



Request for Qualifications

In Relation to

Wireless Telecommunications Partnership Program

Through a

Public-Private Transportation Partnership Agreement

Issued: May 19, 2014

Statement of Qualifications Due Date: June 27, 2014

EXECUTIVE SUMMARY

Introduction

The Pennsylvania Department of Transportation (“PennDOT” or “Department”) on behalf of the Commonwealth of Pennsylvania (“Commonwealth”) is seeking Statements of Qualifications (“SOQs”) from firms interested in providing telecommunications tower development and management services related to the usage of PennDOT or other Commonwealth property (including right of way and other real property) for locating wireless telecommunications infrastructure. This Request for Qualifications (“RFQ”) seeks to identify firms with an interest, qualifications and relevant experience in providing turnkey facilities and services necessary to support PennDOT’s Wireless Telecommunications Partnership Program (“Program” or “Project”). Services include the design and implementation of a revenue-generating program and managing the usage of property for wireless telecommunications infrastructure.

In 2012, the Pennsylvania General Assembly passed Act 88 of 2012 (HB 3) which provided PennDOT with a new tool to address the Commonwealth’s transportation challenges: public-private partnerships. The Project arises out of an Unsolicited Proposal that was submitted to PennDOT. That process is more fully detailed in the [Implementation Manual & Guidelines for Solicited and Unsolicited Projects](#), which is available at PennDOT’s P3 Program website (www.P3forPA.pa.gov) in the left hand column labeled “About P3”. The Project is anticipated to be procured through a public-private transportation partnership agreement (“PPA”) following this RFQ and subsequent Request for Proposals (“RFP”).

The Project

The firm (“Program Manager”) selected by PennDOT shall be responsible for development and management services including but not necessarily limited to:

1. Analysis and identification of PennDOT property of potential value to wireless companies;
2. Marketing Commonwealth properties as potential wireless antenna sites, while accounting for future highway construction and maintenance projects that could impact wireless antenna sites;
3. Negotiating and administering lease agreements or other appropriate legal instruments;
4. Securing permits and approvals for the installation of new structures/ facilities;
5. Designing, building, financing, operating and maintaining the towers or other antenna platforms;
6. Payment of all capital, operational, and maintenance costs; and,
7. Program management, accounting, and related services.

The Program Manager will provide payment to PennDOT in the form of a percentage of revenue generated from contracts with leaseholders, licensees or permittees. Potential leaseholders may include, but are not limited to, wireless telecommunications companies constructing facilities for exclusive use and third party cellular tower companies, as authorized, that collocate antennas for multiple wireless companies under a lease or concession agreement. The Program Manager must be an authorized entity, or have an authorized entity as a team member, able to operate in the existing legal framework. An “authorized entity” as used herein shall mean a legally permissible permittee or licensee. Please note that PennDOT issues Highway

Occupancy Permits (HOPs) for utility facilities in the right of way and licenses for utility facilities on other PennDOT or Commonwealth property. See, e.g., 36 P.S. § 670-420(b) and 71 P.S. § 194.

The Procurement Process

PennDOT will use a two-step process to select the successful Program Manager. 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 shortlist proposers (each a "Shortlisted Proposer") in accordance with the procedures and evaluation criteria described in this RFQ and the *Implementation Manual & Guidelines for Solicited and Unsolicited Projects*. The Implementation Manual is available at PennDOT's P3 Program website (www.P3forPA.pa.gov) in the left hand column labeled "About P3". PennDOT intends to invite the Shortlisted Proposers to submit proposals ("Proposals") in response to an RFP and select one of the Shortlisted Proposers in accordance with the criteria and procedures set forth in the RFP. PennDOT expects to announce the Shortlisted Proposers in August 2014 and, following the RFP process, select a Program Manager in the fall of 2014.

All firms responding to this RFQ ("Proposers") are subject to instructions communicated in this document, and are cautioned to completely review the entire RFQ and follow instructions carefully. Addenda that may become necessary during the RFQ will be posted to PennDOT's P3 Program website (www.P3forPA.pa.gov) in the left hand column labeled "Updates, Current Advertisements" and each such Addendum will become a material part of this RFQ as though set forth in this document. Proposers who fail to respond to this RFQ or which are deemed unqualified cannot participate in the RFP process and are not eligible for award of the PPA. PennDOT reserves the right to modify existing provisions or include additional provisions, which are not addressed herein. Furthermore, PennDOT reserves the right to reject any or all Statements of Qualifications, and to waive technicalities and informalities at its discretion.

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.

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

IMPORTANT- A RESTRICTION OF COMMUNICATION IS IN EFFECT FOR THIS PROJECT.

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:

1. 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;
2. 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 this RFQ);
3. 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:
 - a. Any member of PennDOT or other Commonwealth personnel; and
 - b. Any Commonwealth staff, advisors, contractors or consultants involved with the procurement (including those referenced in this RFQ), 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;

4. 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:
 - a. 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;
 - b. United States Department of Transportation ("USDOT") Secretary's Office;
 - c. USDOT Innovative Program Office;
 - d. FHWA; and
 - e. Environmental, regulatory and permitting agencies.
5. Any Proposer engaging in communications that PennDOT determines in its sole discretion to be either prohibited by this RFQ or improper, may be disqualified;
6. 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;
7. 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; and
8. 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 those listed below. Such persons and entities are

also prohibited from participating on a Proposer team as an Equity Member, Major Non-Equity Member, Proposed Guarantor, contractor, subcontractor, consultant or subconsultant:

- a. KPMG Corporate Finance LLC;
- b. Public Financial Management, Inc.;
- c. CDM Smith;
- d. Affiliates (includes 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.

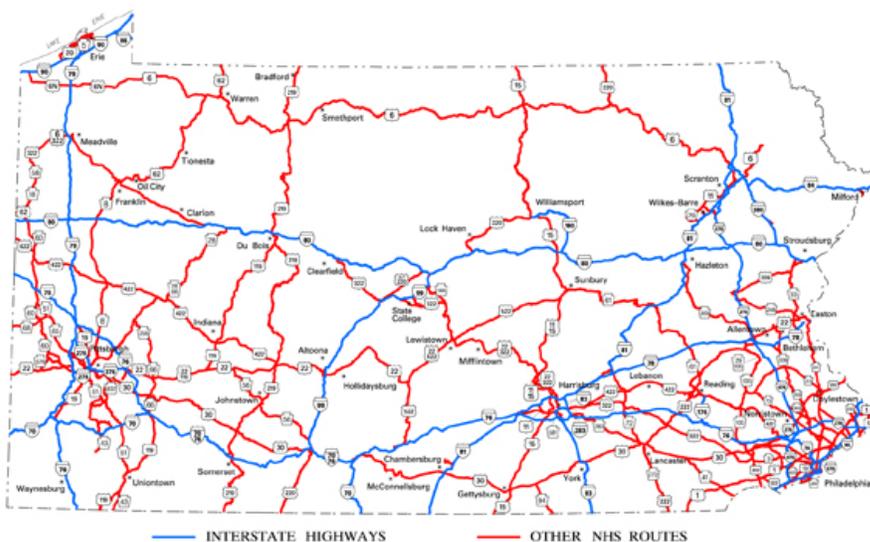
1. GENERAL PROJECT INFORMATION AND OVERVIEW

The Pennsylvania Department of Transportation (“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. PennDOT supports and is responsible for the construction, restoration, and maintenance of over 40,000 miles of state roads and highways, including city streets that are part of the state highway system, and about 25,000 bridges. PennDOT is in charge of motor vehicle and driver licensing, while also supervising and supporting other modes of transportation including air, rail, and mass transit.

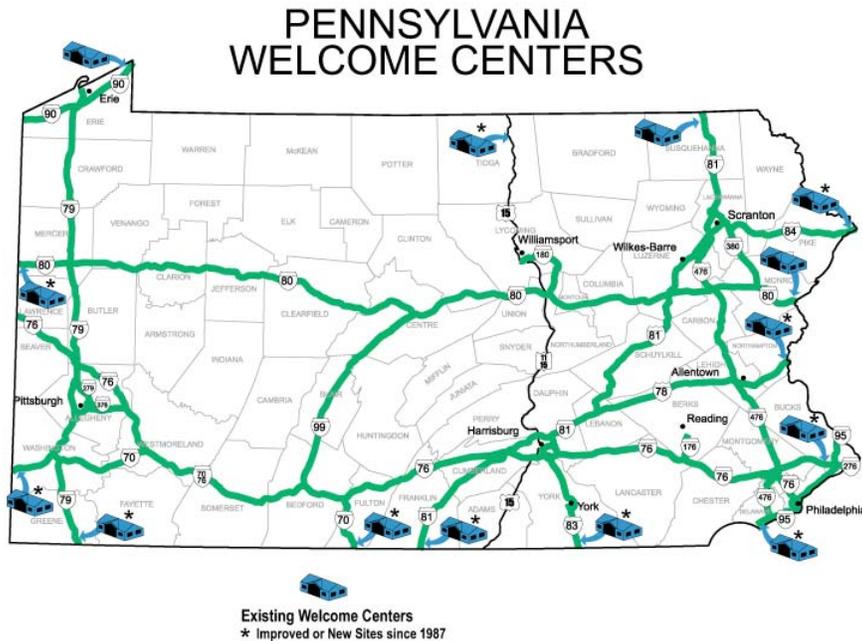
The following map shows the extent and geographic coverage of the PennDOT road network consisting of interstates and other national highway system facilities. Detailed road maps are available on the PennDOT website: www.dot.state.pa.us, by navigating through the following links: PennDOT Organizations - Bureaus and Offices - Bureau of Planning and Research - Geographic Information Division - Maps in PDF.

(<http://www.dot.state.pa.us/Internet/Bureaus/pdPlanRes.nsf/infoBPRCartoMapsinPDFandDJVU?OpenForm>)

National Highway System Map



PennDOT also operates 13 welcome centers and 34 rest areas throughout the Commonwealth that provide travel counsel products and services to users of the Commonwealth's transportation system. The map that follows shows the locations of these welcome centers, along major travel routes near the Pennsylvania border.



PennDOT facilities also include 11 district offices, 66 maintenance district offices, 499 stockpiles, and 17 state owned driver's license centers.

The intent of this solicitation is to provide opportunities for wireless mobility providers to utilize PennDOT or other Commonwealth property for expanding the wireless network to meet the data and electronic wireless communications needs of individuals and businesses throughout Pennsylvania and to generate additional revenue for PennDOT. PennDOT believes that the best approach is to select a Program Manager with experience in implementing and managing such a program. This shall be in mutual coordination with PennDOT and the Federal Highway Administration (FHWA) and in compliance with all Commonwealth and federal laws and regulations. However, PennDOT recognizes that there may be a variety of approaches that are acceptable and could be proposed by interested firms. Therefore, PennDOT seeks qualified, interested Proposers with previous experience in this type of venture.

PennDOT is pursuing a PPA with a firm who will lead in the implementation, management, and ultimately provide revenue to PennDOT for the allowance of wireless telecommunications companies to utilize PennDOT property for locating infrastructure to the extent approved by PennDOT and FHWA. PennDOT owned assets are located throughout the Commonwealth and local coordination by the Program Manager must be executed with the local government entities within this process. PennDOT expects to extract value from this transaction and use that value to fund capital projects which will provide an opportunity for PennDOT to enhance its ability to fulfill its mission "to provide a safe intermodal transportation system that attracts businesses and residents and stimulates the Pennsylvania economy."

PennDOT's goal is to select a highly qualified Program Manager that will provide a turnkey solution with the greatest benefit to the Department. It will be the responsibility of the Wireless Telecommunications

Program Manager to prepare and implement a statewide marketing plan, oversee development of tower sites, and ensure proper maintenance, among the other duties and responsibilities as outlined in this RFQ. PennDOT recognizes that Proposers may include firms with experience managing large-scale wireless initiatives as well as those that specialize in telecommunications tower development and management.

Should a PPA result from this solicitation, it is the intent of PennDOT that the Program Manager shall manage and perform all activities associated with this Project. Key conditions of the PPA currently anticipated by PennDOT, together with relative agreements with telecommunications companies, are described below. Such conditions and agreements are currently contemplated by PennDOT and are subject to change.

1. In exchange for the exclusive right to collect revenue from participating telecommunications companies that install towers, poles, and/or antennas on agreed upon PennDOT or Commonwealth properties ("Telecommunications Providers"), the Program Manager will compensate PennDOT based upon terms to be outlined in the subsequent Request for Proposals, and ultimately in the PPA. It is anticipated that compensation could include a combination of periodic payments and the provision of telecommunications amenities in support of the Department's transportation projects. Such amenities could include but are not limited to reserved space on towers or other structures, space within equipment shelters, electrical service (including access to back-up generators), telecommunications services for PennDOT equipment, and other forms of resource sharing.
2. The PPA will define the Program Manager's responsibilities to market, manage, and maintain each wireless telecommunications site applicable to the PPA ("Site") as well as the manner in which Program revenue will be generated from the telecommunications industry and shared between the Program Manager and PennDOT. Revenue payable to PennDOT may be established as a percentage of total revenue generated per site, or as a fixed fee based on the number, type, and geographic location of antennas.
3. PennDOT and each Telecommunications Provider will enter into a Master Agreement to establish the general parameters applicable to the utilization of PennDOT or other Commonwealth property or right of way for wireless telecommunications purposes. Such parameters will apply to all installations by the Telecommunications Provider throughout the Commonwealth and will include, but not be limited to, fee structure, equipment to be installed, operations and maintenance, required permits, and other terms and conditions. It is anticipated that the Master Agreement will specify an initial contract term of five (5) years with an option for three (3) consecutive 5-year renewal periods, with successor agreement negotiations to begin in the fourth (4th) year of the agreement. If the Master Agreement expires or is otherwise terminated, the Telecommunications Provider would not be permitted to build any new sites, and the terms of the Master Agreement would remain applicable to the sites previously developed or occupied.
4. Following the execution of a Master Agreement, PennDOT and each Telecommunications Provider will enter into an Individual Site Agreement ("ISA") for each Site to be utilized by the Telecommunications Provider. The ISA will be structured to provide long term payback to allow Telecommunications Providers to recover the capital cost of investment. PennDOT anticipates that the term of the ISA would be for an initial five (5) years, which would be renewable for three (3) consecutive 5-year periods, with the same terms and conditions except for the compensation defined in the Master Agreement. The ISA will require that building permits must be secured within a specified time period following the execution of the ISA.

5. The PPA will address the term of the Agreement in a twofold manner.
 - a. Ongoing revenue and responsibilities relative to sites identified and developed under the PPA will be addressed as follows. The Program Manager will receive revenue from each Site identified and developed under the PPA, and the Program Manager will continue with the responsibilities defined in the PPA for the duration of each ISA. Therefore, the term for this component of the PPA will effectively follow that of the ISA for an initial five (5) years and renewed for three (3) consecutive 5-year periods, with agreed upon adjustments in compensation.
 - b. For services relating to the identification, marketing, and development of Sites, the initial term will be five (5) years. Based upon performance and terms identified in the PPA, PennDOT may elect to either renew the PPA prior to expiration or pursue a competitive procurement for a Program Manager for a new term. If the PPA expires, the Program Manager will forego future revenue from any sites not developed under the PPA. If a different firm is selected as Program Manager for a subsequent term, such Program Manager's responsibilities and share in revenue would apply only to Sites identified and developed by the subsequent Program Manager.

SCOPE OF SERVICES

Following the selection of Shortlisted Proposers, or a determination not to shortlist firms, PennDOT anticipates releasing a draft RFP, including a scope of work and the draft RFP Process, for review and comment by the Proposers ("Industry Review"). PennDOT will schedule meetings to discuss issues and comments identified by the Proposers.

The draft RFP process will include disclosure of materials and communications with PennDOT that are confidential in nature and Proposers will be required to execute a confidentiality agreement, the form of which will be provided following shortlisting. 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.

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

A. Development and Management of a Property Listing for Locating Wireless Telecommunications Infrastructure

The Program Manager will be responsible for the development of a listing of PennDOT property (including existing surplus property and other property) which is available, suitable and legal for locating wireless telecommunications infrastructure. The Program Manager will be responsible for working with the Department to identify suitable property and for further management required to keep such a listing of available and suitable property current for use in marketing opportunities to wireless telecommunication providers. Furthermore, the Program Manager shall be responsible for the identification of PennDOT properties that are of strategic value to the wireless telecommunications industry.

B. Master Agreement and Individual Site Agreement

The Program Manager will, in conjunction with the Department, be responsible for development of a Master Agreement to be executed with each Telecommunications Provider seeking to utilize PennDOT property for locating wireless telecommunications infrastructure. The Program Manager shall also develop an Individual Site Agreement for each location where infrastructure is located. These agreements would provide for standard terms and conditions of a business relationship and cover all site requirements. It is further anticipated that the Program Manager will be responsible for maintaining these agreements and other related documents, ensuring all applicable renewals are processed in the prescribed timeframes, and available to the Department upon request.

C. License Marketing

The Program Manager will be responsible through whatever means appropriate and available, to market PennDOT property to telecommunications providers for the purposes of locating cell towers, distributed antenna systems, light radio cubes or other devices or systems. The Program Manager will be required to periodically communicate the status of such marketing activities to the Department. Further, the Program Manager will seek to market license opportunities to as many telecommunication providers as practicable for each individual property where infrastructure is located or planned.

D. Federal, Commonwealth and Local Regulations and Reviews

The Program Manager 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 site licenses or permits for locating telecommunications infrastructure to any and all providers on PennDOT property.

E. Environmental, Utility and Access Permits

The Program Manager will be responsible for investigating the requirements of any necessary environmental, utility, access, and any other such permits in coordination with the Telecommunications Providers to complete each wireless telecommunications infrastructure installation on PennDOT property or right of way, ensuring the appropriate compliance to all such permits required under the contract. The Program Manager or the Telecommunications Provider will be responsible for securing such permits as required for the deployment of infrastructure.

F. Rates and Fees

The Program Manager will be responsible for working with PennDOT to establish annual fees, administration fees, payment terms, permit fees, and other fees per installation site. The Program Manager will be responsible for administration, collection and accounting for the payments of such fees, thereby resulting in providing compensation or revenue to PennDOT, as allowed by law, pursuant to the fee structure established in the contract.

G. Site License Agreement Administration, Termination and Expiration

The Program Manager will be responsible for ensuring the proper upkeep of physical installations on PennDOT property. It is anticipated that the Program Manager will be responsible for coordinating the relocation of such installations in the event of highway improvements. It is further anticipated that the Program Manager shall be responsible for the coordination of any necessary equipment removal or removal of other facilities owned by lessees as necessary.

H. Program Manager and PennDOT Coordination

The Program Manager will work in coordination with the Department to assure the timely and accurate performance of the resulting contract.

I. Other Duties

The Program Manager may be expected to perform other duties as mutually agreed upon to facilitate the best results possible for PennDOT, the Commonwealth, Telecommunications Providers and the Program Manager.

2. QUALIFICATIONS REVIEW PROCESS

Qualification will be based on a determination by PennDOT, in its sole discretion, that the Proposer meets the requirements highlighted in this RFQ. There will be no restriction as to the number of Proposers that may qualify under this RFQ. Certain Proposers may find that forming a team with partners will enhance their ability to meet the requirements of this RFQ. A team may consist of a prime and subcontractors, creating a relationship, a partnership or a joint venture, or any other arrangement that is legally binding under the laws of the Commonwealth of Pennsylvania. Any changes in the composition of a team after the qualification process is complete are subject to the prior consent of PennDOT. The RFP, including draft RFPs, will be sent to Shortlisted Proposers which submitted a response to the RFQ.

PLEASE NOTE that in accordance with Section 6.2.1 of PennDOT's [Implementation Manual & Guidelines for Solicited and Unsolicited Projects](#), the P3 Office reserves the right to deem the original entity that submitted an Unsolicited Proposal as qualified.

Selection of the successful firm will be a multi-step process:

Responsiveness Requirements

Step I - Qualifications Review, is initiated with this RFQ, which is issued for the purpose of acquiring Statements of Qualifications from prospective firms. A selection of finalist firms will be made by a Selection Committee consisting of representatives of the Commonwealth. The Selection Committee will receive and review Statements of Qualifications submitted in response to this RFQ. Criteria for the evaluation are listed below.

Criteria for Evaluation of Statements of Qualifications

1. Structure and Experience (50 Points Maximum)

The Proposer will be evaluated based on the relevant corporate and individual experience and qualifications of the team. Other considerations include the Proposer's performance on similar projects and its suitability and ability to provide such services to PennDOT. The evaluation will be based solely on the information provided in response to RFQ Section 6.B.

2. Understanding of the Problem (5 Points Maximum)

The Proposer's understanding of the Project will be evaluated based on the extent to which it demonstrates an understanding of the unique issues specific to the Project and any challenges that the Project may face in addressing them. The evaluation will be based solely on the information provided in response to Section 6.C of this RFQ.

3. Approach to Project Delivery (25 Points Maximum)

The approach to Project delivery will be evaluated based on the demonstration of the Proposer's approach to the Project, which may include special services, innovative approaches, and unique abilities of the firm and staff. The evaluation will be based solely on the information provided in response to RFQ Section 6.D.

4. Approach to Project Costs and Revenues (20 Points Maximum)

The Proposer's approach to managing Project costs and revenues will be evaluated based on the extent to which the SOQ demonstrates a sound business model for deployment, an understanding of the wireless telecommunications market, and the financial strength of the Proposer to deploy on a state-wide scale to generate reoccurring revenue for the Commonwealth. The evaluation will be based solely on the information provided in response to Section 6.E of this RFQ.

Step II - RFP – PennDOT Wireless Telecommunications Partnership Program, will be initiated by invitation to Shortlisted Proposers to submit Technical and Cost Proposals as instructed in the prospective RFP. The successful firm will be determined based on the criteria defined in the RFP.

Finalist Notification

Firms selected as finalists will receive notification from PennDOT. Criteria for the remainder of the selection process will be communicated in the Shortlist Notification and RFP. **NOTE: Scores given as part of the RFQ process will not carry over to the RFP and will be used to select the firms to be shortlisted.**

Presentation/Interview

A Presentation/Interview may be requested of any or all of the firms who submit an SOQ in response to the RFQ. If so, each finalist firm shall be notified in writing and informed of the place, date and time for the Presentation/Interview session. Detailed Presentation/Interview instructions and requirements of the finalists will be provided in the Notification to Finalist. **Firms shall not address any questions, prior to the Presentation/Interview, to anyone other than the designated contact.**

3. SCHEDULE OF RFQ EVENTS (STEP I)

The following Schedule of Events represents the Department's best estimate of the schedule that will be followed. All times indicated are prevailing times in Harrisburg, Pennsylvania. The Department reserves the right to adjust the schedule as deemed necessary.

	Date	Time
a. Department issues public advertisement of RFQ	May 19, 2014	
b. Deadline for submission of written questions and requests for clarification	June 2, 2014	2:00 PM
c. Answers to Written Questions Posted by PennDOT	June 13, 2014	
d. Deadline for submission of Statements of Qualifications	June 27, 2014	2:00 PM

4. SUBMITTAL OF QUESTIONS AND REQUESTS FOR CLARIFICATION

It is the responsibility of each Proposer to examine the entire RFQ, seek clarification in writing, and review its submittal for accuracy before submitting the document. Once the submission deadline has passed, all submissions will be final. The Department will not request clarification from individual Proposers relative to their submission, but reserves the right to ask for additional information from all parties who have submitted qualifications. Questions about any aspect of the RFQ, or the scope of services, must be submitted in writing (via e-mail) to:

Dale Witmer, Project Manager, e-mail: RA-PDWTPRFQ@PA.GOV

The deadline for submission of questions relating to the RFQ is the time and date shown in the Schedule of Events (Section 3.). All relevant and significant questions that have been submitted in writing prior to the deadline will be compiled, and answers will be posted by addendum to the advertisement on the PennDOT website (under the tab labeled “P3 Information” on the right column of the website). PennDOT may answer, but is not required to answer, any questions or requests for clarification following the deadline set forth in the Schedule of Events (Section 3.).

5. INSTRUCTIONS FOR PREPARING STATEMENTS OF QUALIFICATIONS

One (1) original and five (5) copies of the qualifications shall be prepared, for a total of six (6) sets. One additional complete copy must be provided via CD or USB flash drive as a PDF file. Each submittal shall be identical and include a transmittal letter. Submittals must be typed on standard (8 ½” x 11”) paper. Financial statements required in Section 6.B.2.c may be provided in digital form as a PDF file rather than as a hard copy, to reduce the volume of paper. The pages of SOQ submittals must be numbered. A table of contents, with corresponding tabs, must be included to identify each section. Responses are limited to thirty (30) pages or preferably fifteen (15) double sided pages or less using a minimum of a 10-point font. The transmittal letter, cover page, tab divider pages and table of contents will not count as part of the page limit. Any exhibits, affidavits, or other enclosure information called for may be included in an appendix and will not count toward the page limit; however every effort should be made to limit the quantity of such information. Submittals that include qualifications of more than one firm shall not exceed the total page limit of 30 pages, as previously specified. Such submittals shall be prepared with careful consideration to the limit. Each Statement of Qualifications shall be prepared simply and economically, to provide a straightforward and concise description of Proposer’s capabilities exactly as requested. Fancy bindings and irrelevant promotional materials **are not desired**. Emphasis must be on completeness, relevance, and clarity of content. To expedite the review of submittals, it is essential that Proposers follow the format and instructions outlined below. **The content of all Statements of Qualifications must be categorized and numbered as outlined in the following section, and responsive to all requested information.**

6. STATEMENT OF QUALIFICATIONS (DELIVERABLES “A”, “B”, “C”, “D” and “E” FOR ALL FIRMS)

Proposers are required to organize Statements of Qualifications in the following sections:

A - Minimum Qualifications

B - Structure and Experience

C - Understanding of the Problem

D - Approach to Project Delivery

E - Approach to Project Costs and Revenues

Proposers shall demonstrate qualifications by providing the following information in the sections and sequence listed below.

A. Minimum Qualifications

1. The Proposer, in order to be deemed eligible for further evaluation, must complete the Certification Form (Exhibit "1" attached hereto), and provide a notarized original with response as Section "A1" of the firm's Statement of Qualifications. This one page form shall not be considered part of the thirty (30) pages (single sided) or fifteen (15) page (double sided) limit total.

B. Structure and Experience – The Proposer shall demonstrate the team's structure and experience with designing, constructing, financing and maintaining comparable projects as follows:

1. Provide basic company information including:
 - a. Company 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 qualification statement 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).
 - c. Provide form of ownership, including state of residency or incorporation, and number of years in business. Is the offeror 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 fifteen (15) page (double sided) limit.
2. Provide the following financial information for the firm for past five (5) years:
 - a. Annual revenue for each of the past five (5) years;
 - b. Average annual revenue over the past five (5) years; and
 - c. Financial statements, which may be provided in digital form as a PDF file rather than as a hard copy, to reduce the volume of paper.
3. Firm's relevant project experience and qualifications, including the demonstrated ability of the firm to manage similar or related projects which are comparable in complexity, size, and function, for governmental transportation departments and/or other transportation authorities.

4. Provide information on the firm's experience managing projects of similar size, function, and complexity. Provide specific experience and qualifications related to locating wireless telecommunications infrastructure, including working through all required federal, state, and local laws rules and regulations. Describe no more than five (5) and no less than three (3) clients/contracts, in order of most relevant to least relevant, which demonstrate the firm's capabilities to perform the services at hand, to include responsibility for designing, constructing, managing, operating, and maintaining Wireless Telecommunication Towers and related equipment. Proposers should have experience in managing a program with a similar size, function and complexity as is described in this RFQ. For each project, the following information should be provided:
 - a. Client name, location and dates during which services were performed.
 - b. Brief description of project and physical description.
 - c. Provide information on complex laws, rules, and regulations encountered and addressed in your firm's experience with similar projects, experience with telecommunications and related civil engineering issues, and levels of technical success achieved.
 - d. Exact services performed by your firm.
 - e. Contact information of references including name, organization, address, phone number, and email address.
5. Describe how the Project will be staffed including relevant experience and qualifications of the firm's key personnel (which may include principals, account executives, account manager, superintendents), the roles and responsibilities of team members, and the proficiency of the firm in the areas indicated in the anticipated scope herein. Additionally, provide brief résumés for team members and key persons applicable to this Project. Team members and key personnel would be those of primary importance and directly assigned to the Project that ensure successful conduct of the Project. Include name and title, Project assignment, years of experience (a minimum of five (5) years is required), education, active registrations/certificates, other experience and qualifications relevant to the proposed project.
6. Describe the firm's suitability to provide services for the Project and the firm's apparent fit to the project type and/or needs of PennDOT. Provide any information that may serve to differentiate the firm from other firms with respect to its suitability for the Project. Suitability may include, but is not limited to, the firm's fit to the Project and/or needs of the Owner, any special or unique qualifications for the Project, current and projected workloads, overall staffing expectations to ensure that all requirements are completed, and any techniques or methodologies offered by the firm that may be particularly suitable for this project type. Provide the overall strengths of the firm, including subcontractors and their ability to fulfill the requirements of this Project. Provide a description of the categories of work the firm anticipates will be self-performed and the categories which will be performed by contractors, to include the operation and maintenance of cell tower sites.
7. Firm's record of addressing public safety and complex environmental and zoning issues.
8. Previous performance of the firm including level of quality of the services of the firm to previous customers, customer's statements of that quality, the firm's ability to meet

established time requirements, and the firm's control of the quality of maintenance and construction activities and budget.

9. 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 the Respondent'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 the 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.

C. Understanding of the Problem

1. The Proposer shall provide a description of the firm's understanding of the major components and issues surrounding this Project. Provide a brief description of the proposed plan and approach for managing this Project for PennDOT and for ensuring Project success, including generation of revenue and any items for which the firm will be responsible but which is not specifically mentioned in this document.
2. Identify any unique issues specific to the Project, and any challenges that the Project may face in addressing them.

D. Approach to Project Delivery- The Proposer shall provide a summary of its approach to Project delivery with respect to:

1. Describe the firm's suitability for managing this Project based on the firm's ability to:
 - a. Identify and market available property for telecommunications infrastructure.
 - b. Identify and reach out to wireless telecommunications companies that have the capacity and interest to compete for these wireless communication antenna sites.
 - c. Maximize the revenue which can be generated and returned to PennDOT.
 - d. Provide services and incentives suitable for the requested scope of services.
 - e. Provide and maintain public safety, customer safety and site security.
 - f. Provide Project management, including utilization of any system, databases, electronic management information system to track and manage similar services.
2. Any special services or innovative approaches utilized, or other considerations particularly relevant to the Project. Describe innovative approaches that have been used on other projects or will be used to meet all regulatory compliance, management needs, and revenue generation and collection throughout this Project.

3. Unique abilities of the firm and staff.
 4. Current and projected workloads of the prime and proposed subcontractors and which categories of work each will perform.
 5. The proximity of firm's resources to the Project location and those that will be available for this Project.
 6. Provide evidence of your firm's ability to gather service resources in the Commonwealth of Pennsylvania.
 7. Provide evidence of firm's knowledge of the myriad federal, Commonwealth, and local laws, rules, regulations, and standards which may govern and/or impact this Project. Also, provide any suggested approaches to address these issues to ensure that the Project is successful.
 8. Provide non-discrimination policies.
- E. **Approach to Project Costs and Revenues** - The Proposer shall provide a summary of its approach to managing Project costs and generating revenue, addressing the following topics:
1. A sound explanation of the proposed business model for deployment of wireless telecommunications facilities and the process that will be followed to ensure adequate and timely performance.
 2. Proposer's understanding of the wireless telecom market and the manner in which the Project approach would deliver a robust revenue-generating program for PennDOT.
 3. The financial strength of the Proposer team including its support from lenders and experience with financing projects of similar scale as contemplated in this RFQ. Provide evidence that demonstrates the firm's financial capability with respect to the following areas:
 - a. Access to capital and/or ability to secure any financing required to meet initial or future obligations under the PPA.
 - b. Financial capability to make any upfront payment required under the PPA.

7. SUBMITTAL OF STATEMENTS OF QUALIFICATIONS

One (1) original and five (5) copies, for a total of six (6) sets of printed responses, and one (1) additional complete PDF file copy on a CD or USB flash drive must be provided in a sealed opaque envelope or box, with reference to the "**Response to the RFQ for the Wireless Telecommunications Partnership**" printed on the envelopes or boxes. Statements of Qualifications **must be physically received by the Department**, by hand or express mail courier, prior to the deadline indicated in the Schedule of Events (**Section 3. of RFQ**) at the exact following address:

**Office of Policy & Public-Private Partnerships
Pennsylvania Department of Transportation
P.O. Box 3543
400 North Street, 8th Floor
(5th floor reception area if hand delivered)
Harrisburg, Pennsylvania 17120-3545
Attention: Dale Witmer
Telephone: 717-787-8765; Email Address: RA-PDWTPRFQ@PA.GOV**

No submittals will be accepted after the time set for receipt. Statements of Qualifications submitted via facsimile or e-mail will be rejected. PennDOT reserves the right to reject any and all submittals.

8. ADDITIONAL TERMS AND CONDITIONS

A. Restriction of Communication

From the issue date of this (RFQ) solicitation until a successful proposer is selected and the selection is announced, proposers are not allowed to communicate for any reason with any members of the Selection Committee or the Department, including the Secretary and P3 Transportation Board Members, except for submission of questions as instructed in the RFQ, or during specified proposer's conferences and meetings with PennDOT in conjunction with this solicitation (if applicable), or as provided by any existing work agreement(s). For violation of this provision, the Department reserves the right to reject the proposal of the offending proposer.

B. Submittal Costs and Confidentiality

All expenses for preparing and submitting responses are the sole cost of the party submitting the response. The Department is not obligated to any party to reimburse such expenses. All submittals upon receipt become the property of the Department. Should the submission contain proprietary data which the Proposer does not want disclosed for any purpose other than evaluation of qualifications, PennDOT will make reasonable efforts to safeguard and protect such information provided the firm identifies the appropriate sections/ pages of the submission. However, Proposers are advised that all submissions are 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 a proposal submission contains confidential proprietary information or trade secrets, a signed written statement to this effect must be provided with the 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. If financial capability information is submitted, it is exempt from public records disclosure under 65 P.S. § 67.708(b)(26) and 74 Pa. C.S § 9111..

C. Award Conditions

This request is not an offer to contract or a solicitation of proposals or bids. This request and any SOQ submitted in response, regardless of whether the proposal is determined to be the best proposal, is not binding upon the Department and does not obligate the Department to procure or contract for any services. Neither the Department nor any party submitting a response will be bound unless and until a written contract mutually accepted by both parties is negotiated as to its terms and conditions and is signed by the Department and a party containing such terms and

conditions as are negotiated between those parties. The Department reserves the right to waive non-compliance with any requirements of this RFQ and to reject any or all proposals submitted in responses. Upon review of responses, the Department will determine the party(s) and proposal(s) that in the sole judgment of the Department is in the best interest of the Department (if any is so determined), with respect to the evaluation criteria stated herein. The Department then may conduct negotiations with such party(s) to determine if an acceptable contract may be reached. Approval by the Pennsylvania Public Private Partnership Transportation Board (P3 Transportation Board) will be required before any agreement or contract is executed.

D. Joint-Venture Proposals

PennDOT does not generally desire to enter into “joint-venture” agreements with multiple firms. In the event two or more firms desire to “joint-venture,” it is strongly recommended that one firm propose and maintain status as the prime Proposer with the remaining firms participating as sub-providers.

E. Statement of Agreement

With submission of a statement of qualifications (SOQ), the Proposer agrees that he/she has carefully examined the RFQ, and the Proposer agrees that it is the Proposer’s responsibility to request clarification on any issues in any section of the RFQ with which the Proposer disagrees or needs clarified. The Proposer also understands that failure to mention these items in the questions period or SOQ will be interpreted to mean that the Proposer is in full agreement with the terms, conditions, specifications and requirements in the therein. With submission of a SOQ, the Proposer hereby certifies: (a) that this SOQ is genuine and is not made in the interest or on behalf of any undisclosed person, firm, or corporation; (b) that Proposer has not directly or indirectly included or solicited any other Proposer to put in a false or insincere SOQ; (c) that Proposer has not solicited or induced any person, firm, or corporation to refrain from sending an SOQ.

F. Right to Cancel or Change RFQ

PennDOT reserves the right to cancel any and all RFQs, or any portion thereof, where it is determined to be in the best interest of the Department to do so. PennDOT reserves the right to increase, reduce, add or delete any item in this solicitation as deemed necessary.

It is the responsibility of all firms interested in submitting a SOQ/proposal for this advertisement to routinely check the posting on the PennDOT website (under the tab labeled “P3 Information” on the right column of the website) for any revisions to this RFQ.

Exhibit I

CERTIFICATION FORM

I, _____, being duly sworn, state that I am _____(title) of _____

_____ (firm) and hereby duly certify that I have read and understand the information presented in the attached SOQ and any enclosure and exhibits thereto.

I further certify that to the best of my knowledge the information given in response to the Request for Qualifications is full, complete and truthful.

I further certify that the proposer and any principal employee of the proposer has not, in the immediately preceding five (5) years, been convicted of any crime of moral turpitude or any felony offense, nor has had their professional license suspended, revoked or been subjected to disciplinary proceedings.

I further certify that the proposer has not, in the immediately preceding five (5) years, been suspended or debarred from contracting with any federal, Commonwealth or local government agency, and further, that the proposer is not now under consideration for suspension or debarment from any such agency.

I further certify that the proposer has not in the immediately preceding five (5) years been found in default of any federal, Commonwealth or local government agency contract, and further, that the proposer is not now under any notice of intent to default on any such contract.

I acknowledge, agree and authorize, and certify that the proposer acknowledges, agrees and authorizes, that PennDOT may, by means that either deems appropriate, determine the accuracy and truth of the information provided by the proposer and that PennDOT may contact any individual or entity named in the Statement of Qualifications for the purpose of verifying the information supplied therein.

I acknowledge and agree that all of the information contained in the Statement of Qualifications 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 of 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.

Signature

Sworn and subscribed before me

This ____ day of _____, 2014.

NOTARY PUBLIC

NOTARY SEAL
My Commission Expires: _____