



**Illinois Department
of Transportation**

ILLINOIS DEPARTMENT OF TRANSPORTATION

REQUEST FOR QUALIFICATIONS

**TO DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN
THE ILLINOIS PORTION OF
THE ILLIANA CORRIDOR PROJECT**

THROUGH

A PUBLIC-PRIVATE PARTNERSHIP AGREEMENT

ISSUED NOVEMBER 8, 2013

SOQ DUE DATE: DECEMBER 19, 2013

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**PART A
BACKGROUND AND INSTRUCTIONS**

1. INTRODUCTION

Terms used herein shall have the meaning given them in Part D.

1.1 OVERVIEW OF THE OPPORTUNITY

The Illinois Department of Transportation (“**IDOT**”) is pleased to present this Request for Qualifications (“**RFQ**”) to prospective entities or groups (“**Respondents**”) interested in submitting Statements of Qualifications (“**SOQs**”) to develop, design, build, finance, operate, and maintain that portion of the Illiana Corridor Project located in the State of Illinois through an availability payment concession pursuant to a public-private partnership agreement (“**PPA**”) with IDOT. The “**Illiana Corridor Project**” consists of what is identified as “**Corridor B3**” under the Tier I Environmental Impact Statement (“**EIS**”) prepared in accordance to the National Environmental Policy Act (“**NEPA**”). Specifically, Corridor B3 will be a new-location 46.8-mile long east-west limited access toll road corridor connecting I-55 north of the City of Wilmington, Illinois, with I-65 north of the Town of Lowell and near Cedar Lake, Indiana. A general map of the Illiana Corridor Project can be found at the following website: <http://www.illianacorridor.org/> (the “**Project Website**”).

This RFQ seeks SOQs only for that portion of the Illiana Corridor Project located in the State of Illinois (the “**Illinois Project**”), not for the Illiana Corridor Project as a whole. A separate P3 procurement process will be initiated by the Indiana Finance Authority (“**IFA**”), in cooperation with the Indiana Department of Transportation (“**INDOT**”), for the Indiana portion of the Illiana Corridor Project. To ensure coordination of the bi-state Illiana Corridor Project, however, IDOT, the IFA, and INDOT are working together to coordinate certain aspects of the project as described further in Part A, Section 1.6, below, and to complete the Tier II EIS process for the entire Illiana Corridor Project.

The Illinois Project is being procured and private sector participation is sought for the following reasons:

- The Illiana Corridor Project is a much-needed east-west link that will improve regional and national travel by providing an alternative for interstate truck and auto traffic, increasing capacity for local traffic, and relieving congestion and improving safety on local roads; and
- Private sector innovation in the design, construction, operations, and maintenance of the Illinois Project offers the opportunity to deliver the Illinois Project more quickly, more efficiently, and at less cost.

IDOT is committed to improving mobility in the region and using project delivery methods that provide the best value to the citizens of the State of Illinois (the “**State**”), including the use of public-private partnerships (“**P3s**”).

The Illinois Project presents an attractive investment opportunity for the private sector because:

- IDOT is committed to the completion of the Illinois Project;
- Illinois has created a business environment that is attractive to private initiatives;

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- Illinois has approved enabling P3 legislation specific to the Illinois Project, providing a clear legal framework for the procurement; and
- Availability payment P3 agreements provide a stable contractual foundation for risk sharing with the private sector.

1.2 BASIC PROJECT DESCRIPTION

The Illinois Project consists of a proposed, new location 35-mile long east-west limited access toll road corridor located in northeastern Illinois, approximately 23–39 miles south of Chicago. The Illinois Project traverses southern Will County and runs north of Kankakee County. The Illinois Project will have four lanes of 12' nominal width, two travel lanes in each direction and safety shoulders on each side, with a nominal 60' median width between the travel lanes.

Tolling will be a key element of the facility. An All-Electronic Open Road Tolling system will be utilized throughout the Illinois Project.

Part A, Section 2.1 of this RFQ provides a more detailed description of the Illinois Project; however, descriptions of these project features are general in nature, and more precise descriptions and specifications will be provided in the forthcoming Request for Proposals (“RFP”). Updated information on planning and/or engineering features may also be posted to the Project Website as it becomes available.

1.3 PROJECT GOALS

The Illiana Corridor Project, and the Illinois Project in particular, are critical for the region. The goals for the Illinois Project include the following (not listed in order of importance):

- Expand transportation capacity in the region, which has long served as the crossroads of American transportation and commerce;
- Strengthen the regional transportation network in Northeast Illinois and Northwest Indiana (including improved business accessibility to labor, suppliers, and markets and improved personal accessibility for residents);
- Accommodate high growth in population and traffic in the south suburban region of the Metropolitan Area of Chicago;
- Provide congestion relief to I-80/94;
- Provide a much needed link between I-55 in Will County, Illinois and I-65 in Indiana;
- Reduce the strain of truck traffic on local roads and cut commuting times;
- Reduce existing and forecasted traffic congestion, improving traffic safety and supporting local economic development initiatives;
- Sustain the vital economic position and quality of life in the area;
- Spur economic development by facilitating the creation of a significant number of immediate and long-term jobs and increase the economic output of the region;

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- Improve accessibility to one of the largest intermodal freight and port areas in the country;
- Provide a backbone for local planning of many other land use needs in this growing region;
- Minimize the cost and funds required to develop, design, build, finance, operate, and maintain the Illinois Project;
- Achieve substantial completion of the Illinois Project by December 2018;
- Achieve substantial completion of the east end of the Illinois Project from I-57 to the Indiana state line in coordination with the Indiana portion of the Illiana Corridor Project on an accelerated schedule, opening this segment of the Illinois Project to traffic by spring/summer 2018;
- Provide a high-quality, reliable, durable, and maintainable facility;
- Provide Disadvantaged Business Enterprise (“**DBE**”) contracting opportunities and workforce initiatives;
- Seek private sector innovation and efficiencies, and encourage design solutions that address actual and anticipated environmental concerns, permits, and commitments;
- Provide environmental solutions to pollution created by hours and fuel wasted due to cars and trucks caught in traffic, integrate sustainable practices, and preserve scenic, aesthetic, historic, and environmental resources; and
- Coordinate development of the Illinois Project with the IFA and INDOT and their development of the Indiana portion of the Illiana Corridor Project.

1.4 PROCUREMENT PROCESS OVERVIEW

IDOT will use a two-phase procurement process, similar to procurement processes used by other public entities for other, similar greenfield P3 highway projects, to select a preferred developer (the “**Developer**”) to develop, design, build, finance, operate, and maintain the Illinois Project in return for periodic availability payments.

As the entity responsible for the planning and development of transportation in Illinois, IDOT will be responsible for (a) the evaluation of SOQs and the establishment of a “shortlist” of the most highly qualified Respondents (the “**Shortlisted Respondents**”); (b) the development of the RFP, including the form of PPA and the technical specifications for the Illinois Project; and (c) the evaluation of responses to the subsequent RFP (“**Proposals**”) and the selection of the Respondent having the preferred Proposal (the “**Preferred Offeror**”). IDOT has engaged a full team of advisors with experience in P3 procurements to assist in managing the procurement process and developing procurement documents.

1.5 PROJECT DOCUMENTS

IDOT has assembled a set of documents relating to the Illinois Project (“**Project Documents**”). Procurement-related Project Documents have been made available upon issuance of this RFQ on the State’s Transportation Procurement Bulletin, <http://www.dot.il.gov/desenv/transprocbulletin.html> (the “**Transportation Procurement Bulletin**”). Other Project Documents have been made available on the

Project Website. IDOT will not entertain requests for electronic copies of Project Documents on a memory storage device.

Please note that the Project Documents and any reference to any website (including the Transportation Procurement Bulletin and the Project Website) in this RFQ are provided for reference and background information only. IDOT makes no representation as to the accuracy, completeness, or pertinence of the Project Documents or the information in any referenced website (including the Transportation Procurement Bulletin and the Project Website), and, in addition, shall not be responsible for any interpretations thereof or conclusions drawn therefrom.

1.6 BI-STATE AGREEMENT

IDOT, the IFA, and INDOT are in the process of negotiating the terms of a bi-state agreement (the “**Bi-State Agreement**”) that will address the relationship of the State of Illinois, the State of Indiana, IDOT, the IFA, and INDOT with respect to the Illiana Corridor Project.

IDOT anticipates that the Bi-State Agreement will address, among other things:

- Each party’s responsibility for procurement of their portion of the Illiana Corridor Project;
- The sharing of revenues generated by the Illiana Corridor Project;
- Tolling policy for the Illiana Corridor Project
- Funding of the Illiana Corridor Project and each party’s financial approach with respect to their respective elements;
- Each party’s financial responsibility for the Illinois Corridor Project;
- Operations and maintenance of the Illinois Corridor Project after completion of construction; and
- Roles and responsibilities of each of the agencies with respect to the Illiana Corridor Project.

2. DESCRIPTION OF THE PROJECT

2.1 PROJECT OVERVIEW

The Illinois Project consists of a new location 35-mile long east-west four-lane limited access toll road from I-55 north of the City of Wilmington, Illinois, to the State border. The Illinois Project is located approximately 23 to 39 miles south of the City of Chicago, traversing southern Will County and running directly north of Kankakee County, Illinois, which, together with Lake County, Indiana, are the three main counties contained in the area studied in connection with the Tier I EIS. These three counties are expected to grow by 854,000 persons between 2010 and 2040.¹ The study area associated with the Illinois Project also includes the CenterPoint Intermodal Facility in Joliet, Illinois, the largest master planned inland port in the country, and two other substantial intermodal developments, CenterPoint Intermodal in Elwood, Illinois, and RidgePort Logistics in Wilmington, Illinois.

The Illinois Project is located along what is known as “Corridor B3.” Corridor B3 was selected as the preferred alternative route in the Tier I EIS Record of Decision for the Illiana Corridor Project. The Indiana portion of the Illiana Corridor Project, which is to be completed under a separate procurement by the IFA in coordination with INDOT, will extend from the State border to I-65 north of the Town of Lowell, Indiana. The Illiana Corridor Project, including the Illinois Project, is currently undergoing a Tier II EIS study in accordance with NEPA.

The Illinois Project will have four lanes of 12’ nominal width, two travel lanes in each direction and safety shoulders on each side, with a nominal 60’ median width between the travel lanes. A segment of I-55 from the IL-129 interchange to the Lorenzo Road interchange will have one auxiliary lane added to the two existing travel lanes in each direction to accommodate operational improvements. The Illinois Project footprint is generally 400 to 500 feet in width, except in certain short segments in which the width is reduced to avoid environmental impacts and dense residential development in the City of Wilmington and the Village of Symerton, both in Illinois. There are also areas where it expands in width for short segments to accommodate interchanges and drainage features. Currently, the Illinois Project contemplates seven potential interchanges at the following locations: I-55, IL-53 (or in the immediate vicinity), Cedar/Wilton Center Road, US 45/52, I-57, IL-50, and IL-1.

According to the Tier I EIS Record of Decision, there are approximately 33 locations where the Illiana Corridor could cross over a stream via a bridge or culvert, which includes the major crossing of the Kankakee River. Also, there are approximately five locations where the Illiana Corridor would cross existing railroads, and approximately 48 locations where it would cross an existing roadway, which includes the seven likely interchange locations. A total of up to 86 potential grade separations, including bridges and culverts, could be required for the selected corridor. The conceptual type and size of each bridge or culvert associated with the selected corridor is in the process of being evaluated in greater detail in the Tier II NEPA studies. It is anticipated that the Illiana Corridor crossings with railroads will all be grade-separated.

¹ IDOT, September 2013, Alternatives to be Carried Forward, Technical Memorandum, Illiana Corridor, Tier II Environmental Impact Statement

Prior to or during construction, utilities in the corridor will need to be relocated. Utilities in the area include electric transmission, electric distribution, water, cable/internet, natural gas, and sewer. Developer responsibilities with respect to utility relocations are described further in Part A, Section 2.7.

Tolling will be a key element of the Illiana Corridor Project. An All-Electronic Open Road Tolling system will be utilized throughout the Illiana Corridor Project. Developer responsibilities with respect to tolling are described further in Part A, Section 2.10.

It is anticipated that the Illinois Project will include some element of federal funding and financing; therefore, the Illinois Project will be subject to FHWA provisions, policies, and procedures as applicable. See Part A, Sections 3 and 4 for additional information regarding federal requirements and potential federal financing.

The RFP (including the form of PPA) will provide additional detail concerning, among other things, the Developer's development, design, construction, financing, operations, maintenance, and hand-back obligations for the Illinois Project.

More detailed descriptions of Illinois Project features and technical specifications will be set forth in the RFP. Updated information on planning and/or engineering features may also be posted to the Project Website as it becomes available.

2.2 DESIGN FEATURES

The design features for the Illinois Project are described below:

2.2.1 GENERAL DESIGN FEATURES

- Four-lane highway with two 12-foot lanes in each direction;
- Lanes separated by a 60-foot wide depressed median (may include reduced width with a median barrier in environmentally sensitive areas);
- Medians consist of two eight-foot wide usable inside shoulders where four of those feet are paved; and
- A 12-foot wide paved outside shoulder.

2.2.2 DESIGN FEATURES OF PARTICULAR INTERCHANGES

(a) I-55 Interchange Design Features

- Four-lane divided highway with two 12-foot lanes in each direction, with two auxiliary lanes (one in each direction) between the IL-129 interchange and the south limit of the Lorenzo Road interchange;
- Medians consist of two eight-foot wide paved shoulders separated by a concrete barrier wall; and
- A 12-foot wide paved outside shoulder.

(b) I-57 Interchange Design Features

- Two 12-foot auxiliary lanes, one lane in each direction, between the Illinois Project ramps and the Wilmington-Peotone Road ramps; and
- A 12-foot wide paved outside shoulder.

2.2.3 LOCAL ACCESS ROAD DESIGN FEATURES

- Designed for either side of the mainline at various points throughout the Illinois Project corridor;
- Provide access to otherwise landlocked properties;
- Minimum anticipated spacing between mainline and local access road is 100 feet, typically separated by a woven wire access control fence;
- Minimum clear zone between mainline and local access road without a barrier wall is 30 feet; and
- Cross-section for these lanes typically includes two travel lanes (width between 8-12 feet) and paved shoulders (width between 0-8 feet) depending on projected traffic and service to an individual property or a public road serving multiple properties, in accordance with IDOT Bureau of Design and Environment Manual Section 44-2.05(b).

2.3 DEVELOPMENT COST ESTIMATE

IDOT's current total development cost estimate for the Illinois Project, as described in this [Part A, Section 2](#) and based on the preliminary schematic design of the Illinois portion of the Illiana Corridor Project developed through the Tier I NEPA process (the "**Preliminary Schematics**"), is approximately \$1.09 billion. This development cost estimate includes costs for construction, ROW acquisition, and utility costs for the Illinois Project, as well as the cost of furnishing and installing the electronic tolling equipment on the Illinois Project corridor.

2.4 ENVIRONMENTAL STATUS

The Illiana Corridor Project is currently undergoing study in accordance with NEPA. A Tier I EIS for the Illiana Corridor Project has been prepared, and a Record of Decision ("**ROD**") was issued by the Federal Highway Administration on January 17, 2013. The Tier I alternative known as "Corridor B3" has been selected as the preferred alternative in accordance with NEPA. The Tier II EIS for the Illiana Corridor Project is currently being prepared, and a ROD is anticipated in spring 2014.

It is important to note that, at this time, the Illiana Corridor Project remains in the environmental process. Final environmental approvals and related requirements have not yet been secured. Additional alternatives, including a no-build alternative, are always considered in the environmental process, and it is possible that the Illiana Corridor Project scope may need to be modified to comply with the environmental process, or that a no-build alternative may be adopted. Nothing contained in this RFQ, including any description of the Illiana Corridor Project, is intended to modify, limit, or otherwise constrain the environmental process or to commit IDOT or any other entity to take any action with respect to the Illiana Corridor Project, including any procurement for the final design and construction of the Illinois Project.

2.5 PERMITTING

Once the Tier II ROD is issued, IDOT intends to advance several key preconstruction environmental permits commensurate with the state of project development, including:

- U.S. Army Corps of Engineers Section 404;
- Illinois Environmental Protection Agency Section 401;
- U.S. Army Corps of Engineers Section 10; and
- U.S. Army Corps of Engineers Section 9.

In addition, IDOT anticipates that the following additional major permits shall be required for the Illinois Project:

- Illinois Environmental Protection Agency NPDES Permit;
- Illinois Department of Natural Resources Floodway and Stream Impact Permits;
- Illinois Department of Natural Resources IWPA; and
- Illinois Environmental Protection Agency Water Pollution Control.

This list is not an exhaustive list of all permits required for the Illinois Project, and Respondents are not entitled to rely upon such list.

Upon award, the Developer will generally be responsible for continuing to advance, obtain and maintain all pending and existing permits and obtain and maintain all other necessary regulatory, environmental, building and other permits for the Illinois Project (including any permit modifications). IDOT will support the Developer in coordination with environmental regulatory and permitting agencies.

The RFP will provide further details regarding permits and allocation of responsibility for securing them.

2.6 ROW ACQUISITION

No right-of-way (“**ROW**”) has been acquired for the Illinois Project as of the date of this RFQ. It is currently anticipated that, following the Tier II ROD, IDOT will commence acquiring ROW for the Illinois Project and that at least some of the ROW required for the Illinois Project will be acquired, or access rights obtained, prior to award of the PPA to the Preferred Offeror. To the extent that IDOT has not acquired all ROW necessary for the Preliminary Schematics by the time of award, the RFP will set forth the responsibilities of IDOT and the Developer with respect to the acquisition of such ROW.

2.7 UTILITY RELOCATION

IDOT is currently working on coordination with all major utility owners to develop relocation plans, relocation schedules, and cost estimates. It is anticipated that at least a portion, and potentially all, of the necessary utility relocations and/or coordination to avoid existing utilities will be the responsibility of the Developer. The RFP will provide further details regarding allocation of responsibility for utility relocations.

For instance, IDOT is contracting with Commonwealth Edison Company (“**ComEd**”) to prepare preliminary work plans and preliminary cost estimates for the adjustment and/or relocation of the ComEd-owned high-voltage electrical transmission facilities in the Illinois Project area. ComEd will use the design presented in the Preliminary Schematics as the basis for this estimate.

The Project Website includes additional information regarding other utilities affected by the Illinois Project and the status of IDOT’s coordination efforts with major utility owners. This information will be updated on an ongoing basis.

2.8 THIRD PARTY COORDINATION, KEY STAKEHOLDERS & PUBLIC COMMUNICATIONS

IDOT is currently working with the Chicago Metropolitan Agency for Planning (“**CMAP**”) and other planning entities and other stakeholders. On October 17, 2013, the MPO Policy Committee of CMAP voted to include the Illinois Project in the GO TO 2040 regional comprehensive plan. In addition, as part of the Tier I and II processes under NEPA, IDOT is working with various stakeholders. Other key stakeholders involved with or affected by the Illinois Project are identified on the Project Website. Information on the Project Website regarding IDOT’s ongoing coordination efforts will be updated as relevant information becomes available.

The Developer will be responsible for providing certain public communications and public relations services during the design and construction of the Illinois Project. Additional details regarding such responsibilities will be set forth in the RFP.

2.9 OPERATIONS AND MAINTENANCE

The Developer will be responsible for performing operations and maintenance (routine and capital/life cycle) for the Illinois Project. Details regarding the Developer’s operations and maintenance responsibilities will be set forth in the RFP.

2.10 TOLLING SYSTEM PROVISION, MAINTENANCE, AND OPERATION

The Developer will be responsible for installing and maintaining the civil infrastructure for the tolling systems. Detailed requirements with respect to these responsibilities will be outlined in the PPA. Toll integration, ITS installation, and related roadside system operations and maintenance may also be a Developer responsibility; note, however, that Respondents to this RFQ will not be evaluated on their experience in this area.

2.11 TRAFFIC DATA

Traffic data for the Illinois Project will be provided with the RFP. Respondents are prohibited from engaging in traffic surveying and related activities associated with the Illinois Project during the RFQ Phase. During the RFP Phase, Shortlisted Respondents will have the opportunity to collect traffic data in accordance with the restrictions set forth in the RFP.

2.12 GEOTECHNICAL DATA

Certain geotechnical data will be provided on the Project Website as it becomes available. Geotechnical information on the Project Website will be updated as the Tier II NEPA process progresses.

3. OVERVIEW OF CONTRACTUAL RELATIONSHIP

3.1 CONTRACTUAL STRUCTURE

At the conclusion of this procurement, IDOT anticipates entering into a PPA with the Preferred Offeror for the development, design, build, finance, operation, and maintenance of the Illinois Project.

As currently anticipated, the availability payment concession structure for the Illinois Project PPA will, among other things,

- (a) Require the Developer to (i) design and build the Illinois Project, (ii) provide project financing, (iii) operate and maintain the Illinois Project, and (iv) provide performance security for its work obligations for the Illinois Project; and
- (b) In exchange, award the Developer the right to receive (i) milestone payments during the construction period and (ii) availability payments according to an agreed schedule over an approximately 35-year period after substantial completion of the Illinois Project, in each case, under the terms and conditions specified by IDOT in the PPA.

3.2 FEDERAL REQUIREMENTS

Respondents are advised that the RFP will be drafted based on the assumption that the Illinois Project and the financing plan will remain eligible for federal-aid funds. Therefore, the procurement documents, PPA and any other transaction documents for the Illinois Project must conform to requirements of applicable federal law, regulations and policies. IDOT anticipates that certain federal procurement requirements will apply, including, but not limited to, Buy America requirements (49 Code of Federal Regulations Part 661), Title VI of the Civil Rights Act of 1964, as amended, regarding Equal Employment Opportunity (EEO), and Title 49 Code of Federal Regulations Part 26, as amended, regarding DBEs.

The Illinois Project is considered a major project by FHWA requiring major project review.

3.3 DBE AND NON-DISCRIMINATION REQUIREMENTS

Given that the Illinois Project is expected to use federal funds, IDOT is required to apply DBE program requirements to the design and construction of the Illinois Project. IDOT must apply the program on federal-aid projects in accordance with 49 CFR Part 26, as well as the federal contractual requirements set forth in FHWA Form 1273. Information regarding DBE requirements will be included in the RFP.

It is the policy of IDOT to encourage the participation of DBEs, minority- and women-owned firms consistent with applicable laws and regulations. Please visit the following webpage for information regarding IDOT's Office of Workforce and Diversity, IDOT's aspirational DBE goal, and the Illinois UCP Directory of DBE firms: <http://www.dot.il.gov/dobuisns.html#sbe>.

In responding to this RFQ, a Respondent may, but is not required to, include and identify team members which are Illinois-certified DBE firms.

Shortlisted Respondents will be required to submit a DBE utilization plan and identify Illinois-certified DBE firms in their Proposals. Please note that the Illinois DBE certification process could take up to six months. A DBE firm certified by another state may apply for DBE certification with IDOT.

On December 4, 2013, IDOT will host an outreach event for DBEs and other industry firms interested in bidding on work for the Illinois Project. The event will be held at the Holiday Inn Hotel and Conference Center in Joliet, located at 411 South Larkin Avenue, Joliet, Illinois 60436. Respondents are encouraged to attend this event to connect with Illinois-certified DBE firms and other industry firms. Additional information about the event, including instructions for registration, will be posted to the Project Website.

3.4 VETERAN-OWNED SMALL BUSINESSES

The State's Department of Central Management Services ("**CMS**") is in the process of promulgating rules for a veteran-owned small business/service-disabled veteran-owned small business ("**VOSB/SDVOB**") program pursuant to Section 45-57 of the Illinois Procurement Code (30 ILCS 500/45-57). IDOT may apply a VOSB/SDVOB goal to the design and construction of the Illinois Project in accordance with the new rule. Information regarding any VOSB/SDVOB requirements will be included in the RFP.

3.5 PROJECT LABOR AGREEMENT

Under Section 100 of the Illinois Illiana P3 Act, the PPA must require the Developer to enter into a project labor agreement for construction activities on the Illinois Project. Additional information regarding the project labor agreement requirement will be set forth in the RFP.

3.6 SECURITY, INSURANCE, AND INDEMNITY

IDOT currently anticipates that the Developer will be required to provide payment and performance bonds as part of the security package under the PPA, in conformance with the Illinois Public Construction Bond Act, 30 ILCS 550/0.01 *et seq.* The required amount of the bonds will be set forth in the RFP. The Developer will also be required to provide insurance coverage and to indemnify, defend and hold IDOT and related entities and persons harmless against third party and other claims as specified in the PPA. More specific requirements for the performance security (including the acceptable form and amounts thereof), insurance and indemnification will be set forth in the RFP.

Note that the surety providing a letter to be included in a Respondent's SOQ as described in Part B, Section 4(E) must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in this Part A, including the anticipated security requirements described above.

3.7 DESIGN AND CONSTRUCTION STANDARDS AND SPECIFICATIONS

IDOT anticipates including in the RFP a set of project-specific standards and specifications for design and construction of the Illinois Project, as well as a baseline configuration.

The RFP will permit Shortlisted Respondents to propose, for IDOT consideration, alternative technical concepts, design exceptions, and deviations from certain of these standards and specifications.

Respondents should note, however, that there may be restrictions on deviations from federal- and state-mandated design and construction standards and on deviations from the Illiana Corridor Project definition currently under NEPA review, as documented in the Tier I ROD and the anticipated Tier II ROD. The alternative technical concept process, including any constraints and parameters on proposed concepts, will be as set forth in the RFP. All requests for deviations from design and construction requirements will be as set forth in the RFP.

3.8 PROPOSAL CERTIFICATIONS

While Respondent team members are required to make certain certifications and disclosures in the SOQ in accordance with the submittal instructions set forth in this RFQ, Shortlisted Respondent team members will also be required to submit additional assurances, certifications, and disclosures with the Proposal, including IDOT Disclosure Forms A and B. The RFP will provide additional information regarding the assurances, certifications, and disclosures that Shortlisted Respondent team members will be required to make with the Proposal submission.

For Respondents' reference only, a copy of the State-required assurances, certifications, and disclosures that are typically requested by IDOT in connection with a bid for construction work is attached as Appendix A to this RFQ. In addition to the applicable laws listed in Appendix A, the following laws may also apply to IDOT contracts: International Anti-Boycott Certification Act, 30 ILCS 582; Steel Products Procurement Act, 30 ILCS 565; State Prohibition of Goods from Forced Labor Act, 30 ILCS 583; State Prohibition of Goods from Child Labor Act, 30 ILCS 584; Executive Order No. 1 (2007); Illinois Information Technology Accessibility Act Standards, 30 ILCS 587; and the Procurement of Domestic Products Act, 30 ILCS 517. By this Section 3.8, IDOT seeks only to notify Respondents that Shortlisted Respondents will be required to make certain similar assurances, certifications, and disclosures with the Proposal. However, IDOT does not expect all of the foregoing requirements to be applicable to the Illinois Project and anticipates that the assurances, certifications, and disclosures required with the Proposal will differ from those set forth in Appendix A. Moreover, IDOT is **not** requiring the Appendix A assurances, certifications, and disclosures to be submitted with the SOQ.

3.9 AUTHORIZATION TO DO BUSINESS IN ILLINOIS

In accordance with Section 20-43 of the Illinois Procurement Code, each Offeror must be a legal entity authorized to do business in Illinois at the time of the Offeror's Proposal is submitted.

4. PROJECT FINANCIAL STRUCTURE AND FINANCING

4.1 PAYMENT MECHANISM

In consideration for the Developer's performance of its obligations under the PPA (including design, construction, financing, operations, and maintenance obligations), subject to the terms and conditions therein, IDOT will make periodic payments to the Developer. IDOT contemplates that the payment mechanism under the PPA will include the following:

- Milestone Payments: IDOT will pay the Developer one or more milestone payments upon the Developer's achievement of specific milestones associated with the construction of the Illinois Project. The amount, timing and manner of payment, and the relationship of such payments to the Developer's financing is not yet determined but will be set forth in the RFP.
- Availability Payments: IDOT will make periodic payments ("**Availability Payments**"), commencing upon substantial completion of construction of the Illinois Project throughout the remainder of the PPA term, as consideration for the Developer's performance of its PPA obligations.
- Payment Deductions: The Availability Payments will be subject to reduction, according to criteria set forth in the PPA and a formula for impermissible closures of the Illinois Project, for specified unavailability events or for the Developer's failure to meet specific performance requirements and standards in the PPA.

4.2 DEVELOPER'S FINANCING OBLIGATION; TIFIA AND PABS

The Developer will be solely responsible for financing the Illinois Project; provided, however, IDOT expects to pursue the potential availability and use of federal credit assistance programs on behalf of the Developer, which may include the Transportation Infrastructure Finance and Innovation Act ("**TIFIA**") Program credit assistance and a Private Activity Bonds ("**PABs**") allocation (issued pursuant to Section 11143 of Title XI of SAFETEA-LU, which amended Section 142(a) of the Internal Revenue Code).

IDOT has submitted a letter of interest to the TIFIA Joint Program Office pursuant to MAP-21 guidelines. IDOT also expects to apply for a PABs allocation to the Illinois Project. Use of PABs and/or TIFIA credit assistance, if available, in a Respondent's plan of finance is optional and entirely at the Respondent's discretion. Additional information regarding IDOT's pursuit of TIFIA credit assistance or a PABs allocation will be provided to Shortlisted Respondents.

5. DESCRIPTION OF THE PROCUREMENT PROCESS

IDOT reserves the right, in its sole discretion, to modify the following procurement process to comply with applicable law and/or to address the best interests of the Illinois Project, IDOT, the State, and/or the Illiana Corridor Project, including canceling the procurement.

5.1 STATUTORY AUTHORITY

IDOT is issuing this RFQ in accordance with the provisions of the Public Private Agreements for the Illiana Expressway Act, 605 ILCS 130/1 *et seq.* (the “**Illinois Illiana P3 Act**”), which can be found at <http://www.ilga.gov/legislation/ilcs/ilcs3.asp?ActID=3229&ChapterID=45>, and other applicable provisions of Illinois law. The Chief Procurement Officer for IDOT (the “**CPO**”) will be involved in this procurement in accordance with the Illinois administrative rules for the Illiana Expressway procurement, 44 Ill. Admin. Code Part 6, Subpart L (the “**Illinois Illiana Procurement Rules**”).

5.2 OVERVIEW OF THE PROCUREMENT PROCESS

The procurement will consist of a two-step process: (1) the RFQ Phase and (2) the RFP Phase.

5.2.1 RFQ PHASE

This phase is designed to narrow the field of potential Offerors for the Illinois Project. IDOT will evaluate the SOQs submitted in response to this RFQ and intends to establish, in accordance with the evaluation processes and criteria generally outlined herein, a shortlist of those Respondents most highly qualified for delivery of the Illinois Project. IDOT anticipates shortlisting up to four Respondents.

Only the Shortlisted Respondents will be eligible to respond to the RFP and submit a Proposal.

5.2.2 RFP PHASE

Following the shortlisting of Respondents, IDOT contemplates releasing one or more drafts of the RFP (including draft PPA and technical documents) only to the Shortlisted Respondents for review and comment on a confidential basis. IDOT may schedule confidential one-on-one meetings and/or group meetings with the Shortlisted Respondents to discuss comments and issues identified by the Shortlisted Respondents. Additional details concerning the RFP process will be made available to the Shortlisted Respondents following the announcement of the shortlist.

Because the RFP process will involve the disclosure of confidential information to the Shortlisted Respondents, the Shortlisted Respondents will be required to execute a confidentiality agreement, the form of which will be provided following shortlisting, as a condition to receiving the draft RFP.

After considering input received from the Shortlisted Respondents, IDOT will issue a final RFP, which will be publicly available on the Transportation Procurement Bulletin. Additional confidential one-on-one meetings with the Shortlisted Respondents may be held after issuance of the final RFP. Questions that arise after the issuance of the final RFP may be addressed in the form of addenda, which will also be posted to the Transportation Procurement Bulletin.

Shortlisted Respondents that submit a Proposal will be referred to as “**Offerors**” consistent with the Illinois Illiana P3 Act. Following receipt and evaluation of Proposals, IDOT may select its Preferred Offeror, based on the evaluation criteria set forth in the RFP, to negotiate and finalize the PPA for award and execution.

The RFP will set forth IDOT’s rights and remedies in the event that negotiations are unsuccessful or IDOT is otherwise unable to finalize the PPA with the Preferred Offeror. Such rights and remedies may include, without limitation, the right to negotiate with the next highest rated Offeror or, alternatively, to terminate the procurement.

5.3 PAYMENT FOR WORK PRODUCT

In exchange for ownership of the work product contained in each Proposal, IDOT plans to pay a stipend for work product in an amount up to \$1.5 million to each unsuccessful Offeror that submits a responsive and timely Proposal. Payment of such stipend shall be provided in return for the transfer and assignment to IDOT of rights to intellectual property, ideas, techniques, concepts, and approaches included in the unsuccessful Offeror’s Proposal, and IDOT reserves the right to use such property, ideas, techniques, and approaches in connection with a PPA awarded for the Illiana Project, in connection with any subsequent procurement for the Illiana Corridor Project, or in connection with any other project or use by IDOT or otherwise, with no obligation to pay additional compensation to the unsuccessful Offeror.

Offerors eligible for the stipend will have the option to forego the stipend and retain such intellectual property rights.

Additional details about the stipend, and specific provisions regarding payment of the stipulated amount, will be included in the RFP.

No other payment shall be made in connection with this RFQ, and no payment will be made to Respondents that are not shortlisted, fail to submit responsive Proposals by the Proposal Due Date, or are disqualified from the process prior to award.

5.4 RFQ SCHEDULE

The RFQ Phase will proceed in accordance with the preliminary schedule below.

RFQ Phase Milestone	Date
Issue Request for Qualifications	November 8, 2013
Deadline for requests for clarification or questions (“RFCs”) regarding the RFQ and any addenda, if any, issued before November 22, 2013	November 26, 2013 3:00 p.m.
Deadline for RFCs regarding any addenda, if any, issued on or after November 22, 2013	Three business days after the addendum is issued (but no later than two business days prior to the SOQ Due Date) 3:00 p.m.

SOQ Due Date	December 19, 2013 3:00 p.m.
Anticipated Notification of Shortlisted Respondents	January 17, 2014

All times referenced above are Central Standard Time in Springfield, Illinois, as applicable.

Although IDOT intends to adhere to the above schedule, this schedule is subject to modification at any time at the sole discretion of IDOT. Respondents will be notified of any changes in the RFQ Phase schedule by RFQ addendum.

5.5 COMMUNICATIONS PROTOCOL

IDOT has established a centralized point of contact in order to facilitate the receipt and processing of Respondents' questions regarding this RFQ. All RFCs and any other communications regarding this RFQ must be submitted in writing by email to IDOT's "**RFQ Procurement Contact**" as follows:

Roger L. Driskell, P.E., Acting Director
Office of Innovative Project Delivery
Illinois Department of Transportation
Email: illiana.illinoisproject@illinois.gov

All RFCs or other written communications must clearly indicate in the email subject line and on the first page of the attachment, as applicable, that the material relates to the Illinois Project. IDOT will not consider RFCs or requests for additional information submitted to any person other than the RFQ Procurement Contact. No telephone or oral requests will be considered.

All RFCs must be submitted by email and must be received by IDOT at the email address above by the applicable deadline listed in Part A, Section 5.4. Respondents must submit any and all RFCs through a single authorized representative of that Respondent.

Each RFC shall be submitted in Word format using the RFC Submittal Form posted to the Transportation Procurement Bulletin, one RFC per form. Consistent with the RFC Submittal Form, all RFCs shall: (a) include the name of the Respondent; (b) include the authorized representative's name, telephone, and email; (c) sequentially number each individual question or request for clarification; (d) specifically reference the relevant RFQ part(s), section(s), and/or page number(s) or indicate that the question or request is of general application; (e) not identify the Respondent in the body of the question or request; and (f) conspicuously indicate whether the Respondent views its question or request as confidential or proprietary in nature. If a Respondent submits any RFC which it deems to be confidential or proprietary in nature, the Respondent shall enclose with the RFC Submittal Form a separate statement justifying Respondent's assessment(s).

IDOT will respond to Respondents' RFCs within a reasonable time following receipt, subject to the deadlines set forth in Part A, Section 5.4. IDOT will post written responses to material or generally applicable RFCs that do not contain confidential or proprietary information. IDOT may also rephrase or consolidate RFCs and may provide clarification independent of Respondents' RFCs.

IDOT will respond individually to those RFCs identified by the Respondent and deemed by IDOT as containing confidential or proprietary information relating to the Respondent's SOQ. IDOT reserves the right to disagree with a Respondent's assessment regarding the confidentiality or proprietary nature of information in an RFC. Under such circumstances, IDOT will allow the Respondent to withdraw the RFC, rephrase the RFC, or have the RFC answered non-confidentially; provided, however, that IDOT reserves that right to modify the RFC to remove information IDOT deems confidential or proprietary in order to provide a general response.

5.6 ADDENDA

Although IDOT does not intend to issue any addenda to this RFQ after the date that is five business days before the SOQ Due Date, IDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date. IDOT will post any addenda to this RFQ on the Transportation Procurement Bulletin.

Respondents are responsible for monitoring the Transportation Procurement Bulletin and the Project Website for information concerning this procurement. Each Respondent will be required to acknowledge in its SOQ transmittal letter (Part C, Form A) that it had access to all relevant materials posted on the Transportation Procurement Bulletin.

6. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

6.1 GENERAL

IDOT expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow IDOT to evaluate and competitively rank and shortlist the Respondents based on the criteria set forth herein.

SOQs shall be submitted exclusively in the English language, inclusive of U.S.-standard units of measure and cost terms in U.S. dollar (\$) denominations.

6.2 FORMAT

(a) Number of copies

Each Respondent shall submit one original and 10 copies (for a total of 11) of SOQ Volumes 1, 2, and 3, and one original and five copies (for a total of 6) of SOQ Volume 4 and, if used, Volume 5. Each SOQ shall be separated in four or five loose-leaf three ring binders, as applicable, one for each volume. The original of each SOQ must be clearly marked "Original" on its face and spine. Each copy must be numbered on its spine (e.g., "Copy 1 of 10" or "Copy 1 of 5," as applicable). The Respondent's name and the SOQ volume number must also be clearly marked on the spine.

Each Respondent shall also submit six digital copies of the entire SOQ in a read-only format on a CD, DVD or USB flash drive contained in sealed packages. The Respondent's name and the copy number (e.g., "Copy 1 of 6") must be clearly marked on the CD / DVD / USB drive.

(b) General format requirements

Submittals must be prepared on 8-1/2" x 11" sized white paper and bound. Double-sided printing is encouraged. 11" x 17" pages are allowed (and included in the page counts contained in SOQ Volumes 2 and 3) for Forms D, Form E, schematics, organizational charts, other drawings, and 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.

(c) Volume 1 requirements

SOQ Volume 1 (as described in Part B, Section 1) shall have all pages sequentially numbered. Volume 1 does not have page limitation or type font size requirements.

(d) Volume 2 requirements

SOQ Volume 2 (as described in Part B, Section 2) shall have all pages sequentially numbered and not exceed 75 pages. Each printed side shall be considered one page. The font size shall be no smaller than 12-point font, except for tables, which may be prepared using 10-point font. Pages submitted to meet the requirements of the following sections of Volume 2 do not count toward the page limit listed above:

- Part B, Section 2(B)(2)(b) (relevant licensing and registrations and/or application for licenses where applicable).

(e) Volume 3 requirements

SOQ Volume 3 (as described in Part B, Section 3) shall have all pages sequentially numbered and shall not exceed 25 pages. Each printed side shall be considered one page. The font size shall be no smaller than 12-point font, except for tables, which may be prepared using 10-point font.

(f) Volume 4 requirements

SOQ Volume 4 (as described in Part B, Section 4) does not have page limitation or type font size requirements.

(g) Volume 5 requirements

If the Respondent chooses to provide confidential information in a separate Volume 5 as described in Part B, Section 1(B), the page limitations and type font size requirements of the relevant section of the SOQ shall apply.

(h) Marketing materials and licenses

Standard corporate brochures, awards, licenses, and marketing materials should not be included in an SOQ, although proof of license in good standing will be required as a condition to award for licensed professionals proposed to work on the Illinois Project.

6.3 CONTENTS AND ORGANIZATION

Each Respondent must organize its SOQ in the order set forth in Part B. Each volume may be subdivided as needed, so long as the Respondent “tabs” the content of its SOQ to correspond to the section reference for ease of review. Any dividers will not count as pages with respect to page limitations noted herein.

If a Respondent is compelled to include material in addition to the information specifically requested, the Respondent shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to any applicable page limitation.

6.4 SOQ SUBMITTAL REQUIREMENTS

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

Response to the Request for Qualifications to
Design, Build, Finance, Operate and Maintain the Illinois Portion of the Illiana Corridor Project
through a Public-Private Partnership Agreement with IDOT

SOQs shall be delivered by hand or express mail courier to:

ILLINOIS DEPARTMENT OF TRANSPORTATION

Illinois Department of Transportation
126 East Ash Street
Springfield, Illinois 62704
Attention: Roger L. Driskell, Acting Director
Office of Innovative Project Delivery
Telephone: (217) 342-8201

IDOT will not accept facsimile or other electronically submitted SOQs.

SOQs will be accepted and must be received by IDOT during normal business hours before 3:00 p.m. (Central Standard Time in Springfield, Illinois) on the SOQ Due Date specified in Part A, Section 5.4. Any SOQs received after that date and time will be rejected and returned to the sending party unopened.

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by the RFQ Procurement Contact or his/her designee.

Each Respondent is solely responsible for assuring that IDOT receives its SOQ by the specified delivery date and time at the address listed above. IDOT shall not be responsible for any delays in delivery beyond the control of IDOT, including those caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

7. EVALUATION PROCESS AND CRITERIA

7.1 PASS/FAIL AND RESPONSIVENESS REVIEW

Each SOQ will be reviewed for responsiveness to the requirements set forth in this RFQ and conformance with the RFQ instructions. IDOT will also evaluate each SOQ based upon the specific pass/fail criteria set forth below.

- (a) The SOQ contains an original executed transmittal letter as required in SOQ Volume 1, Section A (“Form A Transmittal Letter”).
- (b) The Respondent has provided each of the completed Forms and other documents and information required by Part B in accordance with the requirements therein.
- (c) Neither the Respondent 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 Illinois or the State of Indiana, or any local government within Illinois or Indiana where such disqualification, removal, debarment, or suspension has resulted in the Respondent or other entity being currently disqualified, removed, debarred, or suspended from performing or bidding on IDOT or INDOT contracts, or (2) is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the federal government or at least three other states.
- (d) The information disclosed in response to Form C and/or SOQ Volume 1, Section D “Legal Qualifications” does not materially adversely affect the Respondent’s ability to carry out the responsibilities potentially allocated to it, as determined by IDOT or the CPO.
- (e) The Respondent team has the development, design, construction, operations, and maintenance capabilities and capacity to carry out the responsibilities potentially allocated to it.
- (f) The Respondent team has the overall financial strength and capability to carry out the Project responsibilities potentially allocated to it, as evidenced by the Equity Members’ and Lead Contractors’ financial statements, level of support and financial statements of any Guarantor, and information contained in the CFO Certificates and surety letter provided in accordance with Part B, Section 4.
- (g) The Equity Members have funding capacity and ability to invest equity capital in a manner that is consistent with the contemplated contractual and financial structure of the Illinois Project, as evidenced by the Equity Funding Letters.

Those SOQs deemed not responsive to this RFQ or not receiving a “pass” on all pass/fail criteria may be excluded from further consideration, and the Respondent will be so notified. IDOT may also exclude from consideration any Respondent whose SOQ contains a material misrepresentation.

Consistent with the Illinois Illiana Procurement Rules, after the SOQ Due Date, IDOT may request written clarifications, confirmations, or corrections from Respondents regarding minor nonconformities,

irregularities, and apparent clerical mistakes and may waive minor nonconformities or technicalities that are unrelated to the substantive content of the SOQ.

7.2 QUALIFICATIONS EVALUATION CRITERIA AND WEIGHTING

Each responsive SOQ passing all of the “pass/fail” qualification requirements set forth above in Part A, Section 7.1 will be evaluated and scored in the following categories:

- Technical Qualifications and Capability (40 points maximum)
- Technical Approach to Project (20 points maximum)
- Project Finance Qualifications and Capability (40 points maximum)

The evaluation criteria for each category are described below. The sub-criteria which appear within each evaluation category below are listed in descending order of importance, except that any two sequential sub-criteria may be of equal importance.

7.2.1 TECHNICAL QUALIFICATIONS AND CAPABILITY (40 POINTS MAXIMUM)

The structure of the Respondent team, and the qualifications and capability of the Respondent, individual team members, and Key Personnel with developing, designing, constructing, financing, operating, and maintaining comparable projects will be evaluated in accordance with the following criteria:

- (a) The extent and depth of the experience of the Respondent and its individual team members with comparable projects, project delivery methods, and responsibilities as are anticipated to be within the Developer’s scope of work, and any specific experience with concessions, P3 contracting, design-build contracting, and/or any variation thereof;
- (b) The extent and depth of experience of the management team and Key Personnel with comparable projects, project delivery methods, and personnel roles as are anticipated to be within the Developer’s scope of work;
- (c) The extent, depth, and success of the Respondent team and its management team and Key Personnel in working together as an integrated team; and
- (d) The extent to which the proposed team organization demonstrates stability and is capable of functioning as a well-integrated design-build-finance-operate-maintain (“**DBFOM**”) team that will effectively manage all project risks, resolve issues, and work with IDOT to achieve timely delivery of a high-quality Illinois Project.

Project experience information and Key Personnel information, as well as the information provided in SOQ Volumes 1 and 2 will be used, as deemed appropriate by IDOT, to assist in the evaluation of the Technical Qualifications and Experience category.

7.2.2 TECHNICAL APPROACH TO PROJECT (20 POINTS MAXIMUM)

Each Respondent's Statement of Technical Approach will be evaluated in accordance with the following criteria:

- (a) The extent to which the approach to delivery of the Illinois Project demonstrates:
 - A full understanding of the Illinois Project's scope and complexity;
 - A full understanding and a sound approach to activities to be undertaken with respect to the development, design, and construction of the Illinois Project;
 - An understanding of the project-specific risks associated with the development, design, and construction of the Illinois Project and a sound approach to addressing such risks, regardless of ownership; and
 - The ability to provide sufficient materials, equipment, and qualified personnel to undertake the Developer's anticipated obligations for the Illinois Project;
- (b) The extent to which the Respondent demonstrates an understanding of and sound approach to the operations, maintenance, and total life cycle costing of the Illinois Project, including project-specific risks associated with operations, maintenance, and total life cycle costing;
- (c) The extent to which the Respondent demonstrates how proposed project innovations, including alternative technical concepts, can be used to maximize available funding and deliver a high-quality, cost-effective Illinois Project;
- (d) The extent to which the Respondent articulates a sound approach to P3 contracting and successful P3 project delivery, including:
 - The extent to which the Respondent demonstrates a focus and commitment to quality and efficient and effective oversight; and
 - the efficiency and effectiveness of the Respondent's general approach to managing relationships with IDOT, INDOT, the developer for the Indiana portion of the Illiana Corridor Project, and other stakeholders; and
- (e) The extent to which the approach to delivery of the Illinois Project demonstrates:
 - An effective approach to integration and management of subcontractors and subconsultants, exhibiting an understanding of challenges and requirements specific to this Illinois Project and this region;
 - An effective approach to workforce diversity, in the Illinois Project and in past projects; and
 - A sensitivity towards the local community.

The Executive Summary and Statement of Technical Approach will be used, as deemed appropriate by IDOT, to assist in the evaluation of the Technical Approach to Project category.

7.2.3 PROJECT FINANCE QUALIFICATIONS AND CAPABILITY (40 POINTS MAXIMUM)

Each Respondent's project finance experience and capability will be evaluated in accordance with the following criteria:

- (a) The extent and depth of Equity Members' experience in structuring financing sources to obtain firm financing commitments for proposals, and achieving financial close on, similar P3 projects using a diverse range of financial products (including bank loans, taxable and tax-exempt bonds, government credit assistance programs, letters of credit, and other financing sources);
- (b) The extent and depth of Equity Members' experience in acting as an equity investor and managing a developer to achieve construction completion on similar P3 projects;
- (c) The extent to which the projects described in Table 1 of Form E (i) have achieved financial close, (ii) are DBFOM projects or other similar projects requiring private financing, and (iii) individually or collectively, demonstrate the Equity Members' experience with projects with the following characteristics:
 - the project is a highway, road, or other transportation project;
 - the Project Size (as defined in Form E) is similar or greater than the Illinois Project's anticipated Project Size (anticipated to be greater than \$650 million);
 - the Equity Member held at least a 20% ownership interest in the developer for the project;
 - the project achieved financial close between January 1, 2009 and the SOQ Due Date;
 - the project has reached completion of construction;
 - the project is located in North America (with the USA most preferred);
 - the project's financial structure uses availability payments;
 - the project's debt financing included a TIFIA loan; and
 - the project's debt financing included PABs.
- (d) Equity Members' track record of submitting responsive proposals on P3 projects for which they have been shortlisted.

The information provided as required in SOQ Volume 3 will be used, as deemed appropriate by IDOT, to assist in the evaluation of the Project Finance Qualifications and Capability evaluation category.

7.3 SOQ EVALUATION PROCEDURE

IDOT anticipates utilizing one or more committees to review and evaluate the SOQs in accordance with the above criteria. External advisors may be used to support IDOT in its review of the SOQs.

At various times during the deliberations, IDOT may request additional information or clarification from an individual Respondent or may request that a Respondent 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, IDOT. If

required, follow-up interviews may be scheduled at a later date. Upon receipt of requested clarifications and additional information, if any, the SOQs will be re-evaluated to include the clarifications and additional information.

Evaluations of SOQs are subject to the discretion of IDOT and IDOT staff, in consultation with and under the oversight of the CPO regarding the procurement process, and with assistance from such advisors as IDOT may designate. IDOT will make the final selection of the Shortlisted Respondents in its sole discretion and in the best interests of the Illinois Project and the State.

7.4 CHANGES IN THE TECHNICAL APPROACH TO THE PROJECT

IDOT understands that, as Respondents, IDOT, IFA, and INDOT analyze the Illiana Corridor Project and develop optimal development and financing plans, it is likely that each Respondent's approach to development will change and evolve. IDOT wishes to encourage that evolution and continued focus by Respondents on the best transportation solutions for the Illinois Project. Accordingly, IDOT intends to use the Statement of Technical Approach only for purposes of evaluating the SOQs. Respondents may modify, alter and enhance their respective approaches to financing, development, design, construction, operations, and maintenance in conjunction with development of their Proposals, subject to compliance with the requirements of the RFP. A Respondent may not, however, change its approach to the Illinois Project in such a way that renders the SOQ a misrepresentation of the Respondent's intentions and capabilities.

7.5 CHANGES IN RESPONDENT ORGANIZATION

IDOT wants to ensure that Respondents 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 Illinois Project in an innovative, effective and efficient manner. Accordingly, IDOT will permit Respondents to add, delete, or substitute team members and reorganize the Respondent entity throughout 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 renders the Respondent's team, in IDOT's sole determination, less qualified to develop the Illinois Project. Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without IDOT's prior written consent:

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

8. COMMUNICATIONS, PUBLIC INFORMATION & ORGANIZATIONAL CONFLICTS OF INTEREST

8.1 IMPROPER COMMUNICATIONS AND CONTACTS

The following rules of contact shall apply during the procurement for the Illinois Project, effective as of the date of issuance of this RFQ through the execution of the PPA. Contact includes face-to-face, telephone, facsimile, email, or formal written communication, directly or indirectly by an agent, representative, promoter, or advocate.

The specific rules of contact are as follows:

- (a) After submittal of SOQs, no Respondent or any of its team members may communicate with another Respondent or its team members with regard to the RFQ, RFP, or either team's SOQ or Proposal; provided, however, that subcontractors that are shared between two or more Respondent teams may communicate with their respective team members so long as those Respondents establish reasonable protocols to ensure that the subcontractor will not act as a conduit of information between the teams (contact among Respondent organizations is allowed during informational meetings sponsored by IDOT);
- (b) Respondents shall correspond with IDOT regarding the RFQ and RFP only to IDOT's RFQ Procurement Contact;
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the PPA, (ii) rejection of all Proposals by IDOT, or (iii) cancellation of the procurement, no Respondent or representative thereof shall have any ex parte communications regarding the RFQ, RFP, or the procurement described herein with any IDOT, IFA, or INDOT staff, advisors, contractors, or consultants involved with the procurement or the Illiana Corridor Project, except for communications with IDOT, IFA, or INDOT consultants who have completed their services for the Illiana Corridor Project and have been released by the applicable agency(-ies), or communications expressly permitted by the RFQ or RFP, or except as approved in writing in advance by IDOT. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP, or the procurement or limit participation in public meetings or any public or Respondent workshop related to this RFQ, the RFP, or the Indiana procurement. Any Respondent engaging in such prohibited communications may be disqualified at the sole discretion of IDOT;
- (d) Respondents shall not contact the stakeholders regarding the Illinois Project or the Illiana Corridor Project generally, including employees, representatives, members, consultants, and advisors of the entities listed below, except as specifically approved in advance by IDOT in writing:
 - IDOT (except as provided herein)
 - Illinois Finance Authority

ILLINOIS DEPARTMENT OF TRANSPORTATION

- Illinois State Toll Highway Authority
- IFA and INDOT (except in accordance with any Request for Qualifications for the Indiana portion of the Illiana Corridor Project, regarding only the Indiana portion of the Illiana Corridor Project, or as otherwise provided herein)
- FHWA
- USDOT TIFIA Joint Program Office
- USDOT Secretary's Office
- USDOT Innovative Program Office
- Environmental, regulatory or permitting agencies, including US Army Corps of Engineers
- Town of Cedar Lake, IN
- Town of Lowell, IN
- City of Crown Point, IN
- West Creek Township, IN
- Cedar Creek Township, IN
- Eagle Creek Township, IN
- Elected Officials for Lake County, IN
- City of Wilmington, IL
- Village of Peotone, IL
- Village of Beecher, IL
- Village of Elwood, IL
- Village of Manhattan, IL
- Village of Monee, IL
- Village of Manteno, IL
- Village of Grant Park, IL
- Village of Channahon, IL
- Village of Crete, IL
- Village of Hazel Crest, IL
- Village of Homewood, IL
- City of Joliet, IL
- Village of University Park, IL
- Elected Officials for the Will and Kankakee Counties
- Any other Illinois and Indiana local government entities in or along Corridor B3
- Chicago Metropolitan Agency for Planning (CMAP)
- Northwestern Indiana Regional Planning Commission (NIRPC)
- Utilities in or along Corridor B3
- Railroads with railways in or crossing Corridor B3
- Conflicted firms listed in Part A, Section 8.3

IDOT, in cooperation with the IFA and INDOT, will provide any necessary coordination during the RFQ stage with appropriate stakeholders, so that, among other things, the procurement is implemented in a fair, competitive, and transparent manner and using uniform information;

- (e) Without limiting the generality of the foregoing, Respondents shall not contact any FHWA project or program office, or any representative or consultant of FHWA, regarding the TIFIA application process, credit decisions, form of term sheet, form of credit agreement, any other matter relating to the application for TIFIA credit assistance for the Illinois Project or the Illiana Corridor Project in general, any requests for a PABs allocation for the Illinois Project or the

Illiana Corridor Project in general, or any SEP-14, SEP-15, or other applications that may be submitted to FHWA or USDOT;

- (f) Any communications determined to be prohibited or improper, at the sole discretion of IDOT, may result in disqualification;
- (g) Any official information regarding the Illinois Project will be disseminated by IDOT on IDOT or Illiana Corridor Project letterhead. Any official IDOT correspondence will be in writing and signed by the RFQ Procurement Contact or his/her designee; and
- (h) IDOT will not be responsible for, and Respondents may not rely on, any oral exchange or any other information or exchange that occurs outside the official process specified herein.

8.2 FREEDOM OF INFORMATION ACT

Once submitted, SOQs become the property of IDOT, may not be returned to Respondents, and are subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 *et seq.* (the “**Illinois FOIA**”).

Information submitted by Respondents may be made available to IFA and INDOT representatives and may become subject to the Indiana Access to Public Records Act (Indiana Code 5-14-3 and relevant provisions of Indiana Code 8-15.5) (the “**Indiana APRA**”). Additionally, information submitted by Respondents may be made available to FHWA representatives. IDOT intends to follow procedures established by FHWA to avoid disclosure, to the extent possible, of such information under the federal Freedom of Information Act.

Nothing contained in this RFQ shall modify or change IDOT’s obligations under the Illinois FOIA or other applicable law.

Under Section 7 of the Illinois FOIA, certain public records may be exempt from the Illinois FOIA. This includes, but is not limited to, private information (as defined in Section 2(c-5) of the Illinois FOIA) and trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, but only insofar as this claim directly applies to the records requested under the Illinois FOIA.

A person whose request for public records is denied by IDOT, on the grounds of exemption under Section 7 or otherwise, has the right to request a review of such denial by the Public Access Counselor established in the Office of the Illinois Attorney General, in accordance with Sections 9 and 9.5 of the Illinois FOIA. A person whose request for public records is denied also has a right to judicial review of such denial pursuant to Section 11 of the Illinois FOIA.

Respondents are encouraged to familiarize themselves with the Illinois FOIA, the Indiana APRA, the federal Freedom of Information Act and any other laws and regulations applicable to the disclosure of documents submitted in connection with this RFQ and to the issue of confidentiality and public information (collectively, the “**Public Records Laws**”). IDOT will not advise a Respondent as to the nature or content of documents entitled to protection from disclosure under the Public Records Laws, as to the interpretation of such laws, or as to the definitions of proprietary, privileged, or confidential trade secrets or commercial or

financial information. The Respondent shall be solely responsible for all determinations made by it under applicable laws. Each Respondent is advised to contact its own legal counsel concerning the effect of applicable laws on that Respondent's own circumstances.

In the event of any proceeding or litigation concerning the disclosure of any SOQ, portion thereof, or related submittal, the Respondent shall be responsible for prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that IDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by IDOT in connection with any litigation, proceeding, or request for disclosure shall be reimbursed and paid by the Respondent whose SOQ or related submittal is the subject thereof.

In no event shall IDOT or any of its agents, representatives, consultants, directors, officers, or employees be liable to a Respondent or Respondent team member as a result of the disclosure of all or a portion of a SOQ submitted under this RFQ.

8.3 ORGANIZATIONAL CONFLICTS OF INTEREST

Respondents are advised that IDOT's conflicts of interest policy may preclude certain firms and their subsidiaries and affiliates from participating on a Respondent team, as determined by IDOT and/or the CPO. It is IDOT's policy that any person under contract, or previously under contract, with IDOT to prepare procurement documents, preliminary plans, planning reports, or other project development products for the Illinois Project will not be allowed to participate in any capacity on a Respondent team. Persons under contract, or previously under contract, with the IFA or INDOT with respect to the Indiana portion of the Illiana Corridor Project may also be precluded from participating on a Respondent team. Exceptions to this policy may be granted by IDOT in accordance with the process for review of potential conflicts of interest described below.

Respondents are prohibited from teaming with or receiving any advice or discussing any aspect relating to the Illinois Project, the Illiana Corridor Project in general, or this procurement of the Illinois Project with any person or entity with an organizational conflict of interest, including, but not limited to:

- Balfour Beatty, plc
- Parsons Brinckerhoff, Inc.
- Ernst & Young Infrastructure Advisors LLC
- Mayer Brown LLP
- Frost Brown Todd LLC
- KPMG LLP
- Nossaman LLP
- Ice Miller LLP
- Perkins Coie LLP
- HNTB Indiana, Inc.
- Acacia Financial Group, Inc.
- AECOM
- AeroMetric
- The alChalabi Group, Ltd
- American Structurepoint, Inc.
- American Surveying & Engineering
- Apex Consulting Engineers
- ATC Group Services, Inc.
- Boomerang Ventures, LLC
- Christopher B. Burke Engineering, LLC

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- Compass Rose Consulting, LLC
- Conveyance Group, Inc.
- Corradino, LLC
- CPS Acquisitions, LLC
- Debbie L. Morris
- DLZ Indiana LLC
- Dodd Title Corporation
- E.Valuations, LLC
- Earth Exploration, Inc.
- Eaton & Hancock Associates
- Franklin Property Matters, LLC.
- GSG Consultants, Inc.
- Hazeltine & Associate, Inc.
- Howard R. Green
- Huff & Huff, Inc.
- Images, Inc.
- J.F. New & Associates, Inc.
- K & S Engineers, Inc.
- Leitner and Associates, Inc.
- Metropolitan Abstracting Consultants, LLC
- Parsons Cunningham & Shartle Engineers, Inc.
- Professional Appraisal Services, LLC
- RWS South, Inc.
- Repp Real Estate Services, LLC
- Sanchez & Associates P.C.
- Sease, Gerig & Associates
- Specialized Land Services, Inc.
- Stankoven and Company, Inc.
- Stantec
- Steer Davies & Gleave, Inc.
- Stephen J. Christian & Associates, P.C.
- TBE Group, Inc.
- Traynor & Associates, Inc.
- Vale Appraisal Group
- Woodco Enterprises, LTD

Any entity that is a parent, affiliate, or subsidiary, at any tier, of any of the foregoing entities, or that is under common ownership, control, or management with any of the foregoing entities ("**Related Entities**" of the foregoing) may also be precluded from participating on or advising a Respondent team due to an organizational conflict of interest.

Any Respondent wishing to team with, receive advice from or discuss any aspect of the Illinois Project with one of the foregoing entities or a Related Entity of one the foregoing entities shall first submit to IDOT a request for review of the entity's potential conflict of interest. This request shall take the form of a statement disclosing all relevant facts concerning any past, present, or currently planned interests which may present an organizational conflict of interest with respect to the Illinois Project, including the facts and circumstances of the relevant entity's current or past involvement with the Illiana Corridor Project (or any portion thereof) and the nature of its proposed participation with a Respondent team with respect to the Illinois Project. Respondent shall state how the interests of such entity, including interests of any chief executives, directors, or key personnel thereof, may result in, or could be viewed as, an organizational conflict of interest. Respondent's request shall specifically disclose whether the relevant entity at any time (a) was involved in the preparation of procurement documents, technical criteria, or evaluation criteria for the Illiana Corridor Project or any portion thereof (including the Illinois Project), or any other P3 project; or

(b) participated in meetings or conference calls with IDOT or with IDOT's legal advisors or financial advisors related to the Illinois Project.

Based upon a review of the information submitted, IDOT, with the concurrence of the CPO, will determine whether the entity will be precluded from participating on or advising the Respondent team due to an actual or potential conflict of interest under applicable law and/or IDOT's conflict of interest policy. If the entity's participation is permitted, IDOT, with the concurrence of the CPO, may identify any actions that must be taken to avoid, neutralize, or mitigate the conflict.

Respondents are advised that other IDOT, IFA, and INDOT consultants working on the Illinois Project or the Illiana Corridor Project in general may have an organizational conflict of interest. Respondents are encouraged to review the policy and applicable laws and discuss potential conflicts of interest with prospective team members and consultants.

Respondents are also advised that IDOT's conflicts of interest policy is intended to augment applicable federal and state law, including, but not limited to, federal organizational conflict of interest laws and rules (including 23 CFR § 636.116) and the laws and rules relating to NEPA. Such applicable law will also apply to Respondent teams and teaming and may preclude certain firms and their entities from participating on a Respondent team.

By submitting its SOQ, each Respondent agrees that, if an organizational conflict of interest is thereafter discovered, the Respondent must make an immediate and full written disclosure to IDOT that includes a description of the action that the Respondent has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Respondent knew or should have known about, but did not disclose, is determined to exist during the procurement process, IDOT may, at its discretion and in consultation with the CPO, disqualify the Respondent. If an organizational conflict of interest that the Respondent knew, or should have known about, but did not disclose, exists, and the Respondent has entered into a PPA as the Developer, IDOT may, at its sole discretion and in consultation with the CPO, terminate the PPA. In either case, IDOT shall avail itself of any remedies it may have at law.

8.4 LIMITATIONS ON RESPONDENT TEAM MEMBERSHIP

8.4.1 PREQUALIFICATION REQUIREMENTS

(a) Generally

Consistent with the Illinois Illiana Procurement Rules, Shortlisted Respondent teams are expected, except to the extent expressly provided in this RFQ, to satisfy the prequalification rating requirements for the Illinois Project specified by IDOT herein and become prequalified by IDOT no later than the deadlines indicated in this Part A, Subsection 8.4.1. Firms not already prequalified by IDOT are advised to initiate the application process as soon as practical after reviewing the prequalification requirements set forth in this RFQ.

Generally, the prequalification process involves submission of (i) an application form consisting of, among other things, questions regarding firm and individual experience and equipment and (ii) financial information. This process may take up to eight weeks, but may potentially take less time.

No SOQ will be invalidated by IDOT if any Respondent team member has not obtained the appropriate prequalification rating as of the SOQ Due Date.

(b) IDOT Requirements for Engineering Team Members (Design)

The Lead Engineering Firm (see definition in Part D) and any other Respondent team members that will perform engineering/design work must be prequalified by IDOT prior to the Proposal Due Date (as defined in the RFP). Each member of the Shortlisted Respondent's engineering team (i.e., the Lead Engineering Firm and all subconsultant firms) must be prequalified by IDOT for the relevant prequalification categories of work ("**CWs**") in which the firm will perform engineering services.

In addition, each Shortlisted Respondent must have at least one member on its engineering team that is prequalified by IDOT for each of the CWs listed below. This means that the engineering team, as a whole, covers all of the following CWs (not that each team member is prequalified in every category).

- Highways (Freeways)
- Structures (Highway: Advance Typical)
- Special Plans (Traffic Signals)
- Special Plans (Lighting: Typical)
- Geotechnical Services (Structure Geotechnical Reports – SGR)
- Special Services (Surveying)
- Special Services (Landscape Architecture)
- Special Services (Construction Inspection)
- Special Services (Quality Assurance Testing)

Firm prequalification requirements for these CWs include having experienced, full-time professionals who are registered and/or licensed in accordance with State law. International and domestic professional engineering/design firms interested in participating in the Illinois Project that do not have the requisite registered and/or licensed professionals within their firm are strongly encouraged to contact Carrie Kowalski as specified in Paragraph (d) below.

(c) IDOT Requirements for Construction Team Members

The Lead Contractor (see definition in Part D) must be prequalified by IDOT prior to the Proposal Due Date (as defined in the RFP) in at least one of the below-listed CWs. Certain other members of the Respondent's team that will perform construction work may also be required to be prequalified. Additional details regarding construction team prequalification requirements will be provided in the RFP.

In addition, each Shortlisted Respondent must have at least one member on its construction team that is prequalified by IDOT for each of the below-listed CWs. This means that the construction team, as a whole, covers all of the listed CWs (not that each team member is prequalified in every category).

The required construction CWs are as follows:

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- Structures (Highway)
- Structures (Railroad)
- Structures (Waterway)
- Earthwork
- Either Portland Cement Concrete (PCC) Paving or Hot-Mix Asphalt (HMA) Plant mix, as applicable
- Drainage

To the extent a Shortlisted Respondent's design for the Illinois Project does not contemplate the performance of one of the above-listed CWs, prequalification in that CW will not be required.

Lower-tier construction subcontractors generally will not be required to be prequalified by IDOT (except to the extent that the subcontractor is satisfying an above-listed CW prequalification requirement for the Respondent team). However, all construction subcontractors will be required to register with IDOT as a subcontractor prior to the start of construction work. For information on becoming a registered subcontractor, please see the following website: <http://www.dot.il.gov/const/subreg.html>.

(d) Prequalification Assistance

Respondents can obtain assistance with the engineering/design prequalification process from Carrie Kowalski, Consultant Unit Chief, IDOT Bureau Design and Environment, at (217) 782-6916 or carrie.kowalski@illinois.gov. For assistance with the prequalification and/or registration process for construction team members, Respondents may contact Michael Copp, Prequalification Engineer, IDOT Bureau of Construction, at (217) 782-3413 or michael.copp@illinois.gov. RFCs regarding this Part A, Subsection 8.4.1 and IDOT's prequalification requirements for the Illinois Project must be submitted to the RFQ Procurement Contact in accordance with Part A, Section 5.5.

8.4.2 PARTICIPATION ON MORE THAN ONE RESPONDENT TEAM

In order to ensure a fair and competitive procurement process, Equity Members, Lead Firms (see definitions in Part D), legal and financial advisors of a Respondent team with respect to the Illinois Project, and Related Entities of the foregoing are forbidden from participating, in any capacity, on another Respondent team during the course of the Illinois procurement. The foregoing prohibition does not apply to Major Non-Equity Members of a Respondent team that are not a Lead Firm.

If a Respondent is not short-listed as part of the RFQ evaluation process, the members of the unsuccessful Respondent team (including Equity Members and Major Non-Equity Members) are thereafter free to participate on Shortlisted Respondent teams, subject to the requirements of Part A, Sections 7.5 and 8.3.

Any Respondent that fails to comply with the prohibition contained in this Part A, Section 8.4 may be disqualified from further participation in this procurement.

9. PROTEST PROCEDURES

9.1 APPLICABILITY

This Part A, Section 9 sets forth the exclusive protest remedies available with respect to this RFQ and prescribes exclusive procedures for protests regarding:

- (a) allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed IDOT's authority;
- (b) a determination as to whether a SOQ is responsive to the requirements of the RFQ or passes the pass/fail criteria set forth in this RFQ; and
- (c) shortlisting determinations.

9.2 REQUIRED EARLY COMMUNICATIONS FOR CERTAIN PROTESTS

Protests concerning the issues described in Part A, Section 9.1(a) may be filed only after the Respondent has informally discussed the nature and basis of the protest with IDOT and the CPO in accordance to the procedures prescribed in this Part A, Section 9.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the CPO, with a copy delivered to the RFQ Procurement Contact. The written request shall include an agenda for the proposed one-on-one meeting. The CPO and IDOT will meet with the Respondent as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, IDOT may, in its discretion and/or with the consultation of the CPO, make appropriate revisions to the RFQ documents by issuing addenda.

9.3 DEADLINE FOR PROTESTS

- (a) Protests concerning the issues described in Part A, Section 9.1(a) must be filed as soon as the basis for the protest is known, but no later than 14 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.
- (b) Protests concerning the issues described in Part A, Section 9.1(b) must be filed no later than five business days after receipt of the notification of non-responsiveness or failure.
- (c) Protests concerning the issues described in Part A, Section 9.1(c) must be filed no later than 10 calendar days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

9.4 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 and timeliness of the protest. The protest shall also include the name and address of the protestor and the identification of the RFQ. Statements shall be sworn and submitted under penalty of perjury.

9.5 FILING OF PROTEST

Protests shall be submitted in an envelope clearly labeled “Protest”, delivered by hand or express courier on or before the deadline to the attention of the CPO at the Illinois Department of Transportation, Hanley Building, Room 200, 2300 South Dirksen Parkway, Springfield, Illinois, 62764, with copies to the RFQ Procurement Contact and to IDOT’s Chief Counsel at the Illinois Department of Transportation, Hanley Building, Room 313, 2300 South Dirksen Parkway, Springfield, Illinois, 62764. For any protests filed after the SOQ Due Date, the Respondent filing the protest shall concurrently provide a copy of the protest to the other Respondents, whose addresses may be obtained by contacting the CPO.

9.6 COMMENTS FROM OTHER RESPONDENTS

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

9.7 BURDEN OF PROOF

The protestant shall have the burden of proving its protest by clear and convincing evidence. The CPO and/or IDOT may, in their discretion, discuss the protest with the protestant and other Respondents in accordance with applicable law. No hearing will be held on the protest. The protest shall be decided on the basis of written submissions.

9.8 DECISION ON PROTEST

The CPO or his or her designee will issue a written decision regarding the protest within 30 calendar days after the filing of the detailed statement of protest. The final written decision of the CPO shall be final and non-appealable.

If necessary to address the issues raised in a protest, IDOT may, in its discretion and/or with the consultation of the CPO, make appropriate revisions to this RFQ by issuing addenda.

9.9 PROTESTANT’S PAYMENT OF COSTS

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

9.10 RIGHTS AND OBLIGATIONS OF RESPONDENTS

Each Respondent, by submitting its SOQ, expressly recognizes and agrees to the limitation on its rights to protest provided in this Part A, Section 9, expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive.

If a Respondent disregards, disputes, or does not follow the exclusive protest remedies provided in this Part A, Section 9, it shall indemnify and hold IDOT, the CPO, and their officers, employees, agents, and consultants, harmless from and against all liabilities, fees, and costs, including legal and consultant fees

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and costs, and damages incurred or suffered as a result of such Respondent's actions. Each Respondent, by submitting a SOQ, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

10. RESERVATION OF RIGHTS

In connection with this procurement, IDOT reserves to itself all rights (which rights shall be exercisable by IDOT in its sole discretion) available to it under the Illinois Illiana P3 Act and other applicable law, including without limitation, with or without cause and with or without notice, the right to:

- Modify the procurement process to address applicable law and/or the best interests of the Illinois Project, IDOT, the State, and/or the Illiana Corridor Project.
- Modify the procurement process described herein to address any concerns, conditions, or requirements of FHWA or any other federal agency.
- Modify the procurement process described herein to address any concerns of the IFA or INDOT.
- Issue addenda, supplements, and modifications to this RFQ.
- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by IDOT of a PPA, without incurring any cost obligations or liabilities (except for any payment for work product required in accordance with the RFP).
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Modify all dates set or projected in this RFQ.
- Modify the scope of the work being procured during the procurement process.
- Add or delete Respondent responsibilities from the information contained in this RFQ or any subsequent RFP.
- Reject any and all submittals, responses, and SOQs received at any time.
- Terminate evaluations of responses received at any time.
- Appoint evaluation committees to review SOQs and make recommendations and seek the assistance of outside technical, financial, and legal experts and consultants in SOQ evaluation.
- Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- Waive deficiencies in a SOQ, accept and review a non-conforming SOQ, or permit clarifications or supplements to a SOQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Not shortlist any Respondent responding to this RFQ.
- Not issue an RFP.
- Negotiate with an Offeror without being bound by any provision in its SOQ or Proposal.
- Disqualify any Respondent or Offeror that changes its submittal without IDOT approval.

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- Disqualify any Respondent or Offeror under this RFQ or the RFP, or during the period between the RFQ and RFP, for violating any rules or requirements of the procurement set forth in this RFQ, the RFP, or in any other communication from IDOT.
- Add to the shortlist of Respondents any Respondent that submitted an SOQ in order to replace a previously Shortlisted Respondent that withdraws or is disqualified from participation in this procurement.
- Develop the Illinois Project, including any portion thereof, and/or the Illiana Corridor Project, including any portion thereof, in any manner that it, in its sole discretion, deems necessary. If IDOT is unable to negotiate a PPA to its satisfaction with the Preferred Offeror, IDOT may negotiate with the next highest rated Offeror, terminate this procurement and pursue other development or solicitations relating to the Illiana Project or the Illiana Corridor Project, or exercise such other rights under the Illinois Illiana P3 Act and other provisions of Illinois law as it deems appropriate.
- Suspend and terminate PPA negotiations at any time, elect not to commence PPA negotiations with any responding Offeror, and engage in negotiations with other than the highest ranked Offeror.
- Not issue any notice to proceed after execution of the PPA.
- Not pursue a TIFIA credit approval, a PAB allocation or pursue financing for the Illinois Project and/or the Illiana Corridor Project on behalf of Respondents or otherwise.
- Develop some or all of the Illinois Project and/or the Illiana Corridor Project.
- Exercise any other right reserved or afforded to IDOT under this RFQ or applicable laws.

This RFQ does not commit or bind IDOT, the IFA, INDOT, or any agency or instrumentality of either State, to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A, Section 5.3, IDOT and the State of Illinois 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 Respondent and Offeror.

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

PART B
CONTENT OF STATEMENT OF QUALIFICATIONS

SOQ ORGANIZATION

Respondents 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	Respondent Information
	(1) Forms B-1 and B-2
	(2) Information Regarding Equity Members and Major Non-Equity Members
	(a) The Respondent
	(b) Equity Members
	(c) Major Non-Equity Members
Section D	Form C – Certifications and Disclosures
Section E	Legal Qualifications
Volume 2 – Technical Information	
Section A	Executive Summary
Section B	Technical Qualifications
	(1) Project Technical Experience
	(a) Relevant Experience (Forms D-1, D-2 and D-3)
	(b) Detailed Project Descriptions
	(2) Key Personnel
	(a) Key Personnel Qualifications
(3) Management Structure	
Section C	Statement of Technical Approach
Volume 3 – Project Finance Experience	
Section A	Relevant Experience
Section B	Detailed Project Descriptions
Volume 4 – Financial Information	
Section A	Financial Statements
Section B	CFO Certificate
Section C	Bankruptcy/Insolvency Proceedings

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Section D	Equity Funding Letter
Section E	Surety Letter
Volume 5 – Confidential Information (optional)	

1. VOLUME 1 – GENERAL INFORMATION

Volume 1 of the SOQ shall contain the following:

Section A Form A – Transmittal Letter

A duly authorized official of the Respondent must execute the transmittal letter in blue ink. For Respondents that are (or are expected to be) joint ventures, partnerships, limited liability companies, or other associations, the transmittal letter shall have appended to it letters on the letterhead stationery of each Equity Member, executed in blue ink 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 Respondent team.

Section B Confidential Contents

SOQ Volume 1 shall contain a page, executed by the Respondent, that sets forth an index of specific items in each SOQ Volume (and the section, subsection, and page numbers within the SOQ at which such items are located) that the Respondent deems trade secrets or commercial or financial information that are proprietary, privileged, or confidential, disclosure of which would cause competitive harm to the person or business, as protected from disclosure by Section 7(g) of the Illinois FOIA (as described in Part A, Section 8.2).

Alternatively, Respondent may provide in a separate SOQ Volume 5 those specific items which the Respondent deems trade secrets or commercial or financial information that are proprietary, privileged, or confidential, disclosure of which would cause competitive harm to the person or business, as protected from disclosure by Section 7(g) of the Illinois FOIA; provided, however, that if the Respondent submits such an SOQ Volume 5, the Respondent must also (i) include a "placeholder" statement within the SOQ where such information would have been located if it had not been confidential, as otherwise required by Part B of this RFQ, and (ii) provide in SOQ Volume 1 a page, executed by the Respondent, that sets forth an index of confidential items provided in SOQ Volume 5, identifying all such items by SOQ volume, section, subsection, and page number of the placeholder statement.

Blanket designations that do not identify the specific information shall not be acceptable.

Notwithstanding the foregoing, the index required under this Section 1(B) is intended to provide input to IDOT as to the confidential nature of a Respondent's financial information; provided, however, that in no event shall such list be binding on IDOT, determinative of any issue relating to confidentiality or a request under the Public Records Laws (as described in Part A, Section 8.2), or override or modify the provisions of Illinois FOIA or IDOT's responsibilities thereunder. As described in Part A, Section 8.2, denials of public records requests under Illinois FOIA may be subject to review by the Public Access Counselor established in the Office of the Illinois Attorney General and/or may be subject to judicial review.

Section C Respondent Information

(1) Forms B-1 and B-2

Provide a completed Form B-1 for the Respondent. If Respondent anticipates that operations and maintenance work required under the PPA will be self-performed by the Developer, Respondent shall indicate as such on Respondent's Form B-1, listing such Equity Member(s) as the Respondent's "Lead Maintenance and Operations Firm" for the purpose of this RFQ.

Provide an executed original of Form B-2 for the Respondent, each Equity Member, each Affiliate completing Form E (if any), each Guarantor (if any), and each Major Non-Equity Member, and including all Lead Firms. ***Respondents are advised that Form B-2 may be released to the public and media.***

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

The information submitted in response to this Paragraph (2) shall be limited to a maximum of one page each for the Respondent, each Equity Member and each Major Non-Equity Member (including all Lead Firms).

(a) The Respondent

Identify the legal name of the Respondent. If the name is a "doing business as" or "DBA," identify underlying names. If the Respondent entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name (if any) or a temporary name for the Respondent, and describe the expected timing for creating a legal entity for the Respondent. Identify the legal name and nature of the Respondent and the state within which it was organized, or for Respondents that have not formed a legal entity yet, identify the proposed legal name and nature of the Respondent and the state within which Respondent expects to organize the entity.

Identify a sole point of contact and include the following information: individual's name, title, address, telephone and fax numbers, and email address.

If the Respondent is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated).

(b) Equity Members (and Applicable Guarantors)

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

If any Equity Member is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated).

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

Identify each Major Non-Equity Member of the Respondent 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 Lead Firm is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated).

Section D Form C – Certification

Provide an executed original of Form C for the Respondent, each Equity Member, each Lead Firm, and each Guarantor (if any).

Section E Legal Qualifications

The following information regarding legal issues affecting the Respondent, Equity Members, Lead Firms, and Guarantors shall be submitted.

With respect to the information solicited in this Part B, Section 1(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 sole discretion of IDOT, 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 Respondent to carry out the Illinois Project and its obligations under a PPA.

(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 those projects listed pursuant to Part B, Section 2(B) or Section 3;

in which the Respondent (or any other organization that is under common ownership with the Respondent), 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 such instance, identify an owner's representative with a current telephone number and email address.

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(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 North America with a contract value in excess of \$100 million;

involving a claim or dispute between the public owner and the Respondent (or any other organization that is under common ownership with the Respondent), 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, Section 2(B) or Section 3 involving an amount in excess of \$100,000, regardless of the contract value, whether the dispute occurred during the past five years on a transportation project in North America, or involved the same organization that is on the Respondent's team.

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

2. VOLUME 2 – TECHNICAL INFORMATION

Volume 2 of the SOQ shall contain the following:

Section A Executive Summary

Provide an Executive Summary not exceeding 10 pages, written in a non-technical style and containing sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Respondent's SOQ and its ability to satisfy the financial and technical requirements of the Illinois Project.

Section B Technical Qualifications

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

The following general rules apply to the information sought below:

- For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information provided shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.
- For projects/contracts listed for construction firms that were procured using the traditional design-bid-build delivery method (as opposed to, for example, design-build contracts), the information provided shall be limited only to the construction contract, rather than any design or operations and maintenance contract where such entity had limited or no involvement.
- Respondents are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, IDOT may elect to exclude the experience represented by that project in determining the Respondent's qualifications.
- For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to Part B, Section 2(B)(1), the Respondent may, but is not required to, provide a brief description of such entity's qualifications and experience in performing the role that the Respondent proposes to allocate to them.

(1) Project Technical Experience

(a) Relevant Experience (Forms D-1, D-2 and D-3)

The SOQ shall contain completed Forms D-1, D-2, and D-3. Project descriptions for each of the projects listed in Forms D-1, D-2 and D-3 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 best meeting the evaluation criteria set forth in Part A, Section

7.2.1. Only list transportation projects with a construction value of \$200 million or more, on which the Lead Engineering Firm has worked within the past 10 years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- a. Highway or roadway projects;
- b. Projects located in North America (with the USA most preferred);
- c. Projects that have reached completion or substantial completion;
- d. Experience with design-build and/or P3 contracting with a design-build component;
- e. Experience in design coordination for large, complex projects with multiple stakeholders; and
- f. Experience in delivering additional scope in a limited funds environment through innovative means.

2. **Form D-2: Technical Experience – Lead Contractor:** Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A, Section 7.2.1. 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. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- a. Highway or roadway projects;
- b. Projects located in North America (with the USA most preferred);
- c. Projects that have reached completion or substantial completion;
- d. Experience with design-build and/or P3 contracting with a design-build component;
- e. Experience in managing construction for large complex projects with multiple stakeholders and/or a demanding schedule; and
- f. Experience in delivering additional scope in a limited funds environment through innovative means.

3. **Form D-3: Technical Experience – Lead Operations and Maintenance Firm:** Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A, Section 7.2.1. Only list transportation projects on which the Lead Operations and Maintenance Firm has worked within the past seven years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- a. Highway or roadway projects;
- b. Projects with a construction value of \$100 million or more;
- c. Projects located in North America;
- d. Experience with DBFOM contracting; and

- e. Experience in managing operations and maintenance in coordination with operators of adjacent facilities.

If Respondent anticipates that operations and maintenance work required under the PPA will be self-performed by the Developer, Respondent shall indicate as such on Respondent's Form B-1, listing such Equity Member(s) as the Respondent's "Lead Maintenance and Operations Firm" for the purpose of this RFQ. In such case, Respondent shall complete Form D-3 by listing projects for which the relevant Equity Member(s) self-performed operations and maintenance work and which evidence comparable technical experience meeting the criteria described above.

Forms D-1, D-2, and D-3 shall list only projects for which the corporate entity (company, joint venture, partnership, or consortium) providing the engineering, construction, or operations and maintenance experience is, respectively, (i) the Lead Engineering Firm, Lead Contractor, or Lead Operations and Maintenance Firm itself, (ii) a controlled subsidiary of such Lead Firm, or (iii) if the Lead Firm is a joint venture, partnership, or consortium, a member of such entity that will perform at least 30% of the relevant work under the PPA or a controlled subsidiary of such member.

An entity described in clause (i), (ii), or (iii) above may rely on experience on projects in which such entity was ultimately responsible for at least 30% of the relevant experience, including where such experience is derived through such entity's participation in a joint venture, partnership or consortium for the project. Project experience provided by a parent or sister company of a Lead Firm will not be considered responsive to this RFQ. Notwithstanding the foregoing, project experience of a parent company will be considered responsive if (a) such parent company serves as a Guarantor providing a guarantee (in a form acceptable to IDOT in its discretion) covering the performance obligations of such Lead Firm, and (b) such Lead Firm has equal access to the resources of the parent company necessary to perform the work required of that Lead Firm under the PPA. In the event that a parent company serves as a Guarantor in accordance with the foregoing sentence, the Respondent shall submit such information for the proposed Guarantor as would be required of the Lead Firm (in addition to the information submitted with respect to such Lead Firm).

(b) Detailed Project Descriptions

The SOQ shall include detailed narrative project descriptions for each project listed on Forms D-1, D-2, and D-3. Each project description shall be provided on 8-1/2" x 11" sized white paper and shall be a maximum of two pages. The 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 7.2.1. With respect to the descriptions of the operations and maintenance projects, the description should specify the type of payment mechanism or type of revenue used by the project owner to pay the company and explain why the experience the company gained on the project is relevant.

The project descriptions should be provided in the following order:

1. Lead Engineering Firm
2. Lead Contractor
3. Lead Operations and Maintenance Firm

(2) Technical Key Personnel Qualifications

Respondents are required to identify and provide separate resumes for all Key Personnel, whose qualifications and experience will be evaluated as described in Part A, Section 7.2.1.

Except as otherwise provided, Key Personnel may be employed by: (a) an Equity Member or Lead Firm itself; (b) a controlled subsidiary of such Equity Member or Lead Firm; (c) if the Lead Firm is a joint venture, partnership, or consortium, a member of such entity that will perform at least 30% of the relevant work or a controlled subsidiary of such member; (d) a parent company of an Equity Member; or (e) a parent company of a Lead Firm, if such parent company serves as a Guarantor.

(a) List of Key Personnel

Key Personnel shall be named by position and firm affiliation in a list printed on a separate 8-1/2” x 11” sized white paper as follows:

Position	Description
Project Manager	Responsible for leading the Developer’s efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer, including safety and environmental compliance. Assigned to the Illinois Project full-time and co-located / on-site until final acceptance of construction of the Illinois Project.
Design Manager	Responsible for ensuring that the overall Illinois Project design is completed and design criteria requirements are met.
Construction Manager	Responsible for ensuring that the Illinois Project is constructed in accordance with the Illinois Project requirements. Assigned to the Illinois Project full-time and co-located/on-site until substantial completion of the Illinois Project.
Quality Manager	Responsible for the overall design, construction, and life-cycle quality of the Illinois Project, implementing quality planning and training, and managing the team’s quality management processes. Independent of Lead Contractor and has the authority to stop work.
O&M Manager	Prior to commencement of service on the Illinois Project, responsible for maintenance during construction. After service commencement, responsible for overall operation, design, construction, maintenance, and contract administration matters on behalf of the Developer, including safety and environmental compliance, in compliance with the Developer’s O&M obligations under the PPA.

Only one individual shall be designated to fill each position.

(b) Key Personnel Resumes

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

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A minimum of three individual projects shall be provided for 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 project number (if any) and dates of work performed on the project. 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 (a) that project manager is not employed by an entity making up the Respondent's team and (b) an alternative contact at the owner / agency that played a leadership role for the owner and is familiar with the project is also provided. IDOT may elect to use the information provided to inquire about the individual's experience.
- (ii) Description of the work or services provided and role 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 defined in Part A, Section 7.2.1 and how it will provide value to IDOT if the Respondent is selected.
- (iv) Relevant licensing and registration (copies of licenses and/or application for licenses where 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 Respondent's teaming arrangements and its management structure. The narrative should include at a minimum a discussion of the following:

- How the Respondent will institutionally operate, particularly in light of the complexity and phasing of project development;
- The experience of team members working together on other projects and the results of that experience; and
- How the management structure will facilitate the management of Illinois Project risks, resolve issues, and work with IDOT to achieve timely delivery of a high-quality Illinois Project.

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

- Organization chart showing the Respondent's Equity and Major Non-Equity Members (and any Guarantor, if applicable). Indicate the percentage of shareholding among the Equity Members.
- Organization chart showing the Respondent's management structure and "chain of command" with Key Personnel shown together with any other relevant personnel the Respondent 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 Illinois Project. Respondents may submit separate organizational charts for the construction period and the operation and maintenance period of the Illinois Project, if needed.

Section C Statement of Technical Approach

Provide a narrative statement of the Respondent's technical approach to design, construct, operate, and maintain the Illinois Project. This statement should include:

- (1) An overview of the Respondent's general approach to the design, construction, operations, and maintenance management of the Illinois Project, including a discussion of Respondent's project management approach in relation to the Illinois Project's scope and complexity; plan to obtain and commitment of resources; life cycle cost analysis and alternatives; and self-performance or subcontracting of operations and maintenance activities (including whether the full operations and maintenance scope of the Illinois Project will be passed down for the entire term of the PPA through a back-to-back subcontract);
- (2) A description of the Respondent's general approach to traffic management, health and safety, permit procurement, utility relocation and adjustment services, railroad coordination, environmental protection, and public relations;
- (3) An overview of the project-specific risks with the development, design, and construction of the Illinois Project identified by the Respondent, and a description of the Respondent's general approach to addressing risks;
- (4) A description of any proposed or potential project innovations, including potential alternative concepts, which can be used to maximize available funding and deliver a high-quality, cost-effective Illinois Project;
- (5) A description of the Respondent's general approach to advancing project development, project oversight, quality control/assurance, and P3 contracting, including how the Respondent team anticipates allocating responsibilities among its team members and managing relationships with IDOT, INDOT, the developer for the Indiana portion of the Illiana Corridor Project, and other third parties, in order to achieve successful delivery of the Illinois Project; and
- (6) A description of the Respondent's general approach to subcontracting and subconsulting (including integration and management of subcontractors and subconsultants), workforce diversity, and local community relationships, for the Illinois Project and for past projects.

The Statement of Technical Approach may be no longer than twelve pages.

3. VOLUME 3 – PROJECT FINANCING QUALIFICATIONS

Volume 3 of the SOQ shall contain the following:

Section A Relevant Experience (Form E)

The SOQ shall contain each of the Tables in Form E completed by the Respondent's Equity Members in accordance with the instructions on the Form. The Form E will reflect each Equity Member's track record and experience proposing on and acting as an equity investor in DBFOM or other P3 projects requiring private financing from the project developer.

Respondents may list on Form E the experience of any Equity Member who will directly or indirectly be an equity owner of the ultimate Developer. An Equity Member may include the project financing experience of an Affiliate only if it provides, as an attachment to this Form, a certification from the chief executive (or similar) officer of the Affiliate that confirms: (i) the ownership or management structure, as applicable, that creates the relationship between the Equity Member and the Affiliate and (ii) the Affiliate's willingness and ability to provide human resources and other professional support to the Equity Member, as needed, for the Equity Member to successfully submit a responsive Proposal and satisfy its obligations in respect of the Illinois Project.

Section B Detailed Project Descriptions

As an attachment to Form E, the SOQ shall include narrative project descriptions for at least three and up to four of the most relevant project financing experiences listed in Table 1 of Form E. The attachment shall be a maximum of three pages, provided on separate 8-1/2" x 11" sized white paper. The 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 7.

4. VOLUME 4 – Financial Statements

Volume 4 of the SOQ shall contain the following:

Section A Financial Statements

Provide financial statements for each of the following entities, as applicable, for the three most recent fiscal years:

- the Respondent and all Equity Members, as applicable;
- the Lead Contractor (and if the Lead Contractor is a joint venture (unincorporated or incorporated), all entities comprising the joint venture);
- the Lead Operations and Maintenance Firm, if the Developer is anticipated to pass down the full operations and maintenance scope of the Illinois Project to the Lead Operations and Maintenance Firm for the entire term of the PPA through a back-to-back subcontract; and
- Any parent company or affiliate of an entity comprising the Respondent, Equity Member, Lead Contractor, or Lead Operations and Maintenance Firm that will provide financial support to such entity (each, a “**Guarantor**”), as may be required. (If the Guarantor is a parent company of the relevant entity, provide only financial statements on a consolidated basis for the parent company entity (i.e., not two sets of financial statements for each of the parent company and the relevant subsidiary entity).) If a Respondent submits financial statements of a Guarantor, it must also provide Forms B-2 and C completed by the Guarantor in accordance with the instructions herein.

Information related to the Guarantor will be used solely for the purpose of evaluating a Respondent’s, Equity Member’s, Lead Contractor’s, or Lead Operations and Maintenance Firm’s, as applicable, financial strength and capability. This is not an indication of the ultimate security requirements for the Project. IDOT understands that the Respondent’s or Lead Contractor’s provision of guaranties will also be determined by financing parties and rating agencies.

“**Financial statements**” include the following:

- opinion letter (auditor’s report);
- balance sheet;
- income statement;
- statement of cash flow; and
- footnotes.

Submissions of financial statements must comply with the following requirements:

- (a) Audited Financial Statements: Financial statements must be audited by a certified public accountant. If audited financial statements are not available for any entity, provide unaudited

financial statements for such entity, certified as true, correct and complete by its chief financial officer or a similar officer.

- (b) Accounting Standards: If a Respondent provides financial statements that are prepared in accordance with principles other than generally accepted accounting principles used in the United States (“**US GAAP**”) or International Financial Reporting Standards (“**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 US GAAP or IFRS. IDOT reserves the right to request clarification or additional information, as needed, in order to facilitate its review of any financial statements that are not prepared in accordance with US GAAP or IFRS.
- (c) New Entities: If the entity providing the financial statements is a newly formed entity and does not have independent financial statements, the entity shall expressly state that it is a newly formed entity and does not have independent financial statements meeting the requirements above and shall provide financial statements otherwise consistent with those required hereby for each of its shareholders/equity members.
- (d) SEC Filings: If the Respondent, any member of the Respondent or any other entity for whom financial statements are submitted files reports with the U.S. Securities and Exchange Commission, then the Respondent must provide electronic links to the most recently filed Forms 10-K, 10-Q and 8-K for all such reporting entities.
- (e) English/U.S. Dollar: Information in the financial statements must be provided in English and U.S. Dollars, as applicable. If financial statements are prepared in a language other than English, an English translation must be provided. If financial statements are converted from a foreign currency into U.S. Dollars, the conversion method(s) must be explained in an attachment. Footnotes to financial statements need not be converted to U.S. Dollars.
- (f) Format: In addition to all other electronic information requested in this RFQ, each Respondent must submit a copy of all financial statements electronically in searchable PDF format on one or more CDs, DVDs or on a USB flash drive.

Section B CFO Certificate

Provide a certificate (“**CFO Certificate**”) from each of the following entities: (1) the Respondent; (2) all Equity Members; (3) the Lead Contractor (and if the Lead Contractor is a joint venture (unincorporated or incorporated), all entities comprising the joint venture); (4) the Lead Operations and Maintenance Firm, if and only if the Developer is anticipated to pass down the full operations and maintenance scope of the Illinois Project to the Lead Operations and Maintenance Firm for the entire term of the PPA through a back-to-back subcontract; and (5) each Guarantor (if any).

Each CFO Certificate must be signed by the chief financial (or equivalent) officer of the relevant entity, dated the date of the SOQ submission and confirm the following information:

- (1) Credit Ratings: The most recent credit rating(s) by the major credit rating agencies (i.e., Moody’s, S&P, and Fitch) (if any) for the debt of the relevant entity. If the relevant entity’s debt is not rated by any such rating agency, include a certification to that effect.

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- (2) Bankruptcy/insolvency proceedings: Information regarding any voluntary or involuntary proceeding commenced by or against the relevant entity within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debt. If there are no such proceedings, include a certification to that effect.
- (3) Material Changes in Financial Conditions: Information regarding material changes in the financial condition of the relevant entity for the three-year period prior to the SOQ submission date and as projected for the next fiscal quarter. If no material change has occurred and none is pending, include a certification to that effect.

Information regarding any material change that has occurred, or is projected, must include, at a minimum:

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

Estimates of the impact on revenues, expenses and the change in equity must be provided separately for each material change. References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes. Where a material change will have a negative financial impact, the affected entity must describe measures that would be undertaken to insulate the Illinois Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.

If its financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity must describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

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

- An event of default or bankruptcy involving the affected entity, its parent company or Guarantor, or any of its controlled subsidiary or other affiliates.
- A change in the tangible net worth of 10% or more of shareholder equity.

- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Guarantor.
 - A change in credit rating for the affected entity or its parent company or Guarantor.
 - Inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Guarantor 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.
 - In the current and three most recent completed fiscal years, the affected entity or its parent company or Guarantor 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.
- (4) Guarantor Support: To the extent that a CFO Certificate is from a Guarantor, confirmation of such Guarantor's intention to support the Respondent, Equity Member, or Lead Contractor, as applicable, with the financial support and human resources needed by such entity to successfully satisfy its obligations in respect of the Illinois Project, including to complete construction of the Illinois Project.

Section C – Bankruptcy / Insolvency Proceedings

Provide detailed information regarding any voluntary or involuntary proceeding commenced within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debt, in respect of each of the Respondent's Lead Firms, excluding those that have provided CFO Certificates in SOQ Volume 4, Section B.

Section D – Equity Funding Letter

Provide a letter from each Equity Member containing the following information to indicate its ability to provide equity capital for the Illinois Project and maintain its equity investment in accordance with the contractual and financial structure contemplated for the Illinois Project:

- (1) If the Equity Member is an investment fund, the letter must be signed by the fund's authorized signatory and include, at a minimum:
 - (a) Approval Process: An overview of the approval process required to commit to and fund the required equity commitment. This section should describe any required board, investment committee, or other formal approvals needed and an indicative schedule for securing those approvals.
 - (b) Funding Vehicle: The name and ownership structure of the investment fund that will provide the funds for the equity investment in the Illinois Project (the "**Funding Vehicle**"). Respondents should note that investment funds that (1) are anticipated to be created but do not exist as of

- the SOQ submission date or (2) have no or insufficient investment capacity as of the SOQ submission date will not be considered unless a Guarantor is also proposed for such investment fund and all information requirements applicable to Guarantors in this RFQ are satisfied.
- (c) Investment Capacity: Supplemental information (as needed) to the financial statements of the Funding Vehicle as evidence of its investment capacity for the Illinois Project.
 - (d) Investment Criteria: Confirmation that the Illinois Project meets all of the investment policy requirements of the Funding Vehicle (e.g., is an approved project, does not contradict any capital allocation policy) and is consistent with its investment objectives. This should include acknowledgement that: (1) the Illinois Project is a greenfield highway, (2) the financial structure will be based on availability payments, and (3) the Funding Vehicle is able to hold its equity investment without sale or other transfer for a minimum period of the construction period plus two years, if necessary.
- (2) If the Equity Member intends to fund its equity commitment through use of internal resources (e.g., a corporate entity supplying its own capital), the letter must be signed by the chief investment officer, the chief financial officer, or the chief executive officer and include, at a minimum:
- (a) Approval Process: An overview of the approval process required to commit to and fund the required equity commitment. This section should include an identification and description of any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals.
 - (b) Source of capital: Identification of where and how the equity commitment will be sourced and description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member may pursue simultaneously.
 - (c) Investment Capacity: Supplemental information (as needed) to the financial statements of the Equity Member as evidence of its investment capacity for the Illinois Project.
 - (d) Investment Criteria: Assurances that the Illinois Project meets all corporate strategy and investment policy requirements (e.g., is an approved project, does not contradict any capital allocation policy) and is consistent with its investment objectives. This should include acknowledgement that: (1) the Illinois Project is a greenfield highway, (2) the financial structure will be based on availability payments, and (3) the Equity Member is able to hold its equity investment without sale or other transfer for a minimum period of the construction period plus two years, if necessary.

Section E – Surety Letter

Provide a letter from a surety duly authorized in the State of Illinois, stating without conditions or qualification that the Respondent or Lead Contractor, as applicable, is capable as of the date of the SOQ submission of obtaining a payment bond (or bonds) and a performance bond (or bonds), in an aggregate stated amount of \$500 million for the Illinois Project. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in Part A

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(including the anticipated security requirements described in Part A, Section 3.6) and has evaluated the Respondent's backlog and work-in-progress in determining its bonding capacity. Letters stating that the relevant entity has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support.

Any surety company providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, and must be listed on U.S. Treasury Department Circular 570. Evidence of the surety's rating must be attached to the letter.

The requirement to provide the surety letter and the bond amounts referenced above are solely for the purposes of evaluating the Respondent's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Illinois Project.

**PART C
FORMS**

FORM A

TRANSMITTAL LETTER

RESPONDENT: _____

SOQ Date: _____

Illinois Department of Transportation
126 East Ash Street
Springfield, Illinois 62704
Attention: Roger L. Driskell, Acting Director, Office of Innovative Project Delivery

The undersigned (“**Respondent**”) submits this statement of qualifications (this “**SOQ**”) in response to that certain Request for Qualifications dated as of November 8, 2013 (as amended, the “**RFQ**”), issued by the Illinois Department of Transportation (“**IDOT**”) to develop, design, build, finance, operate, and maintain that portion of the Illiana Corridor Project located in the State of Illinois (the “**Illinois Project**”) through an availability payment concession pursuant to a public-private partnership agreement with IDOT. 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: General Information;
- Volume 2: Technical Information;
- Volume 3: Project Finance Experience; [and]
- Volume 4: Financial Information[. / and]
- Volume 5: Confidential Contents [*insert as applicable*.]

Respondent acknowledges receipt, understanding and full consideration of all materials posted on the Transportation Procurement Bulletin and the following addenda and sets of questions and answers to the RFQ:

[Respondent to list any addenda to the RFQ and sets of questions and answers by dates and numbers prior to executing Form A]

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

Respondent understands that IDOT is not bound to shortlist any Respondent and may reject each SOQ IDOT may receive.

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Respondent further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Illinois Project procurement process will be borne solely by the Respondent, except to the extent of any payment made by IDOT for work product, as described in Part A, Section 5.3 of the RFQ.

Respondent agrees that IDOT 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 Illinois.

Respondent's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

2. *Sample signature block for partnership or joint venture:*

[Insert Respondent's name]

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

By: _____

Print Name: _____

Title: _____

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

3. *Sample signature block for attorney in fact:*

[Insert Respondent's name]

By: _____

Print Name: _____

Attorney in Fact

4. *Sample signature block for a Respondent 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 Respondent's expected name]

By: _____

Print Name: _____

Title: _____

FORM B-1

SUMMARY INFORMATION REGARDING RESPONDENT TEAM

Name of Respondent: _____

List of all Equity Members:

List of any Guarantors:

List of Lead Firms:

Lead Engineering Firm: _____

Lead Contractor: _____

Lead Operations and Maintenance Firm: _____

Does the Respondent intend for its Equity Member(s) to self-perform operations and maintenance obligations as the Lead Operations and Maintenance Firm(s)? Yes No

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

FORM B-2

**INFORMATION REGARDING
RESPONDENT, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS**

(for Public Release)

Name of Respondent: _____

Name of Entity Completing this Form B-2: _____

Entity Type: (check one box for entity completing this Form B-2, as applicable):

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

Name of Official Representative Executing Form B-2: _____

Official's Title: _____

Type of 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 Address: _____
Headquarters: _____
Office Working on Project: _____
Contact Name: _____
Contact Telephone Number: _____
Email Address: _____

B. Describe the role of the entity in the space below.

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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 completing this Form B-2 is a joint venture or newly formed entity (formed within the past two years), complete a separate Form B-2 and Form C for each member or partner and attach it to the SOQ. In addition, provide the names of such members or partners in the space below.

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 B-2 on behalf of such entity:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C

CERTIFICATIONS AND DISCLOSURES

Respondent: _____

Name of Entity Completing this Form C: _____

Entity Type (check one box for entity completing this Form C, as applicable):

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

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* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past 10 years?

Yes No

If yes, please explain:

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

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

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.

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

Yes No

If yes, please explain:

6. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Illinois 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 but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

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7. With respect to each of Questions 1-6 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 1-6 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 1-6 above.

*The term "affiliate" as used herein includes parent companies, subsidiary companies, joint venture members and partners in which the entity has more than a 15% financial interest.

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 – DESIGN

EXPERIENCE OF THE LEAD ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	% OF WORK COMPLETED BY DECEMBER 1, 2013	LEVEL OF COMPANY'S PARTICIPATION (6)(7)	ROLE OF COMPANY FOR THE PROJECT (8)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under RFQ Part B, Section 2(B)), specify its relation to the Lead Engineering Firm.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more, on which the Lead Engineering Firm worked within the past 10 years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) Highway or roadway projects;
 - (b) Projects located in North America (with the USA most preferred);
 - (c) Projects that have reached completion or substantial completion;
 - (d) Experience with design-build and/or P3 contracting with a design-build component;
 - (e) Experience in design coordination for large, complex projects with multiple stakeholders; and
 - (f) Experience in delivering additional scope in a limited funds environment through innovative means.
- (3) Only list projects where the Lead Engineering Firm held a minimum 30% of the ultimate responsibility for the design and engineering work. 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 Illinois Project.
- (4) **"Project Cost"** means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 7, 2013, including the benchmark on which the exchange rate is based.
- (6) Show company's participation in terms of money and percentage of the design and engineering work for the listed project.
- (7) For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.
- (8) In SOQ Volume 2, provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

FORM D-2 - TECHNICAL EXPERIENCE – CONSTRUCTION

EXPERIENCE OF THE LEAD CONTRACTOR IN THE CONSTRUCTION OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	% OF WORK COMPLETED BY DECEMBER 1, 2013	LEVEL OF COMPANY'S PARTICIPATION (6)(7)	ROLE OF COMPANY FOR THE PROJECT (8)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of experience provided by a company related to the Lead Contractor (to the extent permitted under RFQ Part B, Section 2(B)), specify its relation to the Lead Contractor.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more, on which the Lead Contractor worked within the past seven years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) Highway or roadway projects;
 - (b) Projects located in North America (with the USA most preferred);
 - (c) Projects that have reached completion or substantial completion;
 - (d) Experience with design-build and/or P3 contracting with a design-build component;
 - (e) Experience in managing construction for large complex projects with multiple stakeholders and/or a demanding schedule; and
 - (f) Experience in delivering additional scope in a limited funds environment through innovative means.
- (3) Only list projects where the Lead Contractor held a minimum 30% of the ultimate responsibility for the construction work. If the Lead Contractor is a joint venture, only list projects from joint venture members that will perform at least 30% of the Lead Contractor's potential construction work for the Illinois Project.
- (4) **"Project Cost"** means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 7, 2013, and identify the benchmark on which the exchange rate is based.
- (6) Show company's participation in terms of money and percentage of the construction work for the listed project.
- (7) For projects/contracts listed for construction firms that were procured using the traditional design-bid-build delivery method (as opposed to, for example, design-build contracts), the information provided shall be limited only to the construction contract, rather than any design or operations and maintenance contract where such entity had limited or no involvement.
- (8) In SOQ Volume 2, provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project and explain why the experience the company gained on the project is relevant.

FORM D-3 - TECHNICAL EXPERIENCE – OPERATIONS AND MAINTENANCE

EXPERIENCE OF THE LEAD OPERATION AND MAINTENANCE FIRM IN THE O&M REFERENCE PROJECTS

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

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Operations & Maintenance Firm (as permitted in RFQ Part B, Section 2(B)), specify its relation to the Lead Operations & Maintenance Firm. If Respondent anticipates that operations and maintenance work required under the PPA will be self-performed by the Developer, Respondent shall complete Form D-3 by listing projects for which the relevant Equity Member(s) self-performed operations and maintenance work and which evidence comparable technical experience meeting the criteria described below.
- (2) Only list transportation projects on which the Lead Operations & Maintenance Firm worked within the past seven years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) Highway or roadway projects;
 - (b) Projects with a construction value of \$100 million or more;
 - (c) Projects located in North America;
 - (d) Experience with DBFOM contracting; and
 - (e) Experience in managing operations and maintenance in coordination with operators of adjacent facilities.
- (3) Only list projects where the Lead Operations & Maintenance Firm held a minimum 30% of the ultimate responsibility for the operations and maintenance work. If the Lead Operations & Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least 30% of the Lead Operations & Maintenance Firm's potential operations and maintenance work for the Illinois Project.
- (4) **"Project Cost"** means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 7, 2013, including the benchmark on which the exchange rate is based.
- (6) Show the company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) In SOQ Volume 2, provide a maximum two-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, and explain why the experience the company gained on the project is relevant.

FORM E – PROJECT FINANCING EXPERIENCE

TABLE 1. EQUITY MEMBERS EXPERIENCE FINANCING PUBLIC-PRIVATE PARTNERSHIP PROJECTS

EQUITY MEMBER NAME	PROJECT NAME AND LOCATION	PROJECT SIZE (5)(6)	DEBT AMOUNT & SOURCE (6)(7)	DATE OF FINANCIAL CLOSE	% OF CONSTRUCTION COMPLETED BY DECEMBER 1 2013	LEVEL OF COMPANY'S PARTICIPATION (6)(8)	TYPE OF PAYMENT MECHANISM (9)
<i>Sample entry: Infra Fund II</i>	<i>Interstate-X Corridor Project, [State], USA</i>	<i>US\$950,000,000</i>	<i>US\$200,000,000 (senior bank loan) US\$350,000,000 (TIFIA loan) US\$400,000,000 (PABs)</i>	<i>03/28/2009</i>	<i>80%</i>	<i>US\$100,000,000 (50% equity ownership of project company)</i>	<i>Availability Payment</i>

INSTRUCTIONS:

- (1) Respondents may list the experience of any Equity Member who will directly or indirectly be an equity owner of the ultimate Developer. An Equity Member may include the project financing experience of an Affiliate only if it provides, as an attachment to this Form, a certification from the chief executive (or similar) officer of the Affiliate that confirms: (a) the ownership or management structure, as applicable, that creates the relationship between the Equity Member and the Affiliate and (b) the Affiliate's willingness and ability to provide human resources and other professional support to the Equity Member, as needed, for the Equity Member to successfully submit a responsive Proposal and satisfy its obligations in respect of the Illinois Project.
- (2) Respondents may list only projects that meet the following minimum criteria: (i) has achieved financial close; and (ii) is a DBFOM project or other similar project requiring private financing. Further, IDOT strongly encourages Equity Members to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) the project is a highway, road or other transportation project;
 - (b) the Project Size (as defined below) is similar or greater than the Illinois Project's anticipated Project Size (anticipated to be greater than \$650 million);
 - (c) the Equity Member held at least a 20% ownership interest in the developer of the project;
 - (d) the project achieved financial close between January 1, 2009 and the SOQ Due Date;
 - (e) the project has reached completion of construction;

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- (f) the project is located in North America (with the USA most preferred);
 - (g) the project's financial structure uses availability payments;
 - (h) the project's debt financing included a TIFIA loan; and
 - (i) the project's debt financing included Private Activity Bonds ("PABs").
- (3) Respondents may list up to a maximum of six projects that have achieved financial close within 10 years of the SOQ Due Date.
- (4) Of the six projects listed on this Form E, Table 1, Respondents must provide more detailed narrative descriptions of at least three and up to four projects that they feel are most similar to the Illinois Project and reflective of their project financing experience. Respondents are encouraged to include more detailed information about the projects' debt facilities/structures than the information contained in this Form E (e.g., how much short-term and long-term debt and rationale for structure). For each of these projects provide a reference at the procuring agency who was involved in the project's procurement and negotiation of commercial and financial terms. For each reference, provide the individual's name, telephone number, and email address. These additional narrative descriptions and list of related references must be provided as a single attachment to this Form E, Table 1, and the attachment may not exceed three pages total.

OTHER NOTES:

- (5) "**Project Size**" means the total amount of the project financed with private financing (i.e., without public debt, public equity or capital grants), including all TIFIA loans, bonds, bank loans, subordinated shareholder loans, and any other debt instrument or facility. Include all debt and equity provided by the Equity Members and developer.
- (6) In U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of June 7, 2013, including the benchmark on which the exchange rate is based.
- (7) Indicate in parenthesis the type of debt (e.g., TIFIA loan, PABs or other bonds (unwrapped or wrapped), and bank loan).
- (8) Show company's amount of equity investment as a shareholder. The equity investment may take the form of either (i) shareholders' equity or (ii) shareholder subordinated debt. Please indicate separately the percentage of ownership interest in the project or developer, as applicable, represented by the equity investment amount.
- (9) Specify the type of payment mechanism used (e.g., availability payment, toll or other revenue collections/sharing, or combinations of these mechanisms).

FORM E – PROJECT FINANCING EXPERIENCE

TABLE 2. EQUITY MEMBERS’ TRACK RECORD ON P3 PROCUREMENTS

EQUITY MEMBER NAME	PROJECTS FOR WHICH EQUITY MEMBERS WERE SHORTLISTED (1)	PROPOSAL SUBMISSIONS (2)	WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT (3)	FINANCIAL CLOSE (4)
Sample Entry: Infra Fund II	<ul style="list-style-type: none"> • Interstate-X Corridor Project ([US State] Department of Transportation) • Beltway Managed Lanes Project ([US State] Department of Transportation) • X Bridge Project ([Province] Port Authority) 	<p>(a) Financial proposal submissions have been required on all projects listed in column (1).</p> <p>(b) Compliant proposals submitted on: Interstate-X Corridor Project; X Bridge Project</p>	Beltway Managed Lanes Project – Please see the attached explanation.	Interstate-X Corridor Project (financial close: 03/28/2009)
[Name of Equity Member]				
[Name of Equity Member]				

INSTRUCTIONS

- (1) List the names of projects and the names of their procuring agencies in which the Equity Member and its Affiliates (individually or as a member of a team), in their capacity as potential equity investors in a project, were short-listed 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 SOQ Due Date hereunder; (b) been procured by a public sector agency in North America; (c) required private financing; and (d) an actual or estimated construction cost of at least \$500 million.
- (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 an Equity Member did not submit compliant final technical and/or financial proposals or for not remaining 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 their respective financial close and the financial close date. Each project listed in the total must: (a) have 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) require private financing; and (d) have an actual or estimated construction cost of at least \$500 million.

PART D
DEFINITIONS

The following defined terms are used in this RFQ:

Affiliate –

- For the purposes of Form C, with respect to each entity completing Form C, all parent companies, subsidiary companies, joint venture members and partners in which the entity has more than a 15% financial interest.
- For the purposes of Form E, with respect to each Equity Member, any other entity that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with such Equity Member. If such Equity Member is an investment fund, “**Affiliate**” includes such Equity Member’s general partner and any other investment fund in which its general partner is an equity investor as a general partner.

Availability Payment(s) – Periodic payments made by IDOT as consideration for the Developer’s performance of its PPA obligations, as further described in Part A, Section 4.1.

Bi-State Agreement – The bi-state agreement, currently being negotiated, that is expected to address the relationship of the State of Illinois, the State of Indiana, IDOT, IFA, and INDOT with respect to the Illiana Corridor Project.

CFO Certificate – A certificate provided as required by Part B, Section 4(B), signed by the chief financial (or equivalent) officer of the relevant entity.

CPO – The Chief Procurement Officer for IDOT.

Control – The possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of an entity, whether through the ability to exercise voting power, by contract or otherwise. “**Controlling**” and “**Controlled**” have meanings correlative thereto.

Corridor B3 – The preferred alternative route in the Tier I EIS for the Illiana Corridor Project, as further described in Part A, Section 2.1.

Developer – The entity selected by IDOT to develop, design, build, finance, operate, and maintain the Illinois Project in return for periodic availability payments pursuant to the PPA in accordance with this procurement, as further described in this RFQ.

Equity Funding Letter – The letter provided by each Equity Member as required by Part B, Section 4(D).

Equity Member – A member of the Respondent team that will contribute shareholders’ equity to the Developer as part of the financing plan for the Illinois Project.

Financial Statements – As described in Part B, Section 4.

Funding Vehicle – An investment fund that will provide the funds for the equity investment in the Illinois Project, as described in Part B, Section 4(D)(1)(b).

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Guarantor – If and as applicable, (i) a Guarantor of a Lead Firm as defined in Part B, Section 2(B)(1) or (ii) a Guarantor of an Equity Member as defined by Part B, Section 4(A).

Illiana Corridor Project – As defined in Part A, Section 1.1.

Illinois FOIA – The Illinois Freedom of Information Act, 5 ILCS 140/1 *et seq.*

Illinois Illiana P3 Act – The Illinois Public-Private Agreements for the Illiana Expressway Act, 605 ILCS 130/1 *et seq.*

Illinois Illiana Procurement Rules – The Illinois administrative rules for the Illiana Expressway procurement located at 44 Ill. Admin. Code Part 6, Subpart L.

Illinois Project – The portion of the Illiana Corridor Project located in the State of Illinois, as further defined in Part A, Sections 1.1, 1.2, and 2.

Indiana APRA – The Indiana Access to Public Records Act, Indiana Code 5-14-3 and relevant provisions of Indiana Code 8-15.5.

Key Personnel – The personnel listed in Part B, Section 2(B)(2).

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

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

Lead Firm – Any of a Respondent team's Lead Engineering Firm, Lead Contractor, or Lead Operations and Maintenance Firm.

Lead Operations and Maintenance Firm – The member of the Respondent team, whether a single entity or joint venture, primarily responsible for the maintenance and operation of the Illinois Project.

Major Non-Equity Member – Any of a Respondent team's Lead Firms, Engineering Team Members, or other Respondent team members or subcontractors identified in the Respondent's SOQ, except in each case where these entities qualify as an Equity Member.

Offeror – An entity which submits a Proposal for the Illinois Project in accordance with the Illinois Illiana P3 Act, as further described in Part A, Sections 1.4 and 5.2.

Preferred Offeror – The Offeror having the preferred Proposal as determined by IDOT, in consultation with the CPO, pursuant to this procurement, as further described in Part A, Sections 1.4 and 5.2.

Preliminary Schematics – The preliminary schematic design of the Illinois portion of the Illiana Corridor Project developed through the Tier I NEPA process.

Project Cost – The total construction cost budgeted for a project or, if the project is complete, the total construction cost of a completed project.

Project Documents – Documents relating to the Illinois Project as made available upon issuance of this RFQ on the Transportation Procurement Bulletin and/or as made available on the Project Website.

Project Size – The total amount of a project financed with private financing (i.e., without public debt, public equity or capital grants), including all TIFIA loans, bonds, bank loans, subordinated shareholder loans, and any other debt instrument or facility, and including all debt and equity provided by the project developer and equity members.

Project Website – <http://www.illianacorridor.org>

Proposal – A response to the RFP issued pursuant to this procurement.

Public Records Laws – The Illinois FOIA, the Indiana APRA, the federal Freedom of Information Act, and any other laws and regulations applicable to the disclosure of documents submitted in connection with this RFQ and to the issue confidentiality and public information.

Shortlisted Respondents – The most qualified respondents to this RFQ shortlisted by IDOT pursuant to this procurement, as further described in Part A, Sections 1.4 and 5.2.

SOQ Due Date – The due date for SOQs set forth in Part A, Section 5.4.

Related Entities – For the purpose of organization conflicts of interest described in Part A, Section 8.3 and restrictions on Respondent team participation described in Part A, Section 8.4, relative to the entities listed in the applicable section, any entity that is a parent, affiliate, or subsidiary, at any tier, of any of the listed entities, or that is under common ownership, control, or management with any of the listed entities.

Respondent – The consortium, joint venture or entity, whether or not yet formed, responding to this RFQ which is intended to act as the Developer of the Illinois Project.

RFP Phase – The phase of this procurement described in Part A, Section 5.2.2.

RFQ Phase – The phase of this procurement described in Part A, Section 5.2.1.

RFQ Procurement Contact – IDOT's identified contact for all RFCs and any other communications regarding this RFQ.

State – The State of Illinois.

Statement of Technical Approach – The narrative statement in the Respondent's SOQ regarding the Respondent's technical approach to design, construct, operate, and maintain the Illinois Project, provided in accordance with Part B, Section 2(C).

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Transportation Procurement Bulletin – The official Illinois Procurement Bulletin for the Illinois Department of Transportation as authorized by Section 15-1 of the Illinois Procurement Code, 30 ILCS 500/15-1, available at <http://www.dot.il.gov/desenv/transprocbulletin.html>.

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The following abbreviations are used in this RFQ:

CMAA – Chicago Metropolitan Agency for Planning

CMS – Illinois Department of Central Management Services

ComEd – Commonwealth Edison Company

CPO – Chief Procurement Officer for IDOT

CW – Category of work for IDOT prequalification, as described in Part A, Section 8.4.1

DBE – Disadvantaged Business Enterprise

DBFOM – Design-build-finance-operate-maintain

EIS – Environmental Impact Statement

FHWA – Federal Highway Administration

IDOT – The Illinois Department of Transportation

IFA – The Indiana Finance Authority

IFRS – International Financial Reporting Standards

INDOT – The Indiana Department of Transportation

ITS – Intelligent Transportation System

NEPA – National Environmental Policy Act

P3 – Public-private partnership

PABs – Private Activity Bonds issued pursuant to Section 11143 of Title XI of SAFETEA-LU

PPA – Public-private partnership agreement

RFC(s) – Request(s) for clarification and questions regarding the RFQ, as described in Part A, Sections 5.4 and 5.5

RFP – Request for Proposals

RFQ – Request for Qualifications

ROD – Record of Decision

ROW – Right-of-way

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S&P – Standard and Poor’s

SEC – U.S. Securities and Exchange Commission

SOQ – Statement of Qualifications

TIFIA – Transportation Infrastructure Finance and Innovation Act

U.S. – United States

US GAAP – Generally accepted accounting principles used in the U.S.

USDOT – U.S. Department of Transportation

VOSB/SDVOSB - Veteran-Owned Small Business / Service-Disabled Veteran-Owned Small Business

**APPENDIX A
FOR REFERENCE ONLY**

For RFQ Informational Purposes Only (see RFQ Part A, Section 3.8)

IDOT-STANDARD ASSURANCES, CERTIFICATIONS AND DISCLOSURES

STATE REQUIRED ETHICAL STANDARDS GOVERNING CONTRACT PROCUREMENT: ASSURANCES, CERTIFICATIONS AND DISCLOSURES

I. GENERAL

A. Article 50 of the Code establishes the duty of all State CPOs, SPOs, and their designees to maximize the value of the expenditure of public moneys in procuring goods, services, and contracts for the State of Illinois and to act in a manner that maintains the integrity and public trust of State government. In discharging this duty, they are charged by law to use all available information, reasonable efforts, and reasonable actions to protect, safeguard, and maintain the procurement process of the State of Illinois.

B. In order to comply with the provisions of Article 50 and to carry out the duty established therein, all bidders are to adhere to ethical standards established for the procurement process, and to make such assurances, disclosures and certifications required by law. Except as otherwise required in subsection III, paragraphs J-M, by execution of the Proposal Signature Sheet, the bidder indicates that each of the mandated assurances have been read and understood, that each certification is made and understood, and that each disclosure requirement has been understood and completed.

C. In addition to all other remedies provided by law, failure to comply with any assurance, failure to make any disclosure or the making of a false certification shall be grounds for the CPO to void the contract, and may result in the suspension or debarment of the bidder or subcontractor. If a false certification is made by a subcontractor the contractor's submitted bid and the executed contract may not be declared void unless the contractor refuses to terminate the subcontract upon the State's request after a finding that the subcontractor's certification was false.

I acknowledge, understand and accept these terms and conditions.

II. ASSURANCES

The assurances hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder.

A. Conflicts of Interest

Section 50-13. Conflicts of Interest.

(a) Prohibition. It is unlawful for any person holding an elective office in this State, holding a seat in the General Assembly, or appointed to or employed in any of the offices or agencies of state government and who receives compensation for such employment in excess of 60% of the salary of the Governor of the State of Illinois, or who is an officer or employee of the Capital Development Board or the Illinois State Toll Highway Authority, or who is the spouse or minor child of any such person to have or acquire any contract, or any direct pecuniary interest in any contract therein, whether for stationery, printing, paper, or any services, materials, or supplies, that will be wholly or partially satisfied by the payment of funds appropriated by the General Assembly of the State of Illinois or in any contract of the Capital Development Board or the Illinois State Toll Highway Authority.

(b) Interests. It is unlawful for any firm, partnership, association or corporation, in which any person listed in subsection (a) is entitled to receive (i) more than 7 1/2% of the total distributable income or (ii) an amount in excess of the salary of the Governor, to have or acquire any such contract or direct pecuniary interest therein.

(c) Combined interests. It is unlawful for any firm, partnership, association, or corporation, in which any person listed in subsection (a) together with his or her spouse or minor children is entitled to receive (i) more than 15%, in the aggregate, of the total distributable income or (ii) an amount in excess of 2 times the salary of the Governor, to have or acquire any such contract or direct pecuniary interest therein.

(d) Securities. Nothing in this Section invalidates the provisions of any bond or other security previously offered or to be offered for sale or sold by or for the State of Illinois.

(e) Prior interests. This Section does not affect the validity of any contract made between the State and an officer or employee of the State or member of the General Assembly, his or her spouse, minor child or any combination of those persons if that contract was in existence before his or her election or employment as an officer, member, or employee. The contract is voidable, however, if it cannot be completed within 365 days after the officer, member, or employee takes office or is employed.

The current salary of the Governor is \$177,412.00. Sixty percent of the salary is \$106,447.20.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-13, or that an effective exemption has been issued by the Executive Ethics Commission to any individual subject to the Section 50-13 prohibitions pursuant to the provisions of Section 50-20 of the Code. Information concerning the exemption process is available from the Department upon request.

B. Negotiations

Section 50-15. Negotiations.

It is unlawful for any person employed in or on a continual contractual relationship with any of the offices or agencies of State government to participate in contract negotiations on behalf of that office or agency with any firm, partnership, association, or corporation with whom that person has a

contract for future employment or is negotiating concerning possible future employment.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-15, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

C. Inducements

Section 50-25. Inducement.

Any person who offers or pays any money or other valuable thing to any person to induce him or her not to bid for a State contract or as recompense for not having bid on a State contract is guilty of a Class 4 felony. Any person who accepts any money or other valuable thing for not bidding for a State contract or who withholds a bid in consideration of the promise for the payment of money or other valuable thing is guilty of a Class 4 felony.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-25, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

D. Revolving Door Prohibition

Section 50-30. Revolving door prohibition.

CPOs, SPOs, procurement compliance monitors, their designees whose principal duties are directly related to State procurement, and executive officers confirmed by the Senate are expressly prohibited for a period of 2 years after terminating an affected position from engaging in any procurement activity relating to the State agency most recently employing them in an affected position for a period of at least 6 months. The prohibition includes, but is not limited to: lobbying the procurement process; specifying; bidding; proposing bid, proposal, or contract documents; on their own behalf or on behalf of any firm, partnership, association, or corporation. This Section applies only to persons who terminate an affected position on or after January 15, 1999.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-30, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

E. Reporting Anticompetitive Practices

Section 50-40. Reporting anticompetitive practices.

When, for any reason, any vendor, bidder, contractor, CPO, SPO, designee, elected official, or State employee suspects collusion or other anticompetitive practice among any bidders, offerors, contractors, proposers, or employees of the State, a notice of the relevant facts shall be transmitted to the Attorney General and the CPO.

The bidder assures the Department that it has not failed to report any relevant facts concerning the

practices addressed in Section 50-40 which may involve the contract for which the bid is submitted.

F. Confidentiality

Section 50-45. Confidentiality.

Any CPO, SPO, designee, or executive officer who willfully uses or allows the use of specifications, competitive bid documents, proprietary competitive information, proposals, contracts, or selection information to compromise the fairness or integrity of the procurement, bidding, or contract process shall be subject to immediate dismissal, regardless of the Personnel code, any contract, or any collective bargaining agreement, and may in addition be subject to criminal prosecution.

The bidder assures the Department that it has no knowledge of any fact relevant to the practices addressed in Section 50-45 which may involve the contract for which the bid is submitted.

G. Insider Information

Section 50-50. Insider information.

It is unlawful for any current or former elected or appointed State official or State employee to knowingly use confidential information available only by virtue of that office or employment for actual or anticipated gain for themselves or another person.

The bidder assures the Department that it has no knowledge of any facts relevant to the practices addressed in Section 50-50 which may involve the contract for which the bid is submitted.

I acknowledge, understand and accept these terms and conditions for the above assurances.

III. CERTIFICATIONS

The certifications hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder. Section 50-2 of the Code provides that every person that has entered into a multi-year contract and every subcontractor with a multi-year subcontract shall certify, by July 1 of each fiscal year covered by the contract after the initial fiscal year, to the responsible CPO whether it continues to satisfy the requirements of Article 50 pertaining to the eligibility for a contract award. If a contractor or subcontractor is not able to truthfully certify that it continues to meet all requirements, it shall provide with its certification a detailed explanation of the circumstances leading to the change in certification status. A contractor or subcontractor that makes a false statement material to any given certification required under Article 50 is, in addition to any other penalties or consequences prescribed by law, subject to liability under the Whistleblower Reward and Protection Act for submission of a false claim.

A. Bribery

Section 50-5. Bribery.

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(a) Prohibition. No person or business shall be awarded a contract or subcontract under this Code who:

(1) has been convicted under the laws of Illinois or any other state of bribery or attempting to bribe an officer or employee of the State of Illinois or any other state in that officer's or employee's official capacity; or

(2) has made an admission of guilt of that conduct that is a matter of record but has not been prosecuted for that conduct.

(b) Businesses. No business shall be barred from contracting with any unit of State or local government, or subcontracting under such a contract, as a result of a conviction under this Section of any employee or agent of the business if the employee or agent is no longer employed by the business and:

(1) the business has been finally adjudicated not guilty; or

(2) the business demonstrates to the governmental entity with which it seeks to contract, or which is signatory to the contract which the subcontract relates, and that entity finds that the commission of the offense was not authorized, requested, commanded, or performed by a director, officer, or high managerial agent on behalf of the business as provided in paragraph (2) of subsection (a) of Section 5-4 of the Criminal Code of 2012.

(c) Conduct on behalf of business. For purposes of this Section, when an official, agent, or employee of a business committed the bribery or attempted bribery on behalf of the business and in accordance with the direction or authorization of a responsible official of the business, the business shall be chargeable with the conduct.

(d) Certification. Every bid submitted to and contract executed by the State, and every subcontract subject to Section 20-120 of the Code shall contain a certification by the contractor or the subcontractor, respectively, that the contractor or subcontractor is not barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO may declare the related contract void if any certifications required by this Section are false. A contractor who makes a false statement, material to the certification, commits a Class 3 felony.

The contractor or subcontractor certifies that it is not barred from being awarded a contract under Section 50.5.

B. Felons

Section 50-10. Felons.

(a) Unless otherwise provided, no person or business convicted of a felony shall do business with the State of Illinois or any State agency, or enter into a subcontract, from the date of conviction until 5 years after the date of completion of the sentence for that felony, unless no person held responsible by a prosecutorial office for the facts upon which the conviction was based continues to have any involvement with the business.

(b) Certification. Every bid submitted to and contract executed by the State and every subcontract subject to Section 20-120 of the Code shall contain a certification by the bidder or contractor or subcontractor, respectively, that the bidder, contractor, or subcontractor is not barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO may declare the related contract void if any of the certifications required by this Section are false.

C. Debt Delinquency

Section 50-11 and 50-12. Debt Delinquency.

The contractor or bidder or subcontractor, respectively, certifies that it, or any affiliate, is not barred from being awarded a contract or subcontract under the Code. Section 50-11 prohibits a person from entering into a contract with a State agency, or entering into a subcontract, if it knows or should know that it, or any affiliate, is delinquent in the payment of any debt to the State as defined by the Debt Collection Board. Section 50-12 prohibits a person from entering into a contract with a State agency, or entering into a subcontract, if it, or any affiliate, has failed to collect and remit Illinois Use Tax on all sales of tangible personal property into the State of Illinois in accordance with the provisions of the Illinois Use Tax Act. The bidder or contractor or subcontractor, respectively, further acknowledges that the CPO may declare the related contract void if this certification is false or if the bidder, contractor, or subcontractor, or any affiliate, is determined to be delinquent in the payment of any debt to the State during the term of the contract.

D. Prohibited Bidders, Contractors and Subcontractors

Section 50-10.5 and 50-60(c). Prohibited bidders, contractors and subcontractors.

The bidder or contractor or subcontractor, respectively, certifies in accordance with 30 ILCS 500/50-10.5 that no officer, director, partner or other managerial agent of the contracting business has been convicted of a felony under the Sarbanes-Oxley Act of 2002 or a Class 3 or Class 2 felony under the Illinois Securities Law of 1953 or if in violation of Subsection (c) for a period of five years from the date of conviction. Every bid submitted to and contract executed by the State and every subcontract subject to Section 20-120 of the Code shall contain a certification by the bidder, contractor, or subcontractor, respectively, that the bidder, contractor, or subcontractor is not barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO shall declare the related contract void if any of the certifications completed pursuant to this Section are false.

E. Section 42 of the Environmental Protection Act

The bidder or contractor or subcontractor, respectively, certifies in accordance with 30 ILCS 500/50-14 that the bidder, contractor, or subcontractor, is not barred from being awarded a contract or entering into a subcontract under this Section which prohibits the bidding on or entering into contracts with the State of Illinois or a State agency, or entering into any subcontract, that is subject to the Code by a person or business found by a court or the Pollution Control Board to have committed a willful or knowing violation of Section 42 of the Environmental Protection Act for a period of five years from the date of the order. The bidder or contractor or subcontractor, respectively, acknowledges that the CPO may declare the contract void if this certification is false.

F. Educational Loan

Section 3 of the Educational Loan Default Act provides no State agency shall contract with an individual for goods or services if that individual is in default, as defined in Section 2 of this Act, on an educational loan. Any contract used by any State agency shall include a statement certifying that the individual is not in default on an educational loan as provided in this Section.

The bidder, if an individual as opposed to a corporation, partnership or other form of business organization, certifies that the bidder is not in default on an educational loan as provided in Section 3 of the Act.

G. Bid-Rigging/Bid Rotating

Section 33E-11 of the Criminal Code of 2012 provides:

(a) Every bid submitted to and public contract executed pursuant to such bid by the State or a unit of local government shall contain a certification by the prime contractor that the prime contractor is not barred from contracting with any unit of State or local government as a result of a violation of either Section 33E-3 or 33E-4 of this Article

(b) A contractor who makes a false statement, material to the certification, commits a Class 3 felony.

A violation of Section 33E-3 would be represented by a conviction of the crime of bid-rigging which, in addition to Class 3 felony sentencing, provides that any person convicted of this offense or any similar offense of any state or the United States which contains the same elements as this offense shall be barred for 5 years from the date of conviction from contracting with any unit of State or local government. No corporation shall be barred from contracting with any unit of State or local government as a result of a conviction under this Section of any employee or agent of such corporation if the employee so convicted is no longer employed by the corporation and: (1) it has been finally adjudicated not guilty or (2) if it demonstrates to the governmental entity with which it seeks to contract and that entity finds that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or a high managerial agent in behalf of the corporation.

A violation of Section 33E-4 would be represented by a conviction of the crime of bid-rotating which, in addition to Class 2 felony sentencing, provides that any person convicted of this offense or any similar offense of any state or the United States which contains the same elements as this offense shall be permanently barred from contracting with any unit of State or local government. No corporation shall be barred from contracting with any unit of State or local government as a result of a conviction under this Section of any employee or agent of such corporation if the employee so convicted is no longer employed by the corporation and: (1) it has been finally adjudicated not guilty or (2) if it demonstrates to the governmental entity with which it seeks to contract and that entity finds that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or a high managerial agent in behalf of the corporation.

The bidder certifies that it is not barred from contracting with the Department by reason of a violation of either Section 33E-3 or Section 33E-4.

H. International Anti-Boycott

Section 5 of the International Anti-Boycott Certification Act provides every contract entered into by the State of Illinois for the manufacture, furnishing, or purchasing of supplies, material, or equipment or for the furnishing of work, labor, or services, in an amount exceeding the threshold for small purchases according to the purchasing laws of this State or \$10,000.00, whichever is less, shall contain certification, as a material condition of the contract, by which the contractor agrees that neither the contractor nor any substantially-owned affiliated company is participating or shall participate in an international boycott in violation of the provisions of the U.S. Export Administration Act of 1979 or the regulations of the U.S. Department of Commerce promulgated under that Act.

The bidder makes the certification set forth in Section 5 of the Act.

I. Drug Free Workplace

The Illinois "Drug Free Workplace Act" applies to this contract and it is necessary to comply with the provisions of the "Act" if the contractor is a corporation, partnership, or other entity (including a sole proprietorship) which has 25 or more employees.

The bidder certifies that if awarded a contract in excess of \$5,000 it will provide a drug free workplace in compliance with the provisions of the Act.

J. Disclosure of Business Operations in Iran

Section 50-36 of the Code, 30ILCS 500/50-36 provides that each bid, offer, or proposal submitted for a State contract shall include a disclosure of whether or not the Company acting as the bidder, offeror, or proposing entity, or any of its corporate parents or subsidiaries, within the 24 months before submission of the bid, offer, or proposal had business operations that involved contracts with or provision of supplies or services to the Government of Iran, companies in which the Government of Iran has any direct or indirect equity share, consortiums or projects commissioned by the Government of Iran, or companies involved in consortiums or projects commissioned by the Government of Iran and either of the following conditions apply:

- (1) More than 10% of the Company's revenues produced in or assets located in Iran involve oil-related activities or mineral-extraction activities; less than 75% of the Company's revenues produced in or assets located in Iran involve contracts with or provision of oil-related or mineral-extraction products or services to the Government of Iran or a project or consortium created exclusively by that government; and the Company has failed to take substantial action.
- (2) The Company has, on or after August 5, 1996, made an investment of \$20 million or more, or any combination of investments of at least \$10 million each that in the aggregate equals or exceeds \$20 million in any 12-month period, which directly or significantly contributes to the enhancement of Iran's ability to develop petroleum resources of Iran.

The terms "Business operations", "Company", "Mineral-extraction activities", "Oil-related activities", "Petroleum resources", and "Substantial action" are all defined in the Code.

Failure to make the disclosure required by the Code shall cause the bid, offer or proposal to be considered not responsive. The disclosure will be considered when evaluating the bid or awarding the contract. The name of each Company disclosed as doing business or having done business in Iran will be provided to the State Comptroller.

Check the appropriate statement:

Company has no business operations in Iran to disclose.

Company has business operations in Iran as disclosed the attached document.

K. Apprenticeship and Training Certification (Does not apply to federal aid projects)

In accordance with the provisions of Section 30-22 (6) of the Code, the bidder certifies that it is a participant, either as an individual or as part of a group program, in the approved apprenticeship and training programs applicable to each type of work or craft that the bidder will perform with its own forces. The bidder further certifies for work that will be performed by subcontract that each of its subcontractors submitted for approval either (a) is, at the time of such bid, participating in an approved, applicable apprenticeship and training program; or (b) will, prior to commencement of performance of work pursuant to this contract, begin participation in an approved apprenticeship and training program applicable to the work of the subcontract. The Department, at any time before or after award, may require the production of a copy of each applicable Certificate of Registration issued by the United States Department of Labor evidencing such participation by the contractor and any or all of its subcontractors. Applicable apprenticeship and training programs are those that have been approved and registered with the United States Department of Labor. The bidder shall list in the space below, the official name of the program sponsor holding the Certificate of Registration for all of the types of work or crafts in which the bidder is a participant and that will be performed with the bidder's forces. Types of work or craft work that will be subcontracted shall be included and listed as subcontract work. The list shall also indicate any type of work or craft job category that does not have an applicable apprenticeship or training program. **The bidder is responsible for making a complete report and shall make certain that each type of work or craft job category that will be utilized on the project as reported on the Construction Employee Workforce Projection (Form BC-1256) and returned with the bid is accounted for and listed.**

The requirements of this certification and disclosure are a material part of the contract, and the contractor shall require this certification provision to be included in all approved subcontracts. In order to fulfill this requirement, it shall not be necessary that an applicable program sponsor be currently taking or that it will take applications for apprenticeship, training or employment during the performance of the work of this contract.

L. Political Contributions and Registration with the State Board of Elections

Sections 20-160 and 50-37 of the Code regulate political contributions from business entities and any affiliated entities or affiliated persons bidding on or contracting with the state. Generally under Section 50-37, any business entity, and any affiliated entity or affiliated person of the business entity, whose current year contracts with all state agencies exceed an awarded value of \$50,000, are prohibited from making any contributions to any political committees established to promote the candidacy of the officeholder responsible for the awarding of the contracts or any other declared candidate for that office for the duration of the term of office of the incumbent officeholder or a period 2 years after the termination of the contract, whichever is longer. Any business entity and affiliated entities or affiliated persons whose state contracts in the current year do not exceed an awarded value of \$50,000, but whose aggregate pending bids and proposals on state contracts exceed \$50,000, either alone or in combination with contracts not exceeding \$50,000, are prohibited from making any political contributions to any political committee established to promote the candidacy of the officeholder responsible for awarding the pending contract during the period beginning on the date the invitation for bids or request for proposals is issued and ending on the day after the date of award or selection if the entity was not awarded or selected. Section 20-160 requires certification of registration of affected business entities in accordance with procedures found in Section 9-35 of The Election Code.

By submission of a bid, the contractor business entity acknowledges and agrees that it has read and understands Sections 20-160 and 50-37 of the Code, and that it makes the following certification:

The undersigned bidder certifies that it has registered as a business with the State Board of Elections and acknowledges a continuing duty to update the registration in accordance with the above referenced statutes. If the business entity is required to register, the CPO shall verify that it is in compliance on the date the bid or proposal is due. The CPO shall not accept a bid or proposal if the business entity is not in compliance with the registration requirements.

These requirements and compliance with the above referenced statutory sections are a material part of the contract, and any breach thereof shall be cause to void the contract under Section 50-60 of the Code. This provision does not apply to Federal-aid contracts.

M. Lobbyist Disclosure

Section 50-38 of the Code requires that any bidder or offeror on a State contract that hires a person required to register under the Lobbyist Registration Act to assist in obtaining a contract shall:

- (i) Disclose all costs, fees, compensation, reimbursements, and other remunerations paid or to be paid to the lobbyist related to the contract,
- (ii) Not bill or otherwise cause the State of Illinois to pay for any of the lobbyist's costs, fees, compensation, reimbursements, or other remuneration, and
- (iii) Sign a verification certifying that none of the lobbyist's costs, fees, compensation, reimbursements, or other remuneration were billed to the State.

This information, along with all supporting documents, shall be filed with the agency awarding the

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contract and with the Secretary of State. The CPO shall post this information, together with the contract award notice, in the online Procurement Bulletin.

Pursuant to Subsection (c) of this Section, no person or entity shall retain a person or entity to attempt to influence the outcome of a procurement decision made under the Code for compensation contingent in whole or in part upon the decision or procurement. Any person who violates this subsection is guilty of a business offense and shall be fined not more than \$10,000.

Bidder acknowledges that it is required to disclose the hiring of any person required to register pursuant to the Illinois Lobbyist Registration Act (25 ILCS 170) in connection with this contract.

Bidder has not hired any person required to register pursuant to the Illinois Lobbyist Registration Act in connection with this contract.

Or

Bidder has hired the following persons required to register pursuant to the Illinois Lobbyist Registration Act in connection with the contract:

Name and address of person: _____

All costs, fees, compensation, reimbursements and other remuneration paid to said person: _____

I acknowledge, understand and accept these terms and conditions for the above certifications.

IV. DISCLOSURES

A. The disclosures hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder. The bidder further certifies that the Department has received the disclosure forms for each bid.

The CPO may void the bid, or contract, respectively, if it is later determined that the bidder or subcontractor rendered a false or erroneous disclosure. A contractor or subcontractor may be suspended or debarred for violations of the Code. Furthermore, the CPO may void the contract and the surety providing the performance bond shall be responsible for completion of the contract.

B. Financial Interests and Conflicts of Interest

1. Section 50-35 of the Code provides that all bids of more than \$25,000 shall be accompanied by disclosure of the financial interests of the bidder. This disclosed information for the successful bidder, will be maintained as public information subject to release by request pursuant to the Freedom of Information Act, filed with the Procurement Policy Board, and shall be incorporated as

a material term of the contract. Furthermore, pursuant to Section 5-5, the Procurement Policy Board may review a proposal, bid, or contract and issue a recommendation to void a contract or reject a proposal or bid based on any violation of the Code or the existence of a conflict of interest as provided in subsections (b) and (d) of Section 50-35.

The financial interests to be disclosed shall include ownership or distributive income share that is in excess of 5%, or an amount greater than 60% of the annual salary of the Governor, of the bidding entity or its parent entity, whichever is less, unless the contractor or bidder is a publicly traded entity subject to Federal 10K reporting, in which case it may submit its 10K disclosure in place of the prescribed disclosure. If a bidder is a privately held entity that is exempt from Federal 10K reporting, but has more than 200 shareholders, it may submit the information that Federal 10K companies are required to report, and list the names of any person or entity holding any ownership share that is in excess of 5%. The disclosure shall include the names, addresses, and dollar or proportionate share of ownership of each person making the disclosure, their instrument of ownership or beneficial relationship, and notice of any potential conflict of interest resulting from the current ownership or beneficial interest of each person making the disclosure having any of the relationships identified in Section 50-35 and on the disclosure form.

The current annual salary of the Governor is \$177,412.00

In addition, all disclosures shall indicate any other current or pending contracts, proposals, leases, or other ongoing procurement relationships the bidding entity has with any other unit of state government and shall clearly identify the unit and the contract, proposal, lease, or other relationship.

2. Disclosure Forms. Disclosure Form A is attached for use concerning the individuals meeting the above ownership or distributive share requirements. A separate Disclosure Form A must be submitted with the bid for each individual meeting the above requirements. In addition, a second form (Disclosure Form B) provides for the disclosure of current or pending procurement relationships with other (non-IDOT) state agencies and a total ownership certification. **The forms must be included with each bid.**

C. Disclosure Form Instructions

Form A Instructions for Financial Information & Potential Conflicts of Interest

If the bidder is a publicly traded entity subject to Federal 10K reporting, the 10K Report may be submitted to meet the requirements of Form A. If a bidder is a privately held entity that is exempt from Federal 10K reporting, but has more than 200 shareholders, it may submit the information that Federal 10K companies are required to report, and list the names of any person or entity holding any ownership share that is in excess of 5%. If a bidder is not subject to Federal 10K reporting, the bidder must determine if any individuals are required by law to complete a financial disclosure form. To do this, the bidder should answer each of the following questions. A "YES" answer indicates Form A must be completed. If the answer to each of the following questions is "NO", then the NOT APPLICABLE STATEMENT on Form A must be signed and dated by a person that is authorized to execute contracts for the bidding company. Note: These questions are for

assistance only and are not required to be completed.

1. Does anyone in your organization have a direct or beneficial ownership share of greater than 5% of the bidding entity or parent entity? YES ___ NO ___.
2. Does anyone in your organization have a direct or beneficial ownership share of less than 5%, but which has a value greater than 60% of the annual salary of the Governor? YES ___ NO ___.
3. Does anyone in your organization receive more than 60% of the annual salary of the Governor of the bidding entity's or parent entity's distributive income? YES ___ NO ___.

(Note: Distributive income is, for these purposes, any type of distribution of profits. An annual salary is not distributive income.)

4. Does anyone in your organization receive greater than 5% of the bidding entity's or parent entity's total distributive income, but which is less than 60% of the annual salary of the Governor? YES ___ NO ___.

(Note: Only one set of forms needs to be completed per person per bid even if a specific individual would require a yes answer to more than one question.)

A "YES" answer to any of these questions requires the completion of Form A. The bidder must determine each individual in the bidding entity or the bidding entity's parent company that would cause the questions to be answered "Yes". Each form must be signed and dated by a person that is authorized to execute contracts for your organization. **Photocopied or stamped signatures are not acceptable.** The person signing can be, but does not have to be, the person for which the form is being completed. The bidder is responsible for the accuracy of any information provided.

If the answer to each of the above questions is "NO", then the NOT APPLICABLE STATEMENT of Form A must be signed and dated by a person that is authorized to execute contracts for your company.

Form B: Instructions for Identifying Other Contracts & Procurement Related Information

Disclosure Form B must be completed for each bid submitted by the bidding entity. *Note: Checking the NOT APPLICABLE STATEMENT on Form A does not allow the bidder to ignore Form B. Form B must be completed, checked, and dated or the bidder may be considered nonresponsive and the bid will not be accepted.*

The Bidder shall identify, by checking Yes or No on Form B, whether it has any pending contracts (including leases), bids, proposals, or other ongoing procurement relationship with any other (non-IDOT) State of Illinois agency. If "No" is checked, the bidder only needs to complete the check box on the bottom of Form B. If "Yes" is checked, the bidder must do one of the following:

Option I: If the bidder did not submit an Affidavit of Availability to obtain authorization to bid, the bidder must list all non-IDOT State of Illinois agency pending contracts, leases, bids, proposals, and other ongoing procurement relationships. These items may be listed on Form B or on an

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attached sheet(s). Do not include IDOT contracts. Contracts with cities, counties, villages, etc. are not considered State of Illinois agency contracts and are not to be included. Contracts with other State of Illinois agencies such as the Department of Natural Resources or the Capital Development Board must be included. Bidders who submit Affidavits of Availability are suggested to use Option II.

Option II: If the bidder is required and has submitted an Affidavit of Availability in order to obtain authorization to bid, the bidder may write or type "See Affidavit of Availability" which indicates that the Affidavit of Availability is incorporated by reference and includes all non-IDOT State of Illinois agency pending contracts, leases, bids, proposals, and other ongoing procurement relationships. For any contracts that are not covered by the Affidavit of Availability, the bidder must identify them on Form B or on an attached sheet(s). These might be such things as leases.

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**Form A
Financial Information &
Potential Conflicts of Interest
Disclosure**

Contractor Name		
Legal Address		
City, State, Zip		
Telephone Number	Email Address	Fax Number (if available)

Disclosure of the information contained in this Form is required by the Section 50-35 of the Code (30 ILCS 500). Vendors desiring to enter into a contract with the State of Illinois must disclose the financial information and potential conflict of interest information as specified in this Disclosure Form. This information shall become part of the publicly available contract file. This Form A must be completed for bids in excess of \$25,000, and for all open-ended contracts. **A publicly traded company may submit a 10K disclosure (or equivalent if applicable) in satisfaction of the requirements set forth in Form A. See Disclosure Form Instructions.**

The current annual salary of the Governor is \$177,412.00.

DISCLOSURE OF FINANCIAL INFORMATION

1. Disclosure of Financial Information. The individual named below has an interest in the BIDDER (or its parent) in terms of ownership or distributive income share in excess of 5%, or an interest which has a value of more than 60% of the annual salary of the Governor. **(Make copies of this form as necessary and attach a separate Disclosure Form A for each individual meeting these requirements)**

FOR INDIVIDUAL (type or print information)	
NAME:	_____
ADDRESS	_____
Type of ownership/distributable income share:	
stock _____ sole proprietorship _____ Partnership _____ other: (explain on separate sheet):	
% or \$ value of ownership/distributable income share:	_____

2. Disclosure of Potential Conflicts of Interest. Check "Yes" or "No" to indicate which, if any, of the following potential conflict of interest relationships apply. If the answer to any question is "Yes", please attach additional pages and describe.

(a) State employment, currently or in the previous 3 years, including contractual employment of services. Yes ___ No ___

If your answer is yes, please answer each of the following questions.

1. Are you currently an officer or employee of either the Capitol Development Board or the Illinois State Toll Highway Authority? Yes ___ No ___
2. Are you currently appointed to or employed by any agency of the State of Illinois? If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary

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exceeds 60% of the annual salary of the Governor, provide the name the State agency for which you are employed and your annual salary. _____

3. If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary exceeds 60% of the annual salary of the Governor, are you entitled to receive (i) more than 7 1/2% of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of 100% of the annual salary of the Governor?
Yes ___ No ___

4. If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary exceeds 60% of the annual salary of the Governor, are you and your spouse or minor children entitled to receive (i) more than 15 % in the aggregate of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of two times the salary of the Governor?
Yes ___ No ___

(b) State employment of spouse, father, mother, son, or daughter, including contractual employment for services in the previous 2 years.
Yes ___ No ___

If your answer is yes, please answer each of the following questions.

1. Is your spouse or any minor children currently an officer or employee of the Capitol Development Board or the Illinois State Toll Highway Authority?
Yes ___ No ___

2. Is your spouse or any minor children currently appointed to or employed by any agency of the State of Illinois? If your spouse or minor children is/are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, provide the name of your spouse and/or minor children, the name of the State agency for which he/she is employed and his/her annual salary. _____

3. If your spouse or any minor children is/are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, are you entitled to receive (i) more than 7 1/2% of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of 100% of the annual salary of the Governor?
Yes ___ No ___

4. If your spouse or any minor children are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, are you and your spouse or minor children entitled to receive (i) more than 15 % in the aggregate of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of two times the salary of the Governor?
Yes ___ No ___

(c) Elective status; the holding of elective office of the State of Illinois, the government of the United States, any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois currently or in the previous 3 years.
Yes ___ No ___

(d) Relationship to anyone holding elective office currently or in the previous 2 years; spouse, father, mother, son, or daughter.
Yes ___ No ___

(e) Appointive office; the holding of any appointive government office of the State of Illinois, the United States of America, or any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois, which office entitles the holder to compensation in excess of the expenses incurred in the discharge of that office currently or in the previous 3 years.
Yes ___ No ___

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(f) Relationship to anyone holding appointive office currently or in the previous 2 years; spouse, father, mother, son, or daughter. Yes ___ No ___

(g) Employment, currently or in the previous 3 years, as or by any registered lobbyist of the State government. Yes ___ No ___

(h) Relationship to anyone who is or was a registered lobbyist in the previous 2 years; spouse, father, mother, son, or daughter. Yes ___ No ___

(i) Compensated employment, currently or in the previous 3 years, by any registered election or reelection committee registered with the Secretary of State or any county clerk of the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections. Yes ___ No ___

(j) Relationship to anyone; spouse, father, mother, son, or daughter; who was a compensated employee in the last 2 years by any registered election or re-election committee registered with the Secretary of State or any county clerk of the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections. Yes ___ No ___

3. Communication Disclosure.

Disclose the name and address of each lobbyist and other agent of the bidder or offeror who is not identified in Section 2 of this form, who is has communicated, is communicating, or may communicate with any State officer or employee concerning the bid or offer. This disclosure is a continuing obligation and must be promptly supplemented for accuracy throughout the process and throughout the term of the contract. If no person is identified, enter "None" on the line below:

Name and address of person(s): _____

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4. Debarment Disclosure. For each of the persons identified under Sections 2 and 3 of this form, disclose whether any of the following has occurred within the previous 10 years: debarment from contracting with any governmental entity; professional licensure discipline; bankruptcies; adverse civil judgments and administrative findings; and criminal felony convictions. This disclosure is a continuing obligation and must be promptly supplemented for accuracy throughout the procurement process and term of the contract. If no person is identified, enter "None" on the line below:

Name of person(s): _____

Nature of disclosure: _____

APPLICABLE STATEMENT

This Disclosure Form A is submitted on behalf of the INDIVIDUAL named on previous page. Under penalty of perjury, I certify the contents of this disclosure to be true and accurate to the best of my knowledge.

Completed by: _____ Date _____
Signature of Individual or Authorized Representative

NOT APPLICABLE STATEMENT

Under penalty of perjury, I have determined that no individuals associated with this organization meet the criteria that would require the completion of this Form A.

This Disclosure Form A is submitted on behalf of the CONTRACTOR listed on the previous page.

_____ Date _____
Signature of Authorized Representative

The bidder has a continuing obligation to supplement these disclosures under Sec. 50-35 of the Code.

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**Form B
Other Contracts &
Financial Related Information
Disclosure**

Contractor Name		
Legal Address		
City, State, Zip		
Telephone Number	Email Address	Fax Number (if available)

Disclosure of the information contained in this Form is required by the Section 50-35 of the Code (30 ILCS 500). This information shall become part of the publicly available contract file. This Form B must be completed for bids in excess of \$25,000, and for all open-ended contracts.

DISCLOSURE OF OTHER CONTRACTS AND PROCUREMENT RELATED INFORMATION

1. Identifying Other Contracts & Procurement Related Information. The BIDDER shall identify whether it has any pending contracts (including leases), bids, proposals, or other ongoing procurement relationship with any other State of Illinois agency: Yes ___ No ___

If **“No” is checked**, the bidder only needs to complete the signature box on the bottom of this page.

2. If “Yes” is checked. Identify each such relationship by showing State of Illinois agency name and other descriptive information such as bid or project number (attach additional pages as necessary). SEE DISCLOSURE FORM INSTRUCTIONS:

THE FOLLOWING STATEMENT MUST BE CHECKED

<input type="checkbox"/>	_____ Signature of Authorized Representative	_____ Date
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OWNERSHIP CERTIFICATION

Please certify that the following statement is true if the individuals for all submitted Form A disclosures do not total 100% of ownership.

Any remaining ownership interest is held by individuals receiving less than \$106,447.20 of the bidding entity's or parent entity's distributive income or holding less than a 5% ownership interest.

Yes No N/A (Form A disclosure(s) established 100% ownership)