments from all consumers of CNG fuel (including Third Party Customers). The Development Entity will receive monthly payments from PennDOT to compensate it for the services provided in respect of the provision of CNG. These payments will be sufficient to allow the Development Entity to recover its capital costs associated with the implementation of the Project and its ongoing operating and maintenance costs. In addition, the Development Entity will receive payments from PennDOT in respect of work undertaken to upgrade maintenance and storage facilities in order for them to be “CNG Ready”.

(h) Site Safety and Security

The Development Entity will be responsible for ensuring public and consumer safety and security at each Transit Agency Site.

(i) Electronic Fleet Data Output Files

The Development Entity will make fleet data available in such acceptable electronic format as will be described in the PPA. The data shall include at a minimum: (i) vehicle identification, (ii)

Transit Agency site at which CNG fueling occurred, (iii) date and time of CNG fueling, and (iv) amount of CNG dispensed in DGEs.

(j) Other Duties

The Development Entity may be expected to perform other duties as mutually agreed upon to facilitate the best results possible for PennDOT, the Commonwealth, and the Development Entity.

1.2. Design and Construction Standards

To the extent that the PPA requires the Development Entity to assume any design and construction obligations relating to the Project or the Development Entity undertakes any design and/or construction activities as part of its delivery of the Project, the Development Entity may be required to comply with certain standards and performance specifications designated in the PPA.

1.3. Maintenance and Operations

1.3.1. Maintenance

The Development Entity will be responsible for performing maintenance, including capital/lifecycle maintenance, for the CNG Fueling Station Facilities to ensure safe and reliable operations and the availability of CNG as stipulated in the PPA.

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

- (a) All maintenance of CNG Fueling Station Facilities, including without limitation:
 - (i) All labor and consumables as well as costs of repair, rebuilding and replacement;
 - (ii) Preventative maintenance, including all daily, weekly, monthly, quarterly and annual service; and
 - (iii) Handling and on-site storage of all waste generated during maintenance activities in full compliance with federal, state and local law;
- (b) Provision of locally based, Proposer-employed service technicians with demonstrated competency and experience in maintaining CNG fueling equipment comparable to that used in the CNG Fueling Station Facilities;
- (c) Provision of all standard and specialty tools required to efficiently service and maintain the CNG Fueling Station Facilities;
- (d) In respect of all unscheduled maintenance of and repairs to the CNG Fueling Station Facilities, a maximum response time of four (4) hours on a twenty-four (24) hours a day/seven (7) days a week basis;
- (e) All costs associated with meeting applicable regulations, codes and standards, including permitting costs; and

- (f) Quarterly submission to Transit Agencies of records of all scheduled and unscheduled maintenance and repairs.

Additional details regarding the Development Entity's maintenance responsibilities shall be set forth in the RFP.

Following the Development Entity's completion of upgrading work on the CNG Maintenance and Storage Facilities, PennDOT anticipates that the Transit Agencies will assume routine maintenance responsibility in respect thereof. Additional details regarding the Transit Agencies' maintenance responsibilities shall be set forth in the RFP.

1.3.2. Operations

The Development Entity will be responsible for operating the CNG Fueling Station Facilities.

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

- (a) Establishing and operating automated and auditable systems to track fuel consumption by vehicle;
- (b) Making fleet data available in such acceptable and secure electronic format as will be described in the PPA;
- (c) Filing reports and obtaining certifications as required by applicable law and the PPA;
- (d) Maintaining required insurance;
- (e) Reporting to PennDOT and Transit Agencies as required under the PPA;
- (f) Tracking fuel purchase transactions and remit sales taxes related to such transactions;
- (g) Implementing a marketing strategy for CNG fuel sales to Third Party Customers;
- (h) Performing billing and collection services;
- (i) Training Transit Agency personnel in basic operation of all installed systems;
- (j) Providing such additional back office services as may be set forth in the RFP; and
- (k) In the event of a prolonged service outage, implementing a contingency plan to ensure uninterrupted service, and maintaining and updating such contingency plan as required.

Following the Development Entity's completion of upgrading work on the CNG Maintenance and Storage Facilities, PennDOT anticipates that the Transit Agencies will assume routine operating responsibility in respect thereof.

2. FUNDING, FINANCING AND FEDERALIZATION OF THE PROJECT

2.1. Funding

The principal source of funding available to the Development Entity will be the service payments to be made by PennDOT pursuant to the PPA. The source of funding available to PennDOT for the purposes of meeting its payment obligations under the PPA will be monies from the Public Transportation Trust Fund, established by Chapter 15 of the Public Transportation Law, 74 Pa.C.S. §§ 1501 – 1517.1. The Public Transportation Trust Fund will have an anticipated balance of \$1.3 billion in FY15-16. All of PennDOT's payment obligations under the PPA will be subject to the Commonwealth's standard legislative appropriations process.

Over the term of the Project, PennDOT anticipates utilizing state funds for the purposes of fulfilling its payment obligations, but wishes to retain the right to use Federal program funds.

2.2. Financing

The Development Entity will be responsible for all financing associated with the Project, although PennDOT may elect (at the RFP stage) to make contributions to capital costs to be incurred by the Development Entity in connection with the Project.

2.3. Federalization of the Project

2.3.1. Federal-aid Funds

PennDOT believes that it is beneficial to the Project to retain maximum flexibility to use Federal assistance programs in the future. Accordingly, the RFP and the PPA will conform to requirements of applicable federal law, including Buy America requirements, Title VI of the Civil Rights Act of 1964, as amended, regarding Equal Employment Opportunity and Title 49 Code of Federal Regulations Part 26, as amended, regarding Disadvantaged Business Enterprises (“DBEs”). Proposers shall be notified of any such modifications as provided in Part A, Section 3.5.

2.3.2. DBE Requirements and Equal Employment Opportunity Requirements

Consistent with the approach outlined in Part A, Section 2.3.1, PennDOT proposes to comply with the Disadvantaged Business Enterprise (“DBE”) requirements that apply to most projects receiving federal transportation dollars. Where opportunities exist, the Development Entity is required to take steps to make opportunities available to certified DBE firms. Opportunities may include consultant and construction subcontracts as well as other service providers and suppliers. PennDOT must apply the program on federal-aid projects as set forth in 49 CFR Part 26.

In responding to this RFQ, a Proposer does not need to include team members to satisfy DBE goals. Information regarding these requirements and any DBE goals will be included in the RFP. It is currently anticipated that each Short-listed Proposer will, as part of its Proposal, list any DBEs on its team as of the Proposal due date, as well as provide a DBE performance plan on how it intends to meet the DBE goals during the design and construction of the Project.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1. Statutory Authority

PennDOT is issuing this RFQ in accordance with the provisions of 74 Pa.C.S. §§9101-9124, as amended (the “Statute”) and other applicable provisions of law.

3.2. Overall Process

The procurement involves a two-stage process: this RFQ followed by an RFP.

PennDOT will evaluate the SOQs it receives in response to this RFQ and will select, according to criteria generally outlined herein, the Short-listed Proposers eligible to respond to the RFP.

Following the selection of Short-listed Proposers, PennDOT anticipates releasing a draft RFP, including scope of work, for review and comment by the Short-listed Proposers (“Industry Review”). PennDOT will schedule meetings to discuss issues and comments identified by the Short-listed Proposers. Specific details concerning the draft RFP process will be made available to the Short-listed Proposers following the announcement of the short-list.

The draft RFP process will include disclosure of materials and communications that are confidential in nature and Short-listed Proposers will be required to execute a confidentiality agreement, the form of which will be provided following short-listing. Following the Industry Review period described above, PennDOT intends to issue a final RFP. Any modifications made after issuance of the final RFP will be addressed in the form of Addenda.

Following receipt and evaluation of Proposals, PennDOT may select a Short-listed Proposer (“Preferred Proposer”), based on the evaluation criteria set forth in the RFP.

Proposals will be evaluated by a process to determine which provides the best value for, and is in the best interests of, the Commonwealth. The RFP shall set forth PennDOT’s rights and remedies if PennDOT is unable to finalize the terms and conditions of the PPA with the Preferred Proposer, the Preferred Proposer elects not to execute the PPA or any other condition to execution of the PPA with the Preferred Proposer is not satisfied, which may include, without limitation, that PennDOT may select the next highest rated Short-listed Proposer(s) in succession to finalize the PPA for award and execution. Alternatively, PennDOT may, at any time, terminate the procurement. PennDOT further reserves any and all rights set forth in the Statute and any other applicable statutes and procedures.

3.3. Payment of stipend or other amounts

PennDOT shall not make any payment to any successful or unsuccessful respondent to this RFQ.

3.4. Procurement Schedule

PennDOT anticipates carrying out the first phase of the procurement process contemplated hereby in accordance with the following schedule.

RFQ Schedule

Department issues public advertisement of the RFQ	November 24, 2014 (the “Advertisement Date”)
Deadline for written questions regarding the RFQ	December 9, 2014 2:00 p.m. Eastern time
Deadline for written questions relating to any Addendum issued after the Advertisement Date	5 days after the Addendum is issued (but no later than the SOQ Due Date)
Answers to written questions posted to Project Website	December 18, 2014 2:00 p.m. Eastern time
SOQ Due Date	December 23, 2014 11:00 a.m. Eastern time
Anticipated Announcement of Short-listed Proposers	January 15, 2015

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

This schedule is subject to modification at the sole discretion of PennDOT. Proposers will be notified of any change in the schedule by an Addendum to this RFQ.

Following short-listing, PennDOT currently anticipates the following procurement activities and schedule:

Circulate draft RFP to Short-listed Proposers	Q1 of 2015
Issue final RFP	Q2 of 2015
Proposals Due	Q2 of 2015
Announcement of Successful Proposer	Q3 of 2015
Issuance of NTP	Q3 of 2015

3.5. Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing, and response, Proposers must submit all questions and requests for clarification by email (**with the subject line “RFQ CNG Fueling for Transit Agencies Partnership Project Question”**) to the Issuing Officer named in Part A, Section 4.4. No telephone or oral requests will be considered. No requests for additional information or clarification to any person other than the Issuing Officer will be considered. Questions from a Proposer should be submitted only by a single

representative of that Proposer, and must include the requestor's name, address, telephone and e-mail, and Proposer that he/she represents.

Questions and comments, including requests for clarification or interpretation, shall: (i) be sequentially numbered; (ii) specifically reference the relevant RFQ section and page number, unless such request is of general application (in which case the request for clarification shall so note); (iii) identify the relevant section number and page number or, if it is a general question, indicate so; and (iv) not identify the Proposer's identity in the body of the question.

PennDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the deadlines set forth in Part A, Section 3.4. PennDOT will post responses to those questions of general application and requests for clarifications which PennDOT deems to be material and not adequately addressed in previously provided documents on the Project Website specified in Part A, Section 3.6, as an Addendum to this RFQ.

The questions and PennDOT's responses will be in writing and will be made available to all Proposers on the Project Website, except that PennDOT intends to respond individually to those questions identified by a Proposer and deemed by PennDOT as containing confidential or proprietary information relating to Proposer's SOQ. PennDOT reserves the right to disagree with Proposer's assessment regarding confidentiality of information in the interest of maintaining a fair process or complying with applicable law. Under such circumstances, PennDOT will inform Proposers and may allow Proposer to withdraw the question, rephrase the question, or have the question answered non-confidentially or, if PennDOT determines that it is appropriate to provide a general response, PennDOT will modify the question to remove information that PennDOT determines is confidential. PennDOT may rephrase questions as it deems appropriate and may consolidate similar questions. PennDOT may also create and answer questions independent of the Proposers. PennDOT contemplates issuing multiple sets of responses at different times during the procurement process. Except for responses to questions relating to Addenda, the last set of responses will be issued no later than the date specified in Part A, Section 3.4.

PennDOT reserves the right to revise this RFQ by issuing Addenda to this RFQ at any time before the SOQ Due Date and will post any Addenda on the Project Website. It is the Proposer's responsibility to periodically check the Project Website for any new information or Addenda to this RFQ. In issuing an Addendum shortly before the SOQ Due Date, PennDOT shall consider whether an extension of the SOQ Due Date is warranted. Any Addenda will be posted on the Project Website.

Proposers should monitor the Project Website for information concerning this procurement and will be required to acknowledge in their transmittal letter (**Form A**) that they had access to all relevant materials posted thereon.

3.6. Project Website

PennDOT has assembled certain documents relating to the Project (the "Project Documents") which are available to Proposers. The Project Documents may be accessed at the "CNG Fueling Project for Transit Agencies Partnership" page of the PennDOT P3 Website (such page, the "Project Website"). It is anticipated that additional Project Documents will be made available to Short-listed Proposers via a secure website. For purposes of this RFQ, no representation or warranty is made as to the accuracy, utility, completeness or relevance of any materials available to Proposers on the Project Website. Each Proposer shall be responsible to monitor the Project Website for new or revised materials relating to this RFQ. The Issuing Office specified in Part A, Section 4.4 shall not be bound by any verbal information

nor shall it be bound by any written information that is not either contained within this RFQ or formally issued as an Addendum to this RFQ by the Issuing Office.

3.7. Eligible Proposers

Certain Proposers may find that forming a team with other firms will enhance their ability to meet the requirements of this RFQ. A team may consist of a prime contractor and subcontractors, a partnership, a joint venture or any other arrangement that is legally binding under the laws of the Commonwealth.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

4.1. General

PennDOT expects SOQs submitted in response to this RFQ to provide sufficient information to allow PennDOT to evaluate them based on the criteria set forth herein.

SOQs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

4.2. Format

Each responding Proposer shall submit one (1) original and five (5) copies (for a total of six (6)) of its SOQ. The original SOQ and each copy shall consist of two (2) volumes, each volume in a loose-leaf three ring binder, the original and each copy contained in sealed containers. The original must be clearly marked "Original" on its face and spine. Each copy shall be numbered 1 through 5 on its face and spine. The Proposer's name and volume number shall be clearly marked on its face and spine. Each volume shall contain a table of contents with corresponding tabs. In addition to the hard copy SOQ submittal, each responding Proposer shall submit an electronic copy of the SOQ in searchable and printable pdf format via CD or USB flash drive. In the event that any Proposer submits redacted copies of its SOQ in accordance with Part A, Section 6.2, such Proposer shall submit such copies in addition to the number of un-redacted hard and electronic copies of the Proposer's SOQ required by this Part A, Section 4.2.

Submittals must be typed on 8-1/2" x 11" white paper. Volume 1 of the SOQ shall have all pages sequentially numbered and shall not exceed thirty (30) pages. The following do not count toward the thirty (30) pages and need not be sequentially numbered:

- (a) **Form A;**
- (b) **Form B;**
- (c) **Form C;**
- (d) The resumes of Key Personnel required for Appendix B;
- (e) Any information required pursuant to Appendix F required for Volume 1;
- (f) Any teaming agreements and summaries of teaming agreement key terms required to be included in Volume 1 of the SOQ pursuant to **Form B**; and
- (g) The table of contents and tab divider pages.

Sequential numbering is not required in Volume 2 of the SOQ. Double-sided printing is encouraged. Each printed side shall be considered one page. The font size in Volume 1 of the SOQ shall be no smaller than ten-point. Volume 2 of the SOQ does not have any page limitation or type font size requirements, and may be submitted in searchable and printable electronic format via CD or USB flash drive. 11" x 17" pages are allowed (and shall be included in the page count if contained in Volume 1 of the SOQ) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. Standard corporate brochures, awards, licenses and marketing or promotional materials shall not be included in an SOQ. Proposers shall make every effort to limit the quantity of

materials that do not count toward the thirty (30) page limit and to prepare the SOQ as clearly and concisely as possible.

4.3. Contents and Organization

Proposers must organize their SOQ in the order set forth in Part B. Subject to any requirements of Part B with respect to subdivision of materials included in the SOQ, each volume may be subdivided as needed.

4.4. SOQ Submittal Requirements

All packages constituting the SOQ shall be individually and clearly labeled with the name of the Proposer and additionally labeled as follows:

Response to the Request for Qualifications
for the
CNG Fueling for Transit Agencies Partnership Project

SOQs shall be delivered by hand or express mail courier to the following “Issuing Office” and “Issuing Officer”:

Public Private Transportation Partnerships Office
Pennsylvania Department of Transportation
P.O. Box 3543
400 North Street, 8th Floor
(5th floor reception if hand delivered)
Harrisburg, PA 17120-3545
Attention: Bryan Kendro
Telephone: 717-787-8765
Email Address: RA-PDCNGP3@pa.gov

PennDOT will not accept facsimile or e-mail submission of SOQs.

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by the Issuing Officer or designee.

SOQs must be submitted by 11:00 a.m. eastern time on the SOQ Due Date specified in Part A, Section 3.4. Any SOQs received after that date and time will be rejected and returned unopened. SOQs will be accepted by PennDOT during normal business hours up to the SOQ Due Date and time specified.

Proposers are solely responsible for assuring that PennDOT receives their SOQs by the specified delivery date and time at the Issuing Office. PennDOT shall not be responsible for any delays in delivery beyond the control of PennDOT, including those caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

If, due to inclement weather, natural disaster, or any other cause, the Issuing Office is closed on the SOQ Due Date, the deadline for submission will be automatically extended until 11:00 a.m. eastern time the next Commonwealth business day on which the Issuing Office is open, unless the Issuing Office otherwise notifies Proposers. If proposals are hand-delivered to the Issuing Office, it is the Proposer’s responsibility to obtain a signed receipt showing the date and time of delivery. If the Issuing Officer is not available, the Proposer should obtain a signed receipt showing date and time of delivery from 5th

Floor receptionist at the Issuing Office. The hour for submission of proposals shall remain the same. The Issuing Office will reject unopened, any late proposals.

*Note: Due to increased security requirements in the Commonwealth's mail processing operations, all incoming mail to the Keystone Building is routed, scanned and sorted at an off-site location prior to delivery. This includes overnight deliveries. Be aware when submitting bid documents via overnight delivery services, there is no guarantee that the bid documents will be received in the Issuing Office when required. SOQs which are received late will be rejected regardless of the reason for late arrival. Proposers are advised to allow extra time to ensure timely delivery.

5. EVALUATION PROCESS AND CRITERIA

5.1. Responsiveness Requirements

In order for an SOQ to be evaluated qualitatively under Part A, Sections 5.2 and 5.3, it must:

- (a) Be received by the Issuing Office no later than 11:00 a.m. eastern time on the SOQ Due Date;
- (b) Contain an original executed transmittal letter (**Form A**) in accordance with the requirements of Part B; and
- (c) Not contain any **Form C** in response to the requirements of this RFQ in relation to an entity that is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state government.

The three requirements set forth above are the only RFQ requirements that PennDOT will consider to be *non-waivable*. In the context of any other technical or immaterial nonconformity in an SOQ, PennDOT reserves the right, in its sole discretion, to:

- (i) Allow the Proposer to cure the nonconformity;
- (ii) Consider the nonconformity in the scoring of the SOQ; or
- (iii) Exclude the relevant SOQ from further evaluation.

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

5.2. Pass/Fail Review

Each SOQ that complies with the three requirements set forth in Part A, Section 5.1 will be evaluated by PennDOT based upon the following pass/fail criteria:

- (a) The information disclosed in **Form C** and/or in response to Appendix F does not, in PennDOT's sole determination, materially adversely affect the Proposer's responsibility, including its integrity and ability to carry out the Project responsibilities potentially allocated to it; and
- (b) Based on the materials provided in Volume 2 of the SOQ, the Proposer team demonstrates, in PennDOT's sole determination, that it has sufficient financial capability to carry out the Project (including the capital requirements described in Section 1(a) of Appendix D), taking into account the following considerations both currently and over the last three (3) years, in respect of the Proposer:
 - (i) Profitability;
 - (ii) Capital structure;
 - (iii) Ability to service existing debt;
 - (iv) Ability to invest equity; and

- (v) Other commitments and contingencies.

A Proposer must obtain a “pass” on all pass/fail items in order for its SOQ to be evaluated qualitatively under Part A, Section 5.3.

5.3. Qualifications Evaluation Criteria and Weighting

Each responsive SOQ passing all of the “pass/fail” requirements set forth in Part A, Section 5.2 above will be qualitatively evaluated and scored according to the criteria set forth below. The order in which the evaluation criteria appear within each category is not an indication of weighting or importance.

5.3.1. Structure and Experience (60 Points Maximum)

The Proposer will be evaluated based on the following factors. The evaluation will be based solely on the information provided in response to Appendix B:

- (a) Relevant experience of the Proposer;
- (b) Experience and qualifications of Key Personnel;
- (c) Past performance on similar projects;
- (d) Any unique abilities of the Proposer and its staff; and
- (e) Ability to provide the Required Project Services to PennDOT.

5.3.2. Project Approach (40 Points Maximum)

The Proposer’s approach to the Project will be evaluated based on two categories: Project delivery and Project financing.

Project delivery will comprise 30 points of the 40 point total. It includes the following, and will be evaluated based solely on the information provided in response to Appendix C:

- (a) Proposer’s plan to deliver all requisite elements of the Required Project Services;
- (b) Structure of the Proposer team and the anticipated role of any Major Team Member;
- (c) Plan for seamless transition between the permitting, design and construction, and operation and maintenance stages of the Project, as well as procedures for schedule control and quality management;
- (d) Plan for the CNG Commercialization Activities, including strategy to create, market and exploit commercial opportunities;
- (e) Innovative approaches to Project delivery and management; and
- (f) Quality of delivery plans and ability to provide turnkey solutions, ensure public safety and public access, and effectively manage the Project.

Project financing will comprise 10 points of the 40 point total. It includes the following, and will be evaluated based solely on the information provided in response to Appendix E:

- (a) Proposer's approach to managing Project costs and revenues; and
- (b) Conceptual financing plan for the Required Project Services. The plan should address the Proposer's ability to execute a state-wide program of low-cost CNG for Transit Agencies and generate recurring revenue for PennDOT.

5.4. SOQ Evaluation Procedure

PennDOT anticipates forming one or more committees to review and evaluate the SOQs in accordance with the above criteria. At various times during the deliberations, PennDOT may request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its SOQ. The scope, length and topics to be addressed in any such clarification response shall be prescribed by, and subject to, the discretion of PennDOT. PennDOT may contact firm and personnel references supplied by the Proposer as well as other potential references not listed.

At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. Upon receipt of requested clarifications and additional information as described above, if any, the SOQs will be re-evaluated to include the clarifications and additional information.

As part of the SOQ evaluation process, PennDOT may request any or all Proposers to make a presentation or appear for an interview. Each such Proposer shall be provided with written notification of the time, date and location of the presentation or interview session, as well as detailed presentation/interview instructions. Proposers receiving such written notification shall address questions in respect of the presentation or interview only to the Issuing Officer or his designee.

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

5.5. Changes in the Project Approach

It is PennDOT's intention to use the relevant section of a Proposer's SOQ relating to its approach to the Project only for purposes of evaluating the SOQs. Proposers may modify, alter and enhance their respective approaches to Project delivery and Project financing in conjunction with their Proposals, subject to compliance with the requirements of the RFP. Proposers may not, however, change their approach to Project delivery in a way that renders the SOQ a misrepresentation of the Proposer's intentions and capabilities.

5.6. Changes in Proposer Organization

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

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

5.7. RFP Procedure and Evaluation

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

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1. Improper Communications and Contacts

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

The specific rules of contact are as follows:

- (a) After submittal of SOQs, no Proposer or any of its team members may communicate with another Proposer or its team members with regard to the RFP or either team's Proposal;
- (b) PennDOT shall be the sole contact for purposes of this procurement, the RFQ and the RFP. The Proposers shall correspond with PennDOT regarding the RFQ and RFP only through designated representatives (which initially shall be the Issuing Officer identified in Part A, Section 4.4);
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the PPA, (ii) rejection of all Proposals by PennDOT or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any *ex parte* communications regarding the RFQ, RFP, the PPA, its SOQ submission or the procurement described herein with:
 - (i) Any member of PennDOT or other Commonwealth personnel; and
 - (ii) Any Commonwealth staff, advisors, contractors or consultants involved with the procurement (including those referenced in Part A, Section 6.3),

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

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

- (d) The Proposers shall not contact the following identified stakeholders regarding the Project, including employees, representatives, members, consultants and advisors of the entities listed below. PennDOT shall provide any necessary coordination during the RFQ stage with such entities in order that, among other things, the procurement be implemented in a fair, competitive and transparent manner and with uniform information:
 - (i) any political subdivision of the Commonwealth or local government body or locality within the Commonwealth that, in each case, may have an interest in the Project;
 - (ii) United States Department of Transportation ("USDOT") Secretary's Office;
 - (iii) Federal Transit Administration (FTA);

- (iv) Transit Agencies;
 - (v) Environmental, regulatory and permitting agencies; and
 - (vi) Utility providers.
- (e) Any Proposer engaging in communications that PennDOT determines in its sole discretion to be either prohibited by this RFQ or improper, may be disqualified;
- (f) Any official information regarding the Project will be disseminated from the Issuing Office on PennDOT letterhead. Any official correspondence will be in writing and signed by the Issuing Officer; and
- (g) PennDOT will not be responsible for and Proposers may not rely on any oral or written exchange or any other information or exchange that occurs outside the official process specified herein.

6.2. SOQ Contents

6.2.1. Confidential Information

PennDOT is not requesting, and does not require, confidential proprietary information or trade secrets to be included as part of an SOQ submission in order to evaluate SOQs submitted in response to this RFQ. Accordingly, except as provided herein, Proposers should not label SOQ submissions as confidential or proprietary or trade secret protected. Any Proposer who determines that it must divulge such information as part of its SOQ must submit the signed written statement described in Part A, Section 6.2.3 and must additionally provide one (1) hard copy and one (1) electronic copy of a redacted version of its SOQ submission, which removes only the confidential proprietary information and trade secrets, for required public disclosure purposes.

6.2.2. Commonwealth Use

All material submitted with any SOQ submission shall be considered the property of the Commonwealth and may be returned only at the Issuing Office's option. The Commonwealth has the right to use any or all ideas not protected by intellectual property rights that are presented in any SOQ submission, regardless of whether or not the relevant Proposer is short-listed or the relevant ideas become part of a PPA. Notwithstanding any Proposer copyright designations contained in an SOQ submission, the Commonwealth shall have the right to make copies and distribute each SOQ internally and to comply with public record or other disclosure requirements under the provisions of any Commonwealth or United States statute or regulation, or rule or order of any court of competent jurisdiction.

6.2.3.

Public Disclosure

After the award of a PPA pursuant to this procurement, all SOQ submissions may be subject to disclosure in response to a request for public records made under the Pennsylvania Right-to-Know-Law, 65 P.S. § 67.101, et seq. If an SOQ submission contains confidential proprietary information or trade secrets, a signed written statement to this effect must be provided with the SOQ submission in accordance with 65 P.S. § 67.707(b) for the information to be considered exempt under 65 P.S. § 67.708(b)(11) from public records requests. All requested financial information included in Volume 2 and elsewhere in the SOQ is legally exempt from public records disclosure under 65 P.S. § 67.708(b) (26) and Section 9111 of the Public-Private Transportation Partnership Law, 74 Pa.C.S. § 9111.

6.3.

Organizational Conflicts of Interest

Any person or firm under contract with the Commonwealth in connection with the Project will not be allowed to participate in any capacity on a Proposer team. Any person or firm previously under contract with the Commonwealth in connection with the Project (including, without limitation, with respect to the preparation of preliminary plans, planning reports or other project development products for the Project) may be able to participate on a Proposer team, if such firms first submit a written request for a determination of no conflict from PennDOT and receive written confirmation that they may participate, or conditionally participate on a Proposer team.

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

Proposer shall provide information concerning organizational conflicts of interest and disclose all relevant facts concerning any past, present or currently planned interests which may present an organizational conflict of interest. Proposer shall state how its interests or those of any of its team members, consultants, contractors or subcontractors, including the interests of any chief executives, directors or Key Personnel thereof, may result in, or could be viewed as, an organizational conflict of interest.

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

- (a) Allen & Overy LLP;
- (b) Ames and Gough;
- (c) CDM Smith;
- (d) Pace Global;
- (e) Public Financial Management, Inc.; and
- (f) Affiliates (such term to include parent companies, subsidiary companies, entities under common ownership, joint venture members and partners, and other financially liable parties for an entity) of any of the above.

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

By submitting its SOQ, each Proposer agrees that, if an organizational conflict of interest is thereafter discovered, the Proposer must make an immediate and full written disclosure to PennDOT that includes a description of the action that the Proposer has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew, or should have known about, but failed to disclose is determined to exist during the procurement process, PennDOT may, at its discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew, or should have known about, but failed to disclose exists and the Proposer has entered into an PPA as the Development Entity, PennDOT may, at its sole discretion, terminate the PPA. In either case, PennDOT reserves all legal rights and remedies.

Proposers are also advised that PennDOT's guidelines in this RFQ are intended to augment applicable federal and state law, including federal organizational conflict of interest laws. Such applicable law will also apply to Proposer teams and teaming and may preclude certain firms and their entities from participating on a Proposer team.

6.4. Limitations on Proposer Team Membership

6.4.1. Participation on More Than One Proposer Team

To ensure a fair and competitive procurement process, Major Team Members and legal and financial advisors of Proposer teams are forbidden from participating, in any capacity, on another Proposer team during the course of the procurement. The foregoing prohibition does not apply to any member of a Proposer team that is not a Major Team Member. If a Proposer is not short-listed as part of the RFQ evaluation process, the members of the unsuccessful Proposer team (including Major Team Members) are thereafter free to participate on Short-listed Proposer teams, subject to the requirements of Part A, Sections 5.6 and 6.3. Any Proposer that fails to comply with the prohibition contained in Part A, Section 6.4 may be disqualified from further participation as a Proposer for Project.

6.5. News Releases

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

7. PROTEST PROCEDURES

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

8. RESERVED RIGHTS

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

- (a) Modify the procurement process to address applicable law and/or the best interests of the Commonwealth;
- (b) Modify the scope of the Project during the procurement process;
- (c) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by PennDOT of a PPA;
- (d) Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP;
- (e) Not short-list any Proposer responding to this RFQ;
- (f) Not issue an RFP;
- (g) Reject any and all submittals, responses and SOQs received at any time;
- (h) Modify all dates set or projected in this RFQ;
- (i) Terminate evaluations of responses received at any time;
- (j) Suspend and terminate PPA negotiations at any time, elect not to commence PPA negotiations with any responding Proposer and engage in negotiations with other than the highest ranked Proposer;
- (k) Issue Addenda, supplements and modifications to this RFQ;
- (l) Appoint evaluation committees to review SOQs, make recommendations and seek the assistance of outside technical, financial and legal experts and consultants in SOQ evaluation;
- (m) Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ;
- (n) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ;
- (o) Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP;
- (p) Negotiate with a Proposer without being bound by any provision in its proposal;
- (q) Waive deficiencies in an SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to an SOQ;

- (r) Disqualify any Proposer that changes its submittal without PennDOT approval;
- (s) Disqualify any Proposer under this RFQ, the RFP or during the period between the RFQ or RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from PennDOT;
- (t) Add to the short-list of Proposers any Proposer that submitted an SOQ in order to replace a previously short-listed Proposer that withdraws or is disqualified from participation in this procurement;
- (u) Develop some or all of the Project itself; and
- (v) Exercise any other right reserved or afforded to PennDOT under this RFQ or applicable laws and regulations.

PART B

STATEMENT OF QUALIFICATIONS

Proposers are required to submit their SOQ responses in two (2) volumes as follows:

Volume 1 – Proposer Team, Experience, and Approach

Volume 1 of the SOQ shall contain the following:

- (a) **Form A**, duly executed in accordance with the instructions set out therein;
- (b) **Form B**, duly executed in accordance with the instructions set out therein by each Major Team Member;
- (c) An Executive Summary, not exceeding two (2) pages, written in a non-technical style and containing sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's SOQ and its ability to satisfy the financial and technical requirements of the Project. The Executive Summary shall address why the Proposer wants to become the Development Entity for the Project;
- (d) As required by Appendix A, **Form C**, duly notarized and executed in accordance with the instructions set out therein by each Major Team Member;
- (e) All of the information required pursuant to Appendix B;
- (f) All of the information required pursuant to Appendix C;
- (g) All of the information required pursuant to Appendix E;
- (h) All of the information required pursuant to Appendix F; and
- (h) Any teaming agreements or summaries of teaming agreements that are required to be appended to Volume 1 of the SOQ in accordance with the requirements of **Form B**.

Volume 2 – Financial Capability

Volume 2 of the SOQ shall contain all of the information required pursuant to Appendix D.

APPENDIX A
MINIMUM QUALIFICATIONIS

1. Form C

The Proposer, in order to be deemed eligible for further evaluation, must provide a notarized original of **Form C** duly executed by the Proposer and each Major Team Member. Such notarized original **Form C** shall comprise Section A1 of the SOQ.

APPENDIX B

STRUCTURE AND EXPERIENCE

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

1. Structure and Ownership

Provide basic company information including:

- (a) Firm name, address, name of primary contact, telephone number, fax number, e-mail address, and company website (if available);
- (b) If the firm has multiple offices, the SOQ shall include information about the parent company and branch office separately. Identify offices from which the project will be managed and their respective responsibilities and subordinate organizational units (including an organizational chart which illustrates the various subcontractors and Key Personnel); and
- (c) Provide form of ownership, including state of residency or incorporation, and number of years in business. Specify whether the firm is a sole proprietorship, partnership, corporation, limited liability corporation (LLC), joint venture, or other structure. For joint venture entities that have not undertaken at least two projects together, each firm should submit its qualifications separately. Joint submittals are subject to the thirty (30) page limit.

2. Relevant Experience

With a view to demonstrating the Proposer's ability to provide the Required Project Services, describe the Proposer's experience and qualifications of managing projects of similar size, function and complexity to the Project, including demonstrated ability to manage or provide similar or related services to government transportation departments or transit authorities that are comparable to the Required Project Services, including the following information:

- (a) List all relevant projects in order from most relevant to least relevant and include the following information for each project:
 - (i) Client name, contact information of references (including name, email address and phone number), location and dates during which services were performed;
 - (ii) Brief description of project and physical description; and
 - (iii) Summary of the services performed;
- (b) Number of fleet customers currently fueled;
- (c) Number of CNG stations designed, built, and/or installed within the last five (5) years;

- (d) Number of CNG maintenance and/or indoor vehicle storage facilities designed, built, modified and/or retrofitted for compatibility with CNG vehicles within the last five (5) years;
- (f) Number of CNG stations currently owned, operated or maintained; and
- (g) Description of the firm's training program, including operational, equipment and safety training.

3. Key Personnel

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

Provide resumes of not more than one (1) page for each of the following Key Personnel. Each resume shall specify the role that each person will fulfill for the Project:

- (a) *Project Executive (if different from the Project Manager):* The Project Executive will be the individual responsible for the overall performance of the Development Entity.
- (b) *Project Manager:* The Project Manager will be responsible for the execution of the Required Project Services. It is expected that the Project Manager will be committed to the Project on a full-time basis. The Project Manager will be the main point of contact with PennDOT and will have full authority to commit and bind the Development Entity.
- (c) *Project Chief Financial Officer:* The Project Chief Financial Officer will be responsible for the execution of the financing component of the Required Project Services (including the capital requirements described in Section 1(a) of Appendix D).
- (d) *Design Lead:* The Design Lead will be responsible for ensuring that the design of the CNG Fueling Station Facilities and upgraded CNG Maintenance and Storage Facilities meets all permitting, operational, and safety requirements. The Design Lead will be a licensed professional engineer in the Commonwealth.
- (e) *Construction Manager:* The Construction Manager will be responsible for overseeing the construction and/or installation of the CNG Fueling Station Facilities and upgraded CNG Maintenance and Storage Facilities and any associated improvements.
- (f) *Operations and Maintenance Manager:* The Operations and Maintenance Manager will be responsible for overseeing the operations and maintenance of the CNG Fueling Station Facilities, including the dispatch of technicians for emergency response.
- (g) *Fuel Supply Manager:* The Fuel Supply Manager will be responsible for ensuring that sufficient CNG is available to PennDOT and the Transit Agencies.
- (h) *Safety and Training Officer:* The Safety and Training Officer will be responsible for developing, managing, and updating a safety program for Development Entity and Transit Agency personnel involved in the operation and maintenance of the CNG Fueling Station Facilities.

- (i) *Project Controller:* The Project Controller will be responsible for billing, collections, and other back-office operations for the Project.

Three (3) references must be supplied for each of the Project Executive (if different from the Project Manager) and Project Manager, and one (1) reference must be supplied for each other Key Personnel, in each case from projects during the past five (5) years; *provided*, that where the Project Manager has only worked on two (2) or less projects during the past five (5) years, the Proposer shall (i) affirmatively state that the Project Manager has only worked on two or less projects during the past five (5) years, (ii) include references from each such project, and (iii) include references from projects before such five (5) year period such that the total number of references is three (3).

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

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

4. Conflicts of Interest

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

APPENDIX C

PROJECT APPROACH

Proposers shall provide a summary of their approach to providing the Required Project Services to PennDOT, including the following:

- (a) The Proposer team's approach to securing the integrity of continued CNG fuel supply at Transit Agency Sites, including:
 - (i) relevant factors to be considered when determining where to locate fueling stations and/or temporary fueling facilities; and
 - (iii) any key issues that will require managing in order for CNG fuel supply to commence in accordance with each Transit Agency's requirements.
- (b) With respect to CNG Commercialization Activities:
 - (i) Describe the considerations that the Proposer will take into account when determining the extent to which CNG Commercialization Activities are a realistic prospect with respect to individual Transit Facility Sites;
 - (ii) Describe the Proposer's plan for implementing the CNG Commercialization Activities, including its strategy to create new opportunities for commercial CNG sales within the Commonwealth and expand upon existing ones;
 - (iii) Describe the Proposer's ability to manage, implement, and track third party customer sales and remit revenues to PennDOT in accordance with the revenue sharing mechanism to be set forth in the PPA;
 - (iv) Provide a sales and marketing plan for any "public access" CNG Fueling Station Facilities and expansion of the commercial customer base within the Commonwealth; and
 - (v) Describe the Proposer's expertise in managing and administering state and federal grants relevant to the CNG Commercialization Activities, including any relevant grant funding received on previous projects for activities similar to the CNG Commercialization Activities, or experience in providing relevant grant management services to other government transportation departments or transit authorities.
- (c) Describe any special or unique qualifications or experience within the Proposer's team that, in the context of this Project, differentiate the Proposer from its competitors.
- (d) Identify any Major Team Member (other than the Proposer) who will assist in performing the Required Project Services, clearly specifying the allocation of their respective responsibilities, projected workload, and the component(s) of the Required Project Services that each such Major Team Member is responsible for performing.

- (e) Describe the Proposer's knowledge of (and approach to complying with) all relevant Federal, Commonwealth, local laws, rules, regulations and standards which the Proposer believes will be material to the successful delivery of the Project.
- (f) Describe the Proposer team's approach to Quality Assurance and Quality Control during all phases of the project development and throughout the term of the PPA.

APPENDIX D

FINANCIAL CAPABILITY

The Proposer shall provide a summary of its financial capability as follows:

1. Financial Capability

The financial strength of the Proposer team including its support from lenders and experience with financing projects of similar scale to the Project. Please provide the following information:

(a) Evidence of access to capital, or demonstrated ability to raise capital, sufficient to cover (i) infrastructure costs of \$200 million and (ii) any future obligations under the PPA;

(b) Financial statements for the Proposer, Proposed Guarantor, or any Major Team Member that is providing financing to the Proposer (each, a “Finance Party”), in each case as applicable, for the three most recent completed fiscal years; *provided*, that if such Major Team Member is a third party provider of financing such as a bank, such Major Team Member may provide a letter confirming the extent of its financing commitment, together with the credit rating information required under sub-paragraph (viii) below, in lieu of financial statements. If a Finance Party has only been in existence for less than three fiscal years, the Proposer should expressly state that such entity has been in existence for less than three fiscal years and provide financial statements for the number of fiscal years such Finance Party has been in existence. Each financial statement must meet the following requirements:

- i. **GAAP/IFRS:** Financial statements must be prepared in accordance with U.S. GAAP or IFRS. If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required;
- ii. **U.S. Dollars:** Financial statements must be provided in U.S. dollars if available. If financial statements are not available in U.S. dollars, the Proposer must include summaries of the Income Statements and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant;
- iii. **Audited:** Financial statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant). If audited financials are not available for an entity, the SOQ must include unaudited financial statements for such entity, certified as true, correct and accurate by the chief executive, chief financial officer or treasurer of the entity;
- iv. **English:** Financial statement information must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be accompanied with the original financial statement information;

- v. **Proposed Guarantors' Letters of Support:** If financial statements of a Proposed Guarantor are provided, a letter from the Proposed Guarantor must be provided confirming that it will financially support all the obligations of the Proposer, as applicable, with respect to the Project. Proposers shall note that PennDOT may, in its discretion based upon the review of the information provided, or the Proposer's form of organization, specify that an acceptable guarantor is required as a condition of short-listing;
- vi. **Newly Formed Entities:** If a Finance Party is a newly formed entity and does not have independent financial statements, financial statements for the equity members of the relevant entity shall be provided (and the entity shall expressly state that the entity is a newly formed entity and does not have independent financial statements);
- vii. **SEC Filings:** If any entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K; and
- viii. **Credit Ratings:** Credit ratings must be supplied for each entity to the extent such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity;

(c) Information regarding any material changes in financial condition for the Finance Party in accordance with the following requirements:

- i. If the Finance Party is a consortium, partnership or any other form of a joint venture, provide information for all members of the relevant consortium, partnership or other form of joint venture for the past three years and anticipated for the next reporting period;
- ii. If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective chief executive officer, chief financial officer or treasurer so certifying;
- iii. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated association changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability and resolve of the relevant entity, as applicable, to remain engaged in this procurement and submit a responsive proposal;

- iv. Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the chief financial officer or treasurer;
- v. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes;
- vi. Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future;
- vii. If the financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable;
- viii. Set forth below is a representative list of events intended to provide examples of what PennDOT considers a material change in financial condition. This list is intended to be indicative only. At the discretion of PennDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process:
 - (A) An event of default or bankruptcy involving the affected entity, or the parent corporation of the affected entity;
 - (B) A change in tangible net worth of 10% of shareholder equity;
 - (C) A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or parent corporation of the affected entity;
 - (D) A change in credit rating for the affected entity or parent corporation of the affected entity;
 - (E) Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
 - (F) In the current and three most recent completed fiscal years, the affected entity or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force

exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity; and

(G) Other events known to the affected entity which represents a material change in financial condition over the past three years, or may be pending for the next reporting period; and

(d) A letter from the chief financial officer or treasurer (or, if neither of these positions exist for an entity, an individual who serves in an equivalent capacity and whose title shall be specified in the certification) of the entity or the certified public accountant for each entity for which financial information is submitted, identifying all off balance sheet liabilities in excess of \$25,000,000 in the aggregate.

APPENDIX E

FINANCIAL APPROACH

The Proposer shall provide a summary of its approach to financing the Required Project Services, managing Project costs and generating revenue as follows:

1. Business Model

Describe a business model addressing the Proposer's approach, expectations, and (where applicable) experience in (i) deployment of the CNG Infrastructure and (ii) the process for ensuring adequate and timely performance while maximizing revenue and savings for PennDOT. Proposers should specifically explain how they will address each of the following factors:

- (a) Build out of the CNG Infrastructure will occur at each Transit Agency Site on a site-by-site basis and will not necessarily be completed at the same time;
- (b) Revenues will accrue over time based on the CNG conversion schedule for individual Transit Agency Sites and the site-by-site build out described in paragraph (a);
- (c) CNG consumption is not uniform across the Transit Agencies, and the Transit Agencies are themselves located in different parts of the Commonwealth; and
- (d) "Over-the-fence" fuel sales to Third Party Customers must be implemented as part of the CNG Commercialization Activities.

2. CNG Pricing and Revenue

Describe the Proposer's understanding of the CNG fuel price structure and fueling station market and the manner in which the Project approach would deliver a robust revenue-generating program for PennDOT, including the Proposer's ability to:

- (a) Track high volume fuel purchase transactions and remit taxes related to such transactions;
- (b) Market fuel sales to Third Party Customers;
- (c) Perform billing and collection services for a large fueling program; and
- (d) Provide a standardized price that takes into consideration differing levels of consumption and rates of CNG conversion by the Transit Agencies, sales to Third Party Customers, and projected growth in sales.

3. Financing and Repayment

Describe the expected methods for financing the Project. The Proposer should specifically address the following:

- (a) Financing plan for \$200 million infrastructure costs (including details of proposed debt or debt/cash mix, as well as any guarantee by a Proposed Guarantor);

(b) Impact of \$200 million infrastructure costs on the Proposer's balance sheet (including current debt to cash flow ratio); and

(c) Structuring of the repayment process that incorporates Transit Agency fuel sales, fuel sales to Third Party Customers, and capital cost repayment.

APPENDIX F

LEGAL LIABILITIES

Provide a list and a brief description of all instances during the last five years in which any Major Team Member or any affiliate of the foregoing was (i) determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

As used herein, "affiliate" means and includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving any Major Team Member as a joint venture or partner and not to activities of other joint venturers or partners not involving any Major Team Member), and other financially liable or responsible parties for the Proposer, that, (a) within the past five years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management or maintenance for any project listed by an entity pursuant to Section 4 of Appendix B.

With respect to the information solicited in this Appendix F, failure to fully disclose this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling PennDOT to contact owner representatives may, in the sole discretion of PennDOT, lead to a lower evaluation score or a "fail" rating for the team or disqualification from the procurement process.

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

SOQ Date: _____

Office of Policy & Public Private Partnerships
Pennsylvania Department of Transportation
PO Box 3545
400 North Street, 8th Floor
(*5th floor reception if hand delivered*)
Harrisburg, PA 17120-3545
Attention: Bryan Kendro

The undersigned ("Proposer") submits this statement of qualifications (this "SOQ") in response to the Request for Qualifications dated November 24, 2014 (as amended, the "RFQ"), issued by the Pennsylvania Department of Transportation ("PennDOT") to design, build, finance, and maintain the Project. Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Proposer acknowledges access to all materials posted on the following website with respect to the Project:
<http://www.P3forPA.com> and the following addenda and sets of questions and answers to the RFQ:

[Proposer to list all addenda to this RFQ and sets of questions and answers issued prior to executing Form A by date and number]

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

Proposer understands that PennDOT is not bound to short-list any Proposer and may reject each SOQ that PennDOT may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Proposer.

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

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

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

Proposer's business address:

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

(City)	(State or Province)	(ZIP or Postal Code)	(Country)
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State or Country of Incorporation/Formalization/Organization: _____

[insert appropriate signature block from following pages]

1. Sample signature block for corporation or limited liability company:

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Proposer's name]

Print Name: _____

Title: _____

Attorney in Fact

FORM B
INFORMATION REGARDING
MAJOR TEAM MEMBERS

Name of Proposer _____
Team¹: _____

Legal Name of Major
Team Member²: _____

Role in Proposer
Team [_____]³

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

Year Established: _____

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

Title: [insert title]

Address: [insert address]

Telephone: [insert telephone number]

Email: [insert email address]

Organization's
CEO/Chairman: _____

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

¹ **Note to Proposers:** Please indicate whether or not the relevant entity's name is a trading name or the legal name of the Proposer. All trading names must be supported by legal names of all relevant underlying entities.

² **Note to Proposers:** If the Proposer or Major Team Member is a consortium, partnership or any other form of a joint venture, the SOQ must include an executed teaming agreement as an Appendix to Volume 1 of the SOQ. If a teaming agreement has not yet been executed, the SOQ must include a summary of the key terms of the anticipated teaming agreement, including percentages of ownership and the roles of all relevant parties.

³ **Note to Proposers:** Insert relevant role.

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

Name of Official Representative (if applicable): _____

Business Organization (check one):

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

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

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

Name of Firm

Role

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

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C
CERTIFICATION

Proposer Team: _____

Name of Major Team Member: _____

1. Has the firm or any affiliate* or any **current** officer, director or employee thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor, or had its professional license suspended or revoked, or been subjected to disciplinary proceedings, within the past ten years?

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years, or is the firm or any affiliate* currently under consideration for such disqualification, removal, debarment or suspension?

Yes No

If yes, please explain:

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

Yes No

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

5. Has the firm or an affiliate* ever been found in default of any federal, Commonwealth or local government agency contract within the past ten years, or is the firm or any affiliate* currently under any notice of default or intent to default on any such contract?

Yes No

If yes, please explain:

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

Yes No

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

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

9. With respect to each of Questions 1-8 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-8 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-8 above.

-
- * The term "Affiliates" includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities ((but only as to activities of joint ventures and partnerships involving any Major Team Member as a joint venture or partner and not to activities of other joint venturers or partners not involving any Major Team Member), and other financially liable or responsible parties for the entity, that (a) within the past five years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management or maintenance of any project listed by a Proposer in response to the requirements of Section 4 of Appendix B.

Under penalty of perjury, I certify that (i) the foregoing is true and correct, (ii) to the best of my knowledge, the information given in response to the RFQ is full, complete and truthful and (iii) I am the firm's Official Representative. I acknowledge, agree and authorize (and certify that the firm acknowledges, agrees and authorizes) that PennDOT may, by means it deems appropriate, determine the accuracy and truth of the information provided by the firm and contact any individual or entity named in the SOQ for the purpose of verifying the information supplied therein. I acknowledge and agree that all of the information contained in the SOQ is submitted for the express purpose of inducing PennDOT to award a contract.

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

By: _____

Print Name: _____

Title: _____

Date: _____

Sworn and subscribed before me

this _____ day of _____, 2014.

NOTARY PUBLIC

NOTARY SEAL

My Commission Expires: _____