

**REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE, AND MAINTAIN
THE
I-10 MOBILE RIVER BRIDGE AND
BAYWAY PROJECT
THROUGH A CONCESSION AGREEMENT**

ALABAMA DEPARTMENT OF TRANSPORTATION

Request for Qualifications

ISSUED September 22, 2017

Statements of Qualifications Due: November 3, 2017 at 2:00 PM Central Time

**Alabama Department of Transportation
107 St. Francis Street
Suite 2100
Mobile, Alabama 36602**

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PART A. BACKGROUND AND INSTRUCTIONS

1. EXECUTIVE SUMMARY

The I-10 Mobile River Bridge and Bayway Project (the “Project”) includes improvements to increase the capacity of I-10 by constructing a new six-lane bridge with a minimum 215 feet of Air Draft Clearance (ADC) across the Mobile River channel and replacing the existing four-lane I-10 bridges across the Mobile Bay with eight-lane bridges built above the 100-year storm event maximum wave height. These bridges will be tolled. The Concessionaire may also have certain operations responsibilities related to the Wallace Tunnel, which is the existing I-10 crossing of the Mobile River and which may also be tolled. The Project will increase capacity on I-10, will provide a direct interstate route for hazardous material transport, and will minimize adverse impacts to the maritime industries. The Project will also address long-time geometric and safety concerns, enhance access to major industrial and freight destinations in the Mobile area, and facilitate economic growth. The Project extends approximately 10 miles through Mobile and Baldwin Counties, Alabama. It will include improvements along the alignments depicted in blue in the following layout.



The Project provides a unique opportunity for a private partner to develop and operate a significant piece of the mobility solution for the region through a multi-year, revenue-risk Concession Agreement with the Alabama Department of Transportation (“ALDOT”), a department of the State of Alabama. ALDOT’s preliminary construction estimate for the Project (exclusive of operations and maintenance) exceeds \$2 billion.

1.1 Key Elements

Key elements of this opportunity include:

- There is a clear recognition of the need for the Project and strong support for rapid implementation among elected officials, local governments, and other stakeholders.
- The Project addresses acute and growing congestion issues. The existing (2016) average annual daily traffic crossing the Mobile River through the Wallace Tunnel is approximately 75,000 vehicles, with summer and holiday peaks reaching 100,000 vehicles. This amount of traffic produces gridlock under extreme conditions.
- The Project addresses the threat posed to public safety by hazardous transport detouring through the Central Business District, facilitates both maritime and land-based commercial activity, and will tie into a wider system of highway improvements in the region that together will help to increase access to the Project.
- ALDOT is eager to join other states that have partnered with the private sector for the delivery of necessary transportation infrastructure through public-private partnerships (“P3s”).
- ALDOT has been working closely with the Federal Highway Administration (“FHWA”) to finalize environmental studies. A Record of Decision is expected in the spring of 2018, prior to the anticipated issuance of the final Request for Proposals (“RFP”).
- ALDOT has established an integrated project team to perform the P3 procurement for this Project. This team includes dedicated staff from firms with national and international P3 development experience.

1.2 Procurement Overview

ALDOT has initiated a two-step process for selecting one Proposer to complete this Project. The selected Proposer (“Concessionaire”) will design, build, operate, and maintain the Project pursuant to a Concession Agreement with ALDOT (“Concession Agreement”).

This Request for Qualifications (“RFQ”) initiates the first step in the procurement process. The purpose of this step is to identify a shortlist of the most qualified Proposers based on their experience and background and their conceptual approach to the development of the Project. The second step will include the release of a draft and a final Request for Proposals (“RFP”). The purpose of the second step is to select the Proposer best meeting the criteria set forth in the RFP for the award of the Project through a Concession Agreement.

Shortlisted Proposers will have the opportunity to provide input on a wide range of issues related to the procurement prior to the release of the final RFP.

1.3 Procurement Schedule

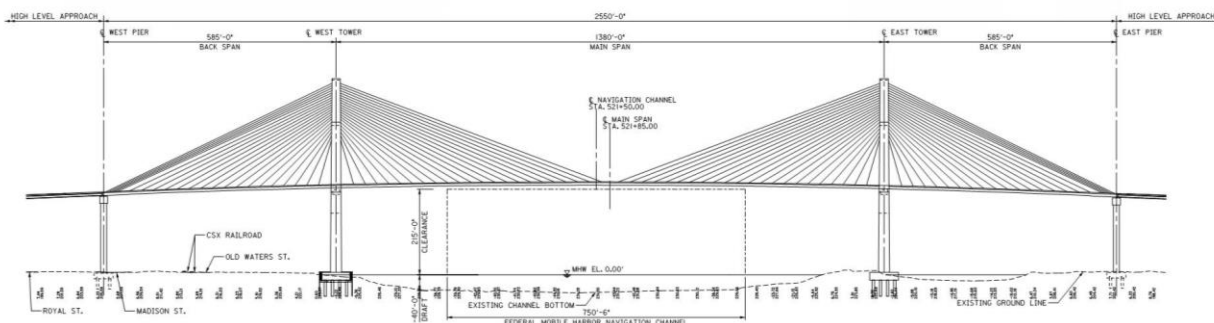
- RFQ Release Date September 22, 2017
- SOQ Due Date November 3, 2017
- Anticipated RFQ Shortlist December 8, 2017
- Anticipated Draft RFP December 2017
- Anticipated Proposal Due Date September 2018

2. PROJECT DESCRIPTION

2.1 Project Overview

The Project will provide a new six-lane cable-stay bridge over the Mobile River with approaches starting just east of Virginia Street in Mobile and ending between the existing I-10 Bayway Bridges. From this location to the US-90/98 interchange in Daphne, a new eight-lane Bayway will be constructed above the 100-year storm surge maximum wave height.

Based on preliminary plans, a portion of the bridge approximately 2,550 feet in length will use cable-stay construction, supported from two pylon locations. The west pylon will be on land near the Mobile River just south of the Alabama Cruise Terminal; the eastern pylon will be located in an open water area near Pinto Pass peninsula. The bridge approach structures will begin approximately 5,500 feet east and west of the navigation channel to achieve required vertical clearance. The Project will require modifications at the following interchanges: Virginia Street, West Tunnel Portal, US 90/98 at the East Tunnel Portal, US 90/98 at Midbay, and US 90/98 in Daphne.



The Project will include replacing the existing I-10 over Mobile Bay Bayway Bridges with two parallel structures, four lanes each, running in tandem approximately 7.4 miles from the high level approach spans to the Eastern Shore US 90/98 interchange in Daphne. The new bay bridge elevation will provide vertical clearance above the 100-year storm surge maximum wave height. Interchange bridge work associated with the new bay bridge includes East Tunnel Portal ramps, US 90/98 at Midbay ramp modifications, Eastern Shore ramps, and replacement of the US 90/98 Bridge over I-10.

Other features of the Project include:

- A bicycle/pedestrian route across the Mobile River;
- A new ITS for the full length of the Project; and
- Existing structure demolition, including the Bayway Bridges.

ALDOT intends for the Project to be developed and operated as a toll facility under a demand-risk Design-Build-Finance-Operate-Maintain (“DBFOM”) concession. The Concessionaire will develop the tolling strategy, design and install the toll collection system, establish the toll rate structure and tolling policies, and handle all back office operations subject to the general requirements of the Concession Agreement.

The Concessionaire may also have certain operations responsibilities for the Wallace Tunnel, which is the existing I-10 crossing of the Mobile River. The Wallace Tunnel is not tolled at this time, but ALDOT currently plans as part of this Project to toll the tunnel to reduce diversion, so that both the tunnel and bridge can operate with limited congestion.

The Concessionaire will develop, design, construct, finance, operate, and maintain the Project pursuant to an approximately 50-year Concession Agreement. The Concession Agreement will allow the Concessionaire to use toll revenues from the Project, as well as identified public funding, to support financing of the Project.

ALDOT believes the Project is a very attractive business opportunity for the private sector. Key elements of the opportunity include:

- **Strong Public and Local Government Support.** The Project improvements will provide needed capacity to address significant congestion problems, to reduce hazardous material transport on city roads and through tunnels, and to operate in harmony with the region’s maritime transportation needs, notably access to the Port of Mobile. There is a clear recognition of the need for the Project and strong support for rapid implementation among local governments and elected officials.
- **Opportunity for Toll Revenues from an Existing and Heavily Used Interstate Highway.** One of the key elements of this opportunity is the ability to toll the new six-lane I-10 Bridge, as well as the existing Wallace Tunnel. Alternative routes across the Mobile River are already heavily congested (US-98 through Bankhead Tunnel) or require over nine miles of detouring across the Cochrane Bridge, a non-interstate route.

Certain project documents are available for review as provided in [Part A, Section 3.2](#) (the “Project Documents”). More information about the Project will be provided in the draft RFP issued to the shortlisted Proposers.

2.2 Project Phasing

ALDOT intends to construct the entire Project but, in order to meet project funding objectives as described above, phasing may be required. More details regarding possible phasing of the Project will be set forth in the RFP.

2.3 Description of Project Objectives and Proposed Contracting Opportunity

ALDOT intends, through this procurement, to enter into a Concession Agreement that will result in the cost-effective, expedited completion of all of the elements of this Project as described above to achieve the following Project objectives:

1. Add additional capacity along I-10 between Virginia Street in Mobile and the US-90/98 interchange in Daphne to alleviate traffic congestion and facilitate economic growth by constructing an aesthetically pleasing cable-stay bridge with a minimum 100-year service life and minimum 215-foot vertical clearance and 600-foot horizontal clearance over the Mobile River ship channel and by replacing the existing four-lane I-10 Bayway facility with an eight-lane facility at an elevation above the 100-year storm surge maximum wave height, while maintaining acceptable levels of traffic flow during construction.
2. Provide hazardous materials vehicles a path along I-10 so they are no longer required to detour through the Mobile Central Business District, minimize impacts to the maritime industry, and meet all commitments laid out in the environmental documentation and permitting.
3. Transfer maintenance responsibility of the new and/or existing facility within the Project limits (not including the Wallace Tunnel), and require maintenance and incident management to be performed at an acceptable service level during the concession term.
4. At the end of the Concession Agreement term, require the Concessionaire to comply with certain handback requirements regarding the condition of the Project.
5. Transfer toll revenue risk to the Concessionaire, while requiring the Concessionaire to provide an interoperable tolling system with various payment options.
6. Provide an alternative non-tolled route along the US-90/98 Causeway, Bankhead Tunnel, and Cochrane Bridge that will be operated and maintained by ALDOT.

To achieve these objectives, ALDOT will enter into a Concession Agreement with the selected Proposer under which that Concessionaire will provide for development, design, construction, financing, operation, and maintenance.

ALDOT currently anticipates that the Concession Agreement will be in the form of an approximately 50-year toll revenue-risk concession. The Concession Agreement will: (a) obligate the Concessionaire to (i) develop, design, and construct the Project, (ii) invest equity and provide financing for such improvements, and (iii) operate and maintain the Project; and (b) grant the Concessionaire the right to collect and retain toll revenues from users of the tolled portions of the Project as set forth in the RFP.

2.4 Improvements to be Completed by Concessionaire

The improvements to be completed by the Concessionaire under the Concession Agreement will include improvements on I-10 from Broad Street in Mobile to east of the US 90/98 interchange in Daphne, by providing a minimum of three continuous and unobstructed lanes per direction across the approaches and main span across the Mobile River, and four continuous and unobstructed lanes per direction across the Mobile Bay, plus required operational, merge, acceleration, and deceleration lanes to be identified and provided in reference documents during the RFP phase. In addition, all required overpasses/underpasses will be designed and constructed by the Concessionaire to support these lanes and connect them to existing facilities. As part of the Project, the Concessionaire will also be responsible for developing, designing, constructing, demolishing, financing, operating, and maintaining the following improvements:

- Crossings for railroads owned by CSX.
- Identified on and off ramps as depicted in the Project documents and modified interchanges. These on and off ramps will include all approaches and departures of the connectors to ensure existing connectors are preserved.
- An intelligent transportation system (ITS) throughout the Project to monitor traffic operations.
- An all-electronic, open-road toll collection system as necessary to allow collection of tolls from users.
- Other potential facilities that may be identified in the RFP to the extent necessary for connectivity, a bicycle and pedestrian route across Mobile River, mobility, and safety, including drainage, Bayway removals, and utility coordination.

2.5 Project Environmental Status

FHWA approved the draft environmental impact statement (DEIS) for the proposed I-10 bridge over Mobile River and widening of the existing I-10 Bayway on July 22, 2014. ALDOT is currently in the process of completing a Supplemental DEIS to document changes made since the DEIS was signed in 2014. The Supplemental DEIS will be submitted to FHWA early in the fall of 2017, with a public meeting to be scheduled following Supplemental DEIS approval. It is anticipated that the combined Final Environmental Impact Statement (FEIS) and Record of Decision (“ROD”) will be signed in the second quarter of 2018. At this time, no environmental permits have been secured for the Project.

2.6 Preliminary Estimates

Project costs are expected to total approximately \$2 billion in year-of-expenditure dollars, including Concessionaire costs and ALDOT-provided services. The Concessionaire is expected to be responsible for the following work included in the \$2 billion estimate:

- Design and Construction
- Toll Collection Equipment
- Bicycle/Pedestrian Facilities
- Intelligent Traffic Systems (ITS)
- Utility Relocation
- Quality Assurance/Quality Control (QA/QC)
- Operations and Maintenance (O&M) activities during construction
- Bayway Demolition and Removals

The \$2 billion estimate of total Project costs also includes the following items that are to be provided by ALDOT:

- Payments to Utilities for Relocations
- Environmental Mitigation
- Right-of-Way Acquisitions¹

This estimate should be used for informational purposes only and is not a substitute for the Proposers’ own estimates of project costs.

¹ Please see [Section 2.8](#) for more information regarding right-of-way acquisition for the Project.

2.7 Funding Available for Development Costs

Proposers are advised that, although ALDOT is considering a commitment of certain public funds to partially support the development of the Project, ALDOT believes private participation and financing is essential to complete all project elements under the Concession Agreement. A key objective of this procurement is to minimize ALDOT's financial contribution to the Project while maximizing the Project scope. The Proposer's experience in securing private financing for similar projects is a key consideration in ALDOT's evaluation of SOQs, and the Proposer's ability to maximize Project scope while limiting public funding will likely be a critical evaluation metric for proposals under the RFP.

2.8 ROW Acquisition

While the Project will require new right-of-way ("ROW"), the preferred alternative avoids significant ROW takings. ALDOT currently intends to acquire as many of the identified parcels as practical prior to commercial close and anticipates retaining responsibility for completion of any remaining acquisitions after closing. The terms governing these ROW acquisitions will be detailed in the RFP.

Available information on right-of-way currently owned by ALDOT can be found on the Website (as defined in [Part A, Section 3.5](#)) by following the link for "Project Opportunities." More detailed information will be made available in the RFP.

2.9 Project Technical Information and Third-Party Coordination

2.9.1. Technical Requirements

Project-specific technical requirements will be developed for the final RFP with input from shortlisted Proposers provided during the industry review process.

The RFP will permit shortlisted Proposers to propose, for ALDOT's consideration, alternative technical concepts, exceptions, and deviations from certain of the technical requirements. The alternative technical concept process, including any constraints or parameters on potential submissions, will be set forth in the RFP. All requests for deviations must follow the requirements set forth in the RFP. Proposers should note, however, that because federal funds may be included in the final plan of finance, there may be restrictions on deviations from federally mandated construction standards.

2.9.2. Geotechnical Exploration Program

ALDOT has performed certain geotechnical exploration work regarding the Project. The Project Documents include the proposed boring location plan for proposed geotechnical information that is tentatively anticipated to be provided with the draft RFP.

ALDOT does not anticipate that Proposers will need to conduct any additional geotechnical exploration in order to respond to this RFQ, and Proposers are not permitted to undertake any geotechnical explorations during the RFQ stage. To the extent that any Proposer desires additional site information during the RFP stage, such Proposer will need to coordinate with ALDOT prior to conducting any field exploration, including, without limitation, permitting, traffic control, and notification. Proposers must obtain permits through the normal permitting process prior to performing any drilling on State ROW.

2.9.3. Utility Investigation and Relocation

ALDOT has undertaken early utility coordination efforts, including: (1) creating a list of public and private utilities located along the corridor; (2) creating a utility location map; and (3) meeting with select major utilities that are anticipated to be impacted by the Project. ALDOT is also in the process of obtaining Subsurface Utility Engineering (SUE) information for likely potential conflict areas, including pier locations and drainage outfalls along Madison Street, Canal Street, Elmira Street, and Midbay Interchange. ALDOT anticipates that the Concessionaire will be responsible for performing Project utility relocation according to approved utility relocation agreements.

2.9.4. Aesthetic Treatment

ALDOT expects to coordinate during the design phase with an aesthetics steering committee to design an attractive yet functional and economical bridge.

Parts of the Project, including the cable-stay Mobile River Bridge, will be constructed within the viewshed of existing historic resources as defined in 36 CFR Part 800. The RFP will include aesthetic guidelines for the bridge to mitigate the Project's visual impact on the historic areas.

The Draft EIS found that no city ordinance controls future development on the grounds of historic preservation, but Proposers must conduct their own assessment of any possible impacts of existing city ordinances. Consistent with applicable law, the City of Mobile may enact ordinances that would promote consideration of the aesthetic appearance of structures within the viewshed of historic districts.

Additional aesthetics details and requirements will be set forth in the RFP.

2.9.5. Railroad Coordination

The Project crosses the CSX railroad. ALDOT anticipates that the Concession Agreement will require the Concessionaire to design the crossings and drainage outfalls and coordinate with CSX.

2.9.6. Other Due Diligence Activities

ALDOT is currently assessing what, if any, additional site and due diligence information beyond that which is specified in this [Part A, Section 2.9](#) will be provided to Proposers. The shortlisted Proposers may be asked to provide input on this topic during the industry review process.

2.10 Traffic and Revenue Forecast

The Draft Traffic and Revenue Study Report for the Project is included in the Project Documents. Responsibility for and timing of any additional traffic and revenue studies will be set forth in the RFP and discussed during industry review. Proposers may not engage in traffic volume data collection activities on the Project site or otherwise without ALDOT approval.

2.11 Toll Collection System Development and Operation

Design, implementation, and operation of an open-road toll collection system and back office system for this Project will be included in the Concessionaire's scope of work. It is anticipated that the tolled lanes will be tolled through a 100% electronic barrier-free system requiring no reduction in speed. The Legislature of Alabama has established laws under Chapter 2 of Title 23 of the Code of Alabama (1975) to provide for the use of electronic systems for the assessment and collection of tolls. The RFP will establish the general restrictions and performance requirements of the toll collection and accounting system and back office operations. These will include general tolling policy constraints, toll rate regulations, interoperability requirements, customer service requirements, and general business rules.

ALDOT anticipates the Concessionaire may be responsible for developing a system that maintains interoperability with other electronic toll collection systems. The RFP will include more detail on interoperability requirements.

2.11.1. Toll System Integrators and Operators

ALDOT recognizes that the market for companies able to perform toll system integration and toll operations services is relatively small. As a result, to ensure a fair procurement process, Proposers are prohibited from entering into exclusive teaming arrangements with toll system integration and toll operations services providers for this Project.

The prohibition against exclusive teaming arrangements in this [Section 2.11.1](#) does not apply to the extent that a Proposer intends for toll operations work to be delivered using resources internal to the Concessionaire, and the Proposer has identified appropriate Equity Member(s) as Proposer's Toll System Integrator for purposes of this RFQ. (Please see [Part B, Section 1.1](#) for definitions for these terms.)

2.12 Legal Authority and Requirements

2.12.1. Legal Authority

Article 5 of Chapter 2 of Title 23 of the Code of Alabama (1975) and Section 23-1-40 of the Code of Alabama (1975) empower ALDOT and the Alabama Toll Road, Bridge and Tunnel Authority to establish P3s.

2.12.2. Requirements of the Concession Agreement

The terms of the Concession Agreement for this Project will be set forth in the RFP following industry review and input by shortlisted Proposers.

2.12.3. Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project will include a Transportation and Infrastructure Finance and Innovation Act ("TIFIA") loan and remain eligible for federal-aid funds, including any federal portion of the anticipated funding identified in [Part A, Section 2.7](#). Therefore the procurement documents and any agreements thereunder must conform to requirements of applicable federal law, regulations, and policies. ALDOT reserves the right to modify the procurement process described in this RFQ to address any concerns, conditions, or requirements of federal agencies, including FHWA.

2.12.4. Liability, Insurance, and Bonding

ALDOT anticipates that the Concessionaire will be required to assume liabilities, to provide bonds and insurance coverage, and to indemnify and defend ALDOT against third-party claims as specified in the Concession Agreement. Specific provisions concerning bonding, insurance, and indemnity will be set forth in the RFP and the Concession Agreement.

2.12.5. DBE Requirements

It is ALDOT'S policy that Disadvantaged Business Enterprises as defined in 49 CFR Part 26 ("DBEs") shall have the maximum opportunity to participate in the performance of contracts in whole or in part with federal funds. Firms selected for work by ALDOT agree to ensure that DBEs have the maximum opportunity to participate in the performance of work associated with this Project. ALDOT expects that all necessary and reasonable steps be taken to ensure that DBEs have the maximum opportunity to perform contract work.

2.13 Project Financing

The Concession Agreement will grant a concession to the Concessionaire. The Concessionaire will be solely responsible for Project financing; provided, however, that ALDOT is prepared to facilitate the potential availability and use of federal assistance programs should the Concessionaire wish to pursue such programs.

The TIFIA loan program and Private Activity Bonds ("PABs") are two potential sources of financing for the Project and are subject to federal requirements and availability. ALDOT plans to submit a Letter of Interest for the Project to the Build America Bureau Credit Programs Office. ALDOT also intends to pursue a PABs allocation with respect to the Project. ALDOT will provide further details on how Proposers are to incorporate a TIFIA loan and PABs into their proposal, should they decide to use either, during the RFP stage of the procurement.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 Overall Process

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

ALDOT will evaluate the SOQs it receives in response to this RFQ and will establish, according to criteria generally outlined herein, a shortlist of highly qualified Proposers eligible to receive and respond to the RFP.

Following the shortlisting of Proposers, ALDOT anticipates releasing a draft RFP for shortlisted teams' review and comment, including a draft Concession Agreement and Technical Provisions. Following receipt of written comments, ALDOT plans to schedule one-on-one meetings with shortlisted Proposers to discuss issues and comments identified by the shortlisted Proposer teams. Specific details concerning the industry review process will be made available to the shortlisted Proposers following the shortlisting announcement.

After consideration of industry input, ALDOT plans to issue a final RFP to the shortlisted Proposers.

Following receipt and evaluation of proposals, ALDOT may select a Proposer for negotiations, based on the evaluation criteria set forth in the RFP, to finalize a Concession Agreement for award and execution. If negotiations are not successful with the Proposer best meeting the criteria set forth in the RFP, ALDOT may negotiate with the next highest rated Proposer. Alternatively, ALDOT may terminate the procurement.

3.2 Project Documents

The available Project Documents are listed in Exhibit A hereto. Please see instructions on <http://mobileriverbridge.com>, following the link for "Project Opportunities" for more information. Please refer to contacts in [Section A, Part 3.5](#) in the event of technical difficulties.

3.3 Payment for Work Product

In accordance with Title 23 of the Code of Alabama (1975), ALDOT intends to pay each unsuccessful shortlisted Proposer that submits a Proposal responsive to the RFP a maximum stipulated amount not exceeding the value of the work product contained in its Proposal. Specific provisions regarding payment for work product will be included in the RFP. No payment will be made to Proposers that are not shortlisted, that fail to submit responsive Proposals by the Proposal due date, or that are disqualified from the process prior to award, and no payment shall be made in connection with this RFQ.

3.4 RFQ Phase Schedule

ALDOT anticipates carrying out the RFQ phase of the procurement process in accordance with the following schedule:

Issue Request for Qualifications	September 22, 2017
Deadline for questions and requests for clarification regarding the RFQ	10:00 a.m. Central Time October 20, 2017
Questions and requests for clarification relating to any Addendum issued by ALDOT after October 20, 2017	Three days after the Addendum is issued (but no later than the SOQ Due Date)
SOQ Due Date	2:00 p.m. Central Time November 3, 2017

All times referenced above and otherwise in this RFQ are applicable Central Time in Mobile, Alabama.

Although ALDOT intends to adhere to the above schedule, this schedule is subject to modification at the sole discretion of ALDOT. Proposers will be notified of any change by an addendum to this RFQ.

ALDOT intends to issue the industry review draft of the RFP shortly after selection of the shortlisted Proposers and to pursue the procurement to a Concession Agreement award thereafter.

3.5 Designated Project Representative; Questions and Requests for Clarification; Addenda

Proposers must submit all questions and requests for clarification in writing to ALDOT's designated Project Representative in order to facilitate receipt, processing, and response. ALDOT's designated "Project Representative" is:

Alabama Department of Transportation
1409 Coliseum Boulevard
Montgomery, AL 36110
Attn: Darren Scott
Email: procurement@mobilriverbridge.com

Proposers shall provide a copy of all correspondence to Project Management at:

Alabama Department of Transportation
107 St. Francis Street
Suite 2100
Mobile, Alabama 36602
Attn: Edwin Perry III
Email: perrye@mobilriverbridge.com

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project.

ALDOT will provide responses to Proposer clarification requests within a reasonable time following receipt, subject to the cut-off dates and times set forth in [Part A, Section 3.4](#). ALDOT will post responses to those questions of general application and requests for clarifications that ALDOT deems to be material and not adequately addressed in previously provided documents on <http://mobilriverbridge.com> (the "Website"). Specific information on this procurement may be obtained by following the link to "Project Opportunities" in the navigation header.

ALDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date. ALDOT will post any addenda to this RFQ on the Website.

Proposers are responsible for monitoring the Website for information concerning this procurement. Proposers responding to this RFQ will be required to acknowledge in the transmittal letter ([Part C, Form A](#)) that they have reviewed all materials posted thereon.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

ALDOT expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow ALDOT to evaluate, competitively rank, and shortlist the Proposers 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 (U.S.) dollar denominations.

4.2 Format

4.2.1. Number and Types of Copies

Each responding Proposer shall submit the following in sealed packages:

1. One digital copy in read-only format on a write-protected flash drive, clearly marked with the Proposer's name on the package or the drive itself. ALDOT encourages Proposers to use searchable, bookmarked PDFs and hyperlinked tables of contents.
2. One original and 10 copies—for a total of **11** hardcopies—of its SOQ in four loose-leaf, three-ring binders, one SOQ volume per binder. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 10 on its spine. The Proposer's name and volume number must also be clearly marked on the spine.

4.2.2. Paper and Printing Requirements

Submittals must be prepared on 8-1/2" x 11" sized white paper and shall be double-sided. For purposes of all page limits set forth in this RFQ, each printed side shall be considered one page and will be included in any applicable page limitations. The use of 11" x 17" pages is acceptable (and each printed side will be considered one page) for [Forms D-1 through D-4](#), [Form F-1](#), [Form F-2](#), [Form H](#), organizational charts and other drawings or schedules but not for narrative text. Printed lines may be single-spaced. Insofar as is practical or economical, all paper stock used shall be composed of recycled materials.

4.2.3. Page and Font Limitations

There is no aggregate page limit for SOQ [Volume 1](#) and [Volume 3](#) (as described in [Part B](#)), but page limits for individual components of [Volume 1](#) and [Volume 3](#) may apply as specified in [Part B](#).

[Volume 2](#) (as described in [Part B](#)) shall have all pages sequentially numbered. [Volume 2](#) shall not exceed 68 pages, excluding all Forms and all applicable license and registration information provided in response to [Part B, Volume 2, Section B](#). Page limits for individual components of SOQ [Volume 2](#) may also apply as set forth in [Part B](#).

[Volume 4](#) (as described in [Part B](#)) shall have all pages sequentially numbered. [Volume 4](#) shall not exceed 26 pages, excluding all Forms and applicable licensing and registrations and/or application for licenses provided in response to [Part B, Volume 4, Section A\(2\)](#). Page limits for individual components of SOQ [Volume 4](#) may also apply as set forth in [Part B](#).

The font size used in [Volume 1](#), [Volume 2](#) and [Volume 4](#) shall be no smaller than 12-point, except for tables or any [Forms D](#) through [Form H](#) formatted as tables, which may be set in type no smaller than 8-point. There is no type font size requirement for [Volume 3](#).

4.3 Contents and Organization

Proposers must organize their SOQ in the order set forth in [Part B](#). Each volume may be subdivided as needed.

- Standard corporate brochures, awards, and marketing materials should not be included in the SOQ.
- If a Proposer is compelled to include material in addition to the information specifically requested, the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to applicable page limitations.

4.4 SOQ Submittal Requirements

All packages constituting the SOQ shall be individually labeled as follows:

Response to the
Request for Qualifications
for the I-10 Mobile River Bridge and Bayway Project
Through a Concession Agreement

SOQs shall be delivered by hand or courier to:

Alabama Department of Transportation
107 St. Francis Street
Suite 2100
Mobile, AL 36602
Attn: Edwin Perry III

ALDOT will not accept facsimile or electronically submitted SOQs, except in flash drive media included in the submittal package as described in [Part A, Section 4.2](#).

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by a member of ALDOT staff.

SOQs will be accepted and must be received by ALDOT by the SOQ Due Date and time specified in [Part A, Section 3.4](#). Any SOQs received after that date and time will be rejected and returned to the sending party unopened.

Each Proposer is solely responsible for assuring that ALDOT receives its SOQ by the specified delivery date and time at the address listed above. ALDOT shall not be responsible for delays in delivery 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; or any other occurrences beyond the control of ALDOT.

5. EVALUATION PROCESS AND CRITERIA

ALDOT's goal is to create a fair basis for the evaluation of the SOQs in compliance with all applicable laws governing this procurement.

The SOQ evaluation process will include: (1) a review of each SOQ for responsiveness and pass/fail criteria in accordance with [Section 5.2](#); and (2) a qualitative evaluation of the SOQ in accordance with the evaluation criteria set forth in [Section 5.3](#), resulting in a qualitative score.

The evaluation and shortlisting process is subject to modification by ALDOT, in its discretion.

5.1 SOQ Evaluation Procedure

ALDOT anticipates utilizing one or more committees to review and evaluate the SOQs in accordance with the criteria set forth in this [Section 5](#).

Qualitative evaluations and rankings of SOQs are subject to the sole discretion of ALDOT and ALDOT staff, in consultation with such professional and other advisors as ALDOT may designate. ALDOT will make the final determination of the Proposers to be shortlisted in its sole discretion and in the best interests of the State of Alabama.

ALDOT may at any time request additional information or written clarification from a Proposer or may request that a Proposer verify or certify certain aspects of its SOQ. The scope, length, and topics to be addressed shall be prescribed by, and subject to the discretion of, ALDOT. Upon receipt of requested clarifications and additional information as described above, if any, the SOQs will be re-evaluated to factor in the clarifications and additional information.

5.2 Pass/Fail and Responsiveness Review

Each SOQ will be reviewed for: (a) conformance to the RFQ instructions regarding organization and format, and responsiveness to the requirements set forth in this RFQ; and (b) based on the pass/fail criteria set forth in [Section 5.2.1](#).

Any SOQ determined by ALDOT to be not responsive to this RFQ or that does not pass the pass/fail criteria herein will be excluded from further consideration and will not be eligible for qualitative evaluation and shortlisting. ALDOT may also exclude from consideration any Proposer whose SOQ contains a material misrepresentation. Should an SOQ be excluded from further evaluation, ALDOT will inform the Proposer.

ALDOT may request written clarifications, confirmations, or corrections from a Proposer regarding minor nonconformities, irregularities, and apparent clerical mistakes as provided in [Section 5.1](#). ALDOT reserves the right, in its discretion, to disregard or waive minor informalities, irregularities, omissions, nonconformities, discrepancies, and apparent clerical mistakes.

5.2.1. Pass/Fail Criteria

ALDOT will evaluate each SOQ based upon the following pass/fail criteria:

- (a) The SOQ contains an original executed transmittal letter as required in [Part B, Volume 1, Section A – Form A Transmittal Letter](#).
- (b) The Proposer has provided all Forms and other documents and information required pursuant to [Part B](#), properly completed and signed (if required) in accordance with the requirements therein.
- (c) Neither the Proposer nor any other entity that has submitted [Form C](#) as required by this RFQ: (1) has been disqualified, removed, debarred, or suspended from performing or bidding on work for the State of Alabama or for any local government within Alabama where such disqualification, removal, debarment, or suspension has resulted in the Proposer or other entity being currently disqualified, removed, debarred, or suspended from performing or bidding on ALDOT contracts; or (2) is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the U.S. federal government or at least three other states.
- (d) The information disclosed in [Form C](#) and/or in response to [Part B, Volume 1, Section C](#) (Legal Qualifications) does not raise a substantial question as to the Proposer's integrity or good faith performance of its responsibilities under the Concession Agreement, as determined by ALDOT.
- (e) The Proposer or Lead Contractor is capable of obtaining a payment bond and a performance bond from a surety, each in an amount at least equal to \$750 million, as evidenced by the letter(s) provided by the Proposer pursuant to [Part B, Volume 1, Section F](#).

5.2.2. Bidder Prequalification

Proposers are not required to obtain ALDOT prequalification for engineering, construction, or other services in order to submit an SOQ.

5.3 Qualitative Evaluation Criteria and Weighting

Each responsive SOQ passing all of the pass/fail criteria set forth above in [Section 5.2](#) will be qualitatively evaluated and scored by ALDOT in the following categories:

- Technical Qualifications and Capability (45% Weighting)
- Project Finance Qualifications and Capability (45% Weighting)
- Conceptual Technical Approach Statement (5% Weighting)
- Conceptual Project Finance Discussion (5% Weighting)

The evaluation criteria for each category are set forth below.

5.3.1. Technical Qualifications and Capability (45% Weighting)

The qualifications and experience of the Proposer, individual team members, and Technical Key Personnel in developing, designing, constructing, operating, and maintaining projects of similar scope and complexity will be evaluated in accordance with the criteria in this [Section 5.3.1](#). The information provided in SOQ [Volume 1](#) and [Volume 2](#) (including the Proposer's project technical experience, Technical Key Personnel, and references) will be used, as deemed appropriate by ALDOT, to assist in the evaluation of the Technical Qualifications and Capability category. At its discretion, ALDOT may elect to use information provided in the SOQ, including reference information and disclosures, to make inquiries about or otherwise further examine the Proposer's technical qualifications and experience.

The following evaluation criteria are set forth in descending order of importance; provided, however, that consecutive criteria may be of equal importance.

(a) Firm Experience

The extent and depth of the experience of the Proposer team firms with projects of similar scope and complexity and with similar responsibilities as are anticipated to be within the Concessionaire's scope of work, and specific experience with concessions, P3 contracting, design-build contracting, or any variation thereof.

ALDOT will consider the individual and collective project experience of the Project team firms in accordance with the criteria listed below, as reflected in [Forms D-1](#) through [Form D-4](#) and [Form E](#), and with the requirements of [Part B, Volume 2, Section B\(1\)](#).

Firms are not listed in order of importance. The criteria for the experience of each individual firm is listed in descending order of importance; provided, however, that consecutive criteria may be of equal importance.

(1) Lead Engineering Firm

- (i) Experience in design for large, complex structural transportation projects with complex environmental conditions.
 - Experience designing cable-stay structures will be preferred.
 - Experience with projects located in a marine and coastal environment and a terrain surrounding the bridge site that is a combination of open water, suburban, and urban terrain will be preferred.
- (ii) Experience with design-build contracting and/or P3 contracting that included a design-build component (projects within the U.S. and completed projects most preferred).
- (iii) Experience in the design of managed and/or general toll projects, including toll collection system design and toll systems integration.

- (iv) Experience with Alternative Technical Concept (ATC) or equivalent processes.

(2) Lead Contractor

- (i) Experience in managing construction on time to a demanding schedule for large, complex structural transportation projects with complex environmental conditions.
 - Experience constructing cable-stay structures will be preferred.
 - Experience with projects located in a marine and coastal environment and a terrain surrounding the bridge site that is a combination of open water, suburban, and urban terrain will be preferred.
- (ii) Experience with design-build contracting and/or P3 contracting that included a design-build component (projects within the U.S. and completed projects most preferred).
- (iii) Experience in constructing toll projects, including toll collection system design and toll systems integration.
- (iv) Experience with traffic management, maintenance of traffic, and interfacing with maritime transportation during project construction.
- (v) Demolition over water and in environmentally sensitive areas.
- (vi) Experience with Alternative Technical Concept (ATC) or equivalent processes

(3) Lead O&M Firm

- (i) Experience with P3 contracting that included an operations and/or maintenance component (projects within the U.S. most preferred).
- (ii) Experience in operating and maintaining bridges with similar size and complexity as the Project.
- (iii) Experience operating toll tunnels.

Note: If the Proposer intends to self-perform or deliver certain operations and maintenance work using resources internal to the Concessionaire, such experience may be included on [Form D-3](#) (subject to the requirements set forth in [Part B, Volume 2, Section B\(1\)](#)).

(4) Toll System Integrator & Operator

Experience in toll systems integration, tolling customer service, back office services, and other toll operations services on toll projects of similar complexity and scope as the Project (projects within the U.S. most preferred).

Note: If the Proposer intends to self-perform toll operations services using resources internal to the Concessionaire, such experience may be included on [Form D-4](#) (subject to the requirements set forth in [Part B, Volume 2, Section B\(1\)](#)).

(b) Technical Key Personnel Experience

The extent and depth of the experience of technical Key Personnel with projects of similar scope and complexity and with similar personnel roles and responsibilities as are anticipated for this Project, and specific experience with concessions, P3 contracting, design-build contracting, or any variation thereof.

ALDOT will consider the individual and collective experience of the Proposer's Technical Key Personnel in accordance with the requirements of [Part B, Volume 2, Section B\(2\)](#).

(c) Management Approach and Team Structure

- (1) The extent and depth of experience of team members (firms and personnel) in working together and in meeting project goals as an integrated team; and
- (2) The extent to which the proposed organization demonstrates stability and is capable of functioning as a well-integrated team that will effectively manage all project risks, resolve issues at the project level, and work with ALDOT to achieve timely delivery of a high-quality project.

5.3.2. Financial Qualifications and Capability (45% Weighting)

The Proposer's project finance experience and capability will be evaluated in accordance with the criteria in this Section 5.3.2. The information provided in SOQ [Volume 1](#), [Volume 3](#) and [Volume 4](#) (including the Proposer's project financing experience and Financial Key Personnel) will be used, as deemed appropriate by ALDOT, to assist in the evaluation of the Project Finance Qualifications and Capability evaluation category. At its discretion, ALDOT may elect to use information provided in the SOQ, including reference information and disclosures, to make inquiries about or otherwise further examine the Proposer's finance experience and capabilities and to take into account such inquiries and examinations in assessing the criteria below.

The following evaluation criteria in Sections 5.3.2(a) and 5.3.2(b) (but not the individual factors listed under 5.3.2(a) and 5.3.2(b)) are set forth in descending order of importance; provided, however, that consecutive criteria may be of equal importance. A composite score will be assigned with respect to the Proposer's project finance experience and capability for each of the evaluation criteria set forth below as Sections 5.3.2(a) and 5.3.2(b), taking into account the individual factors listed thereunder. Greater weight will be given to experience that is more relevant to the characteristics of this Project, such as, but not limited to, the following: toll concession projects, demand-risk projects, projects in the U.S., projects involving forms of financing expected to be utilized in this Project, and projects with a size similar to the Project.

- (a) Demonstrated experience in financing design-build-finance-operate-maintain (DBFOM) surface transportation projects and capability to finance the Project, as described below:
- Adequacy and availability of the Proposer's current resources to develop and execute a financial plan on a timely basis for the Project, including readiness, flexibility, and availability to close debt financing and invest equity in the Project;
 - Extent and depth of the Equity Members' experience in structuring and achieving financial close of debt financing (tolled and demand-risk projects most preferred);
 - Extent and depth of Equity Members' experience in structuring and securing equity commitments, including from internal sources, investment funds, or other external sources (tolled and demand risk projects most preferred); and
 - Ability to overcome challenges that may cause delays in achieving financial close.

- (b) Depth of experience of the Proposer's Financial Key Personnel (consisting of one or more Project Finance Leads) as described below:
- Length and depth of experience in financing DBFOM surface transportation projects (tolled and demand-risk projects most preferred);
 - Demonstrated ability to develop finance plans and secure debt and equity financing for projects with credit characteristics similar to the Project;
 - Experience in closing transactions utilizing a wide range of financing and funding tools and instruments, such as bank debt, TIFIA, PABs, other revenue bonds and credit enhancement instruments; and
 - Experience securing credit ratings necessary for project debt.

5.3.3. Conceptual Technical Approach Statement (5% Weighting)

The Conceptual Technical Approach Statement will be evaluated in accordance with the criteria in this Section 5.3.3. A composite score will be assigned to the statement, taking into account the manner in which the statement addresses the following items, which are set forth in descending order of importance (provided, however, that consecutive items may be of equal importance):

- Demonstrates a full understanding of the Project's scope and complexity;
- Demonstrates an understanding of Project risks and potential solutions (regardless of which party has responsibility for such risks) that may arise during all Project phases, including design, construction, operation, and maintenance;
- Articulates the Proposer's approach to P3 contracting and successfully delivering the Project using P3 contracting;
- Articulates the Proposer's approach to establishing the toll structure and business rules to optimize the revenue that can be generated from this toll facility;
- Articulates the Proposer's approach to project quality (QA/QC) during both construction and operations;
- Articulates the Proposer's approach to safety management during both construction and operations; and
- Articulates the Proposer's approach to providing good customer service through the operations of a toll facility.

5.3.4. Conceptual Project Financing Discussion (5% Weighting)

The Conceptual Project Financing Discussion will be evaluated in accordance with the criteria in this Section 5.3.4. A composite score will be assigned to the discussion, taking into account the manner in which the discussion addresses the following items:

- Demonstrates knowledge and understanding of the current project financing markets, with specific reference to the availability of project financing for a toll concession project of the proposed scope and complexity of the Project; and
- Demonstrates in-depth understanding of the tools, requirements, and critical considerations involved in developing and implementing a financing plan for the Project.

5.4 Changes in Proposer Organization

ALDOT wants to ensure that Proposers are able to develop and attract the broad expertise necessary to participate in this procurement and optimally develop, design, construct, finance, operate, and maintain the Project in an innovative, effective, and efficient manner. Accordingly, ALDOT shall permit Proposers to add, delete, or substitute team members and reorganize the Proposer entity through the procurement process until a specified date prior to submittal of the Proposals, except in the event that the change results in actual or potential organizational conflicts of interest or in deficiencies in qualifications and experience for the proposed role.

Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without ALDOT's prior written consent:

- Deletion, substitution, or addition, or other change in composition of a firm identified as a member of the Proposer's team in the Proposer's SOQ, or a change in the role or scope of work of a Proposer team member;
- Deletion, substitution, or addition of an Equity Member, Guarantor, or any other entity that will bear financial responsibility or liability for the performance of the Proposer;
- Other changes, direct or indirect, in the equity ownership or team membership of a Proposer (excluding changes resulting from public trading of stock); and
- Deletion or substitution of Key Personnel identified in the Proposer's SOQ, or a change in the role or position of such individual.

6. COMMUNICATIONS, PUBLIC INFORMATION, ORGANIZATIONAL CONFLICTS OF INTEREST, AND CERTAIN OTHER CONSIDERATIONS

6.1 Improper Communications and Contacts

The following rules of contact shall apply during the procurement for the Project beginning with the date of issuance of this RFQ and ending upon the execution of the Concession Agreement. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, electronic mail (email), or formal written communication.

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 RFQ or RFP or either team's SOQ or Proposal, except that subcontractors that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Proposer organizations is allowed during ALDOT-sponsored informational meetings).

(B) The Proposers shall correspond with ALDOT regarding the RFQ only through ALDOT's and Proposer's designated representatives. ALDOT's designated Project Representative shall be as identified in [Part A, Section 3.5](#).

Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the Concession Agreement, (ii) rejection of all Proposals by ALDOT, or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any *ex parte* communications regarding the RFQ or the procurement described herein with any ALDOT staff, advisors, contractors, or consultants involved with the procurement, except for communications expressly permitted by the RFQ. The foregoing restriction shall not, however, preclude or restrict Proposers from communicating with regard to matters unrelated to the RFQ or the procurement or from participating in ALDOT public meetings or any public or Proposer workshop related to this RFQ. Any Proposer engaging in any prohibited communications may be disqualified at the sole discretion of ALDOT.

(C) The Proposers shall not contact the following identified stakeholders regarding the Project, including employees, representatives, and members of the entities listed below, except as may be specifically approved in advance by ALDOT in writing:

- ALDOT (except as provided herein);
- Alabama Toll Road, Bridge and Tunnel Authority;
- FHWA;
- USDOT Office of the Secretary;
- Build America Bureau Credit Programs Office;
- Environmental, regulatory or permitting agencies, including USACE;
- Baldwin County;
- Mobile County;
- City of Daphne;
- City of Mobile;
- City of Prichard;
- City of Spanish Fort;
- Mobile Chamber of Commerce; and
- Downtown Mobile Alliance.

(D) Any communications determined to be improper, at the sole discretion of ALDOT, may result in disqualification.

(E) Any official information regarding the Project will be disseminated by ALDOT on ALDOT letterhead. Any official correspondence will be in writing and signed by ALDOT's Project Representative or designee.

(F) ALDOT will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified herein.

(G) For the avoidance of doubt, Proposers shall not contact any FHWA project or program office, representative, or FHWA consultant regarding any issues relating to the Project, including the TIFIA application process, credit decisions, form of term sheet, form of credit agreement, other matter relating to ALDOT's potential application for TIFIA credit assistance for the Project, the PABs allocation for the Project, or any environmental, SEP-15, or other applications that may be submitted to FHWA or USDOT.

6.2 Public Information Act

Subject to the requirements of Section 36-12-40 of the Code of Alabama (1975) (the "Public Information Act" or the "Act") and the terms of this RFQ, SOQs will not be publicly opened or evaluated.

All written correspondence, exhibits, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to ALDOT during this procurement process, including as part of the response to this RFQ, become the property of the State of Alabama upon their receipt by ALDOT and will not be returned to the submitting parties. Except as provided by the Public Information Act and other applicable law, these materials are subject to the Act. Proposers shall familiarize themselves with the provisions of the Act and other applicable law.

If ALDOT receives a request for public disclosure of all or any portion of a SOQ, ALDOT will use reasonable efforts to notify the applicable responding Proposer team of the request and give such responding Proposer team an opportunity to assert, in writing and at its sole expense, a claimed exception under the Act or other applicable law within the time period specified in the notice issued by ALDOT and allowed under the Act. In no event shall the State of Alabama, ALDOT, or any of their agents, representatives, consultants, directors, officers, or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a SOQ submitted under this RFQ.

If a Proposer has special concerns about information that it desires to make available to ALDOT but that it believes constitutes a trade secret, proprietary information, or other information excepted from disclosure, such responding Proposer team shall specifically and conspicuously designate that information **by placing "CONFIDENTIAL" in the header or footer of each such page affected**. Nothing contained in this provision shall modify or amend requirements and obligations imposed on ALDOT by the Act or other applicable law. The provisions of the Act or other laws shall control in the event of a conflict between the procedures described above and the applicable law and may still obligate ALDOT to disclose information a Proposer designates as "CONFIDENTIAL."

All prospective Proposers should obtain and thoroughly familiarize themselves with the Act and other applicable law.

6.3 Organizational Conflicts of Interest

Prior to finalizing teaming arrangements, Proposers are advised to carefully review the Alabama Ethics Act, codified at Chapter 25 of Title 36 of the Code of Alabama (1975) (the "Alabama Ethics Act"), which may be found on the Alabama Ethics Commission's website at www.ethics.alabama.gov. The Alabama Ethics Act may preclude certain firms and their entities from participating on a Proposer team for this Project. In addition to the Alabama Ethics Act, provisions of Alabama's Toll Road, Bridge and Tunnel Act, which empowers ALDOT and the Alabama Toll Road, Bridge and Tunnel Authority to establish P3s, and other provisions of Alabama law applicable to ALDOT have language governing conflicts of interest; these provisions can be found in Sections 23-1-58, 23-2-144(a)(12), and 23-2-159 of the Code of Alabama (1975).

The following firms and affiliates have known organizational conflicts of interests and are restricted from proposing or joining a Proposer team:

- CDM Smith, Inc.
- Dan Brown and Associates, P.C.
- HDR Engineering, Inc.
- ICA
- KPMG LLP
- Mayer Brown LLP
- Maynard Cooper & Gale, P.C.
- Mott MacDonald
- PRR
- Public Resources Advisory Group
- Shumer Consulting, LLC
- Thompson Engineering, Inc.

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 ALDOT 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 did not disclose is determined to exist during the procurement process, ALDOT may, at its discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew or should have known about but did not disclose exists and the Proposer has entered into a Concession Agreement as the Concessionaire, ALDOT may, at its discretion, terminate the Concession Agreement. In either case, ALDOT shall have the right to avail itself of any remedies it may have at law.

Proposers are also advised that ALDOT's policy is intended to augment applicable federal and state law, including federal laws and rules related to organizational conflicts of interest and NEPA. Such applicable law will also apply to Proposer teams and teaming and may preclude certain firms and their related entities from participating on a Proposer team.

6.4 Other Legal Considerations

Prior to finalizing teaming arrangements, Proposers are advised to carefully review Chapter 13 of Title 31 of the Code of Alabama (1975), which requires, among other things, that companies doing business with the State of Alabama (including ALDOT) make representations and covenants about their immigration practices. Prior to finalizing teaming arrangements, Proposers also are advised to carefully review Section 41-16-5 of the Code of Alabama (1975), which requires that companies doing business with the State of Alabama (including ALDOT) make representations and covenants regarding certain boycotting activities.

7. PROTEST PROCEDURES

7.1 Applicability

This [Part A, Section 7](#), and Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder set forth the exclusive protest remedies available with respect to this RFQ. To the extent that any provisions in this [Section 7](#) are inconsistent with those set forth in Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder, as they may be amended, the provisions in Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder that are current at the time of the protest shall govern. These provisions prescribe the exclusive procedures for protests regarding:

- (1) Allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed ALDOT's authority;
- (2) A determination whether an SOQ is responsive to RFQ requirements; and
- (3) Shortlisting determinations.

7.2 Required Early Communication for Certain Protests

Protests concerning the issues described in [Part A, Section 7.1\(1\)](#) may be filed only after the Proposer has informally discussed the nature and basis of the protest with ALDOT, following the procedures prescribed in this [Section 7.2](#). Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in [Part A, Section 3.5](#). The written request should include an agenda for the proposed one-on-one meeting. ALDOT will meet with the Proposer as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, ALDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

7.3 Deadlines for Protests

(1) Protests concerning the issues described in [Part A, Section 7.1\(1\)](#) must be filed as soon as the basis for the protest is known but no later than 20 calendar days prior to the SOQ Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than five business days after the addendum is issued.

(2) Protests concerning the issues described in [Part A, Section 7.1\(2\)](#) must be filed no later than five business days after receipt of the notification of non-responsiveness.

(3) Protests concerning the issues described in [Part A, Section 7.1\(3\)](#) must be filed no later than 10 days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

7.4 Content of Protest

Protests shall completely and succinctly state the grounds for protest, its legal authority, and its factual basis, and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. Statements shall be sworn and submitted under penalty of perjury.

7.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline as soon as the basis for protest is known to the Proposer. For any protests filed after the SOQ submittal date, the Proposer filing the protest shall concurrently file a copy of the protest with the other Proposers whose addresses may be obtained from ALDOT's website.

Protests must be filed to the following address:

John R. Cooper
Director
Alabama Department of Transportation
1409 Coliseum Boulevard
Montgomery, Alabama 36110

Duplicates of the protest must be sent to the contacts referenced in [Part A, Section 3.5](#) and the Legal Bureau at the following address:

William F. Patty
Chief Counsel
Alabama Department of Transportation
1409 Coliseum Boulevard
Montgomery, Alabama 36110

7.6 Comments from other Proposers

Other Proposers may file statements in support of or in opposition to the protest within seven days of the filing of the protest. ALDOT shall promptly forward copies of all such statements to the protestant. Any statements shall be sworn and submitted under penalty of perjury.

7.7 Burden of Proof

The protestant shall have the burden of proving its protest. ALDOT may, in its sole discretion, discuss the protest with the protestant and other Proposers. No hearing will be held on the protest. The protest shall be decided on the basis of written submissions.

7.8 Decision on Protest

The Director of ALDOT or his designee shall issue a written decision regarding the protest within 30 days after the filing of the detailed statement of protest. If necessary to address the issues raised in a protest, ALDOT may, in its sole discretion, make appropriate revisions to this RFQ by issuing addenda.

7.9 Protestant's Payment of Costs

If a protest is denied, the Proposer filing the protest shall be liable for ALDOT's costs reasonably incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by ALDOT as a consequence of the protest.

7.10 Rights and Obligations of Proposers

Each Proposer, by submitting its SOQ, expressly recognizes the limitation on its rights to protest provided in this [Part A, Section 7](#), and Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder, which govern public bid protests, and expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive. If a Proposer disregards, disputes, or does not follow the exclusive protest remedies provided in this [Section 7](#), it shall indemnify and hold ALDOT and its officers, employees, agents, and consultants harmless from and against all liabilities, fees, and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Proposer's actions. Each Proposer, by submitting a SOQ, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

8. ALDOT RESERVED RIGHTS

In connection with this procurement, ALDOT reserves to itself all rights (which rights shall be exercisable by ALDOT in its sole discretion) available to it under Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder, or under other applicable law, including, without limitation, with or without cause and with or without notice, the right to:

- Develop the Project in any manner that it, in its sole discretion, deems necessary, including by developing some or the entire Project itself.
- Add or eliminate scope of work to or from the Project.
- Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- Modify the procurement process in its sole discretion to address applicable law and/or the best interests of ALDOT and the State of Alabama.
- Issue addenda, supplements, and modifications to this RFQ.
- Modify all dates set or projected in this RFQ.
- Cancel this RFQ or a subsequent RFP in whole or in part at any time prior to the execution by ALDOT of a Concession Agreement, without incurring any cost, obligations, or liabilities, except as otherwise specifically agreed to by ALDOT.
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Not issue an RFP.
- Reject any and all submittals, responses, and SOQs received at any time.
- Exclude any potential Proposer from submitting an SOQ based on failure to comply with any requirements of this RFQ.
- Appoint evaluation committees to review SOQs and seek the assistance of outside technical experts and consultants in SOQ evaluation.
- Terminate evaluations of responses received at any time.
- 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.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.

- Waive deficiencies in a SOQ, accept and review a non-conforming SOQ, or permit clarifications or supplements to a SOQ.
- Disqualify any Proposer that changes its submittal without ALDOT approval.
- Disqualify any Proposer under this RFQ or the RFP, or during the period between the RFQ and the RFP, for violating any rules or requirements of the procurement set forth in this RFQ, the RFP, or any other communication from ALDOT.
- Negotiate with a Proposer without being bound by any provision in its SOQ or proposal.
- If ALDOT is unable to negotiate a Concession Agreement to its satisfaction with a Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under Titles 23 and 39 of the Code of Alabama (1975) and the regulations, rules, and specifications promulgated thereunder, or under other applicable law, as ALDOT deems appropriate.
- Suspend and terminate Concession Agreements negotiations at any time, elect not to commence negotiations with any responding Proposer, and engage in negotiations with other than the highest ranked Proposer.
- Not issue a notice to proceed after execution of any Concession Agreement.
- Not pursue the TIFIA credit approval on behalf of the Proposers.
- Not seek an allocation for PABs on behalf of the Proposers.
- Exercise any other right reserved or afforded to ALDOT under this RFQ.

This RFQ does not commit ALDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in [Part A, Section 3.3](#), ALDOT and the State of Alabama assume 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 and/or responding to this RFQ or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

In no event shall ALDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as a Concession Agreement, in form and substance satisfactory to ALDOT, has been executed and authorized by ALDOT, and then only to the extent set forth therein.

PART B. QUALIFICATION SUBMITTAL

1.1 DEFINITIONS

The following terms describe the members of the Proposer team that are required to be named in the SOQ (as applicable):

Construction Team Member – Any member of the Proposer team, other than the Lead Contractor, that will be responsible for 20% or more of the construction work on the Project.

Equity Member – A member of a Proposer team that will contribute shareholders’ equity to the Concessionaire as part of the financing plan for the Project.

Financial Advisor(s) – The member(s) of the Proposer team responsible for developing the financial model, structuring, and implementing a financing plan for the Project.

Guarantor(s) – An entity that intends to provide financial, human resources, and other support to an Equity Member or a Major Non-Equity Member to assist in delivering the Project, as further described in [Part B, Volume 2, Section B\(1\)](#) and [Volume 3, Section A](#).

Key Personnel – The personnel listed in [Part B, Volume 2, Section B\(2\)](#) (Technical Key Personnel) and [Part B, Volume 4, Section A\(2\)](#) (Financial Key Personnel).

Lead Contractor – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the construction of the Project.

Lead Engineering Firm – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the design and engineering of the Project.

Lead Firm – Any of a Proposer team’s Lead Contractor, Lead Engineering Firm, or Lead O&M Firm.

Lead O&M Firm – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for the maintenance and operation of the Project. For the avoidance of doubt, the Concessionaire may be considered the Lead O&M Firm for purposes of this RFQ to the extent that operations and maintenance work will be self-performed through the Concessionaire’s organization, and not by a separate firm. If the Lead O&M Firm will not be responsible for toll operations, the term excludes the Toll System Integrator & Operator.

Major Non-Equity Member – Any or all of a Proposer team’s Lead Engineering Firm, Lead Contractor, Financial Advisor, Lead O&M Firm, Toll System Integrator & Operator,

and Construction Team Members, except in each case where these entities qualify as an Equity Member.

Proposer – The consortium, joint venture, or entity, whether or not yet formed, responding to this RFQ and that is intended to act as Concessionaire for the Project.

Toll System Integrator & Operator – The member of the Proposer team, whether a single entity or joint venture, primarily responsible for toll operations for the Project, including integration, operation, and maintenance of the electronic toll collection system. For the avoidance of doubt, the Concessionaire may be considered the Toll System Integrator & Operator for purposes of this RFQ to the extent that toll operations will be delivered through resources internal to the Concessionaire’s organization, and not by a separate firm.

1.2 ORGANIZATION

Proposers are required to assemble their SOQ in the order prescribed and following the outline form contained in this [Part B](#).

Volume 1	General Information
Section A	Form A – Transmittal Letter
Section B	Confidential Contents Index
Section C	Proposer Information (Forms B-1 and B-2)
Section D	Form C – Certification
Section E	Legal Qualifications
Section F	Surety Letters
Volume 2	Technical Information
Section A	Executive Summary
Section B	Technical Qualifications
	(1) Project Technical Experience
	(a) Relevant Experience (Forms D-1, D2, D-3, and D-4)
	(b) Project Descriptions
	(2) Technical Key Personnel Qualifications
	(a) List of Technical Key Personnel
	(b) Technical Key Personnel Resumes
	(3) Management Structure

	(4) Technical Reference Summary (Form E)
Section C	Conceptual Technical Approach Statement
Volume 3	Financial Information
Section A	Financial Statements and Credit Ratings
Section B	Material Changes in Financial Condition
Section C	Off-Balance Sheet Liabilities
Volume 4	Project Finance Experience and Qualifications
Section A	Project Financing Qualifications
	(1) Project Financing Experience
	(a) Relevant Project Experience (Form F-1)
	(b) Project Descriptions and Case Studies
	(c) P3 Procurement Track Record (Form F-2)
	(2) Financial Key Personnel Qualifications
	(3) Financial Reference Summary (Form G)
Section B	Conceptual Project Financing Discussion

VOLUME 1

General Information

Volume 1 of the SOQ shall contain the following:

Section A. Form A – Transmittal Letter

Provide a transmittal letter, in the form of [Form A](#), executed by a duly authorized representative of the Proposer. For Proposers that are or are expected to become joint ventures, partnerships, limited liability companies, or other associations, the transmittal shall have appended to it letters on the letterhead stationery of each Equity Member, executed by authorized officials of each Equity Member, stating that representations, statements, and commitments made in the SOQ on behalf of the Equity Member’s firm have been authorized by, are correct, and accurately represent the role of the Equity Member’s firm in the Proposer team.

Section B. Confidential Contents Index

Include a page executed by the Proposer that sets forth the specific items in [Volume 3](#), if any (and the section and page numbers within the SOQ at which such items are located), that the Proposer deems confidential, trade secret, or proprietary information protected by the Public Information Act or other applicable law (as described in [Part A, Section 6.2](#)). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for ALDOT to treat the entire [Volume 3](#) of the SOQ as public information. Notwithstanding the foregoing, the list required under this [Section B](#) is intended to provide input to ALDOT as to the confidential nature of a Proposer’s financial information, but in no event shall such list be binding on ALDOT, determinative of any issue relating to confidentiality or a request under the Act (as described in [Part A, Section 6.2](#)), or override or modify the provisions of the Public Information Act or other applicable law or ALDOT’s responsibilities thereunder, which may still obligate ALDOT to disclose information the Proposer has designated as confidential, trade secret, or proprietary.

Section C. Proposer Information

(1) Forms B-1 and B-2

Provide a properly completed [Form B-1](#). If operations and maintenance work required under the Concession Agreement will be self-performed by the Concessionaire, the Proposer shall indicate as such on Proposer’s [Form B-1](#), listing such Equity Member(s) as the Proposer’s “Lead O&M Firm” for the purpose of this RFQ. If toll operations work will be delivered using resources internal to the Concessionaire, the Proposer shall

indicate as such on Proposer's [Form B-1](#), listing appropriate Equity Member(s) as Proposer's "Toll System Integrator & Operator."

Provide an executed original of [Form B-2](#) for each of the Proposer, each Equity Member of Proposer, each Major Non-Equity Member, and each Guarantor (if any).

Proposers are advised that [Form B-1](#) and the [Form B-2](#) may be released to the public and media.

(2) Information Regarding Equity Members and Major Non-Equity Members

Submit no more than one (single-sided) page each for the Proposer, each Equity Member, and each Major Non-Equity Member, with the following information:

(a) The Proposer

Identify the legal name and nature of the Proposer and the state within which it was organized. If the name is a "doing business as" or "DBA," identify underlying names.

If the Proposer entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed legal name (if any) or a temporary name for Proposer, and describe the expected nature, timing, and state of organization of the legal entity for Proposer.

Identify a sole point of contact (a real person) and include the following information: name, title, address, telephone number, and email address.

If the Proposer is a consortium, partnership, or any other form of unincorporated joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including anticipated percentages of ownership in the entity that will be the Concessionaire, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page limit.

(b) Equity Members (and Applicable Guarantors)

For each Equity Member of the Proposer, identify the entity's role and the entity's legal nature and state within which it was organized.

If any individual Equity Member is a consortium, partnership, or any other form of unincorporated joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including anticipated percentages of ownership, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page limit.

(c) Major Non-Equity Members (and Applicable Guarantors)

Identify each Major Non-Equity Member of the Proposer and for each such Major Non-Equity Member, identify the entity's role and the entity's legal nature and state within which it was organized.

If any of the Lead Contractor, Lead Engineering Firm, or Lead O&M Firm is a consortium, partnership, or any other form of unincorporated joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including anticipated percentages of ownership, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page limit.

Section D. Form C – Certification

Provide an executed original of [Form C](#) for the Proposer, each Equity Member of Proposer, each Major Non-Equity Member of Proposer, and each Guarantor (if any).

Section E. Legal Qualifications

Provide information with respect to any legal issues affecting the Proposer, its Equity Members, Lead Firms, and Guarantors as described in this [Section E](#).

With respect to the information solicited in this [Section E](#), failure to fully disclose the required information, conditional or qualified submissions (e.g., "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.), incomplete or inaccurate information, or non-responsive submissions may, in ALDOT's discretion, result in a lower evaluation rating or a "fail" in pass/fail and responsiveness review.

(1) Legal Issues

Identify and explain any significant anticipated legal issues that must be resolved in order for the Proposer to carry out the Project and its obligations under a Concession Agreement.

(2) Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving:

- Transportation projects in North America;
- Transportation projects outside of North America with a contract value in excess of \$100 million; or
- Any of the projects listed pursuant to [Part B, Volume 2, Section B\(1\)](#) or [Part B, Volume 4, Section A](#).

in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, any Lead Firm, or any Guarantor was:

- Determined, pursuant to a final determination in a court of law, arbitration proceeding, or other dispute resolution proceeding, to be liable for a material breach of contract; or
- Terminated for cause.

For each instance, identify an owner's representative with a current telephone and email address.

(3) Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board, and other dispute resolution proceeding occurring during the last five years related to:

- A transportation project in North America with a contract value in excess of \$25 million; or
- A transportation project outside of North America with a contract value in excess of \$100 million;

involving a claim or dispute between the public owner and the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, any Lead Firm, or any Guarantor, which claim or dispute involved an amount in excess of \$500,000.

Include a similar list for all projects listed pursuant to [Part B, Volume 2, Section B\(1\)](#) or [Part B, Volume 4, Section A](#) involving an amount in excess of \$100,000, regardless of the contract value, whether the dispute occurred during the past five years, or whether it involved the same organization that is on the Proposer's team.

For each instance, identify an owner's representative with a current telephone and email address.

(4) Bond Draws

Provide a list and a brief description of all instances during the last five years involving a U.S. public sector transportation project with a construction value of \$200 million or more in which there was a draw by the transportation agency on a payment or performance bond or letter of credit precipitated by a claim against or dispute with the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, any Lead Firm, or any Guarantor, which claim or dispute involved an amount in excess of \$20 million.

Section F. Surety Letters

Provide evidence from a surety or an insurance company indicating that the Proposer team is capable of obtaining a performance bond and a payment bond, each in an amount at least equal to \$750 million.

Letters indicating “unlimited” bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in one of the two top categories by two nationally recognized rating agencies or at least A- (A minus) or better or Class VIII or better by AM Best & Company, and must indicate the relevant rating in the letter. The letter must specifically state that the surety or insurance company has read this RFQ and evaluated the Proposer’s backlog and work-in-progress in determining its bonding capacity. In instances where the response to [Part B, Volume 3, Section B](#) contains descriptions of proposed or anticipated changes in the financial condition of the Proposer or any other entity for which financial information is submitted as required hereby for the next reporting period, the letter must provide a certification that the surety’s analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions that may be imposed before issuance of surety bonds for the Project. Further, each Proposer must specifically state in its response to this [Section F](#) whether or not the requirement set forth in the immediately preceding sentence applies.

If a Proposer or Lead Contractor, as applicable, is a joint venture, partnership, limited liability company, or other association, separate letters for one or more of the Equity Members of the Proposer or the individual equity participants of the Lead Contractor, as applicable, are acceptable, as is a single letter covering all Equity Members or equity participants, as applicable.

ALDOT has not yet determined the specific amount or form of security that it will require for the Project. Proposers are advised that the RFP may require payment, performance, and/or guaranty amounts in excess of the amount referenced above. ALDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

VOLUME 2

Technical Information

Volume 2 of the SOQ shall contain the following:

Section A. Executive Summary

Provide an Executive Summary not to exceed six pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's SOQ and its ability to satisfy the financial and technical requirements of the Project.

Section B. Technical Qualifications

Provide the following information, as applicable, relevant to qualifications of the Proposer, its Equity Members, the lead or managing entity member of the Proposer team, the Lead Firms, the Toll System Integrator & Operator, any other Major Non-Equity Members, and any applicable Guarantors.

(1) Project Technical Experience

The following general rules apply to the information provided pursuant to this Section B(1):

- **Relevant Experience:** Respondents should only list projects demonstrating the experience of: (i) the Lead Engineering Firm, Lead Contractor, Lead O&M Firm, or Toll System Integrator & Operator (including, for any self-performed work, any Equity Member acting in the role of such firm); (ii) a controlled subsidiary of one of the foregoing entities; or (iii) if the Lead Firm is a joint venture, partnership, or consortium, a member of such entity that is proposed to perform at least 30% of the relevant work under the Concession Agreement, or a controlled subsidiary of any such member. In evaluating a Proposer's project technical experience, ALDOT may consider the degree and scope of the relevant entities' responsibilities for the referenced projects (including experience to the extent of such entity's participation in a joint venture, partnership, or consortium for the project). *Project experience of a sister company will not be considered relevant to ALDOT's evaluation of the Proposer's technical experience.*
- **Parent Company Experience and Guarantors:** Project experience provided by a parent of a Lead Firm will not be considered relevant to ALDOT's evaluation of the Proposer's technical experience except to the extent that such parent company serves as a "Guarantor" providing a guarantee (in a form acceptable to ALDOT in its discretion) covering the performance obligations of such Lead Firm.

In the event that a parent company serves as a Guarantor as provided in this subsection, the Proposer shall submit such information for the proposed Guarantor as would be required of the applicable Lead Firm (in addition to the information submitted with respect to such Lead Firm).

- **Other Major Non-Equity Members:** For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to this [Section B\(1\)](#), the Proposer may, but is not required to, provide a brief description of such entity's qualifications and experience in performing the role that the Proposer proposes to allocate to them.

(a) Relevant Experience ([Forms D-1, D-2, D-3 and D-4](#))

The SOQ shall contain completed Forms [D-1](#), [D-2](#), [D-3](#) and [D-4](#). Project descriptions for each of the projects listed in Forms [D-1](#), [D-2](#), [D-3](#) and [D-4](#) shall be included in SOQ [Volume 2, Section B\(1\)\(b\)](#).

1. **Form D-1: Technical Experience – Lead Engineering Firm:** Provide details for a maximum of three projects (the same projects for which references are provided in SOQ [Volume 2, Section B\(4\)](#)) in compliance with the requirements set forth in [Form D-1](#) and best meeting the evaluation criteria set forth in [Part A, Section 5](#) of this RFQ. Only list transportation projects with a construction value of \$200 million or more on which the Lead Engineering Firm has worked within the past seven years. At least two projects must have achieved substantial completion, and at least one project must be located in the U.S.

For projects listed for engineering firms on [Form D-1](#), ALDOT will consider only the design/engineering services component of the project and will not consider aspects of the project with which the listed firm had limited or no involvement (for example, ALDOT will not consider construction work on projects in which engineering services were delivered pursuant to a traditional engineering services contract and the listed firm had minimal involvement in construction).

2. **Form D-2: Technical Experience – Lead Contractor:** Provide details for a maximum of three projects (the same projects for which references are provided in SOQ [Volume 2, Section B\(4\)](#)) in compliance with the requirements set forth in [Form D-2](#) and best meeting the evaluation criteria set forth in [Part A, Section 5](#) of this RFQ. Only list transportation projects with a construction value of \$200 million or more, on which the Lead Contractor has worked within the past seven years. At least two projects must have achieved substantial completion, and at least one project must be located in the U.S.

For projects listed for construction firms on [Form D-2](#) that were procured using the traditional design-bid-build delivery method (as opposed to, for example, design-build contracts), ALDOT will consider only the construction component of the project listed on [Form D-2](#) and will not consider aspects of the project in which the listed firm had limited or no involvement (for example, design, engineering, operations, and maintenance where those services were provided separately and not under the construction contract).

- 3. Form D-3: Technical Experience – Lead O&M Firm:** Provide details for a maximum of three projects (the same projects for which references are provided in SOQ [Volume 2, Section B\(4\)](#)) in compliance with the requirements set forth in [Form D-3](#) and best meeting the evaluation criteria set forth in [Part A, Section 5](#) of this RFQ. Only list transportation projects on which the Lead O&M Firm has worked within the past seven years.

If the Proposer anticipates that certain operations and maintenance work required under the Concession Agreement will be self-performed by the Concessionaire, the Proposer shall indicate as such on Proposer's [Form B-1](#), listing applicable Equity Member(s) as the Proposer's "Lead O&M Firm" for specified operations and maintenance work for the purposes of this RFQ. In such case, the Proposer shall complete [Form D-3](#) by listing projects for which the relevant Equity Member(s) self-performed the relevant operations and maintenance work and that show comparable technical experience meeting the evaluation criteria. For the avoidance of doubt, Proposers may provide on [Form D-3](#) any combination of reference projects that were self-performed or that were performed by a separate firm identified as the Lead O&M Firm; provided, however, that no more than three projects may be provided on [Form D-3](#).

- 4. Form D-4: Technical Experience – Toll System Integrator & Operator:** Provide details for a maximum of three projects (the same projects for which references are provided in SOQ [Volume 2, Section B\(4\)](#)) in compliance with the requirements set forth in [Form D-4](#) and best meeting the evaluation criteria set forth in [Part A, Section 5](#) of this RFQ. Only list transportation projects on which the Toll System Integrator & Operator has worked within the past seven years.

If the Proposer anticipates that certain toll operations work required under the Concession Agreement will be self-performed by the Concessionaire, the Proposer shall indicate as such on Proposer's [Form B-1](#), listing applicable Equity Member(s) as the Proposer's "Toll System Integrator & Operator" for specified toll operations work for the purposes of this RFQ.

In such case, the Proposer shall complete [Form D-4](#) by listing projects for which the relevant Equity Member(s) self-performed the relevant toll operations work and that show comparable technical experience meeting the evaluation criteria. For the avoidance of doubt, Proposers may provide on [Form D-4](#) any combination of reference projects that were self-performed or that were performed by a separate firm identified as the Toll System Integrator & Operator; provided, however, that no more than three projects may be provided on [Form D-4](#).

(b) Project Descriptions

The SOQ shall include narrative project descriptions for each project listed on Forms [D-1](#), [D-2](#), [D-3](#) and [D-4](#). Each project description shall be provided on 8-1/2" x 11" sized white paper and shall be a maximum of two pages.

Each description should, at a minimum, give an overview of the project and explain why the experience gained on the project is relevant to the evaluation criteria provided in [Part A, Section 5](#), highlighting similarities in project scope, complexity, and responsibilities. With respect to the descriptions of the operations and maintenance and toll operations projects, the description should specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project, and explain why the experience the company gained on the project is relevant.

(2) Technical Key Personnel Qualifications

Each Proposer must identify one individual and provide such individual's resume for each of the Technical Key Personnel described in this [Section B\(2\)](#), whose qualifications and experience will be evaluated as described in [Part A, Section 5.3.1](#).

Technical Key Personnel may be employed by: (a) the Equity Member, Lead Firm, or Toll System Integrator & Operator itself; (b) a controlled subsidiary of such Equity Member, Lead Firm, or Toll System Integrator & Operator; (c) if the Lead Firm or Toll System Integrator & Operator is a joint venture, a member of such joint venture that will perform at least 30% of the relevant work, or a controlled subsidiary of such joint venture member; (d) a parent company of an Equity Member; or (e) a controlled subsidiary of a parent company of an Equity Member.

If professional licensing laws prohibit direct employment for certain Key Personnel—for example, the Lead Bridge Designer—then those terms supersede this paragraph.

(a) List of Technical Key Personnel

Technical Key Personnel shall be named by position and firm affiliation in a list printed on 8-1/2" x 11" sized white paper in accordance with the requirements set forth in

Table D.1 below. Only one individual shall be designated to fill each position. Unless otherwise noted, an individual shall not fill more than one Key Personnel role.

Table D.1

Position	Description
Project Manager	Shall lead the Concessionaire's efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Concessionaire, including safety and environmental compliance for the Project; assigned to the Project full time and co-located/on-site until the completion of the startup period for toll operations.
Construction Manager	Responsible for ensuring that the Project is constructed in accordance with the Project requirements; assigned to the Project full time and co-located/on-site until substantial completion.
Construction Manager, Foundations	Reports to Concessionaire's Construction Manager. Shall coordinate and lead Concessionaire's operations in wet foundation construction. Must have experience on projects with similar hydraulic conditions as may be encountered on the Project site. Must be co-located/on-site until substructure construction is complete.
Environmental Compliance Manager	Responsible for ensuring compliance of all on-site activities with the requirements of all environmental permits and regulatory requirements. Reports directly to Project Manager. Independent of Lead Contractor's production team and has the authority to stop work. May be an employee of the Concessionaire or of an independent firm working for the Concessionaire but may not be an employee of the Lead Contractor or of a firm subcontracting to the Lead Contractor.
Lead Quality Manager	Responsible for the overall design, construction, and life cycle quality of the Project, implementing quality planning and training, and managing the team's quality management processes. Reports directly to Project Manager. Independent of Lead Contractor's production team and has the authority to stop work. Shall be co-located and on-site until final acceptance. Must be an independent firm working for the Concessionaire and may not be an employee of the Lead Contractor or of a firm subcontracting to the Lead Contractor.

Position	Description
Safety Manager	Responsible for carrying out the Concessionaire’s safety plan and all safety-related activities, including training and enforcement of safety operations. Must have project safety experience with over-water construction. At minimum, must be designated as a Construction Health and Safety Technician by the Board of Certified Safety Professionals, must have completed the OSHA 30-hour Construction Safety and Health Course, and must have completed training and current certification for CPR and First Aid. Reports directly to the Project Manager and has the authority to stop work. May be an employee of the Concessionaire or of an independent firm working for the Concessionaire but may not be an employee of the Lead Contractor or of a firm subcontracting to the Lead Contractor.
Design Manager	Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed, including design activities related to field design changes. Must be an Alabama Registered Professional Engineer or be able to become an Alabama Registered Professional Engineer before contract execution.
Lead Bridge Engineer	Will be the Engineer of Record (EOR) for and will oversee structural design and will report to the Design Manager. Must have experience with cable-stay bridge design for projects with similar scope and complexity having reached substantial completion in locations subject to 100-year storm events similar to those encountered at the Project location. Must co-locate until ALDOT accepts main span bridge plans to be released for construction. Must be an Alabama Registered Professional Engineer or be able to become an Alabama Registered Professional Engineer before contract execution.
Lead Roadway Engineer	Will be the Engineer of Record (EOR) for and will oversee roadway design and will report to the Design Manager. Must have experience with transportation for projects with similar scope and complexity having reached substantial completion. Must co-locate until ALDOT accepts roadway plans to be released for construction. Must be an Alabama Registered Professional Engineer or be able to become an Alabama Registered Professional Engineer before contract execution.
Lead Geotechnical Engineer	Will oversee the geotechnical design for the overall Project and will report to the Design Manager. Must have experience with bridge foundation design, soft soils and retaining walls for projects with similar scope and complexity having reached substantial completion in locations similar to those encountered at the Project location. Must be an Alabama Registered Professional Engineer or be able to become an Alabama Registered Professional Engineer before contract execution.

Position	Description
O&M Manager	<p>Prior to Service Commencement for each phase, responsible for operation and maintenance. After Service Commencement for each phase, responsible for overall operation, design, construction, maintenance, and contract administration matters on behalf of the Concessionaire, including safety and environmental compliance, and interfacing with ALDOT in compliance with the O&M protocols arrangement.</p> <p>If the O&M Manager is not responsible for design and construction after Service Commencement, please identify a responsible person.</p>
Toll Operations Manager	Responsible for operations of the toll facilities, including toll collection, back-office operations, toll enforcement, collections, and customer service.

(b) Technical Key Personnel Resumes

Following such list, resumes for each listed Technical Key Personnel shall be provided. Resumes shall be limited to two pages per person, exclusive of licenses or license applications.

Provide a minimum of three individual project descriptions and contacts in each resume. For each project, the following information shall be included in the resume:

- (i) Name of the project, project number (if any), the public owner’s contact information (project manager name, telephone number, email address), and dates of work performed on the project. ALDOT may elect to use the information provided to inquire about the individual’s experience. If the owner’s project manager is no longer employed by the owner, current contact information for that project manager may be provided so long as that project manager is not employed by an entity making up the Proposer’s team. If the owner’s project manager is no longer employed by the owner, ALDOT strongly recommends that an alternative contact at the public owner that played a leadership role for the owner and is familiar with the project be provided. If a reference cannot be reached or does not respond to a request for information from ALDOT, ALDOT reserves the right to not consider the project as part of its evaluation.
- (ii) Description of the individual’s exact role and the work or services provided on the project. If more than one role was played, identify the dates and duration of each role.

- (iii) Description of how the individual's experience on the project is relevant to the evaluation criteria set forth in [Part A, Section 5.3.1](#).
- (iv) Relevant licensing and registration. (Copies of licenses and/or applications for licenses, if applicable, must be attached.)

(3) Management Structure

For each SOQ, provide a narrative of no more than five pages (8.5" x 11") describing the Proposer's teaming arrangements and its management structure. The narrative should include, at a minimum, a discussion of the following:

- (a) How the Proposer will institutionally operate, particularly in light of the complexity and phasing of project development;
- (b) The experience of team members working together on other projects and the results of that experience; and
- (c) How the management structure will facilitate the management of project risks.

The narrative will be supported by up to three additional charts, each on paper up to 11" x 17" size, as follows:

- (i) Organization chart showing the Proposer's Equity and Major Non-Equity Members (and any Guarantors, if applicable). Indicate the percentage of shareholding among the Equity Members.
- (ii) Organization chart showing the Proposer's management structure and "chain of command" with Key Personnel shown together with any other relevant personnel Proposer wishes to identify at this time, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, operating, and maintaining the Project. Proposers may submit separate organizational charts for the construction period and the operation and maintenance period of the Project, if needed.

(4) Technical Reference Summary (Form E)

Provide a properly completed [Form E](#) consolidating all of the references required under this [Part B, Volume 2, Section B](#). This includes references for all project technical experience listed on Forms [D-1](#), [D-2](#), [D-3](#) and [D-4](#).

For purposes of completing Forms [D-1](#), [D-2](#), [D-3](#), [D-4](#) and [E](#), Proposers may not include references from any ALDOT personnel.

Proposers are requested to verify that contact information is correct and are advised that, if the contact information provided is not current, ALDOT may elect to exclude the experience represented by that project in determining the Proposer's qualifications.

For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to [Part B, Volume 2, Section B\(1\)\(a\)](#) of this RFQ, the Proposer may, but is not required to, include the relevant project reference on [Form E](#).

Section C. Conceptual Technical Approach Statement

Provide a narrative statement of the Proposer's conceptual technical approach to the Project responsive to the evaluation criteria set forth in [Part A, Section 5.3.3](#). This Conceptual Technical Approach Statement may be no longer than six pages.

VOLUME 3

Financial Information

Volume 3 of the SOQ shall contain the following:

Section A. Financial Statements and Credit Ratings

Provide a properly completed and certified [Form H](#) including the required financial information, along with the financial statements for each of the Proposer (if formed), the Equity Members, any Guarantors, and the Proposer's Lead Contractor for the three most recent completed fiscal years, provided consistent with the requirements below, to demonstrate financial capability of the Proposer.

Information for each entity should be packaged separately and include a cover sheet identifying the name of the organization and its role as the Proposer, an Equity Member, a Guarantor, or the Lead Contractor.

Financial statement information must include:

- Opinion Letter (Auditor's Report);
- Balance Sheet;
- Income Statement;
- Statement of Changes in Cash Flow; and
- Footnotes.

Proposers may include a parent company or other affiliate company as a guarantor with respect to the Proposer's financial capabilities (a "Guarantor"). If the Proposer has identified a Guarantor in its SOQ, the Proposer must provide the information required of each Equity Member in addition to providing information about the Guarantor as described below. In addition, ALDOT may, in its discretion based upon the review of the information provided, specify that an acceptable Guarantor or an additional Equity Member is required as a condition of shortlisting, in which case the information required of such Guarantor or additional Equity Member shall be submitted upon the request of ALDOT.

In addition, financial statements must meet the following requirements:

- **GAAP** – Financial statements must be prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”) or International Financial Reporting Standards (“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.
- **U.S. Dollars** – Financial statements must be provided in U.S. dollars. If financial statements are not readily available in U.S. dollars, the Proposer must convert the financial statements to U.S. dollars and provide a summary of the conversion methods and applicable foreign exchange rates used to do so.
- **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 Equity Member, any Guarantor, or the Lead Contractor, the SOQ shall include unaudited financial statements for such Equity Member, Guarantor, or Lead Contractor, certified as true, correct, and accurate by the chief financial officer (“CFO”) or treasurer of the entity.
- **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, including footnotes, must be provided with the original financial statement information.
- **Newly Formed/Not Yet Formed Entity** – If the Proposer is a newly formed entity or has not yet formed a legal entity and does not have independent financial statements, financial statements for the Equity Members and any Guarantor(s) shall be provided (and the Proposer shall expressly state that the Proposer is a newly formed entity or not yet formed entity, as applicable, and does not have independent financial statements).
- **SEC Filings** – If the team or any other 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 that has been filed since the latest filed 10K. Instead of providing hard copies of such forms, Proposers may submit digital copies of such information in a read-only format on a flash drive with each submission.

- **Confidentiality** – The Proposer shall identify any information that it believes is entitled to confidentiality under the Public Information Act (as described in [Part A, Section 6.2](#)) or other applicable law by placing the word “CONFIDENTIAL” on each page as described in [Part B, Volume 1, Section B](#).
- **Credit Ratings** – Appropriate credit ratings must be supplied for the Proposer, each Equity Member, and the Lead Contractor to the extent such entities have credit ratings. Credit ratings shall also be provided for any Guarantor to the extent a Guarantor is included in Proposer’s SOQ or is required by ALDOT pursuant to the foregoing. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

For Equity Members that are funding equity commitments through use of internal resources (e.g., a corporate entity supplying its own capital), financial statements must be provided as described above in this [Section A](#) for the corporate entity supplying the capital. In addition, the Proposer must provide a letter from the chief executive officer, chief financial officer, or treasurer of the corporate entity that certifies the following:

- Where and how the equity commitment will be sourced;
- A description of how competing allocation and capacity issues are considered between several project opportunities the entity pursues simultaneously;
- The investment amount and type (toll concession) meets all corporate strategy and investment policy requirements; and
- The approval process for such equity investment.

For any Equity Member of Proposer that is an investment fund, the specific fund must be stated. If an Equity Member is a general partner that manages multiple funds, it must specifically identify from which fund it intends to ultimately source the equity investment for the Project and provide the required financial information for that specific investment fund. Additionally, for entities that are fund managers of an investment fund, financial statements must be provided for the fund manager, the limited partnership(s) constituting the investment fund, and the general partner(s) of the investment fund. In addition, the Proposer must provide a letter from the chief executive officer, chief financial officer, or treasurer of the investment fund that certifies the following:

- The investment capacity of the fund;
- The ownership structure of the various entities in the hierarchy of the fund;

- The investment criteria of the fund and confirmation that the anticipated investment amount and investment type (toll concession) are permitted under the criteria;
- The approval process for such equity investment; and
- The description of recent material changes in the organization of the fund.

If an Equity Member intends to fully or partially rely on third-party institutional investors to fund the equity investment for the Project and to meet the financial capacity requirements of this RFQ, the Proposer must provide either from each third party or, if a fund, the manager of such funds:

- The name of the institutional partners;
- The investment criteria and confirmation that the anticipated investment type and amount are permitted under the criteria;
- The approval process for such an investment; and
- The amount of available funds.

Section B. Material Changes in Financial Condition

Provide information regarding any material changes in financial condition for Proposer, each Equity Member, any Guarantor(s), and the Lead Contractor for the past three years and anticipated for the next reporting period. If no material change has occurred and none is pending, the Proposer, Equity Member, Guarantor, or Lead Contractor, as applicable, shall provide a letter from its CFO or treasurer so certifying.

Set forth below is a representative list of events intended to provide examples of what ALDOT considers a material change in financial condition. This list is intended to be indicative only.

At the discretion of ALDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process. In instances where a material change has occurred or is anticipated, the affected entity shall provide a statement describing each material change in detail, the likelihood that the developments will continue during the period of performance of the Project development and the projected full extent of the changes likely to be experienced in the periods ahead. Estimates of the impact on revenues, expenses, and the change in equity should be provided separately for each material change as certified by the CFO or treasurer. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity 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. 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.

List of Representative Material Changes

- (1) An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
- (2) A change in tangible net worth of 10% of shareholder equity;
- (3) A sale, merger, or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger, or acquisition that in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
- (4) A change in credit rating for the affected entity, a related business unit, or parent corporation of the affected entity;
- (5) Inability to meet conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity that has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
- (6) In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, 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; or
- (7) Other events known to the affected entity, a related business unit, or parent corporation of the affected entity that represents a material change in financial condition over the past three years or may be pending for the next reporting period.

Section C. Off-Balance Sheet Liabilities

Provide a letter from the CFO or treasurer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying as applicable each off-balance sheet liability exceeding \$10 million and its associated dollar amount and providing explanation for off-balance sheet treatment.

VOLUME 4

Project Finance Experience and Qualifications

Volume 4 of the SOQ shall contain the following:

Section A. Project Financing Qualifications

(1) Project Financing Experience

(a) Relevant Project Experience (Form F-1)

The SOQ shall contain a [Form F-1](#), completed in accordance with the instructions therein, providing information on a minimum of three and a maximum of five projects total for the Proposer team, to demonstrate the experience of the Proposer and/or its Equity Members that best meets the evaluation criteria. Only list DBFOM surface transportation projects with a construction value of \$400 million or more (i) for which an Equity Member arranged and closed nonrecourse financing within the past seven years and (ii) in which the Equity Member held a minimum 10% equity interest (not including any shares held by public entities) at financial close. Proposers are encouraged to provide information with respect to experience financing tolled and demand risk projects.

(b) Project Descriptions and Case Studies

Provide narrative project descriptions and case studies describing the financial experience of the Proposer or its Equity Members and Financial Key Personnel.

Narrative project descriptions must be provided for each project listed on [Form F-1](#). Each description should, at a minimum, give an overview of the project, including the type/sector of transportation infrastructure involved (e.g., road, rail, transit, bridge, or tunnel), and explain why the experience gained on the project is relevant to the evaluation criteria provided in [Part A, Section 5](#), highlighting similarities in project financing, scope, complexity, and responsibilities. If there was a real toll on the project, the description should clarify who set and collected the tolls, as well as who retained the toll revenues.

The case studies shall illustrate specific experience best meeting the evaluation criteria set forth in [Part A, Section 5.3.2](#). Each case study should highlight any unique financial challenges encountered and the approach to overcoming these challenges. Case studies shall be provided for, and included in the narrative descriptions of, three of the projects listed on [Form F-1](#). At least one case study shall be provided for a project, whether or not listed on [Form F-1](#), in which Financial Key Personnel played an active role.

Each project description and case study shall be provided on 8-1/2" x 11" sized white paper and shall be a maximum of two pages.

(c) P3 Procurement Track Record (Form F-2)

The SOQ shall contain a completed [Form F-2](#), completed in accordance with the instructions therein, to describe each Equity Member's track record with P3 procurements and investments. [Form F-2](#) must include all projects meeting the criteria set forth in the Form for which each Equity Member (and its affiliates) was shortlisted within the past five years. For purposes of [Form F-2](#), an "affiliate" of an Equity Member is any other entity that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such Equity Member, and includes such Equity Member's general partner and any other investment fund in which such Equity Member's general partner is an equity investor as a general partner.

(2) Financial Key Personnel Qualifications

Each Proposer must identify at least one individual as Financial Key Personnel and provide separate resumes for all Financial Key Personnel whose qualifications and experience will be evaluated as described in [Part A, Section 5](#). Resumes shall be limited to two pages per person, exclusive of licenses or license applications.

Provide a minimum of three individual project descriptions and contacts in each resume. For each project, the following information shall be included in the resume:

- (i) Name of the project, the public owner's contact information (project manager name, telephone number, email address), and dates of work performed on the project. ALDOT may elect to use the information provided to inquire about the individual's experience. If the owner's project manager is no longer employed by the owner, current contact information for that project manager may be provided so long as that project manager is not employed by an entity making up the Proposer's team. If the owner's project manager is no longer employed by the owner, ALDOT strongly recommends that an alternative contact at the public owner that played a leadership role for the owner and is familiar with the project be provided. If a reference cannot be reached or does not respond to a request for information from ALDOT, ALDOT reserves the right to not consider the project as part of its evaluation.
- (ii) Description of the individual's exact role and the work or services provided on the project. If more than one role was played, identify the dates and duration of each role.
- (iii) Description of how the individual's experience on the project is relevant to the evaluation criteria set forth in [Part A, Section 5.3.2](#).
- (iv) Any relevant licensing and registration.

Financial Key Personnel are listed as follows:

Financial Key Personnel	
Project Finance Lead(s)	The member(s) of the Proposer team, including employees of its external Financial Advisors, principally responsible for developing the financial model in conformity with the Concession Agreement terms, and structuring and implementing a financing plan for the Project.

(3) Financial Reference Summary (Form G)

The SOQ shall contain a completed [Form G](#) consolidating all of the references required under this [Part B, Volume 4](#). This includes references for all project finance experience listed on [Form F-1](#). For purposes of completing [Form G](#), Proposers may not include references from any ALDOT personnel.

Proposers are requested to verify that contact information is correct and are advised that, if the contact information provided is not current, ALDOT may elect to exclude the experience represented by that project in determining the Proposer’s qualifications.

Section B. Conceptual Project Financing Discussion

The Conceptual Project Financing Discussion is intended to provide Proposers an opportunity to demonstrate their knowledge and understanding of the tools, requirements, and critical considerations involved in developing and implementing a plan of finance for the Project. Provide a summary of the major factors that will be considered in the development of a finance plan for the Project, including, at a minimum, a discussion of the following topics:

- Broadly describe the finance plan structure you may develop for the Project, including a discussion of expected debt financing sources and their availability for the Project.
- Given the increasing number of infrastructure projects in the U.S. and globally, discuss the sources of equity you intend to secure for the Project, the risks of securing such commitments, and the status of any anticipated or known commitments.
- Describe your approach to securing credit ratings and your views on the anticipated key credit strengths and weaknesses of the Project.
- Discuss the availability of security, bonding insurance, or parent guarantees that may be required to successfully finance the Project.
- Provide an overview of the key milestones and potential challenges in reaching financial close and proposed strategies to mitigate such challenges.

The Conceptual Project Financing Discussion may be no longer than six pages.

PART C. EXHIBITS AND FORMS

EXHIBIT A. LIST OF PROJECT DOCUMENTS

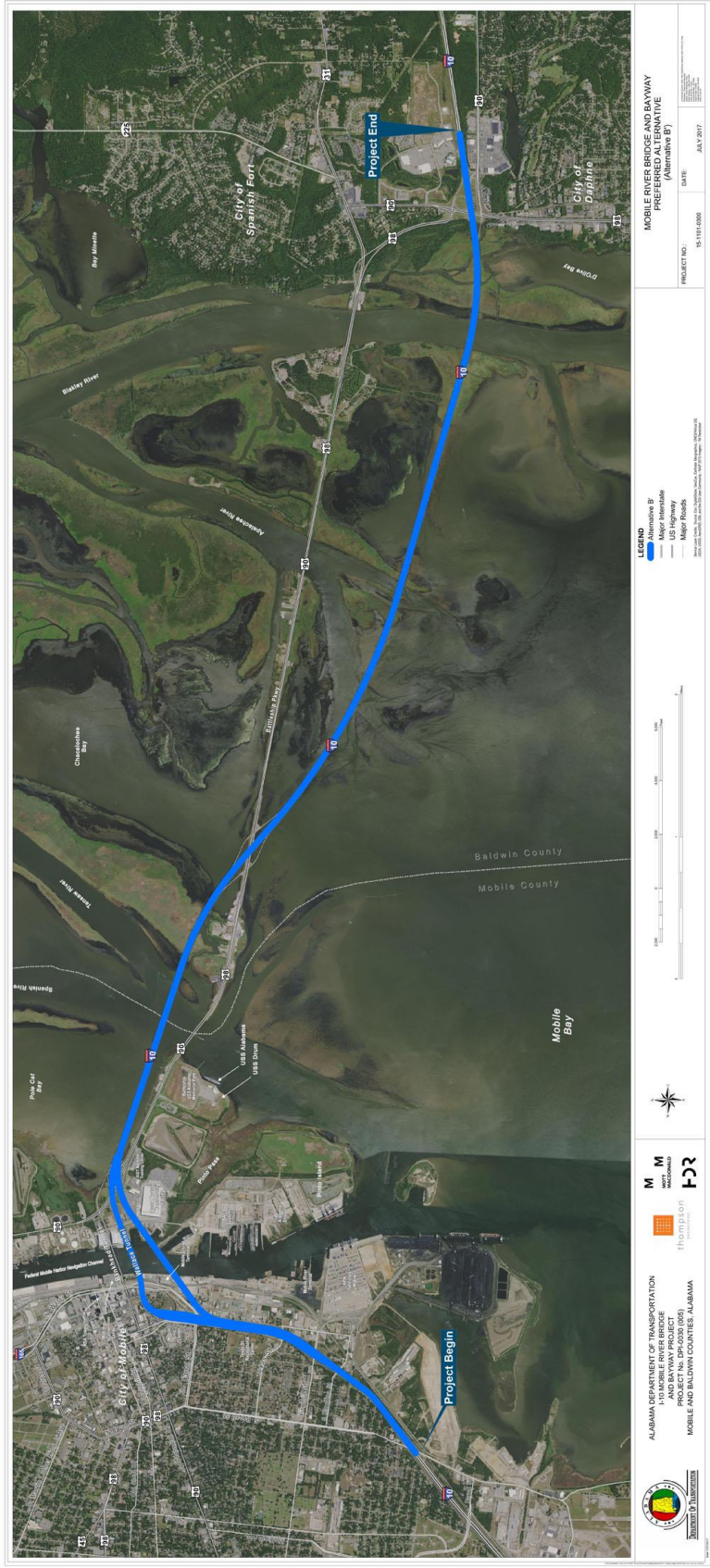
General

1. Preliminary Utility Map
2. Preliminary ROW Map
3. Proposed Boring Location Plan
4. Draft EIS
5. Draft Traffic and Revenue Study
6. No Build and Toll Free Travel Demand Models
7. Preliminary Hazardous Material Study
8. Bridge Inspection Reports
9. Level I Storm Surge Report
10. I-10 Mobile River Crossing Electronic Toll and License Plate Survey Technical Report

Plans on Record

1. ST-049-016-010 Additional Turn Lanes on Addesco Road onto SR-16 (US-90/98) (2013)
2. ST-049-016-009 Access Improvements on the Service Road South of Bankhead Tunnel onto SR-16 (US-90/98) (2013)
3. ERF-STPAAF-8700(901) Fog Warning System Mobile-Baldwin Counties (2008)
4. MG-465 (8) US-90 from I-10 to US-31 at Spanish Fort (2000)
5. ITS-9601(401) Fog Warning System Mobile-Baldwin Counties (1997)
6. NHF-10-1(112) Interchange Mod I-10 @ US-98 Daphne Baldwin County (1997)
7. ACNHF-7543(13) Bay Bridge Rd Relocation from W of US-43 to Papermill Rd Mobile County (1995)
8. IR-10-1(85)35 Resurfacing and Safety Improvements I-10 from US-98 at Spanish Fort to SR-59 at Loxley (1987)
9. BRM-7543(10) Cochrane Bridge over Mobile River Mobile County (1985)
10. I-10-1(64)27 Site Preparation for East and West Emergency Facilities for I-10 Tunnel / M-7501(1) Overhead Barriers at Bankhead Tunnel Portals (1978)
11. I-10-1(35)28 I-10 from East Tunnel Interchange to Spanish Fort Mobile-Baldwin Counties (1975) pt1
12. I-10-1(35)28 I-10 from East Tunnel Interchange to Spanish Fort Mobile-Baldwin Counties (1975) pt2
13. U-278(3) Water Street Connection Mobile County (1971)
14. I-10-1(34)27 I-10 East Tunnel Interchange Mobile County (1971)
15. I-10-1(16)26 I-10 West Tunnel Interchange Mobile County (1971)
16. I-10-1(33) I-10 Wallace Tunnel Mobile County (1969)
17. I-10-1(33) I-10 Wallace Tunnel Mobile County (1969) as-builts
18. I-10-1(21)35 I-10 Spanish Fort to Loxley Baldwin County (1969)
19. S-635(5) I-10 Daphne to Spanish Fort (1698) part 1
20. S-635(5) I-10 Daphne to Spanish Fort (1698) part 2
21. S-635(5) I-10 Daphne to Spanish Fort (1698) pt 3
22. I-IG-10-1(14)24 I-10 Michigan Ave Interchange to GM&O Railroad Mobile County (1964)
23. I-10-1(15)25 I-10 GM&O Railroad to Canal St Mobile County (1964)

EXHIBIT B. PROJECT MAP



FORM A.
TRANSMITTAL LETTER

PROPOSER: _____

SOQ Date: _____

Alabama Department of Transportation
107 St. Francis Street
Suite 2100
Mobile, Alabama 36602

Attn: Edwin Perry III, P.E.

The undersigned ("Proposer") submits this Statement of Qualifications (this "SOQ") in response to that certain Request for Qualifications dated as of September 22, 2017 (as amended, the "RFQ"), issued by the Alabama Department of Transportation ("ALDOT") to develop, design, construct, finance, operate, and maintain facilities as part of the I-10 Mobile River Bridge and Bayway Project (the "Project"), as further described in the RFQ. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

- Volume 1: Transmittal Letter (this Form A), Confidential Contents Index, Proposer Information (including Forms B), Forms C, Legal Qualifications, Surety Letter(s);
- Volume 2: Executive Summary, Technical Qualifications, Conceptual Technical Approach Statement;
- Volume 3: Financial Information; and
- Volume 4: Project Financing Qualifications, Conceptual Project Financing Discussion.

Proposer acknowledges receipt, understanding, and full consideration of all materials posted on the Project Website (<http://mobileriverbridge.com>) as set forth in Part A, Section 3.6, and the following addenda and sets of questions and answers to the RFQ:

[Proposer to list any addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing this Form A.]

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 ALDOT is not bound to shortlist any Proposer and may reject each SOQ ALDOT 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, except to the extent of any payment made by ALDOT for work product following shortlisting, as described in [Part A, Section 3.3](#) of the RFQ.

Proposer agrees that ALDOT will not be responsible for any errors, omissions, inaccuracies, or incomplete statements in this SOQ.

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

Proposer's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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]

By: _____

Print Name: _____

Attorney-in-Fact

4. Sample signature block for a Proposer not yet formed as a legal entity:

[Insert lead team member entity name], on behalf of itself and the other team members expected to be a part of *[Insert Proposers expected name]*

By: _____

Print Name: _____

Title: _____

**FORM B-1.
SUMMARY INFORMATION REGARDING PROPOSER TEAM**

Name of Proposer: _____

List of all Equity Members:

List of Lead Firms:

Lead Engineering Firm: _____

Lead Contractor: _____

Lead O&M Firm: _____

Does the Proposer intend for its Equity Member(s) to self-perform operations and maintenance obligations as the Lead O&M Firm?

- Yes No

With respect to toll operations, does the Proposer intend to:

- Team with a Toll System Integrator & Operator firm?

Toll System Integrator & Operator: _____

- Provide toll operations using resources internal to the Concessionaire?

List of any other Major Non-Equity Members (other team members not identified above):

FORM B-2.
INFORMATION REGARDING PROPOSER, EQUITY MEMBERS, AND MAJOR
NON-EQUITY MEMBERS
(for Public Release)

Name of Proposer: _____

Name of Firm: _____

Role of Firm: _____

Respondent Equity Member Guarantor Lead Firm Other Major Non-Equity Member

Official Representative Executing this Form B-2:

Name: _____ Title: _____

Business Organization (check one):

- Corporation
- Partnership
- Joint Venture
- Limited Liability Company
- Other (describe)

Year Established: _____ State of Organization: _____

Federal Tax ID No. (if applicable): _____

North American Industry Classification Code: _____

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Name: _____

Contact Telephone Number: _____

Email Address: _____

C. If the entity completing this Form B-2 is a Guarantor, provide the legal name of the subsidiary entity for which the guaranty is being provided in the space below.

D. If the entity is a joint venture, consortium or newly formed entity (formed within the past two years), indicate the name and role of each member in the space below. Complete a separate Form B-2 and Form C for each member firm.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative duly authorized to execute this Form B-2 on behalf of such entity:

By: _____

Print Name: _____

Title: _____

Date: _____

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

**FORM C.
CERTIFICATION**

Proposer: _____

Name of Firm: _____

1. Has the firm or any Affiliate* or any **current** officer 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 within the past 10 years?

Yes No

If yes, please explain:

2. Has the firm or any Affiliate sought protection under any provision of any bankruptcy act within the past 10 years?

Yes No

If yes, please explain:

3. Has the firm or any Affiliate 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 10 years?

Yes No

If yes, please explain:

* The term "Affiliate" as used herein includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, and joint ventures and partnerships involving such entities (but, with respect to joint ventures and partnerships, only as to activities of joint ventures and partnerships involving Proposer, any Equity Member, any Lead Firm, or any Guarantor, as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member, any Lead Firm, or any Guarantor) that, in each case, (a) within the past five years (measured from the date of issuance of this RFQ) 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, operation, or maintenance for any project listed by an entity pursuant to RFQ [Part B, Volume 2, Section B](#) and [Part B, Volume 3, Section A](#).

4. Has the firm or any Affiliate 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 10 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 any construction project performed or managed by the firm or, to the knowledge of the undersigned, by any Affiliate within the past 10 years involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

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.

6. Has the firm or any Affiliate been found, adjudicated, or determined by any federal or state court or agency (including the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Alabama governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past 10 years, including: 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 Alabama law?

Yes No

If yes, please explain:

7. Has the firm or any Affiliate been found, adjudicated, or determined by any state court, state administrative agency (including the Alabama Department of Labor or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation within the past 10 years?

Yes No

If yes, please explain:

8. With respect to each of Questions 1-7 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 1-7 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 1-7 above.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am an official representative of *[insert name of entity]* duly authorized to execute this Form C on behalf of such entity:

By: _____

Print Name: _____

Title: _____

Date: _____

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

**FORM D-1. TECHNICAL EXPERIENCE – LEAD ENGINEERING FIRM
EXPERIENCE IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)	PROJECT COST (3) (4)	START/END DATES (5)	% OF WORK COMPLETED BY SEPT. 1, 2017 (6)	LEVEL OF COMPANY'S PARTICIPATION (7) (8)	ROLE OF COMPANY FOR THE PROJECT (7)

NOTES:

- (1) In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under [Part B, Volume 2, Section B](#) of the RFQ), specify its relation to the Lead Engineering Firm. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least 30% of the Lead Engineering Firm’s potential design and engineering work for the Project.
- (2) Only list transportation projects. At least one project must be located in the U.S.
- (3) Show in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017, as published in *The Wall Street Journal*.
- (4) “Project Cost” means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project. Only list projects with a Project Cost of \$200 million USD or more.
- (5) Only list projects on which the Lead Engineering Firm worked within the past seven years.
- (6) At least two projects must have achieved substantial completion.
- (7) Show company’s participation in terms of money and percentage of the design and engineering work for the listed project.
- (8) Only list projects where the Lead Engineering Firm held a minimum 30% of the ultimate responsibility for the design and engineering work.
- (9) Include a description of the delivery method for the relevant design/engineering services (e.g., traditional consultant/engineering services contract, design-build contract, etc.).

ADDITIONAL INSTRUCTIONS:

- (10) A maximum of three projects may be included in this [Form D-1](#).
- (11) In Volume 2 of the SOQ, provide a narrative description, not to exceed two pages, for each project listed in this [Form D-1](#) in accordance with [Part B, Volume 2, Section B\(1\)\(b\)](#) of the RFQ.

**FORM D-2. TECHNICAL EXPERIENCE – LEAD CONTRACTOR
EXPERIENCE IN THE CONSTRUCTION OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)	PROJECT COST (3) (4)	START/END DATES (5)	% OF WORK COMPLETED BY SEPT. 1, 2017 (6)	LEVEL OF COMPANY'S PARTICIPATION (7) (8)	ROLE OF COMPANY FOR THE PROJECT (9)

NOTES:

- (1) In the case of an experience provided by a company related to the Lead Contractor (to the extent permitted under [Part B, Volume 2, Section B](#) of the RFQ), specify its relation to the Lead Contractor. If the Lead Contractor is a joint venture, only list projects from members of the joint venture that will perform at least 30% of the Lead Contractor’s potential construction work for the Project.
- (2) Only list transportation projects. At least one project must be located in the U.S.
- (3) Show in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017, as published in *The Wall Street Journal*.
- (4) “Project Cost” means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project. Only list projects with a Project Cost of \$200 million USD or more.
- (5) Only list transportation projects on which the Lead Contractor worked within the past seven years.
- (6) At least two projects must have achieved substantial completion.
- (7) Show company’s participation in terms of money and percentage of the construction work for the listed project.
- (8) Only list projects where the Lead Contractor held a minimum 30% of the ultimate responsibility for the construction work.
- (9) Include a description of the delivery method for the relevant construction services (e.g., traditional design-bid-build, design-build, etc.).

ADDITIONAL INSTRUCTIONS:

- (10) A maximum of three projects may be included in this [Form D-2](#).
- (11) In Volume 2 of the SOQ, provide a narrative description, not to exceed two pages, for each project listed in this [Form D-2](#) in accordance with [Part B, Volume 2, Section B\(1\)\(b\)](#) of the RFQ.

**FORM D-3. TECHNICAL EXPERIENCE – LEAD O&M FIRM
EXPERIENCE IN THE OPERATIONS AND MAINTENANCE OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)	PROJECT COST (3) (4)	START/END DATES (5)	LENGTH OF ROAD AND NUMBER OF LANES MILES UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (6) (7)	ROLE OF COMPANY FOR THE PROJECT

NOTES:

- (1) In the case of an experience provided by a company related to the Lead O&M Firm (to the extent permitted under [Part B, Volume 2, Section B](#) of the RFQ), specify its relation to the Lead O&M Firm. If the Proposer anticipates that operations and maintenance work required under the Concession Agreement will be self-performed by the Concessionaire, the Proposer shall complete [Form D-3](#) by listing projects for which the relevant Equity Member(s) self-performed operations and maintenance work and that show comparable technical experience meeting the evaluation criteria.
- (2) Only list transportation projects.
- (3) Show in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017, as published in *The Wall Street Journal*.
- (4) "Project Cost" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) Only list transportation projects on which the Lead O&M Firm worked within the past seven years.
- (6) Show company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) Only list projects where the Lead O&M Firm held a minimum 30% of the ultimate responsibility for the operations and maintenance work.

ADDITIONAL INSTRUCTIONS:

- (8) A maximum of three projects may be included in this [Form D-3](#).
- (9) In Volume 2 of the SOQ, provide a narrative description, not to exceed two pages, for each project listed in this [Form D-3](#) in accordance with [Part B, Volume 2, Section B\(1\)\(b\)](#) of the RFQ. The description should specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project, and explain why the experience the company gained on the project is relevant.

**FORM D-4. TECHNICAL EXPERIENCE – TOLL SYSTEM INTEGRATOR & OPERATOR
EXPERIENCE IN TOLL SYSTEMS INTEGRATION AND TOLL OPERATIONS OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)	PROJECT COST (3) (4)	START/END DATES (5)	LENGTH OF ROAD AND NUMBER OF LANES MILES UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (6) (7)	ROLE OF COMPANY FOR THE PROJECT

NOTES:

- (1) In the case of an experience provided by a company related to the Toll System Integrator & Operator (to the extent permitted under [Part B, Volume 2, Section B](#) of the RFQ), specify its relation to the Toll System Integrator & Operator. If the Proposer anticipates that toll operations work required under the Concession Agreement will be self-performed by the Concessionaire, the Proposer shall complete [Form D-4](#) by listing projects for which the relevant Equity Member(s) self-performed toll operations work and that show comparable technical experience meeting the evaluation criteria.
- (2) Only list transportation projects.
- (3) Show in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017, as published in *The Wall Street Journal*.
- (4) "Project Cost" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) Only list transportation projects on which the Toll System Integrator & Operator worked within the past seven years.
- (6) Show company's annual participation in terms of money and percentage of the toll operations work for the listed project.
- (7) Only list projects where the Toll System Integrator & Operator held a minimum 30% of the ultimate responsibility for the toll operations and work.

ADDITIONAL INSTRUCTIONS:

- (8) A maximum of three projects may be included in this [Form D-4](#).
- (9) In Volume 2 of the SOQ, provide a narrative description, not to exceed two pages, for each project listed in this [Form D-4](#) in accordance with [Part B, Volume 2, Section B\(1\)\(b\)](#) of the RFQ. The description should specify the type of payment mechanism or type of revenue used by the project owner to pay the company, state the current Annual Average Daily Traffic for the project, and explain why the experience the company gained on the project is relevant.

FORM E. TECHNICAL REFERENCE SUMMARY

In this Form E, Proposers should consolidate references for all project technical experience included in Volume 2 of the SOQ and Forms D-1, D-2, D-3 and D-4. ALDOT may disregard, at its sole discretion, any references not available through the contact information provided.

Responding Team Member	Project	Contact Name (1)	Company / Agency	Current Address (2)	Phone Number (3)	Email
Lead Contractor	1)					
	2)					
	3)					
Lead Engineering Firm	1)					
	2)					
	3)					
Lead O&M Firm	1)					
	2)					
	3)					
Toll System Integrator & Operator	1)					
	2)					
	3)					

NOTES:

- (1) If the reference is conversant in English, please state so; otherwise, provide the language(s) the reference speaks.
- (2) Provide the time zone in which the reference is located.
- (3) For international phone numbers, include the full dialing code for calling from the U.S.

**FORM F-1. PROJECT FINANCING EXPERIENCE
EXPERIENCE IN FINANCING OF REFERENCE PROJECTS**

COMPANY NAME	PROJECT NAME AND LOCATION (1) (2)	PROJECT COST (3) (4)	DEBT AMOUNT & GEARING (3) (5)	DATE OF FINANCIAL CLOSE (6)	DATE OF COMMENCEMENT OF OPERATION (IF APPLICABLE)	% OF WORKS COMPLETED BY SEPT. 1, 2017	LEVEL OF COMPANY'S PARTICIPATION (3) (7)	TYPE OF PAYMENT MECHANISM (8)
<i>Example Entry: Financiers Corp.</i>	<i>Luxor Tunnels Luxor, Egypt</i>	<i>950,000</i>	<i>\$750,000 [95%, senior bank debt]</i>	<i>01/01/2010</i>	<i>04/15/10</i>	<i>100</i>	<i>\$100,000 (\$100,000; 50% shareholding of project company)</i>	<i>Availability payment</i>

NOTES:

- (1) List a minimum of three and a maximum of five projects combined for all Equity Members.
- (2) Only list DBFOM surface transportation projects for which the Equity Member arranged and closed (i.e., financial contracts duly signed and the initial drawdown has occurred) non-recourse financing (non-recourse debt and equity).
- (3) Show in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017 as published in *The Wall Street Journal*.
- (4) "Project Cost" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project. Only list projects with a Project Cost of \$400 million USD or more.
- (5) Include in brackets the percentage of gearing and type of debt (bonds unwrapped or wrapped, bank debt, etc.).
- (6) Only list projects for which the Equity Member has arranged and closed financing within the past seven years.
- (7) Show company's amount of equity investment as a shareholder. The equity investment may take the form of either (a) shareholders' equity or (b) shareholder subordinated debt. Please indicate separately the USD amount and percentage to which the company's equity investment bears to the total of all private shareholders' equity investments for the listed project. The Equity Member must have held a minimum 10% equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package.
- (8) Specify the type of payment mechanism used (availability payment, shadow toll, real toll, or combinations of these mechanisms).

ADDITIONAL INSTRUCTIONS:

- (9) In Volume 4 of the SOQ, provide a narrative description and case study, not to exceed two pages, for each project listed in this Form F-1 in accordance with [Part B, Volume 4, Section A\(1\)\(b\)](#) of the RFQ.

FORM F-2. PROJECT FINANCING EXPERIENCE EQUITY MEMBERS' P3 PROCUREMENT TRACK RECORD

EQUITY MEMBER NAME	PROJECTS FOR WHICH EQUITY MEMBERS WERE SHORTLISTED (1)	PROPOSAL SUBMISSIONS (2)	WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT (3)	PROJECTS THAT REACHED FINANCIAL CLOSE (4)
<i>Example Entry:</i> <i>Infra Fund II</i>	<ul style="list-style-type: none"> • <i>Interstate-X Corridor Project ([US State] Department of Transportation)</i> • <i>Beltway Managed Lanes Project ([US State] Department of Transportation)</i> • <i>X Bridge Project ([Province] Port Authority)</i> 	<p><i>(a) Financial proposal submissions have been required on all projects listed in column (1).</i></p> <p><i>(b) Compliant proposals submitted on: Interstate-X Corridor Project; X Bridge Project</i></p>	<i>Beltway Managed Lanes Project – Please see the attached explanation.</i>	<i>Interstate-X Corridor Project (financial close: 01/01/2015)</i>
[Name of Equity Member]				
[Name of Equity Member]				

NOTES:

- (1) List the name of each project (with the name of the procuring agencies) for which the Equity Member or its affiliate (individually or as a member of a team), in its capacity as a potential equity investor in a project, were shortlisted or otherwise invited to submit a proposal. Each project listed must have: (a) had an initial release of the related request for proposals within five years of the date of this RFQ; (b) been procured by a public sector agency in North America; (c) required private financing; and (d) had an actual or estimated construction cost of at least \$500 million USD.
- (2) With respect to the projects listed in response to item (1):
 - (a) Which have not yet required final financial proposals to be submitted?
 - (b) On which has the Equity Member (individually or as a member of a team) submitted compliant final technical and financial proposals?
- (3) Identify each project that was listed in response to item (1) but not included in the response to item (2)(b). For each such project, provide a brief explanation for why the Equity Member did not submit compliant final technical and/or financial proposals or remain engaged in the procurement process for that project as an equity investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached in a separate sheet, if necessary.
- (4) Identify the projects in which the Equity Member was an equity investor at the time of the project's respective financial close and provide the financial close date. Each project listed must have: (a) had an initial release of the request for proposals within five years of the date of this RFQ; (b) been procured by a public sector agency in North America; (c) required private financing; and (d) had an actual or estimated construction cost of at least \$500 million USD.

FORM G. FINANCIAL REFERENCE SUMMARY

In this [Form G](#), Proposers should consolidate references for all project financing experience included in Volume 4 of the SOQ and [Form F-1](#). ALDOT may disregard, at its sole discretion, any references not available through the contact information provided.

Project Name, Location & Cost (1) (2)	Dates of Conditional Award & Financial Close	Capital Structure (\$debt & \$equity)	Contact Name (3)	Company / Agency	Current Address (4)	Phone Number (5)	Email

NOTES:

- (1) List one of the following regional locations, as applicable, to describe where the reference project is located: North America; Central/South America; Europe; Asia; Africa; or Australia.
- (2) "Project Cost" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project. Show Project Cost in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017 as published in *The Wall Street Journal*, including the benchmark on which the exchange rate is based.
- (3) If the reference is conversant in English, please state so; otherwise, provide the language(s) the reference speaks.
- (4) Provide the time zone in which the reference is located.
- (5) For international phone numbers, include the full dialing code for calling from the U.S.

FORM H. FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION
[INSERT NAME OF ENTITY]

(1) (2) (3) Summary financial information for the Equity Members, any Guarantors, and the Lead Contractor for fiscal years 2014, 2015 and 2016

Fiscal Year	Role/ Responsibility Within The Proposer Team	Total Revenues	Earnings From Operations (EBITDA)	Interest Expense	Net Income	Current Assets	Cash & Cash Equivalents	Accounts Receivable	Other Current Assets (4)	Total Assets (5)	Current Liabilities	Current Portion of Long-Term Debt	Long-Term Debt	Total Debt	Total Equity (5)	Gearing (6)
[FY XXXX]	[Equity Member]															

NOTES:

- (1) Complete separate forms for each Equity Member, any Guarantors (if applicable) and the Lead Contractor.
- (2) The Chief Financial Officer or Treasurer for each reporting entity (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) must certify that the information in this Form H is complete, true and correct. Information should be derived from audited financial statements where possible. Audited financial statements will prevail over this Form H in ALDOT's evaluation.
- (3) Show all currency amounts in thousands of United States Dollars (USD). Identify exchange rates of amounts in other currencies using the exchange rate as of July 1, 2017 as published in *The Wall Street Journal*.
- (4) Current Assets excluding Cash & Cash Equivalents, Accounts Receivable, and Inventories.
- (5) Total excludes goodwill and intangibles.
- (6) Long-Term Debt/Total Equity.

Under penalty of perjury, I certify that the foregoing is complete, true and correct, and that I am the [Chief Financial Officer][Treasurer][Other Equivalent Title] of [*insert name of entity*] duly authorized to execute this Form H on behalf of such entity.

By: _____
 Print Name: _____
 Date: _____