

THE PORT AUTHORITY OF NY & NJ

REQUEST FOR QUALIFICATIONS

LAGUARDIA AIRPORT

CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT

RFQ #31224

October 26, 2012



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1. INTRODUCTION

1.1 PURPOSE OF THIS REQUEST FOR QUALIFICATIONS

The Port Authority of New York and New Jersey (the “Authority”) hereby invites interested parties to respond to this Request for Qualifications (“RFQ”) to: (a) participate with the Authority in the replacement and financing of the existing Central Terminal Building (“CTB”) at LaGuardia Airport (“LGA”) including Frontage Roads, aprons, utilities, a central heating and refrigeration plant (“CHRP”) and other support facilities; (b) operate and maintain the existing CTB during the construction period; (c) manage the transition of airline and non-airline tenants to occupancy of the replacement CTB (the “New CTB”); d) operate and maintain the CHRP; and (e) operate and maintain the New CTB for a specified term. Items (a) through (e) constitute the LaGuardia Airport Central Terminal Building Replacement Project (the “Project”). Interested parties should consult the Project Briefing Book (“PBB”) which forms a part of this RFQ and sets forth detailed provisional information about the Authority and the Project.

Through this RFQ, the Authority is seeking to prequalify a limited number of Respondents (“Prequalified Respondents”) who will be invited to participate in a subsequent Request for Proposals (“RFP”) process that is expected to commence in the second quarter of 2013.

The entity ultimately selected by the Authority pursuant to the RFP Process (the “Project Company”) will be responsible for certain construction elements including, but not limited to, the following, in no particular order:

- Completion of design and construction of the New CTB;
- Demolition of Hangar 1;
- Demolition of the existing CTB Parking Garage (parking lot #2) and Frontage Roads;
- Demolition of the existing CTB and its four Concourses, A, B, C and D;
- Construction of new air field ramp areas contiguous with the New CTB;
- Construction of new Frontage Roads contiguous with the New CTB;
- Construction of building and site utilities supporting the New CTB;
- Construction of a CHRP; and
- Construction of hydrant fueling infrastructure located within the Project site.

The Authority will separately and concurrently undertake certain supporting projects including the construction of roadways and utilities, the demolition of Hangars 2 and 4 and construction of new East and West Parking Garages (the “Supporting Projects”).

The Authority is conducting this solicitation and subsequent RFP process to identify a Prequalified Respondent (who may thereafter form a Project Company) with the experience, resources and capabilities to undertake the Project. The Authority’s objectives in choosing to develop the Project using this design, build, finance, operate and maintain delivery approach are to:

- Obtain the best value for money with the greatest certainty of Project cost and schedule;
- Stage the construction of the Project assets in the CTB area to minimize disruption to patrons and passengers using the existing CTB and the East End Terminals;
- Arrive at an optimal allocation of risks and benefits between the Authority and the Project Company;
- Provide space and facilities in the New CTB at a fair and reasonable cost to the airlines;

- Create an enduring design that:
 - Is innovative and efficient;
 - Can be easily modified as needs and standards change;
 - Will meet current and projected air traffic demand with an appropriate level of service;
 - Will enhance the flexibility and efficiency of aircraft operations; and
- Obtain world class operations expertise that will enable the New CTB to rank at the top of passenger satisfaction surveys.

The opportunity presented in this RFQ relates to the lease of the existing and New CTB only, and does not include the lease of the airfield and other LGA terminals and facilities. Further, potential Respondents should note that the Authority is not seeking to participate in the Federal Aviation Administration's ("FAA") Airport Privatization Pilot Program.

The Authority is not seeking an upfront payment in return for the lease of the existing and New CTB. The Authority is instead requiring an Equity contribution to the Project that is preliminarily expected to be at least \$200 million, the annual payment of ground rent on a preferential basis, and a share of the net revenues generated by the New CTB in a manner to be negotiated. In this fashion, the interests of the Authority and the Project Company will be better aligned to achieve the objectives set forth above and herein.

The following companies have been retained by the Authority to assist as advisors and consultants to the Project. These firms have executed non-disclosure agreements with the Authority and are Restricted Parties pursuant to Section 3.1.3 (Restricted Parties):

- URS Corporation – Program Manager
- Frasca & Associates, L.L.C. – Financial Advisor
- Skidmore, Owings & Merrill LLP – Architect Designer

Subcontractors to these entities who may have provided services for the Project should request a determination as to their Restricted Party status as indicated in Section 3.1.3 (Restricted Parties).

Terms not otherwise defined shall have the meaning set forth in Section 1.2 (Definitions).

1.2 DEFINITIONS

“Addenda” or “Addendum” means any document issued by the Authority in connection with this RFQ, after the date of the issuance of the RFQ, reflecting any modification, supplement, amendment or other revision to this RFQ and the RFQ process as provided in Section 2.2 (Changes to the RFQ).

“Airport” means LaGuardia Airport, located in the City of New York, County of Queens and State of New York.

“Airport Terminal” means a passenger terminal building at a commercial service airport.

“Authority Representative” means the individual designated by the Authority to be the Authority's single contact person and source of information regarding this RFQ in accordance with Section 2.5 (Rules of Contact) of this RFQ.

“Authorized Representative” means an official within a Respondent, Lead Firm or Other Key Firm with the legal authority to give assurances, make commitments, enter into contracts, and execute documents on behalf of the entity as may be required by the Authority.

“Commissioner” means each such commissioner of the Board of Commissioners of the Port Authority of New York and New Jersey.

“Designated Representative” has the meaning set forth in Section 4.2.1 (a).

“East End Terminals” means Terminals C and D at the Airport.

“Engineer or Architect of Record” means a New York State Professional Engineer or New York Registered Architect in charge of preparing, reviewing, signing and sealing design documents to ensure that the design meets all applicable codes. The New York State Professional Engineer or New York State Registered Architect also has the responsibility to certify that the work is constructed in accordance with design documents and that Special Inspections are performed as required by the Building Code.

“Equity” means a contribution of non-debt funding to the Project.

“Equity Funding Letter” has the meaning set forth in Section 4.2.4 (f) of this RFQ.

“Equity Member” means a Member of the Project Company that will contribute Equity for purposes of financing the Project.

“Final Date of Beneficial Occupancy” or **“Final DBO”** means i) in reference to the Project, the date on which the Authority certifies substantial completion of construction of the Project allowing the use and occupancy of the New CTB with 35 building contact gates; and ii) in all other references, the date of substantial completion of a project.

“FOI” means the Authority’s Freedom of Information Code that can be accessed at <http://www.panynj.gov/corporate-information/pdf/foi-code.pdf>

“Frontage Roads” means those roadways directly fronting a terminal within the lease line of the terminal.

“Guarantors” means Parent Guarantors and/or Third Party Guarantors.

“Lead Contractor” means the entity, which may be a Member or Lead Firm, primarily responsible for construction of the Project.

“Lead Design Firm” means the entity, which may be a Member or Lead Firm, primarily responsible for completion of project design and ensuring conformance with design criteria, if such tasks are not the responsibility of the Lead Contractor.

“Lead Firm” means any of the Lead Contractor, Lead Design Firm or Lead Terminal Operator, if not a Member.

“Lead Personnel” has the meaning set forth in Section 4.2.2 (c) and Section 4.2.3 (b).

“Lead Terminal Operator” means the entity, which may be a Member or Lead Firm, primarily responsible for operating and maintaining the existing CTB, temporary facilities, if any, and the New CTB.

“Member” means an Equity Member or a Non-Equity Member of the Respondent which, if chosen to become the Project Company, may enter into Project Documents with the Authority.

“New CTB” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“Non-Equity Member” means a Member of a Project Company which is not contributing Equity to the Project.

“Other Key Firms” means the entities responsible for providing advisory or support services to the Respondent in connection with the Project.

“Other Personnel” has the meaning set forth in Section 4.2.2 (c) and Section 4.2.3 (b).

“Parent Guarantor” means an entity providing a guarantee to a Member, which entity is related by ownership or contract to the Member for which it is providing a guarantee, pursuant to Section 4.2.4 (e).

“Port Authority Confidential Information” has the meaning set forth in Section 3.1.9 (*Confidential Information*) of this RFQ.

“Prequalified Respondent” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“Program” means the LGA Redevelopment Program as it is described in Section 1.2 of the PBB.

“Project” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“Project Briefing Book” or **“PBB”** has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“Project Company” means the entity which will be the Authority’s counterparty under the Project Documents.

“Project Documents” means those agreements to be entered into by the Authority and the Project Company, including but not limited to the construction contract, the terminal lease, and the financing documents.

“Proposal” means a proposal submitted by Prequalified Respondents in response to the Authority’s Request for Proposals.

“Request for Proposals” or **“RFP”** means the solicitation document that may be issued by the Authority to Prequalified Respondents that will contain more detailed Project specifications, and will set forth requirements to submit a Proposal.

“Request for Qualifications” or **“RFQ”** means this solicitation (Request for Qualifications #31224), together with its appendices, forms, Addenda, if any, and the Project Briefing Book.

“Respondent” means: (i) companies, (ii) joint ventures, (iii) partnerships, (iv) limited liability companies, or (v) consortia comprised of (i), (ii), (iii) (iv) or (v), formed or to be formed, which is submitting a SOQ in response to this RFQ. The Respondent may be comprised of one or more Members, may arrange for Lead Firms to perform key services related to the Project, and may arrange for Other Key Firms to perform support services related to the Project.

“Restricted Parties” has the meaning set forth in Section 3.1.3 (*Restricted Parties*) of this RFQ.

“RFP Process” means the competitive procurement process to select a Project Company to deliver the Project that commences with the issuance of the Project’s RFP and terminates upon commercial close or the date the Authority notifies the Prequalified Respondents that the procurement for the Project has been terminated, whichever occurs first, and will include the various steps described therein.

“Security Information Manager” or “SIM” has the meaning set forth in Section 3.2.8 (Confidential Information) of this RFQ.

“Statement of Functional Relationships” has the meaning set forth in Section 4.2.1 (j) of this RFQ.

“Statement of Qualifications” or “SOQ” means the formal qualifications package submitted by Respondents in response to this RFQ.

“Supporting Projects” has the meaning set forth in Section 1.1 (Purpose of this Request for Qualifications) of this RFQ.

“Third Party Guarantor” means an entity providing a guarantee to a Member, which entity is not related by ownership or contract to the Member for which it is providing a guarantee, pursuant to Section 4.2.4 (e).

“Transportation Project” means a project to construct a public transportation asset that facilitates the movement of people and goods, including an Airport Terminal, rail or transit station, seaport, highway, toll road, tunnel or bridge.

2. OVERVIEW / SCHEDULE OF RFQ PROCESS

PROJECT ACTION	DATE
RFQ issue date	October 26, 2012
Registration deadline for Information meeting & site tour	November 9, 2012
Information meeting & site tour	November 15, 2012, 10:00 a.m. EST
Submission of Background Qualification Questionnaire (see <u>Section 4.2.1 (d)</u>)	December 3, 2012
Request for Clarification deadline	December 7, 2012, 2:00 p.m. EST
Receipt of SOQ by the Authority	December 21, 2012, 2:00 p.m. EST
Selection of Prequalified Respondents and notification to unsuccessful Respondents	1st Quarter 2013
RFP issue date	2nd Quarter 2013

2.1 INFORMATION MEETING AND SITE TOUR

The Authority intends to hold an information meeting and site tour of the existing CTB. All interested parties are invited but attendance is not mandatory. The information meeting and site tour are scheduled for November 15, 2012 with the information meeting beginning at 10:00 a.m. Eastern Standard Time (EST) and the site tour immediately following. This date and time are subject to change. Respondents who plan to attend must register no later than November 9, 2012 at <http://www.panynj.gov/rfq-laguardia>. There is a limit of two attendees per firm. Attendees

may not rely on any information discussed or provided by the Authority or its agents during the information meeting and site visit. Minutes will not be prepared. All questions regarding this RFQ and the existing CTB must be submitted in accordance with the requirements outlined in Section 2.3 (Request for Clarification) and Section 2.4 (Authority Representative).

2.2 CHANGES TO THE RFQ

At any time, in its sole and absolute discretion, the Authority may, by written Addenda to this RFQ, modify, amend, cancel, and/or reissue this RFQ. If an Addendum is issued prior to the date the SOQ is due, it will be made available on the following website: <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html>

2.3 REQUEST FOR CLARIFICATION

All questions must be sent by e-mail to Ms. Laurie Spencer at LSpencer@panynj.gov any time prior to 2:00 p.m. EST on December 7, 2012. "RFQ #31224" must appear in the subject line of your email. Questions and their responses shall be made available to all Respondents on the Authority's website. The identity of the Respondent submitting the question will not be disclosed.

Neither Ms. Spencer nor any other employee of the Authority is authorized to interpret the provisions of this RFQ, or accompanying documents, or give additional information as to their requirements. Interpretation or additional information, if any, will be communicated by Addendum issued by the Procurement Department, and such Addenda shall form a part of this RFQ, and the accompanying documents, as appropriate.

Respondents must periodically monitor the Authority website at TO BE PROVIDED BY PROCUREMENT to ensure awareness of changes to this RFQ by Addenda, if any.

2.4 THE AUTHORITY REPRESENTATIVE

The Authority has designated the following individual to be the Authority Representative for the procurement of the Project:

Ms. Laurie Spencer
Procurement Department
Port Authority of New York and New Jersey
2 Montgomery Street, 3rd Floor
Jersey City, NJ 07302
LSpencer@panynj.gov

2.5 RULES OF CONTACT

Unless specifically authorized elsewhere in this RFQ, the Authority Representative, identified in Section 2.4 (*The Authority Representative*), is the Authority's single contact person and source of information regarding this RFQ. All notices, submissions, or clarifications by a Respondent or the Authority must be in writing and delivered by electronic mail (email) to the Authority Representative. The rules of contact set forth in this Section 2.5 apply during the RFQ process and to all forms of contact, including, without limitation, any face-to-face meetings and teleconferences between the Authority and any Respondent (which meetings and teleconferences

may include any of the Respondent's employees, consultants, and advisors), email or other written communication and submissions to the Authority Representative.

Any contact by a Respondent or a member of its team or its Designated Representative, any governmental and elected official engaged by a Respondent to act on its behalf or any other agent or sub-agent of a Respondent regarding this RFQ or the procurement described in this document with the Authority's Executive Director, Deputy Executive Director, Board Commissioners, or other Authority official or employee, other than the Authority Representative, or any of the Authority's Restricted Parties, lobbyists, and/or contractors involved with this procurement is strictly prohibited, except for communications expressly permitted by this RFQ or as approved in writing in advance by the Authority Representative or the Director of Procurement, in his or her sole and absolute discretion. However, the foregoing restriction does not preclude or restrict communications regarding matters unrelated to this RFQ or participation in public meetings of the Authority.

2.6 SUBMISSION OF SOQ

SOQs must be delivered to the Authority **no later than 2:00 p.m. EST on Friday, December 21, 2012**. Please address submissions as follows:

RFQ CUSTODIAN

The Port Authority of New York and New Jersey

Procurement Department

2 Montgomery Street, 3rd Floor

Jersey City, NJ 07302

The Respondent's name and the RFQ Number "RFQ #31224" must be clearly indicated on the outside of the sealed package, and on the cover of the Respondent's SOQ. The Authority is not obligated to evaluate submissions that are incomplete, or to accept late submittals or supplemental materials.

2.7 SELECTION, ORAL INTERVIEWS AND NOTIFICATION

The Authority will evaluate the SOQs and select, according to criteria outlined herein, Prequalified Respondents. The Authority intends to select up to four (4) Prequalified Respondents. The Authority may, in its sole and absolute discretion, choose to schedule oral presentations and/or discussions with one or more Respondents prior to the selection of the Prequalified Respondents. Such presentations or discussions will serve solely to clarify a Respondent's previously submitted written SOQ.

The Authority will send written notification to the Designated Representative as to whether the Respondent has been prequalified.

3. PROCUREMENT CONSIDERATIONS

3.1 PROCUREMENT CONSIDERATIONS FOR RESPONDENTS

3.1.1 Respondent Structure

Each Respondent shall designate, in each case, one and only one Lead Contractor, Lead Design Firm, and Lead Terminal Operator.

3.1.2 Respondent Conflict of Interest

If a Respondent, including any employee agent or subcontractor thereof, has or may have a possible conflict of interest, or whose participation may give the appearance of a possible conflict of interest, the Respondent shall include in its response a statement indicating the nature of the conflict. The Authority reserves the right to disqualify the Respondent in its entirety if, in the Authority's sole and absolute discretion, any interest disclosed from any source creates a conflict of interest or gives the appearance of a conflict of interest. The Authority's determination regarding a Respondent's conflict of interest shall be final.

3.1.3 Restricted Parties

The following entities and individuals (the "Restricted Parties") are precluded from submitting a response to this RFQ and from participating as an Equity Member, Non-Equity Member, Lead Firm or Other Key Firm:

- (a) Any entity that has been contracted by the Authority to serve as a primary advisor or technical consultant in the development of this RFQ, the RFP, evaluation criteria, technical criteria, management and operations criteria, financial criteria or Project Documents for the Project, including any subcontractors who may have provided such services for the Project;
- (b) Any entity that is a parent, affiliate, or subsidiary of any for the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and
- (c) Any individual who works or has worked for the Authority and was involved in the development of procurement documents, evaluation criteria, technical criteria, financial criteria or Project Documents for the Project.

For the avoidance of doubt, the following entities are among the Restricted Parties for purposes of this RFQ: URS Corporation, Frasca & Associates, L.L.C. and Skidmore, Owings & Merrill LLP.

The Authority may, in its sole and absolute discretion, add to or amend the list of Restricted Parties.

If there is any question as to whether an entity or an individual is considered a Restricted Party, please request a determination in writing via email to Laurie Spencer at LSpencer@panynj.gov.

3.1.4 Participation on more than one Respondent

Members and Lead Firms shall not participate in any capacity in connection with more than one Respondent. This includes the participation on different teams by related corporate entities, such as an entity that directly or indirectly controls another or two entities that are under common control. Any entity that fails to comply with this prohibition may be disqualified from participation in this procurement and the Authority's determination in such regard shall be final.

3.1.5 Disclosure of Ownership among Entities on Different Respondents

If any Member of a Respondent has a non-controlling but direct or indirect ownership interest in any entity on another Respondent, this ownership interest must be immediately disclosed in writing to the Authority as provided in this Section 3.1.5. The Authority will then evaluate whether this ownership interest could potentially affect fair competition in this procurement.

A Respondent including one or more Members with a direct or indirect ownership interest in an entity(ies) on another Respondent shall provide a comprehensive and detailed explanation regarding: (i) the two entities' corporate relationship and structure; and (ii) the policies and procedures that will be put in place to mitigate any conflict of interest or potential conflict of interest. The Authority may determine whether the corporate relationship between the two (or more) Respondents' entities prohibits each Respondent's participation in this procurement. The Authority may request additional information and/or assurance as it deems appropriate to make its determination.

Any corporate ownership changes that give rise to any of the circumstances described above must be immediately disclosed to the Authority in writing. Failure to promptly disclose such ownership changes may result in disqualification of the Respondent(s) and subject the affected Respondent to the prohibitions, requirements and provisions herein. Upon disclosure of any ownership changes by a Member, the Authority may evaluate and determine whether such ownership change potentially affects the fair competition in this procurement and its determination shall be final.

3.1.6 Licensing and Certification of Lead Design Firm

The Lead Design Firm employing the Engineer or Architect of Record must have all required New York State and New York City certifications and/or licenses to perform work in accordance with all applicable laws, codes, rules and regulations.

3.2 PROCUREMENT CONSIDERATIONS FOR PREQUALIFIED RESPONDENTS

3.2.1 Release of Draft RFP

The objective of the RFP will be to select one Prequalified Respondent which may be offered the opportunity to enter into the Project Documents as the Project Company. To this end, the Authority may, at its sole and absolute discretion, release a draft RFP to Prequalified Respondents for review and comment during the RFP Process. Following receipt of written comments/questions on the RFP by Prequalified Respondents, the Authority may schedule collaborative meetings and group fact-finding meetings to exchange ideas and to discuss issues raised.

3.2.2 Compliance with Laws and Regulations

It will be a requirement of the RFP that the all parties must comply with all applicable provisions of federal, state, city, and local laws, ordinances, rules, regulations and orders, and any other requirements that are in effect as will be more fully described in the RFP.

3.2.3 Prequalified Respondent Conflict of Interest

The conflict of interest considerations set forth in Section 3.1.2 (*Respondent Conflict of Interest*) for Respondents shall also apply to Prequalified Respondents and the specified prohibitions outlined in Section 3.1.2 (*Respondent Conflict of Interest*) shall remain in effect for the period up to and including the date the Authority executes Project Documents or when the Authority determines that any such conflict no longer exists, whichever occurs earlier.

3.2.4 Disclosure of Ownership among Entities on Different Prequalified Respondents

The considerations regarding disclosure of ownership among entities as set forth in Section 3.1.5 (*Disclosure of Ownership among Entities on Different Respondents*) shall also apply to Prequalified Respondents. Any corporate ownership changes that give rise to any of the circumstances described in Section 3.1.5 be immediately disclosed to the Authority. Failure to promptly disclose such ownership changes may result in disqualification of the Prequalified Respondent.

3.2.5 Liability, Insurance and Bonds

The Authority anticipates that the Project Documents will require the Project Company to assume certain liabilities, to provide performance and payment bonds and insurance coverage, and to indemnify and defend the Authority against third party claims. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFP.

3.2.6 Minority and Women-Owned Business Enterprises

It is Authority policy to encourage the participation of minority business enterprises (MBE) and women owned business enterprises (WBE) in all facets of the business activities of the Authority consistent with applicable laws and regulations. The Authority, through its Office of Business Diversity and Civil Rights, conducts its own certification process rather than accepting the certification of any other jurisdiction. In cases where the Authority contracts and purchases with funds received from federal agencies, the Authority must comply with Title 49 Code of Federal Regulations (CFR) Part 26 regarding Disadvantaged Business Enterprises (DBE). It is anticipated that MBE/WBE or DBE goals, as appropriate, will be included in the Project Documents.

3.2.7 Airport Concession Disadvantaged Business Enterprise

In accordance with regulations of the U.S. Department of Transportation, Title 49 Code of Federal Regulations (CFR) Part 23, the Authority has implemented an Airport Concession Disadvantaged Business Enterprise (ACDBE) program under which qualified firms have the opportunity to operate on-airport businesses. The Project Company will be subject to the requirements of 49 CFR Part 23 and, to the extent feasible, to the ACDBE participation goal the Authority will establish in the Project Documents.

3.2.8 Confidential Information

Prequalified Respondents in the preparation of their Proposals and subsequently, the Project Company, may require access to Port Authority Confidential Information. Port Authority Confidential Information is information belonging to the Authority whose unauthorized access, modification, loss or misuse, could seriously damage the Authority, public safety or homeland security. Protecting Port Authority Confidential Information requires the application of uniform safeguarding measures to prevent unauthorized disclosure and to control any authorized disclosure of Port Authority Confidential Information within the Authority or to outside entities. These procedures are identified in the Authority's "Information Security Handbook". For reference, the Information Security Handbook may be accessed at the following location: <http://www.panynj.gov/business-opportunities/pdf/Corporate-Information-Security-Handbook.pdf>.

The Authority maintains a secure collaborative website, Livelink, to store, share and distribute all Project documentation that is Port Authority Confidential Information. Consistent with the Information Security Handbook, Livelink is the only acceptable means for electronically distributing and sharing such information.

Each Prequalified Respondent will be required to designate a Security Information Manager ("SIM") responsible for identifying members of its team who will need access to Livelink and for assuring that those members have passed the requisite background checks and have completed the requisite Livelink access forms. The SIM will be responsible for maintaining its team's Livelink user account access list. In addition, the SIM will identify an individual who will be trained by the Authority in the use of Livelink and that individual will subsequently be responsible for training the personnel of the Prequalified Respondent who will need access to Livelink.

Notes on security and personnel requirements:

- The Information Security Handbook requires that certain criteria be met prior to being granted access to Port Authority Confidential Information. Generally an individual must be a U.S. Citizen, an alien who has been lawfully admitted for permanent residency or employment (indicated by immigration status), as evidenced by Immigration and Customs Enforcement documentation, or a national of the United States as defined by the Immigration and Nationality Act. This requirement may be waived in exceptional circumstances, and contractors should refer to Section 3.2 of the Information Security Handbook for details on this policy and the process for waiver.
- Prequalified Respondents in the preparation of Proposals and the Project Company performing work under the Project Documents should be aware that background checks will be required of all individuals who work on the Project (both onsite and offsite). Background checks are performed through SWAC, the Secure Worker Access Consortium (www.secureworker.com). The Authority typically requires all individuals for whom security check is necessary to receive an appropriate clearance level.

4. SOQ FORMAT AND CONTENT

4.1 GENERAL INSTRUCTIONS

SOQs submitted in response to this RFQ shall be written in the English language only and shall provide cost and revenue references in US dollar denominations. For the purposes of this RFQ, all Respondents must employ the referenced “Form” documents as required and as included in this RFQ. The SOQ must include responses to all the questions posed herein and correspond to the section and paragraph numbers specified.

The SOQ should clearly and comprehensively describe and define the experience, capabilities and resources of the Respondent and address with as much specificity as possible the questions posed in Section 4.2 (*Content and Organization*). All responses should be as complete and unequivocal as practicable, thereby enabling the Authority to evaluate and prequalify Respondents based on the criteria set forth in this RFQ.

4.1.1 Ownership and Use of Submitted Materials and Ideas; Disclosure of Contents

All materials submitted in response to or in connection with this RFQ shall become the property of the Authority. SOQs will not be considered confidential or proprietary unless otherwise requested by a Respondent under Section 4.2.5 (*Submittal Requirements for Part 2*) in this RFQ. All information contained in the SOQ is subject to the “Agreement on Terms of Discussion” as described below and attached to this RFQ as Form C.

4.1.2 Agreement on Terms of Discussion

A Respondent shall submit a copy of the “Agreement on Terms of Discussion,” signed by the Designated Representative of the Respondent. The Agreement is included as Form C and must be submitted without any alterations or deviations. If the Respondent is a joint venture, limited liability company, consortium, or partnership, an Authorized Representative of each constituent member must sign the Agreement, or a copy thereof.

4.1.3 References

References are required and shall be provided on Form D. The Authority may consult any references familiar with the Respondent regarding its current or prior operations and projects, financial resources, reputation, performance, or other matters. Submission of a SOQ shall constitute permission by the Respondent for the Authority to make such inquiries and authorization to third parties to respond thereto.

4.2 CONTENT AND ORGANIZATION

A Respondent shall submit one (1) marked original and fourteen (14) hard copies of its complete SOQ submission, along with electronic copies of its complete SOQ submission on fifteen (15) separate CD-ROMs or USB drives in a format that does not prevent the Authority from cutting and pasting content. Hard copies shall be printed in 12 point font and employ margins of one inch or more. All forms requiring a signature must be signed in blue ink in the marked original SOQ submission.

The SOQ will contain two separately labeled parts:

- Part 1 of the SOQ will be divided into four sections: (1) General; (2) Technical; (3) Management and Operations; and (4) Financial. Each section must be submitted in a separate binder subdivided by distinguishable tabs as needed and described below.

In addition to the specific requirements set forth in Section 4.2.2 (*Submittal Requirements for Part 1: Technical*), Section 4.2.3 (*Submittal Requirements for Part 1: Management and Operations*), and Section 4.2.4 (*Submittal Requirements for Part 1: Financial*), each binder required for the Technical, Management and Operations, and Financial sections of Part 1 of the SOQ shall also include a copy of the following items:

- Table of Organization as described in Section 4.2.1 (i); and
- Technical Organization Chart and Statement of Functional Relationships as described in Section 4.2.1 (j).
- Part 2 will contain any information for which a Respondent requests confidential and proprietary status as outlined in Section 4.2.5 (*Submittal Requirements for Part 2*).

The Authority may disregard any materials submitted in the SOQ that are not specifically identified as a Submittal Requirement under this Section 4.2 (*Content and Organization*).

Part 1: Submittal Requirements

All Part 1 submittals must contain the following components, submitted in the order listed below:

List of Submittal Requirements	
4.2.1: General	a. Contact Information
	b. Form A – Transmittal Letter
	c. Forms B-1, B-2 and B-3 – Respondent Summary Information; Information Regarding the Respondent’s Equity Members, Non-Equity Members, Lead Firms and Guarantors; and Information Regarding the Respondent’s Other Key Firms
	d. Evidence of electronic submittal of Background Qualification Questionnaire (“BQQ”)
	e. Teaming Agreement - Respondent (if applicable)
	f. Teaming Agreements – Members and Lead Firms (if applicable)
	g. Joint and Several Liability Commitment – Respondent (if applicable)
	h. Joint and Several Liability Commitment(s) – Members and Lead Firms (if applicable)
	i. Table of Organization
	j. Technical Organization Chart and Statement of Functional Relationships
	k. Form C – Agreement on Terms of Discussion
	l. Form D – Respondent Firm and Personnel References

List of Submittal Requirements

4.2.2: Technical	a. Form E-1 – Technical Qualifications - Design
	b. Form E-2 – Technical Qualifications - Construction
	c. Personnel Qualifications, Roles and Responsibilities
	d. Resumes
	e. Statement of Personnel Commitment
	f. Statement of Technical Approach
	g. Experience Modification Rate
4.2.3: Management and Operations	a. Form F – Management, Operations and Maintenance Qualifications
	b. Personnel Qualifications, Roles and Responsibilities
	c. Resumes
	d. Statement of Personnel Commitment
	e. Statement of Management and Operations Approach
4.2.4: Financial	a. Form G-1 – Financial Qualifications - Summary Financial Information
	b. Form G-2 – Financial Qualifications - Equity Member's Transportation Project Development And Investment Track Record
	c. Financial Statements
	d. Credit Rating (if applicable)
	e. Letter of Parent/Third Party Guarantor (if applicable)
	f. Equity Funding Letter
	g. Letters of Lenders' Support
	h. Surety Letter
	i. Statement of Financial Approach
	j. Form G-3 – Additional Information for Equity Members

4.2.1 Submittal Requirements for Part 1: General

The General Submittal section of Part 1 will contain the following information:

- (a) **Contact Information** indicating the name, title, firm name, address, telephone number, facsimile number and e-mail address for one individual from the Respondent who shall be the Designated Representative and shall be responsible for receiving official notices in relation to the Project on behalf of its Members, Lead Firms, and Other Key Firms.
- (b) **Form A – Transmittal Letter:** The Designated Representative of the Respondent must execute the transmittal letter. For Respondents that are joint ventures, partnerships, limited liability companies, consortia, or other associations, the transmittal must have appended to it letters on the letterhead stationery of each Member, executed by Authorized Representatives of the Member, stating that representations, statements and commitments made by the Authorized Representative on behalf of the Member have been authorized by, are true and correct, and accurately represent the role of the Member in the Respondent.

- (c) **Forms B-1, B-2 and B-3 – Respondent Summary Information; Information Regarding the Respondent’s Equity Members, Non-Equity Members, Lead Firms and Guarantors; and Information Regarding the Respondent’s Other Key Firms.** Complete a single Form B-1 containing the summary information and a separate Form B-2 for each Equity Member, Non-Equity Member, Lead Firm and the Guarantor of these entities (if any), in accordance with Form B-2 instructions. Complete a separate Form B-3 for each Other Key Firm teamed with the Respondent.

If a Member or Guarantor identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of Form B-2 for each member of the joint venture, consortium member, partner or limited liability company member of the Member or Guarantor (as applicable).

- (d) **Evidence of submittal of Background Qualification Questionnaire (BQQ).** Each Member of the Respondent and the Guarantor(s) of these entities (if any) shall submit a fully-completed Background Qualification Questionnaire (BQQ) to the Authority’s Office of Inspector General as soon as possible, but not later than December 3, 2012. This document and instructions for submitting the completed BQQ to the Authority’s Office of Inspector General can be obtained at the Authority’s website at the following link: <http://www.panynj.gov/inspector-general/inspector-general-programs.html>. Evidence of submission of the BQQ shall be included as part of the SOQ.
- (e) **Teaming Agreement – Respondent (if applicable).** If the Respondent is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall contain an executed teaming agreement, or alternatively, if the entities making up the Respondent intend to but have not yet have not executed a teaming agreement, the SOQ shall contain a summary of key terms of the anticipated agreement.
- (f) **Teaming Agreement – Member or Lead Firm (if applicable).** If either a Member or Lead Firm is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall contain an executed teaming agreement or alternatively, if an executed teaming agreement does not yet exist, the SOQ shall contain a summary of key terms of the anticipated teaming agreement for that joint venture and indicate the percentages of ownership and roles of the parties.
- (g) **Joint and Several Liability Letter – Respondent (if applicable).** If the Respondent is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall include a letter signed by each Member who will make up the Project Company, indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability corporation, limited liability company or other form of corporate entity is formed as the Project Company and executes Project Documents.
- (h) **Joint and Several Liability Letter – Member or Lead Firm (if applicable).** If either a Member or Lead Firm is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall include a letter signed by each member indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability company or other form of corporate entity is formed as the Project Company.

- (i) **Table of Organization** - The Members and Lead Firms shall be portrayed in a Table of Organization, along with Other Key Firms and their reporting relationships to Members and Lead Firms. The intended percentage of ownership among the Equity Members (if there are multiple Equity Members) shall be indicated, as well as the intended percentage of ownership for each of the Non-Equity Members. In addition, any Member receiving a guarantee from a Parent Guarantor shall provide a table of organization showing the relationship between the Member and its Parent Guarantor. *Each binder submitted for Part 1 of the SOQ must include a copy of the Table of Organization as described in Section 4.2 (Content and Organization).*

(j) **Technical Organization Chart and Statement of Functional Relationships**

Provide a Technical Organization Chart, consistent with the Table of Organization described in Section 4.2.1 (i), showing the "chain of command" with all Lead Personnel, Other Personnel and any other significant positions anticipated. The chart should identify the firm employing the personnel in each position, the major functions to be performed by all personnel and their reporting relationships in managing, designing, constructing, operating and maintaining the Project. The chart may be provided on paper up to 11"x17". Additionally, submit a narrative of no more than three (3) pages (8.5"x11") describing the functional relationships among participants identified in the Technical Organization Chart through Final DBO (the "Statement of Functional Relationships"). *Each binder submitted for Part 1 of the SOQ must include a copy of the Technical Organization Chart and Statement of Functional Relationships as described in Section 4.2 (Content and Organization).*

- (k) **Form C – Agreement on Terms of Discussion.** A Respondent shall submit a copy of the "Agreement on Terms of Discussion," signed by the Designated Representative of the Respondent. The Agreement must be submitted without any alterations or deviations. If the Respondent is a joint venture, limited liability company, consortium, or partnership, an Authorized Representative of each constituent member must sign the Agreement, or a copy thereof.
- (l) **Form D – Respondent and Lead Personnel Reference Summary.** The SOQ shall contain a completed Form D consolidating all of the references required. These should include references for all project experience listed on Forms E-1, E-2, F, G-2, and G-3 and three (3) references for the persons holding each Lead Personnel and Other Personnel position listed in Section 4.2.2 (c) and Section 4.2.3 (b). For Lead Personnel and Other Personnel, references shall be clients with whom these individuals have worked within the past ten (10) years (including at least one reference from the past five (5) years). All references provided on Form D shall include the name, position, company or agency and current addresses, phone and fax numbers, and e-mail for the reference.

4.2.2 Submittal Requirements for Part 1: Technical

The Technical submittal section of Part 1 will contain the following information:

- (a) **Form E-1 - Technical Qualifications – Design.** Provide details for a maximum of five (5) projects in compliance with the requirements set forth in Form E-1 and Section 5.2.2 (b)(ii).

- (b) **Form E-2 - Technical Qualifications – Construction.** Provide details for a maximum of six (6) projects in compliance with the requirements set forth in Form E-2 and Section 5.2.2 (b)(i).

(c) **Personnel Qualifications, Roles and Responsibilities**

Lead Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.2 (d), who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j), for whom a Statement of Commitment is required in accordance with this Section 4.2.2 (e), and whose qualifications and experience will be evaluated as described in Section 5.3.1 (b).

Other Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.2 (d), and who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j).

- i. Lead Personnel and Other Personnel are listed as follows. The anticipated roles and responsibilities for each personnel classification are:
 - a. Respondent
 1. Project Executive - Responsible for overall design, construction, operation, maintenance and contract administration for the Project, and is assigned to the Project.
 2. Project Director - Reports to Project Executive and, in his/her absence, has full authority. Responsible for overall design, construction, operation, maintenance and contract administration of the Project, assigned to the Project full time and on site/co-located through the term of the terminal lease as will be set forth in the Project Documents.
 - b. Lead Contractor
 1. Project Officer – Meets daily with the Authority’s LGA Redevelopment Program Manager, the resident engineer and the construction manager. Coordinates with Lead Design Firm (or design team of Lead Contractor, if firm serves both Lead Contractor and Lead Design Firm roles). Manages shop drawing submittal and RFI processes. Manages shop drawing coordination requirements with the Project Documents requirements and among subcontractors. Responsible for performing constructability reviews among trades and tracking/scheduling required materials in order to meet schedule dates. Responsible for change order review and negotiation, and review of monthly payment applications. Assigned to the Project full time and on site/co-located until Final DBO.
 2. General Superintendent – Responsible for ensuring that the Project is constructed in accordance with the Project Documents and oversees specific discipline superintendents so that the Project is constructed in accordance with the Project Documents. The General Superintendent shall be on-site/co-located until Final DBO and works under the direct supervision of the Respondent’s Project Officer. Responsible for coordinating all field activities between prime sub-contractors and lower level tiers. Responsible for safety oversight and ensuring that all on site equipment meets City/State/Federal codes. Responsible for overall construction security program. Responsible for implementing and tracking

project schedule among all subcontractors. Responsible for daily logistics to ensure that material and labor access project site.

c. Lead Design Firm

1. Lead Personnel

a. Design Manager - Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed and based in the New York/New Jersey metropolitan area, including design activities related to field design changes. Works under direct supervision of the Respondent. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff responsible for design development.

2. Other Personnel

a. Lead Building Designer - Responsible for ensuring that the design of the New CTB is completed and design criteria requirements are met. Co-located at the facility for design coordination and comment resolution meetings and based in the New York/New Jersey metropolitan area. Attends field coordination meetings and visits the site periodically during activities related to the construction of the New CTB. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff responsible for design development.

b. Lead CHRP Designer – Responsible for leading design efforts including coordination of the work in a multi-disciplined team to ensure that the design of the new Central Heating and Refrigeration Plant (CHRP) is completed and design criteria requirements are met. Attends coordination meetings periodically during the design development of the New CTB for activities related to CHRP and thermal distribution and field meetings periodically during the construction of the new CHRP. Co-located for design activities related to field design changes during the construction of the new CHRP and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on design issues of CHRP with the Authority's staff responsible for design development.

c. Lead Airside Designer – Responsible for leading and managing the airside design program, including the interface of the New CTB, hydrant fueling system and associated aprons and gates with the existing airfield layout. Attends field coordination meetings periodically during the design development of the New CTB for activities related to airside elements periodically during the construction of the New CTB. Co-located for design activities related to field design changes during the construction of the airside elements of the New CTB and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on airside element design issues with the Authority's staff responsible for design development.

d. Lead Landside Designer – Responsible for ensuring that the design of all landside roadway and utility systems are completed and design criteria requirements are met. Attends field coordination meetings periodically during

landside design development. Co-located at the facility for design activities related to field design changes during construction of the landside elements such as roadways and utilities and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff on certain design issues with the Authority's staff responsible for design development.

	Lead Personnel	Other Personnel
Respondent	<ul style="list-style-type: none"> • Project Executive • Project Director 	--
Lead Contractor	<ul style="list-style-type: none"> • Project Officer • General Superintendent 	--
Lead Design Firm	<ul style="list-style-type: none"> • Design Manager 	<ul style="list-style-type: none"> • Lead Building Designer • Lead CHRP Designer • Lead Airside Designer • Lead Landside Designer

The Authority reserves the right to modify requirements for any personnel at the RFP stage.

- (d) **Resumes** - Provide separate resumes for all Lead Personnel and Other Personnel listed in Section 4.2.2 (c). Resumes are limited to two (2) pages per person (exclusive of licenses) and only one individual may be designated to fill each position. Copies of relevant licenses and registrations must be attached to the resume.

Resumes shall include the following information for each project listed:

- Name of the project;
- Dates of work performed on the project; and
- A description of the role on the project and the work or services provided. If more than one role was played, identify the dates and duration of each role.

- (e) **Statement of Personnel Commitment** - An express, written statement committing that the individuals designated in the SOQ for the Lead Personnel positions described in Section 4.2.2 (d) is available to serve the positions so identified in connection with the Project. The statement must be of the following form:

“[Lead Personnel name] is currently employed by [organization] and is available for work on the Project in the position identified as [.....]. The Respondent understands that requests by a Prequalified Respondent to implement a change in any Lead Personnel will be subject to the approval of the Authority in its reasonable discretion and that failure to obtain the Authority's approval may result in the Proposal submitted by a Prequalified Respondent being deemed non-responsive.”

(f) **Statement of Technical Approach** - A narrative statement of the Respondent's relevant experience as it relates to the technical approach to the Project. This statement will include the Respondent's:

- i. Understanding of the Project;
- ii. Approach to procuring, designing, building and successfully delivering the Project, relating the Respondent's approach to experiences with similar projects in the past and describing how problems that arose on these projects were resolved;
- iii. Approach to developing a phasing and staging plan to migrate airline and non-airline tenants to the New CTB from the existing CTB while maintaining existing levels of operations and acceptable levels of service, relating the Respondent's approach to experiences the Respondent has had with similar projects in the past and how potential problems that arose on these projects were resolved; and
- iv. Identification and understanding of the top Project risks and potential solutions to address risks arising during design and construction, based on the Respondent's experiences with similar projects in the past.

Respondent's narrative statement shall address the following:

- a. Describe the contract methods the Respondent has used in the past to provide a firm price and schedule for the completion of projects. On those projects, what penalties, if any, were assessed for failure to complete on time and on budget? What incentives were provided for early completion or reduced project costs?
- b. The Authority's schedule contemplates commencement of construction no later than 3Q 2014 with a minimum of 20 new gates contiguous to the terminal open to passenger traffic no later than 4Q 2018. Please describe how the Respondent has met similar construction schedules in the past and the construction risks the Respondent assumed.
- c. Describe the Respondent's experience with constructing in or adjacent to operational facilities and how that experience would inform the Respondent's approach for dealing with airline tenants in the existing CTB during the construction period.
- d. Describe the Respondent's experience with public agencies and the community outreach undertaken during major construction, and the methods and measures the Respondent put in place to ensure the fullest, most satisfactory levels of communication with the public.
- e. Describe examples where the Respondent successfully managed the general coordination of all major disciplines for similar projects, including how the work among various trades was coordinated to avoid on-site conflicts and interferences that resulted in successful project delivery.
- f. Describe examples where the Respondent implemented synergistic methods to manage the sequencing, scheduling and logistics involved with large volumes of construction materials.
- g. Describe examples where the Respondent fast-tracked a project schedule, including methods of construction, delivery and storage of materials, and

construction support space, if applicable, that yielded time savings.

- h. Describe examples where the Respondent used value engineering to achieve meaningful cost savings.
- i. Describe examples where the Respondent implemented an effective quality assurance program for the duration of a project of similar size and scope, with descriptions of existing best practices utilized.

The Statement of Technical Approach may be no longer than 15 pages. The Statement of Technical Approach will not be considered confidential and is subject to the terms of Form C.

- (g) **Experience Modification Rate.** The Respondent must submit a copy of the Experience Modification Rate (EMR) for the Lead Contractor (or joint venture partners if applicable) as a measure of the Respondent's safety record. If the rate is above 1.2, or has been rising over the past three (3) years, a written explanation must be provided. For companies that do not have an EMR due to work experience outside the U.S., a frequency rate table or accident incident rate or similar statistics must be provided indicating the safety record over the last five (5) years.

4.2.3 Submittal Requirements for Part 1: Management and Operations

The Management and Operations section of Part 1 will contain the following information:

- (a) **Management and Operations Qualifications.** Provide details for a maximum of three (3) projects in compliance with the requirements set forth on Form F and Section 5.2.3 (Management and Operations Evaluation Pass-Fail).
- (b) **Personnel Qualifications, Roles and Responsibilities**

Lead Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.3 (c), who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j), for whom a Statement of Commitment is required in accordance with Section 4.2.3 (d), and whose qualifications and experience will be evaluated as described in Section 5.3.2 (b).

Lead Personnel are listed as follows. The anticipated roles and responsibilities for each personnel classification are:

- i. Lead Terminal Operator
 - a. Lead Personnel
 - 1. Terminal Manager – Responsible for all day-to-day management and Operations and maintenance matters on behalf of the Project Company, including airline and tenant relations, safety and environmental compliance upon closing of Project Documents, and interfacing with the Authority in compliance with the operations and maintenance standards as defined in the Project Documents.

	Lead Personnel
Lead Terminal Operator	<ul style="list-style-type: none"> Terminal Manager

The Authority reserves the right to modify requirements for any personnel at the RFP stage.

- (c) **Resumes** - Provide separate resumes for all Lead Personnel listed in Section 4.2.3 (b). Resumes are limited to two (2) pages per person and only one individual may be designated to fill each position.

Resumes shall include the following information for each project listed:

- i. Name of the airport;
- ii. Dates of work performed at the airport; and
- iii. A description of the work or services provided.

- (d) **Statement of Personnel Commitment** - An express, written statement committing that the individual designated in the SOQ for the Lead Personnel position described in Section 4.2.3 (c) is available to serve the position so identified in connection with the Project. The statement must be of the following form:

“[Lead Personnel name] is currently employed by [organization] and is available for work on the Project in the position identified as [.....]. The Respondent understands that requests by a Prequalified Respondent to implement a change in any Lead Personnel will be subject to the approval of the Authority in its reasonable discretion and that failure to obtain the Authority’s approval may result in the Proposal submitted by a Prequalified Respondent being deemed non-responsive.”

- (e) **Statement of Management and Operations Approach** - A narrative statement of the Respondent’s relevant experience as it relates to the approach to operating and managing the existing CTB during construction and the New CTB. This statement will include the Respondent’s:

- i. Approach to managing, operating and maintaining the New CTB, relating the Respondent’s approach to experiences with similar projects;
- ii. Approach to operating the existing CTB and working with the Lead Contractor in managing the migration of airline and non-airline tenants to the New CTB from the existing CTB while maintaining existing levels of operations and acceptable levels of service, relating the Respondent’s approach to experiences, if any, the Respondent has had in similar projects; and
- iii. Identification and understanding of the top Project risks as they relate to the operation, maintenance and management of the existing CTB and the New CTB and potential solutions to address the risks based on the Respondent’s approach in experience with similar projects in the past.

Respondent’s narrative statement shall address the following:

- a. Describe the methods of interface with airline business and operations representatives that the Respondent’s team has previously used in other terminals

and the frequency of that interface. Describe how that experience would inform the Respondent's approach in the existing CTB during the construction and transition periods and in the New CTB. What role does the Respondent envision for the Authority in ongoing airline relations informed by that experience?

- b. Describe the Respondent's experience with: (a) common and preferential use terminal leasing practices and operations; and, (b) compensatory, commercial compensatory, fixed fee or other rate making methodologies. Describe the preferred approach to leasing practices, operations and rate making for the Project, including some of the key terms the Respondent would seek to include in a new airline terminal lease informed by previous experience.
- c. What is the prospective role of the airlines, informed by the Respondent's previous experience, in the following:
 - Terminal space assignment
 - O&M activities and costs
 - Establishment of budgets
 - Review of additional capital/O&M requirements over the term of the lease
- d. What would be the appropriate role for the Authority, as both the airport sponsor (i.e., as a recipient of government funds and the Part 139 certificate holder) and a significant financial participant in the Program, in the management and strategic direction of the New CTB?
- e. Describe the Respondent's experience with ramp control responsibilities and interfacing with air traffic control.
- f. Describe the Respondent's experience in managing terminal concessions (including landside and airside concessions as well as product delivery and waste removal) and what approach the Respondent will take to providing concessions in the existing CTB during construction and in the New CTB, informed by its experience.
- g. Are there any approaches the Respondent has used successfully in the past to generate new non-airline revenue sources or to augment existing ones that are unique and applicable to the New CTB?
- h. Based on prior experience, describe how the Respondent determined the optimal level of resources (i.e., supervisory staff, duty managers, on-site staff, third-party vendors and required equipment) required to operate an Airport Terminal and how that experience would inform the Respondent's approach to operating the New CTB.
- i. Describe the Respondent's experience in achieving the highest standards of customer service and satisfaction. Based on previous experience, how will the Respondent create productive, on-going relationships with the Authority, federal agencies, airlines, traveling public, and airport vendors?
- j. Based on previous experience, describe the Respondent's approach to the operation and maintenance of building equipment and systems, including preventive maintenance.

- k. Describe, based on previous experience, the Respondent's approach to custodial maintenance, including retention or outsourcing of this function.
- l. Describe how U.S. federal regulations could impact the Respondent's financial operations and management of the existing CTB and the New CTB.
- m. Based on previous experience, what key operational, maintenance and managerial issues must be addressed in greater detail in order to enable the Respondent to develop the preliminary concepts presented in this SOQ into a formal legal and business proposal?
- n. Describe the Respondent's experience with: airport passenger terminal building security under an Airport Security Program/Exclusive Area Agreement, as defined and addressed in Transportation Security Regulation 1542 issued and administered by the Transportation Security Administration (the "TSA"), or similar experience operating a public transportation facility; application, design, and integration of physical security systems including frontage roadway traffic management, access control, and closed circuit television systems; and implementation of physical security measures, with particular emphasis on building design. Respondents should also address experience in training, deploying, managing and coordinating with security personnel.
- o. Describe examples where the Respondent has successfully implemented a comprehensive health and workplace safety program focused on zero incidents.
- p. Describe examples where the Respondent has managed a unionized labor force.

The Statement of Management and Operations Approach may be no longer than 20 pages. The Statement of Management and Operations Approach will not be considered confidential and is subject to the terms of Form C.

4.2.4 Submittal Requirements for Part 1: Financial

The Financial section of Part 1 shall contain the following information:

- (a) **Financial Qualifications – Summary Financial Information.** Provide summary financial information for all Members and Guarantors for financial years 2009, 2010 and 2011 in compliance with Form G-1 requirements.
- (b) **Financial Qualifications – Equity Member's Transportation Project Development and Investment Track Record.** Provide details for a maximum of five (5) projects in compliance with the requirements set forth in Form G-2 and Section 5.1.2 (Responsiveness).
- (c) **Financial Statements** (except to the extent the Respondent requests confidential status and therefore includes in Part 2) shall be provided in a separate notebook/binder. Respondents are encouraged to submit financial statements electronically and to avoid, to the extent possible, large and unwieldy physical notebooks. If the relevant entities have received guarantees from Parent/Third Party Guarantors as evidenced in Form B-1 and by Parent/Third Party Guarantor letters as described in Section 4.2.4 (e) below, then financial statements need be submitted only for the parent/third party entity.

Financial statements for the Respondent, including Members and, if applicable, any entity of a joint venture making up a Member, should be provided for the three (3) most recent fiscal years and audited by a generally recognized certified public accountant firm. If a Member provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), the Authority reserves the right to request clarification or additional information as needed in order to facilitate the review of the financial statements provided.

If any Member does not have audited financial statements, or if it would, absent appropriate support from a Guarantor, fail to meet the minimum financial requirements stated in this RFQ, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor, in accordance with Section 4.2.4 (e) below. The SOQ shall identify the proposed Guarantor for each Member in Form B-1 and shall include audited financial statements for each proposed Guarantor. The Authority may, in its sole and absolute discretion, require that a guarantee from an acceptable Guarantor be provided before a Respondent may be accepted as a Prequalified Respondent.

For an Equity Member that intends to source its equity commitment through an investment fund in accordance with Section 4.2.4 (f) below, such investment fund's financial statements, as well as those of the general partner and fund manager (as applicable) shall also be provided.

If the Respondent or any other entity for which required financial information is submitted files reports with the Securities and Exchange Commission, electronic links to the latest 10-K and 10-Q must be provided.

Financial statements must include:

- i. Opinion Letter (Auditor's Report);
 - ii. Balance Sheet;
 - iii. Income Statement;
 - iv. Statement of Cash Flows;
 - v. Footnotes; and
 - vi. All financial statements using a foreign currency must be converted into U.S. Dollars and the conversion method(s) must be explained in an attachment.
- (d) **Credit Rating** – If available, the SOQ must include the credit ratings for the Respondent, including the rating for each Equity Member and Non-Equity Member and, if applicable, each of the members of the joint venture comprising an Equity Member or Non-Equity Member. The SOQ must also include the most recent credit rating information for any proposed Guarantor.
- (e) **Letter of Parent/Third Party Guarantor** - When a parent company's financial strength is being provided in support of an Equity Member, provide a letter from the Parent Guarantor, signed by an officer from that company, confirming its intention to provide financial support to the subsidiary's participation in the delivery of the Project. This letter must clearly state that the Parent Guarantor will provide the financial support needed by the subsidiary to successfully: (i) develop the Project through financial close, and (ii) implement the Project to the full extent of the Equity Member's anticipated involvement. If a letter satisfying these

requirements and supporting Form B-1 are not provided by the Parent Guarantor, the Equity Member will be assessed solely on the basis of its own financial standing, and the financial statements of the Parent Guarantor will not be considered.

When a third party company's financial strength is being provided in support of an Equity Member, provide a letter from the Third Party Guarantor, signed by an officer from that company, confirming its intention to provide financial support to the Equity Member's participation in the delivery of the Project. This letter must clearly state that the Third Party Guarantor will provide the financial support needed by the Equity Member to successfully: (i) develop the Project through financial closing, and (ii) implement the Project to the full extent of the Equity Member's anticipated involvement. If a letter satisfying these requirements and supporting Form B-1 are not provided by the Third Party Guarantor, the Equity Member will be assessed solely on the basis of its own financial standing, and the financial statements of the Third Party Guarantor will not be considered.

- (f) **Equity Funding Letter** (except to the extent the Respondent requests confidential status and therefore includes in Part 2) - For each Equity Member, a letter shall be provided. The Equity Funding Letter will be used as supporting evidence of the Equity Member's full commitment to the funding of the Project, which is preliminarily expected to be at least \$200 million.
- i. If the Equity Member is an investment fund or intends to source its Equity commitment through an investment fund, then the Equity Funding Letter must be signed by the fund's general partner(s), and at a minimum shall include the following items:
 - a. **Approval Process.** Provide an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required Equity commitment for the Project
 - b. **Funding Vehicle.** Provide the name and structure (including details on the relationship to the Equity Member if applicable) of the investment fund(s) that will ultimately carry this investment. Investment funds that have not achieved an initial closing will not be considered.
 - c. **Investment Capacity.** Provide supplemental information to the financial statements (as necessary) of the investment fund cited in item (b) above to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely Equity investment and the Equity Member's responsibility to provide the share percentage shown on Form B-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.
 - d. **Investment Criteria.** Provide the investment policy requirements that the Project would have to meet in order for the investment fund cited in item (b) above to participate (e.g., is an approved project, does not contradict any capital allocation policy and is consistent with its investment objectives) including any limitations on the term of any Equity investment. This response should include (but not be limited to) acknowledgement that the Project is a major construction project whose potential

contracting structure has been identified in Section 14.0 (*Project Delivery*) of the PBB.

- ii. 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 at a minimum shall include the following items:
 - a. **Approval Process.** Provide 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. **Sourcing Commitment.** Identify where and how the Equity commitment (consistent with the likely Project total Equity investment and the Equity Member's responsibility to provide the percentage shown on Form B-1) will be sourced and a narrative description of how competing allocation and capacity issues are considered among several project opportunities the Equity Member pursues simultaneously.
 - c. **Investment Capacity.** Provide supplemental information to the financial statements (as necessary) of the Equity Member to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely Equity investment and the Equity Member's responsibility to provide the percentage shown on Form B-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.
 - d. **Investment Criteria.** Provide assurances that the Project meets all corporate strategy and investment policy requirements and indicate any restrictions on the term of any Equity investment. This response should include (but not be limited to) acknowledgement that the Project is a major construction project whose potential contracting structure has been identified in Section 14.0 (*Project Delivery*) of the PBB.
- (g) **Letter of Lender's Support** – Provide at least one (1) but no more than three (3) letters of support from bond underwriters and/or commercial bank lenders (if applicable) with long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two (2) of the three (3) major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The commercial bank's long-term, unsecured debt rating shall be indicated in the letter. The letter must state the financial institution's interest in providing credit support or underwriting debt (which type will be specified) on the Project and indicate that the identified entity is capable of securing, managing and bringing to financial close the financing of a project of the size and nature of the Project involving a public-private partnership. The letter shall identify any experience the financial institution has with the Respondent or the Equity Member in connection with relevant public-private partnership financing packages involving Transportation Projects that have closed within the last seven (7) years. The letter must be on financial institution stationery, signed by an

official, and include title, address, telephone number, facsimile number and email address for verification purposes.

In the event that a financial institution is willing to provide a Letter of Lender's Support, but is not covered by any of the major rating agencies, then such Letter of Lender's Support may be accepted at the Authority's discretion, provided that such Financial Institution provides as an attachment to its letter, sufficient information to reasonably demonstrate its financial strength and stability. At a minimum, this information should include:

- (i) An explanation of why a major third-party rating is not needed or available for this financial institution;
 - (ii) Alternative measures of ability to meet financial obligations, including other third party rating and indications of financial strength, if any, that are available (provided in translated form);
 - (iii) A summary-level demonstration that the financial institution has ready and consistent access to necessary financial resources relative to current and future liabilities and other commitments, including this one; and
 - (iv) Audited financial statements of the financial institution (in accordance with Section 4.2.4 (c)).
- (h) **Surety Letter** – Evidence from a surety duly authorized to carry the business of suretyship in the State of New York indicating without conditions or qualifications that the Lead Contractor is capable at the time of the SOQ submission of obtaining a performance and payment bond in an amount of at least \$400 million. The letter shall be addressed to:

RFQ CUSTODIAN
The Port Authority of New York and New Jersey
Procurement Department
2 Montgomery Street, 3rd Floor
Jersey City, NJ 07302

The letter shall make reference to the fact that the bond would be applicable specifically to the Project and must identify that the surety is aware that the total design and construction cost element of the Project including risks to be assumed by the Project Company may exceed \$1 billion (this being a notional amount for the purpose of the surety letter at the RFQ stage and not necessarily representing the Authority's estimate of such costs). The evidence regarding bonding capacity will take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. Any surety providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company. Evidence of the surety's rating must be attached to the letter. The letter must specifically state that the surety has read this RFQ and the PBB and has evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. As an alternative, or in addition to the surety letter required by this Section 4.2.4 (h), the Respondent may submit letters from different commercial banks, each indicating a willingness to issue a letter of credit, which, in aggregate, total \$400 million without conditions or qualifications at the time of this SOQ submission. To be considered valid, each letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two (2)

of the three (3) major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The bank's long term, unsecured debt rating shall be stated in each letter of bank support.

The Authority has not yet determined the specific amount or form of payment and performance bonds, guarantees, or other security required for the Project. The RFP may require a package of bonds and other security in favor of lenders and/or the Authority in a total amount greater than the \$400 million amount referenced above. The Authority will delineate such requirements in the RFP.

- (i) **Statement of Financial Approach** - A statement of the Respondent's financial approach to the Project, including identification of any perceived challenges to financing the Project and proposed innovations to meet these challenges. The statement shall be developed assuming the project contracting and financial overview outlined in the PBB. The Statement of Financial Approach should address, at a minimum, the following questions:
- a. Describe the Respondent's approach to financing this Project, including the optimal mix of debt and Equity that would provide reasonable returns for both the Authority and the Respondent and result in reasonable terminal charges to the airlines, informed by previous experience.
 - b. Describe any conditions, obligations, covenants or restrictions that the Respondent would require in order to implement the Respondent's proposed financial plan for the Project, informed by previous experience.
 - c. What key financial issues relating to the Project must be addressed in greater detail in order to enable the Respondent to develop the preliminary concepts presented in this SOQ into a formal legal and business proposal?
 - d. Describe, with specificity, the Respondent's role in any projects that may not have reached financial close and explain the reasons why the projects did not close.
 - e. Provide any additional financial comments, concerns, or suggestions the Respondent wishes to offer related to its experience.

The Statement of Financial Approach may be no longer than 8 pages. The Statement of Financial Approach will not be considered confidential and is subject to the terms of Form C (*Agreement on Terms of Discussion*).

- (j) **Form G-3 – Additional Information for Equity Members** (included in Part 1 except to the extent confidential status is requested, in which case such information must be in Part 2).

4.2.5 Submittal Requirements for Part 2

This Section 4.2.5 sets forth the requirements for Part 2 of the submittal that will contain any SOQ material for which the Respondent requests confidential and proprietary status.

- a) The first page of each binder for Part 2 must contain a page executed by the Respondent that sets forth the specific items that the Respondent deems confidential, trade secret or proprietary information protected from public disclosure under applicable laws. Each entry must list the specific legal basis that the Respondent believes would protect that item from public disclosure. Blanket designations that do not identify the specific information will not be acceptable. The list required under this Section 4.2.5 is intended to inform the Authority as to the confidential nature of a Respondent's SOQ, but such list will not be binding on the Authority or determinative of any issue relating to confidentiality.
- b) The Respondent will separate the items included in Part 2 into technical information, management and operational information and financial information and submit these three (3) types of information in three (3) separate binders. The Respondent must label these binders "Part 2: Confidential Proprietary Information – Technical," "Part 2: Confidential Proprietary Information – Management and Operations," or "Part 2: Confidential Proprietary Information – Financial," as appropriate.
- c) The Authority will consider the Respondent to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any location in the SOQ other than in Part 2, even if the Respondent includes that item in the list described in Section 4.2.5 (a).

5. EVALUATION PROCESS AND CRITERIA

5.1 EVALUATION PROCESS

5.1.1 Overview

The evaluation of SOQs will be carried out by the Authority with assistance from other persons as the Authority may choose, including technical, financial, legal and other advisors.

Further, by providing references in the SOQ, a Respondent is authorizing the Authority to contact individuals for all purposes, including gathering information and documentation in connection with this RFQ. The individuals provided as reference should be available to the Authority. The onus is on the Respondent to provide valid contact information for references. If the individual provided as a reference is not available or contact information for the individual is not valid, the Authority is under no obligation to seek clarification regarding contact information provided or to request an alternate reference.

The Authority will notify each Respondent of the RFQ results by sending a written notice to the Designated Representative.

5.1.2 Responsiveness

Each SOQ will be reviewed for conformance to the RFQ instructions regarding organization and format and its responsiveness to the requirements set forth in this RFQ. SOQs deemed non-responsive to this RFQ may be excluded from further consideration and the Respondent so advised. Project experience considered nonresponsive may be disregarded by the Authority.

In order for project experience provided in the SOQ to be considered responsive, Forms E-1, E-2, F and G-2 must list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the Equity investment, construction, design, or operations and maintenance experience is, respectively, the Equity Member, Lead Contractor, Lead Design Firm or Lead Terminal Operator itself, or a controlled subsidiary of such Equity Member, Lead Contractor, Lead Design Firm or Lead Terminal Operator. Project experiences listed on Form G-2 provided by parent or sister companies of an Equity Member will be considered responsive to this SOQ only if the parent company (or, in the case of a project experience provided by a sister company, a common parent company) provides a Letter of Parent/Third Party Guarantor as specified under Section 4.2.4 (e).

An Equity Member that, as general partner and fund manager, intends to source its Equity commitment through an investment fund may list equity investment experiences provided by other investment funds for which it was the general partner and fund manager at the time of financial close and such experience would be considered responsive.

Lead Personnel and Other Personnel may be employed by a Member or Lead Firm itself, or a controlled subsidiary of such Member or Lead Firm.

5.2 ADMINISTRATIVE COMPLIANCE AND PASS-FAIL EVALUATION

The Authority will evaluate each SOQ on a pass-fail basis upon the requirements set forth in this Section 5.2. The Authority will first identify those SOQs that meet all the requirements set forth in this Section 5.2 and are deemed to be responsive. SOQs meeting these requirements will then be evaluated as set forth in Section 5.3 (*Scored Evaluation Criteria*).

5.2.1 General Pass-Fail

- (a) Respondent's Contact Information, Transmittal Letter (Form A), and Member information (Forms B-1, B-2 and B-3, if applicable) is submitted with appropriate information and signatures in accordance with Section 4.2.1 (*Submittal Requirements for Part I: General*).
- (b) The BQQ form has been submitted to the Authority's Office of Inspector General, evidence of the submission has been provided in accordance with Section 4.2.1 (d), and receipt of the BQQ has been verified.
- (c) Teaming agreements and key terms are submitted by the Respondent (as applicable). (Section 4.2.1 (e))
- (d) Teaming agreements and key terms are submitted by the Members and/or Lead Firms (as applicable). (Section 4.2.1 (f))
- (e) Joint and Several Liability Commitment is submitted by the Respondent (as applicable). (Section 4.2.1 (g))
- (f) Joint and Several Liability Commitment is submitted by the Members and/or Lead Firms (as applicable). (Section 4.2.1 (h))
- (g) A Table of Organization is submitted with appropriate information in accordance with Section 4.2.1 (i)
- (h) A Technical Organization Chart and Statement of Functional Relationships are submitted with appropriate information in accordance with Section 4.2.1 (j)
- (i) The Respondent has submitted Form C in accordance with Section 4.2.1 (k).
- (j) The SOQ contains all appropriate references in Form D in accordance with Section 4.2.1 (l)

5.2.2 Technical Evaluation Pass-Fail

- (a) Management Team Structure – The Technical Organization Chart shows the Members, Lead Firms, Other Key Firms, Lead Personnel and Other Personnel and, along with the Statement of Functional Relationships, depicts functional relationships adequate to the Project's demands.
- (b) The Respondent satisfies the minimum threshold (as evidenced in submission of completed Forms E-1 and E-2) for technical capability as follows:
 - i. The Lead Contractor must have a minimum of the following experience:
 - a. at least three (3) Transportation Projects with a construction value greater than \$400 million completed or substantially completed in the last ten (10) years;
 - b. at least one (1) Transportation Project with a construction value greater than \$400 million completed or substantially completed in the last seven (7) years;
 - c. at least one (1) Airport Terminal project with a construction value greater than \$250 million completed or substantially completed in the last seven (7) years, with design capacity to serve at least 2 million enplaned passengers annually; and

- d. at least one (1) Transportation Project in the United States with a construction value greater than \$400 million that has received “Notice to Proceed” and with at least \$100 million of work in place in the last seven (7) years.

Notes for above referenced Lead Contractor pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience by construction value; and
 - If the Lead Contractor is or is expected to be a partnership, joint venture, or consortium the experience of such Lead Contractor must be contributed by partners, joint venture or consortia members that will perform at least thirty percent (30%) of the Respondent’s potential construction work for the Project by construction value;
- ii. The Lead Design Firm must have a minimum of the following experience:
 - a. design of at least three (3) Transportation Projects each with a construction value greater than \$400 million completed or substantially completed in the last ten (10) years, and with design fees of greater than \$15 million;
 - b. design of at least one (1) Transportation Project with a construction value greater than \$400 million completed or substantially completed in the last seven (7) years, and with design fees of greater than \$15 million;
 - c. at least one (1) Airport Terminal project with a construction value greater than \$250 million completed or substantially completed in the last seven (7) years, with design capacity to serve at least 2 million enplaned passengers annually and with design fees of greater than \$7 million; and
 - d. design of at least one (1) Transportation Project in the United States with value greater than \$400 million that has received “Notice to Proceed” and with at least \$100 million work in place in the last seven (7) years. The design fees must have been greater than \$15 million and have already been paid.

Notes for above referenced Lead Design Firm pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Design Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience by design value; and
- If the Lead Design Firm is or is expected to be a partnership, joint venture, or consortium the experience must be contributed by partners, joint venture, limited liability companies or consortia members that will perform at least thirty percent (30%) of the Respondent’s potential design and engineering work for the Project by design value.

(c) Lead Personnel

Lead Personnel must meet the following experience requirements:

- i. The Project Executive for the Respondent must have:
 - a. At least twenty (20) years’ experience in the management of Transportation Projects, including the last five (5) years in a senior executive role.
- ii. The Project Director for the Respondent must have:
 - a. At least fifteen (15) years’ experience in the management of Transportation Projects, including the last five (5) years in a senior management role.

- iii. Lead Contractor's Project Officer must have:
 - a. At least fifteen (15) years' experience in the construction management of Transportation Projects, including the last five (5) years in a Project Officer or similar role.
 - iv. The General Superintendent must have:
 - a. At least fifteen (15) years' experience in a General Superintendent's role and responsibility for general public work projects that posed complex staging, coordinating and project schedule; and
 - b. Experience within the last ten (10) years managing the construction of Transportation Projects while maintaining existing operations (may be obtained from multiple projects rather than from a single project containing all the features).
 - v. The Design Manager must have:
 - a. At least fifteen (15) years' experience in the design management of Airport Terminal projects; and
 - b. Registered professional engineer or architect qualification in the State of New York.
- (d) The Respondent made the express, written commitments regarding the availability of personnel as required in Section 4.2.2 (e).
- (e) A Statement of Technical Approach has been submitted in accordance with Section 4.2.2 (f).

5.2.3 Management and Operations Evaluation Pass-Fail

- (a) The Respondent satisfies the minimum threshold (as evidenced in submission of completed Form F) for terminal operating, maintenance and management capability as follows:
- i. The Lead Terminal Operator must have a minimum of the following experience:
 - a. All operating and maintenance responsibility for at least one Airport Terminal building serving at least 2 million enplaned passengers annually (post-completion and open to passengers) for which responsibility has been held for five (5) years or longer.

Notes for above referenced Lead Terminal Operator pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Terminal Operator was ultimately responsible for the listed operations and maintenance experience; and
- If the Lead Terminal Operator is a partnership, joint venture, or consortium the relevant experience must be contributed by partners and/or members of the joint venture or consortium that will be primarily responsible for the Lead Terminal Operator's potential operation and maintenance work for the Project.

(b) **Lead Personnel**

Lead Personnel must meet the following experience requirements:

The Terminal Manager must have:

At least ten (10) years' experience in the operation, maintenance and management of an Airport Terminal with at least 2 million enplaned passengers annually, including the last five (5) years in a senior management role.

- (c) The Respondent made the express, written commitments regarding the availability of personnel as required in Section 4.2.3 (d).
- (d) A Statement of Management and Operations Approach has been submitted in accordance with Section 4.2.3 (e).

5.2.4 Financial Evaluation Pass-Fail

- (a) The Respondent has provided evidence of the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Section 4.2.4 (h).
- (b) The Respondent has submitted the letters of lender support as described in Section 4.2.4 (g).
- (c) The Respondent has submitted an Equity Funding Letter, conforming to the requirements set forth in Section 4.2.4 (f).
- (d) The Respondent has submitted Form G-2 containing the required information for each Equity Members' track record in accordance with Section 4.2.4 (b).
- (e) The Respondent has submitted financial statements and a Form G-1 containing the required summary financial information for all Members and Guarantors as described in Section 4.2.4 (a).
- (f) The Respondent includes on its submitted Form G-2 at a minimum, at least one Equity Member with experience in closing financing for at least two Transportation Projects, each in excess of \$400 million of private debt and equity in the last seven (7) years.

Notes for the above-referenced financial evaluation pass-fail criteria:

- For projects with a multiple funding sources that include public subsidy or co-financing, only the private portion of the financing will be considered to meet the pass-fail criteria in Section 5.2.4 (f);
 - The relevant experience must be contributed by Equity Members that will hold at least twenty percent (20%) ownership interest in the Project Company;
 - The relevant experience must be on at least one project where the Equity Member held a minimum twenty percent (20%) Equity interest and must only be on projects where the Equity Member held a minimum of ten percent (10%) ownership interest as of original financial close in the entity actually securing the financing package, excluding any shares or grant funds provided by governmental entities; and
 - Where a Respondent submits a project that it wishes to be considered as substantially complete, but for which Final DBO has not occurred, evidence should be submitted to allow the Authority to determine, in its sole and absolute discretion, that construction of the main portions of the facility is sufficiently complete in accordance with the relevant contract documents and that the facility is fit for its intended purpose.
- (g) A Statement of Financial Approach has been submitted in accordance with Section 4.2.2 (i).

5.3 SCORED EVALUATION CRITERIA

The Authority will evaluate and score each responsive SOQ meeting all of the administrative compliance and pass-fail qualification requirements in Section 5.2 (Administrative Compliance and Pass-Fail Evaluation) according to the criteria set forth in Sections 5.3.1 (Technical Qualifications and Capability) and Section 5.3.2 (Management and Operations Qualifications and Capability) and Section 5.3.3 (Financial Qualifications and Capacity) below. Major

evaluation headings denoted as “Technical Qualifications and Capability”, “Management and Operations Qualifications and Capability”, and “Financial Qualifications and Capacity” will be given weighting in the scored evaluation as listed below.

5.3.1 Technical Qualifications and Capability (40 Points Maximum)

(a) Experience of the Respondent Firms

Extent to which each Team Member demonstrates the following:

i. Lead Contractor

- a. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.2 (b)(i) above;
- b. Experience of team members working together successfully as an integrated team (individual members of Lead Contractor if joint venture and/or prior work experience with Lead Design Firm and/or Lead Terminal Operator);
- c. Experience in the construction of Airport Terminal buildings of similar scope and complexity;
- d. Experience in managing construction on a constrained site where airline and passenger activities are ongoing;
- e. Experience in coordination of construction in a highly regulated environment with stakeholders such as, or comparable to, the FAA, the TSA, and other regulatory agencies;
- f. Experience with successful construction of significant public works structures;
- g. Experience in comparable major metropolitan areas with similar traffic density/population, and particularly in the New York/New Jersey metropolitan area;
- h. Delivery of projects with safety programs measures and controls; and
- i. Experience in meeting obligations with respect to schedule, budget and risk management.

ii. Lead Design Firm

- a. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.2 (b)(ii) above;
- b. Experience of team members working together successfully as an integrated team (individual members of Lead Design Firm if joint venture and/or prior work experience with Lead Contractor and/or Lead Terminal Operator);
- c. Experience in designing and developing contract phasing on a constrained site where airline and passenger activities are ongoing;
- d. Experience in coordination of design in a highly regulated environment with stakeholders such as, or comparable to, the FAA, TSA, and other regulatory agencies;
- e. Experience in the design of Airport Terminal buildings of similar scope and complexity; and
- f. Experience with successful design of significant public works structures; and
- g. Experience in comparable major metropolitan areas with similar traffic density/population, and particularly in the New York/New Jersey metropolitan area.

(b) Experience of the Lead Personnel

The experience of Lead Personnel will be scored according to the following criteria:

Lead Personnel	Scored Evaluation Criteria
Project Executive, Project Director, Project Officer, General Superintendent, and Design Manager	Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 5.2.2 (b)</u> (multiple projects and/or years' experience exceeding thresholds) Extent to which submitted experience meets requirements set forth in items (b) through (i) in <u>Section 5.3.1 (a)(i)</u> and items (b) through (g) in <u>Section 5.3.1 (a)(ii)</u>
Other Personnel	Scored Evaluation Criteria
Lead Building Designer, Lead CHRP Designer, Lead Airside Designer, and Lead Landside Designer	Extent to which submitted experience meets requirements set forth in items b through g in <u>Section 5.3.1 (a)(ii)</u>

(c) Management and Team Structure

- i. Extent to which the proposed organization is capable of functioning as a part of a well-integrated “design-build-finance-operate-maintain” team that will effectively manage all Project elements and risks; and
- ii. Evidence of a well-organized management and team structure (as described by the Technical Organization Chart and Statement of Functional Relationships provided pursuant to Section 4.2.1 (j)) that clearly defines and articulates each team member’s role, responsibilities, delegated authority for key functions and decision making bodies, including the decision making process.

(d) Statement of Technical Approach

- i. Extent to which the Statement of Technical Approach demonstrates a full understanding of the Project’s scope and complexity; and
- ii. Extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases, including design and construction.

5.3.2 Management and Operations Qualifications and Capability (40 Points Maximum)

(a) Experience of the Respondent Firms

Extent to which each Team Member demonstrates the following:

Lead Terminal Operator

- i. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.3 (b) above;
- ii. Experience in working together collaboratively as part of an integrated design-build-finance-operate-maintain team with inputs and guidance to the design process (including any prior work experience with Lead Contractor and/or Lead Design Firm);
- iii. Experience with airlines on issues relating to terminal space leasing;
- iv. Experience in effectively managing complex interfaces with owner-retained functions such as air carrier runway and taxiway activities, police/fire safety and incident management;

- v. Experience in developing retail concession concepts and managing concessions operations;
- vi. Experience with customer service assurance and activities; and
- vii. Airport terminal operating and maintenance experience with similar challenges in major metropolitan areas comparable to the New York/New Jersey metropolitan area.

(b) Experience of the Lead Personnel

The experience of Lead Personnel will be scored according to the following criteria:

Lead Personnel	Scored Evaluation Criteria
Lead Terminal Operator's Terminal Manager	<p>Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 5.2.3 (b)</u> (multiple projects and/or years' experience exceeding thresholds)</p> <p>Extent to which submitted experience meets requirements set forth in items (ii) through (vii) in <u>Section 5.3.2 (a)</u></p>

(c) Management and Team Structure

- i. Extent to which the proposed organization is capable of functioning as a part of a well-integrated "design-build-finance-operate-maintain" team that will effectively manage all Project elements and risks; and
- ii. Evidence of a well-organized management and team structure (as described by the Technical Organization Chart and Statement of Functional Relationships provided pursuant to Section 4.2.1 (j)) that clearly defines and articulates each team member's role, responsibilities, delegated authority for key functions and decision making bodies, including the decision making process.

(d) Statement of Management and Operations Approach

- i. Extent to which the Statement of Management and Operations Approach demonstrates a full understanding of the Project's scope and complexity; and
- ii. Extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases.

5.3.3 Financial Qualifications and Capacity (20 Points Maximum)

- (a) Equity Members' long-term commitment and ability to successfully achieve financial close and to implement the Project through construction and operations
 - i. Relevance and comparability of the Equity Member's experience in closing the financing of large and technically complex public-private partnership projects (or projects with similar delivery models), with an emphasis on large Transportation Projects, preferably Airport Terminal projects;
 - ii. Experience as an Equity Member in successfully bringing public-private partnerships involving Transportation Projects, preferably Airport Terminal projects, through construction completion and subsequently managing and administering their operations;

- iii. Demonstrated ability to maintain stable or increasing equity positions in projects and the level of readiness, flexibility and availability of funds to invest levels of equity consistent with the scope and nature of the Project;
- iv. Specificity and degree of financial support for the Respondent from lenders; and
- v. Equity Members' experience in closing and investing in a diverse range of financing structures for public-private partnership projects or similar project delivery models (including structures involving bank loans, bonds, and other sources of financing).

(b) Financial capability of the Respondent and its Members

- i. Strength of financial statements included in the SOQ and Parent/Third Party Guarantor Letters, if any; and
- ii Ability to provide construction funding as demonstrated by the specificity and degree of financial support for the Respondent from sureties/banks indicating their willingness to provide a surety bond or letter of credit to the Respondent.

(c) Statement of Financial Approach

Extent to which the Statement of Financial Approach identifies the Project's key financing issues and challenges, suggests achievable approaches consistent with this RFQ.

6. PROTEST PROCEDURES

Any Respondent submitting a SOQ in response to this solicitation may protest the Authority's decision in accordance with the Authority's Protest Procedure, which may be found at the following link: <http://www.panynj.gov/business-opportunities/pdf/protest-procedures.pdf>

7. DISCLAIMER

The information contained in this RFQ, the PBB or any other written or oral information provided by the Authority and its Commissioners, officers, agents, employees, and consultants in connection with the Project and the selection process has been provided as general information only. The Respondents shall make their own conclusions as to the information provided herein and in the PBB. Oral explanations or instructions from Commissioners, officers, agents, employees and consultants of the Authority shall not be considered binding on the Authority. The Authority and its Commissioners, officers, agents, employees and consultants make no representations, warranties or guarantees as to any information contained in this RFQ and the PBB and the accuracy and completeness of the information, including whether the information accurately represents the conditions that would be encountered at LGA, now or in the future. The information contained herein or in the PBB is not warranted by the Authority or its Commissioners, officers, agents, employees and consultants, and none of them shall have any liability in connection with such information or the selection process, all of which liability is expressly waived by the Respondents. The furnishing of this information by the Authority or its Commissioners, officers, agents, employees, and consultants shall not create or be deemed to create any obligation or liability upon the Authority for any reason whatsoever and each Respondent by expressing its interest and submitting its qualifications expressly agrees that such Respondent has not relied upon the foregoing information, and that it shall not hold the Authority or its Commissioners, officers, agents, employees and consultants liable or responsible for it in any manner whatsoever.

8. RESERVED RIGHTS

The Authority reserves to itself all rights (which rights are exercisable by the Authority in its sole and absolute discretion) available to it under applicable law, including without limitation, with or without cause and with or without notice, the right to:

- a. Cancel this RFQ without incurring any cost obligations or liabilities.
- b. Not issue an RFP.
- c. Reject any and all SOQs at any time.
- d. Modify all dates set or projected in this RFQ.
- e. Terminate at any time evaluations of SOQs.
- f. Issue addenda, supplements and modifications to this RFQ or the PBB.
- g. Seek the assistance of outside technical experts and consultants in evaluating the SOQs.
- h. Require confirmation of information furnished by a Respondent, require additional information or clarification from a Respondent concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- i. Seek or obtain data from any source that has the potential to improve the understanding and evaluation a Respondent's SOQ.
- j. Add or delete Prequalified Respondent responsibilities from the information contained in this RFQ, and issue an RFP or contractual documents that differ in material ways from discussion in this RFQ or the PBB.
- k. Waive defects or other irregularities in an SOQ or permit Respondent clarifications or supplements to an SOQ.
- l. Disqualify any Respondent which changes the team structure outlined in its SOQ without Authority approval.
- m. Accept, reject or seek additional information regarding a Prequalified Respondent's request to change its team (including substitutions and additions). The Authority will consider such requests only under exceptional circumstances and may base its decision as to whether to accept a team change request on:
 - i. Whether the proposed team member and the Prequalified Respondent as a whole meets the minimum criteria contained in this RFQ;
 - ii. Whether such a change would render the Prequalified Respondent materially different than the Prequalified Respondent originally shortlisted; and
 - iii. Any other factors that the Authority considers material.
- n. Not issue a notice to proceed after execution of the Project Documents.
- o. Disqualify a Respondent in the event that a conflict of interest arises, such as described in Section 3.1.2 (Respondent Conflict of Interest) and/or Section 3.2.3 (Prequalified Respondent Conflict of Interest), that cannot be resolved to the satisfaction of the Authority.
- p. Exercise any other right reserved or afforded to the Authority under this RFQ and applicable law, including waiving deficiencies in an SOQ or accept and review a non-conforming SOQ.

With reference to item (m) above, the Prequalified Respondent must provide all information needed to facilitate the Authority's consideration and if the changes include the addition or substitution of one or more new Member or Lead Firm, must provide all of the information that is required in this RFQ regarding a Member or Lead Firm.

This RFQ does not commit the Authority to determine the Prequalified Respondents, or to proceed with the procurement described in this document. The Authority assumes no obligations, responsibilities and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or

alleged to have been incurred by parties considering a response to and responding to this RFQ. All of such costs shall be borne solely by each Respondent.

In no event will the Authority be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as Project Documents, in form and substance satisfactory to the Authority, have been executed and authorized by the Authority and, then, only to the extent set forth in the Project Documents.

APPENDIX A

**CERTIFICATION OF NO INVESTIGATION, NON-COLLUSIVE PRACTICES AND
ELIGIBILITY DETERMINATIONS BY STATES**

**CERTIFICATION OF NO INVESTIGATION (CRIMINAL OR CIVIL ANTI-TRUST),
INDICTMENT, CONVICTION, SUSPENSION, DEBARMENT, DISQUALIFICATION,
PREQUALIFICATION DENIAL OR TERMINATION, ETC; DISCLOSURE OF OTHER
REQUIRED INFORMATION**

By submitting a SOQ, each Respondent and each person signing on behalf of the Respondent certifies, and in the case of a joint venture each party thereto certifies as to its own organization, that the organizations representing the Respondent and each parent and/or affiliate of any of these organizations have not:

- (a) been indicted or convicted in any jurisdiction;
- (b) been suspended, debarred, found not responsible or otherwise disqualified from entering into contracts with any governmental agency or been denied a government contract for failure to meet prequalification standards;
- (c) had a contract terminated by any governmental agency for breach of contract or for any cause related directly or indirectly to an indictment or conviction;
- (d) changed its name and/or Employer Identification Number (taxpayer identification number) following its having been indicted, convicted, suspended, debarred or otherwise disqualified, or had a contract terminated as more fully provided in (a), (b) and (c) above;
- (e) ever used a name, trade name or abbreviated name, or an Employer Identification Number different from those identified in the SOQ where applicable;
- (f) been denied a contract by any governmental agency for failure to provide the required security, including bid, payment or performance bonds or any alternative security deemed acceptable by the agency letting the contract;
- (g) failed to file any required tax returns or failed to pay any applicable federal, state or local taxes;
- (h) had a lien imposed upon its property based on taxes owed and fines and penalties assessed by any agency of the federal, state or local government;
- (i) been, and is not currently, the subject of a criminal investigation by any federal, state or local prosecuting or investigative agency and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency, including an inspector general of a governmental agency or public authority; and
- (j) had any sanctions imposed as a result of a judicial or administrative proceeding with respect to any professional license held or with respect to any violation of a federal, state or local environmental law, rule or regulation.

The foregoing certification as to "(a)" through "(j)" shall be deemed to have been made by the Respondent members as follows: if the Respondent member is a corporation, such certification shall be deemed to have been made not only with respect to the Respondent member itself, but also with respect to each director and officer, as well as, to the best of the certifier's knowledge and belief, each stockholder with an ownership interest in excess of 10%; if the Respondent member is a consortium, partnership or joint venture, such certification shall be deemed to have been made not only with respect to the joint venture itself, but also with respect to each partner or joint venture member as appropriate.

Moreover, the foregoing certification, if made by a corporate entity, shall be deemed to have been authorized by the Board of Directors of the entity, and such authorization shall be deemed to include the signing and submission of the SOQ and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the Respondent or any of its members cannot make the foregoing certification, the Respondent shall so state and shall furnish with the SOQ a signed statement which sets forth in detail the reasons therefore. If the Respondent is uncertain as to whether it can make the foregoing certification, it shall so indicate in a signed statement furnished with its SOQ, setting forth an explanation for its uncertainty.

Notwithstanding that the certification may be an accurate representation of the Respondent members' status with respect to the enumerated circumstances provided for in this clause as requiring disclosure at the time that the SOQ is submitted, the Respondent agrees to immediately notify the Authority in writing of any change in circumstances during the period of validity of the SOQ.

The foregoing certification or signed statement shall be deemed to have been made by the Respondent with full knowledge that it would become a part of the records of the Authority and that the Authority will rely on its truth and accuracy in announcing a list of Prequalified Teams. In the event that the Authority determines at any time prior or subsequent to the announcement of Prequalified Teams that a Respondent or any of its members has falsely certified as to any material item in the foregoing certification; willfully or fraudulently submitted any signed statement pursuant to this clause which is false in any material respect; or has not completely and accurately represented its status with respect to the circumstances provided for in this clause as requiring disclosure, the Authority may determine that the Respondent is not a responsible entity and may, in addition to exercising any other rights or remedies available to it, reconsider whether the Respondent is eligible to be a Prequalified Team. In addition, Respondents are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for offering a false instrument for filing (see e.g., New York Penal Law, Section 175.30 et seq.). Respondents are also advised that the inability to make such certification will not in and of itself disqualify a Respondent, and that in each instance the Authority will evaluate the reasons therefore provided by the Respondent for its failure and/or inability to make such certification.

**NON-COLLUSIVE PRACTICES AND CODE OF ETHICS CERTIFICATION;
CERTIFICATION OF NO SOLICITATION BASED ON COMMISSION, PERCENTAGE,
BROKERAGE, CONTINGENT FEE OR OTHER FEE**

By submitting a SOQ, each Respondent and each person signing on behalf of any Respondent certifies, and in the case of a joint venture each party thereto certifies as to its own organization, that:

- (a) no attempt has been made and none will be made by the Respondent to induce any other person, partnership or corporation to submit or not to submit a SOQ for the purpose of restricting competition;
- (b) this organization has not made any offers or agreements, or given or agreed to give anything of value (see definition of "anything of value" appearing in the clause of the Form of Contract entitled "No Gifts, Gratuities, Offers of Employment, etc.") or taken any other action with respect to any Authority employee or former employee or immediate family member of either which would constitute a breach of ethical standards under the Code of Ethics and Financial Disclosure dated as of April 11, 1996 (a copy of which is available upon request to the individual named in the clause hereof entitled "Questions by Respondents"), nor does this organization have any knowledge of any act on the part of an Authority employee or former Authority employee relating either directly or indirectly to this organization which constitutes a breach of the ethical standards set forth in said Code;
- (c) no person or selling agency, other than a bona fide employee or bona fide established commercial or selling agency maintained by the Respondent for the purpose of securing business, has been employed or retained by the Respondent to solicit or secure a position as a Prequalified Team on the understanding that a commission, percentage, brokerage, contingent or other fee would be paid to such person or selling agency;
- (d) the Respondent has not offered, promised or given, demanded or accepted, any undue advantage, directly or indirectly, to or from a public official or employee, political candidate, party or party official, or any private sector employee (including a person who directs or works for a private sector enterprise in any capacity), in order to obtain, retain, or direct business or to secure any other improper advantage in connection with this RFQ.

The foregoing certification as to "(a)", "(b)", "(c)" and "(d)" shall be deemed to have been made by the Respondent as follows: if the Respondent is a corporation, such certification shall be deemed to have been made not only with respect to the Respondent itself, but also with respect to each parent, affiliate, director and officer of the Respondent, as well as, to the best of the certifier's knowledge and belief, each stockholder of the bidder with an ownership interest in excess of 10%; if the bidder is a consortium, partnership or joint venture, such certification shall be deemed to have been made not only with respect to the Respondent itself, but also with respect to each partner or joint venture member. Moreover, the foregoing certification, if made by a corporate entity, shall be deemed to have been authorized by the Board of Directors of the entity, and such authorization shall be deemed to include the signing and submission of the SOQ and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the Respondent cannot make the foregoing certification, the Respondent shall so state and shall furnish with the signed bid a signed statement which sets forth in detail the reasons therefore. If the Respondent is uncertain as to whether it can make the foregoing certification, it shall so indicate in

a signed statement furnished with its bid, setting forth in such statement the reasons for its uncertainty. As a result of such disclosure, the Port Authority shall take appropriate action up to and including a finding of non-responsibility.

Failure to make the required disclosures shall lead to administrative actions up to and including a finding of non-responsibility.

Notwithstanding that the Respondent may be able to make the foregoing certification at the time the SOQ is submitted, the Respondent shall immediately notify the Authority in writing during the of any change of circumstances which might under this clause make it unable to make the foregoing certification or required disclosure. The foregoing certification or signed statement shall be deemed to have been made by the Respondent with full knowledge that it would become a part of the records of the Authority and that the Authority will rely on its truth and accuracy in making a shortlist of Prequalified Teams. In the event that the Authority should determine at any time prior or subsequent to the selection of Prequalified Teams that a Respondent has falsely certified as to any material item in the foregoing certification or has willfully or fraudulently furnished a signed statement which is false in any material respect, or has not fully and accurately represented any circumstance with respect to any item in the foregoing certification required to be disclosed, the Authority may determine that the Respondent is not responsible and may, in addition to exercising any other rights or remedies it may have, reconsider whether the Respondent is eligible to be a Prequalified Team.

In addition, Respondents are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for offering a false instrument for filing (see e.g., New York Penal Law, Section 175.30 et seq.). Respondents are also advised that the inability to make such certification will not in and of itself disqualify a Respondent from becoming a Prequalified Team, and that in each instance the Authority will evaluate the reasons therefore provided by the Respondent for its failure and/or inability to make such certification.

RESPONDENT ELIGIBILITY - DETERMINATIONS BY AN AGENCY OF THE STATE OF NEW YORK OR NEW JERSEY CONCERNING ELIGIBILITY TO RECEIVE PUBLIC CONTRACTS

Respondents are advised that the Authority has adopted a policy to the effect that in awarding its contracts it will honor any determination by an agency of the State of New York or New Jersey that an entity is not eligible to bid on or be awarded public contracts because the entity has been determined to have engaged in illegal or dishonest conduct or to have violated prevailing rate of wage legislation.

The full text of the resolution adopting the policy may be found in the Minutes of the Authority's Board of Commissioners meeting of September 9, 1993.

* The term “affiliates” includes parent company(ies), subsidiaries, organizations under common ownership, joint venture members, partners, and other financially liable parties for that entity.

RFQ FORMS

Form A	Transmittal Letter
Form B-1	Respondent Summary Information
Form B-2	Information Regarding the Respondent's Equity Members, Non-Equity Members, Lead Firms and Guarantors
Form B-3	Information Regarding the Respondent's Other Key Firms
Form C	Agreement on Terms of Discussion
Form D	Respondent Firm and Personnel Reference Summary
Form E-1	Technical Qualifications – Design
Form E-2	Technical Qualifications – Construction
Form F	Management, Operations and Maintenance Qualifications
Form G-1	Financial Qualifications – Summary Financial Information
Form G-2	Financial Qualifications – Equity Member's Transportation Project Development and Investment Track Record
Form G-3	Financial Qualifications – Additional Information for Equity Members

FORM A

TRANSMITTAL LETTER

RESPONDENT: _____

SOQ Date: _____

The Port Authority of New York and New Jersey
2 Montgomery Street, 3rd Floor
Jersey City, New Jersey 07303

Ladies and Gentlemen:

The undersigned (“Respondent”) submits this qualification submittal (this “SOQ”) in response to that certain Request for Qualifications (“RFQ”) dated as of October 26, 2012, issued by the Port Authority of New York and New Jersey (“the Authority”) to design, build, finance, operate and maintain the LaGuardia Airport Central Terminal Building Redevelopment Project (the “Project”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Our team consists of the following members:

Equity Members:

Non-Equity Members:

Lead Firms:

Other Key Firms:

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

PART 1:

- Transmittal Letter (this Form A)
- Form B-1 – Respondent Summary Information
- Form B-2 – Information Regarding the Respondent’s Equity Member, Non-Equity Member, Lead Firms and Guarantors
- Form B-3 – Information Regarding the Respondent’s Other Key Firms
- Teaming Agreements/Summary of Anticipated Teaming Agreements (if applicable)
- Joint and Several Liability Commitment(s) (if applicable)
- Respondent Table of Organization
- Form C – Agreement on Terms of Discussion
- Form D – Respondent Firm and Personnel Reference Summary
- Form E-1 – Technical Qualifications – Design
- Form E-2 – Technical Qualifications – Construction
- Form F – Management, Operations and Maintenance Qualifications
- Form G-1 – Financial Qualifications – Summary Financial Information
- Form G-2 – Financial Qualifications – Equity Member’s Transportation Project Development and Investment Track Record
- Form G-3 – Additional Information for Equity Members
- Technical Organization Chart and Statement of Functional Relationships
- Personnel Qualifications (Resumes)
- Statements of Personnel Commitment
- Financial Statements
- Credit Rating (if applicable)
- Surety Letter(s)
- Letter(s) of Parent/Third Party Guarantor (if applicable)
- Letter(s) of Lender’s Support
- Equity Funding Letter(s)
- Statement of Technical Approach
- Statement of Management and Operational Approach
- Statement of Financial Approach

PART 2:

- Information for which confidential proprietary status is requested

Respondent acknowledges receipt, understanding and full consideration of the following addenda and sets of questions and answers to the RFQ:

Respondent to list any addenda to this RFQ and sets of questions and answers by dates and number.

Respondent warrants that it has read the PBB and is aware of the Authority's intended contracting and financial structure for the Project. Respondent further represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ.

Respondent understands that the Authority is not bound to prequalify any Respondent and may reject any or each SOQ received.

Respondent further understands that, except as set forth in the RFQ and as may be set forth in the RFP, all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Respondent.

Respondent agrees that the Authority, including the Commissioners of the Authority and any officer, agent, consultant and employee thereof, will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ, the PBB or in this SOQ.

Respondent warrants that it has read the policies and undertakings set forth in Appendix A of the RFQ with respect to: no investigation (criminal or civil anti-trust), indictment, conviction, suspension, debarment, disqualification, prequalification denial or termination and other information and by submittal of this SOQ certifies its acceptance of and compliance with these policies and undertakings.

Respondent warrants that it has read the policies and undertakings set forth in Appendix A of the RFQ with respect to: non-collusive practices and code of ethics, certification of no solicitation based on commission, percentage, brokerage, contingent fee or other fee and by submittal of this SOQ certifies its acceptance of and compliance with these policies and undertakings.

Respondent warrants that it has read the policies set forth in Appendix A of the RFQ with respect to eligibility to bid on or be awarded public contracts following a determination by an agency of the State of New York and by submittal of this SOQ certifies its acceptance of these policies.

Designated Representative:

By executing this form each Equity Member and Non-Equity Member of the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent and the principal contact for the Respondent in dealings with the Authority.

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: _____

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

FORM B-1
RESPONDENT SUMMARY INFORMATION

1. SUMMARY INFORMATION REGARDING RESPONDENT

Name of Respondent: _____

Name of Respondent's Designated Representative: _____

Respondent's Business Organization (check one):

- ☐ Corporation (If yes, then indicate the State and Year of Incorporation.)
☐ Partnership
☐ Joint Venture/Consortium
☐ Limited Liability Company
☐ Other (describe)

Provide the following information for all Members and Lead Firms in alphabetical order:

Name and Address	Proposed Role(s) Within the Respondent	Classification(s) (<i>Equity Member, Non-Equity Member, Lead Firm</i>)
Example: Consortium A (list each constituent firm, percentage of voting rights, and, if applicable, percentage of work to be performed)	Example: Primary Developer and Design-Build Contractor	Example: Equity Member and Lead Firm (Lead Contractor)
Example: Company B	Example: Investor	Example: Equity Member
Example: Joint Venture C (list each constituent firm, percentage of voting rights, and, if applicable, percentage of work to be performed)	Example: Terminal Operator	Example: Non-Equity Member and Lead Firm (Lead Terminal Operator)
Example: Company D	Example: Design Engineer	Example: Non-Equity Member
Example: Company E	Example: Terminal Architect	Example: Lead Firm (Lead Design Firm)

2. INFORMATION REGARDING EQUITY MEMBERS

Provide the following information for each Equity Member. If the Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each constituent member of the joint venture, consortium member, partner or limited liability company member (as applicable) in the spaces below. Indicate whether the Equity Member is also Lead Contractor, Lead Design Firm and/or Lead Terminal Operator

Equity Member Name and Address	Expected Percentage of Equity Interest (sum total should be 100%)	Guarantor Name and Address (if applicable)	Indicate other roles: Lead Contractor, Lead Design Firm and/or Lead Terminal Operator (whether to be performed by the firm itself or an affiliated company)
Example: Consortium A (75% Company A1 and 25% Company A2)	Example: 65%		Example: Lead Contractor
Example: Company B	Example: 35%	Company B1	

3. INFORMATION REGARDING OTHER KEY FIRMS

Provide the following information for each of the Other Key Firms. If any of those is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each member of the joint venture, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Other Key Firm Name and Address	Proposed Role
<u>Example:</u> Consortium A (75% Company A1 and 25% Company A2)	<u>Example:</u> Landside Design Firm
<u>Example:</u> Joint Venture C (Joint Venturer C1 – 60% and Joint Venturer C2 – 40%)	<u>Example:</u> Joint Venturer C1 – Engineering <u>Example:</u> Joint Venturer C2 – All Other Engineering
<u>Example:</u> Company D	<u>Example:</u> Concessions Developer

DESIGNATED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Designated Representative to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

FORM B-2

**INFORMATION REGARDING THE RESPONDENT'S
EQUITY MEMBERS, NON-EQUITY MEMBERS, LEAD FIRMS AND GUARANTORS**

Submit one copy of this Form B-2 related to each Equity Member, Non-Equity Member, Lead Firm or Guarantor. If a Member, Lead Firm or Guarantor identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of this Form B-2 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Member, Lead Firm, or Guarantor (as applicable).

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ E-mail address: _____

Name of Official Representative for the Project: _____

Business Organization (check one):

- ☐ Corporation (If yes, then indicate the Authority and Year of Incorporation.)
- ☐ Partnership
- ☐ Joint Venture/Consortium
- ☐ Limited Liability Company
- ☐ Other (describe)

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Authorized Representative of the entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM B-3
INFORMATION REGARDING THE RESPONDENT'S
OTHER KEY FIRMS

Submit one copy of this Form B-3 related to each Other Key Firm teamed with the Respondent. If an Other Key Firm identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of this Form B-3 for each constituent member of the joint venture, consortium member, partner or limited liability company member of the Other Key Firm (as applicable).

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ E-mail address: _____

Name of Official Representative for the Project: _____

Business Organization (check one):

- ☐ Corporation (If yes, then indicate the Authority and Year of Incorporation.)
- ☐ Partnership
- ☐ Joint Venture/Consortium
- ☐ Limited Liability Company
- ☐ Other (describe)

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Authorized Representative of the entity to which this form relates:

By:_____ Print Name:_____

Title:_____ Date:_____

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

FORM C

AGREEMENT ON TERMS OF DISCUSSION

The Port Authority's receipt or discussion of any information contained in the SOQ shall not impose any obligations whatsoever on the Port Authority or entitle us to any compensation therefor (except to the extent specifically provided in such written agreement, if any, as may be entered into between the Port Authority and us). Any such information given to the Port Authority before, with or after this Agreement on Terms of Discussion ("Agreement"), either orally or in writing, is not given in confidence. Such information may be used, or disclosed to others, for any purpose at any time without obligation or compensation and without liability of any kind whatsoever. Any statement which is inconsistent with this Agreement, whether made as part of or in connection with this Agreement, shall be void and of no effect. This Agreement is not intended, however, to grant to the Port Authority rights to any matter which is the subject of valid existing or potential letters patent. The foregoing applies to any information, whether or not given at the invitation of the Authority.

Notwithstanding the above, and without assuming any legal obligation, the Port Authority will employ reasonable efforts, subject to the provisions of the Authority's Freedom of Information Policy and Procedure adopted by the Port Authority's Board of Commissioners on November 20, 2008, which may be found on the Authority website at http://www.panynj.gov/AboutthePortAuthority/ContactInformation/foi_policy.html, not to disclose to any competitor of the undersigned information submitted which are trade secrets or is maintained for the regulation or supervision of commercial enterprise which, if disclosed, would cause substantial injury to the competitive position of the enterprise, and which information is identified by the Respondent as proprietary, which must be disclosed by the undersigned to the Port Authority as part of or in connection with the submission of information through the inclusion of such information in Part 2 of the SOQ.

Designated Representative:

Signature of _____ For _____
Print Name Firm Name

(Title)

(Date)

ORIGINAL AND PHOTOCOPIES OF THIS PAGE ONLY.

DO NOT RETYPE

FORM D

RESPONDENT FIRM and PERSONNEL REFERENCE SUMMARY

Respondents should consolidate project experience references for all entities, Lead Personnel and Other Personnel included in their SOQs within the table below.
References unable to be contacted may be disregarded by the Authority in its sole and absolute discretion.

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Equity Member	1.						
	2.						
	3.						
	4.						
	5.						
Non-Equity Member (if not Lead Contractor, Lead Design Firm, or Lead Terminal Operator)	1.						
	2.						
	3.						
	4.						
	5.						
Lead Contractor	1.						
	2.						
	3.						
	4.						
	5.						
	6.						
Lead Design Firm	1.						
	2.						
	3.						
	4.						
	5.						

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Lead Terminal Operator	1.						
	2.						
	3.						
	4.						
	5.						
Respondent's Project Executive	1.						
	2.						
	3.						
Respondent's Project Director	1.						
	2.						
	3.						
Lead Contractor's Project Officer	1.						
	2.						
	3.						
Lead Contractor's General Superintendent	1.						
	2.						
	3.						
Lead Design Firm's Design Manager	1.						
	2.						
	3.						
Lead Design Firm's Lead Building Designer	1.						
	2.						
	3.						
Lead Design Firm's Lead CHRP Designer	1.						
	2.						
	3.						

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Lead Design Firm’s Lead Airside Designer	1.						
	2.						
	3.						
Lead Design Firm’s Lead Landside Designer	1.						
	2.						
	3.						
Lead Terminal Operator’s Terminal Manager	1.						
	2.						
	3.						

FORM E-1 - TECHNICAL QUALIFICATIONS - DESIGN
EXPERIENCE OF THE LEAD DESIGN FIRM* IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS

	PROJECT OWNER ⁽¹⁾	PROJECT NAME AND LOCATION ^{(2) (3)}	PROJECT COST ⁽⁴⁾ ⁽⁵⁾	START/END DATES	% OF WORK COMPLETED BY SEPTEMBER 30, 2012	LEVEL OF COMPANY'S PARTICIPATION ⁽⁶⁾	ROLE OF COMPANY FOR THE PROJECT ⁽⁷⁾
1							
2							
3							
4							
5							

* List the experience of the Lead Design Firm only, whether or not it will be a future shareholder of the Project Company.

- Notes:
- (1) A maximum of five (5) projects may be included.
 - (2) Only list projects on which the Lead Design Firm worked within the past ten (10) years.
 - (3) Only list projects where the Lead Design Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering experience. If the Lead Design Firm is a joint venture, only list projects from members of the joint venture that will perform at least thirty percent (30%) of the Lead Design Firm’s potential design and engineering work for the Project.
 - (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of September 30, 2012 including the benchmark on which the exchange rate is based.
 - (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
 - (6) Show company's participation in terms of money and percentage of the work and provide a brief summary of the role the company played in the listed project (i.e., scope of work).
 - (7) Attach to this form a maximum one-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, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

FORM E-2 - TECHNICAL QUALIFICATIONS - CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR* IN THE CONSTRUCTION OF REFERENCE PROJECTS

	PROJECT OWNER ⁽¹⁾	PROJECT NAME AND LOCATION ^{(2) (3)}	PROJECT COST ^{(4) (5)}	START/ END DATES	% OF WORKS COMPLETED BY SEPTEMBER 30, 2012	LEVEL OF COMPANY’S PARTICIPATION ⁽⁶⁾	ROLE OF COMPANY FOR THE PROJECT ⁽⁷⁾
1							
2							
3							
4							
5							
6							

* List the experience of the Lead Contractor only, whether or not it will be a future shareholder of the Project Company.

Notes:

- (1) A maximum of six (6) projects may be included.
- (2) Only list projects on which the Lead Contractor worked within the past ten (10) years.
- (3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint venture, only list projects from joint-venture members that will perform at least thirty percent (30%) of the Lead Contractor’s potential construction work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of September 30, 2012, and identify the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the work.
- (7) Attach to this form a maximum one-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, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

FORM F – MANAGEMENT, OPERATIONS AND MAINTENANCE QUALIFICATIONS
EXPERIENCE OF THE LEAD TERMINAL OPERATOR* IN THE REFERENCE PROJECTS

	AIRPORT AND LOCATION ^{(1) (2)}	TERMINAL DESCRIPTION: a) Total Sq. Ft. b) Concession Space Sq. Ft. c) Number of Gates d) Turns per Gate	CY 2011 ENPLANED PASSENGERS	PRINCIPAL AIRLINE TENANTS	TYPE OF OPERATING AGREEMENT/ LEASE	TERM OF OPERATING AGREEMENT/ LEASE	YEARS OPERATED TO DATE	NOTABLE INNOVATIONS, AWARDS OR CITATIONS RELATED TO MANAGEMENT/ OPERATION OF FACILITY
1		a) b) c) d)						
2		a) b) c) d)						
3		a) b) c) d)						

* List the experience of Lead Terminal Operator only, whether or not it will be a future shareholder of the Project Company.

Notes:

- (1) A maximum of three (3) projects may be included.
- (2) Only list projects on which the Lead Terminal Operator has worked within the past ten (10) years.

FORM G-1 - FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION (*)
SUMMARY FINANCIAL INFORMATION (**) FOR ALL EQUITY MEMBERS, NON-EQUITY MEMBERS AND GUARANTORS OF THE RESPONDENT
FOR FINANCIAL YEARS 2009, 2010 AND 2011 (1)

COMPANY NAME	ROLE/ WITHIN RESPONDENT	MAIN SHAREHOLDER ⁽²⁾	TOTAL REVENUES	PRE-TAX PROFIT	RELEVANT REVENUES ⁽³⁾	FIXED ASSETS	TOTAL ASSETS ⁽⁴⁾	CONTINGENT LIABILITIES	LONG TERM LIABILITIES	SHORT TERM LIABILITIES	NET WORTH	GEARING ⁽⁵⁾

(*) The Chief Financial Officer of each reporting entity must certify the information on this form as complete, true and correct.
(**) Expressed in thousands (000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the exchange rate prevailing on the last day of each financial year. Please identify the benchmark on which the exchange rate is based.

- Notes:
- (1) Complete separate forms for each calendar year.
 - (2) List shareholders, partners or equivalent holding a 20% or greater interest in the company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity.
 - (3) Relevant revenue consists of revenue from design-build-finance-operate contracts on Transportation Projects.
 - (4) Excludes goodwill and intangibles.
 - (5) Long Term Liabilities / Net Worth

FORM G-2 - FINANCIAL QUALIFICATIONS – EQUITY MEMBER’S TRANSPORTATION PROJECT DEVELOPMENT AND INVESTMENT TRACK RECORD

PROJECT NAME, LOCATION, AND CONTACT WITH PHONE NUMBER ⁽¹⁾	COMPANY NAME AND GUARANTOR ⁽²⁾	PROJECT SIZE ^{(3) (4)}	DEBT AMOUNT & GEARING ^{(3) (5)}	PROJECT STATUS ⁽⁶⁾	COMPANY’S EQUITY PARTICIPATION ⁽⁷⁾	TYPE OF PAYMENT MECHANISM ⁽⁸⁾
1)						
2)						
3)						
4)						
5)						
6)						

- (1)

A maximum of six (6) projects may be included, which may be US and Non-US projects. Only list Transportation Projects involving both new capital works and private financing (debt and equity) of more than \$400 USD million closed within the past ten (10) years, in which an Equity Member (or a company related to the Equity Member to the extent permitted under Section 4.2.4 (e)), was an original investor (i.e., did not acquire shares via a secondary market transaction) and participated in the project development/procurement process. List Airport Terminal projects first.

Attach to this form a maximum one-page narrative description for each project listed, including a funding plan, the name and participation percentages of each original equity investors, and a descriptive evolution of the Respondent’s Equity Member(s) (or related company) percentage equity interest from prequalification through proposal submission, financial close, and up to date (please detail any transfer that has affected those equity positions). List the reference details for each project in Form D.
- (2)

Identify the corporate entity that has an effective equity interest in the project. If applicable, indicate the name of any Parent/Third Party Guarantor.
- (3)

In thousands United States Dollars (identify conversion rates of amounts in other currencies).
- (4)

Project size means the total amount of the project financed under private finance / project finance scheme (i.e., without public finance or capital grants).
- (5)

Include in brackets the percentage of debt-to-equity leverage and type of debt and associated guarantees (bonds unwrapped or wrapped, bank loans, government credit program, etc.).
- (6)

Indicate (i) the financial close date and (ii) the construction completion date or, if not yet completed, the percentage of works completed by September 30, 2012
- (7)

Show the Equity Member (or related company’s) equity investment as a shareholder. The equity investment may take the form of either (A) shareholders’ equity or (B) shareholder subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the Equity Member (or related company)’s equity investment bears to the total of all shareholders’ equity investments for the listed project.
- (8)

Specify the type of payment mechanism used.

FORM G-3 – ADDITIONAL INFORMATION FOR EQUITY MEMBERS *

North American Procurements in Past 5 Years				Global Portfolio of Investments in Projects with Public Owners in Past 10 Years		Identification and Explanation of Changes in Equity Participation	
(i) During the past five (5) years, how many times was the Equity Member short-listed in a public-sector procurement involving private financing, or otherwise invited to submit a proposal (individually or as a member of a team), for a North American project involving more than \$500 million of construction value?	(ii) With respect to those procurements cited in (i): (1) How many have not yet required final proposals to be submitted? (2) How many times has the Equity Member (individually or as a member of a team) submitted a compliant, final proposal as an equity investor?	(iii) With respect to those final proposals cited in (ii)(2), how many times has the Equity Member’s team submitted a final proposal with a percentage of equity participation by the Equity Member that was less than the percentage of equity participation anticipated in the SOQ at the time of short-listing (but greater than zero)?	(iv) Among the projects cited in (iii), how many times has the team achieved financial close with a percentage of equity participation by the Equity Member that was: (1) Unchanged or greater than in the final proposal? (2) Less than the percentage of equity participation anticipated in the final proposal but greater than zero? (3) Equal to zero?	(v) During the past 10 (ten) years how many times was the Equity Member an equity investor in projects at the time of financial close? Please only include projects with public sector owners and that involved more than \$500 million of construction value.	(vi) As of the time of SOQ submission, of those projects cited in (v), what is the number of projects in which the current percentage of equity participation by the Equity Member is: (1) Less than the percentage of equity participation at the time of financial close but greater than zero? (2) Now equal to zero?	(vii) Identify the project name, public-sector owner, contact and phone number of those procurements cited in (i) but not in (ii). Provide a brief, explanation for not submitting a compliant final proposal or for not remaining as an equity investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached to Form G-3 if necessary.	(viii) Identify the project name, public-sector owner, contact and phone number for: (1) those procurements cited in (iii); (2) those projects cited in (iv-2); and (3) those projects cited (iv-3). Provide a brief, explanation for the reduction or elimination of equity participation by the Equity Member in each procurement and project cited. Project information and explanations may be attached to Form G-3 if necessary.
Equity Member 1	(1) (2)		(1) (2) (3)		(1) (2)		(1) (2) (3)
Equity Member 2	(1) (2)		(1) (2) (3)		(1) (2)		(1) (2) (3)

*List the track record for all Equity Members (adjust the number of rows as applicable). If the Equity Member is an investment fund, please include the track record of the general partner and/or fund manager as applicable