

BASIS FOR PRELIMINARY SELECTION OF WALSH CONSTRUCTION COMPANY II, LLC.

The Indiana Department of Transportation ("INDOT") has proceeded, under Indiana Code 8-15.7 (the "Act"), to seek proposals from private sector entities to design and build the I-65 Northwest Indiana Major Moves 2020 Expansion Project (the "Project") pursuant to a public private agreement ("Public Private Agreement").

On September 1, 2016, each of four proposers, K-Five Construction Corporation, the Lane Construction Corporation, Rieth-Riley Construction Company, Inc., and Walsh Construction Company II, LLC ("Proposers") submitted proposed offers ("Proposals") in response to the Request for Proposals for the I-65 Northwest Indiana Major Moves 2020 Expansion Project, issued by INDOT on May 26, 2016 (as amended, the "RFP").

Each Proposal was comprised of two separate components, a Technical Proposal and a Price Proposal. The process used to evaluate the Proposals is described under the caption **Evaluation Process and Procedures** below. The scoring and criteria used to evaluate the Proposals is described under the caption **Scoring and Evaluation Criteria** below. A best value evaluation process was utilized and the preliminary selection of the Selected Offeror (defined below) was made based on the Total Proposal Score as described below.

The INDOT Deputy Commissioner for Innovative Project Delivery ("Deputy Director") appointed a designee ("Deputy Director's Designee") who determined the Total Proposal Score for each Proposal by combining the Technical Proposal Score and the Price Score for each Proposal, which scores were determined as described under the caption **Scoring and Evaluation Criteria** below. The Proposal submitted by Walsh Construction Company II, LLC ("Selected Offer") had the highest Total Proposal Score. **The Selected Offer provides for the design and construction of the Project (as described in the RFP) for \$62,060,000.00. The Selected Offer had the highest Technical Proposal Score, Price Score and Total Proposal Score.**

The Deputy Director's Designee advised the INDOT of the terms and conditions of the Selected Offer and recommended that the INDOT preliminarily select the Selected Offer submitted by the Walsh Construction Company II, LLC ("Selected Offeror") as the Design-Build Contractor under the Public Private Agreement for the Project. On September 30, 2016, the INDOT preliminarily selected the Selected Offeror as the Design-Build Contractor under the Public Private Agreement for the Project. Such preliminary selection of the Selected Offeror by the INDOT under the Act also constitutes the selection of the Preferred Proposer under the RFP.

In accordance with the Act, INDOT is conducting a public hearing for the purpose of inviting public comments on the preliminary selection by the INDOT of the Selected Offeror and the terms of the Public Private Agreement on October 17, 2016 and October 24, 2016. The Act requires that a written explanation of the basis upon which the INDOT made such preliminary selection shall also be made available for inspection and copying by the public at the offices of the INDOT at least seven days before such public hearing. This document is being provided by INDOT in satisfaction of that requirement.

Summary of Scoring and Evaluation Criteria

The Total Proposal Score was based on the sum of the Technical Proposal Score and the Price Score as follows: Technical Proposal Score (40 points maximum) plus the Price Score (60 points maximum).

Technical Proposal Score

The Technical Proposal Score (maximum of 40 points) was calculated using the following formula:

$$\text{Technical Proposal Score} = \text{Technical Proposal evaluation score (maximum 100 points) for the Preliminary Performance Plans} \times 0.40.$$

The Technical Proposal Evaluation Committee evaluation score (maximum 100 points) for the Preliminary Performance Plans is comprised of two parts as follows: Preliminary Project Management Plan (maximum 25 points) and Preliminary Design-Build Plan (maximum 75 points).

Price Score

The Price Score is based on a Price Proposal Score, which was calculated using the following formula:

$$\text{Price Proposal Score} = (\text{Lowest Price Proposal} / \text{Proposer's Price Proposal}) \times 60.0$$

Evaluation Criteria

The RFP, which is posted on the INDOT website at <http://www.in.gov/dot/div/contracts/p3/lmj/LNJP.htm>, contains additional information, detail and subcriteria consistent with the above with respect to the evaluation criteria. Section 5.3.1 and 5.3.2 of the ITP describes the pass/fail criteria for the Technical Proposal and the Price Proposal, respectively. Section 5.4 of the ITP describes the evaluation factors and subfactors for the Technical Proposal Score. Section 5.5 of the ITP describes the evaluation criteria for the Price Score. Section 5.6 of the ITP describes the criteria for calculating the Total Proposal Score.

Evaluation Process and Procedures

The evaluation was undertaken by several evaluation committees and subcommittees: (i) the Technical Proposal Evaluation Committee ("TPEC") and Price Proposal Evaluation Committee ("PPEC") (collectively, the "Evaluation Committees"); (ii) the Technical Proposal Evaluation Subcommittee ("TPES"), the Technical Proposal pass/fail and responsiveness subcommittee, the Price Proposal Evaluation Subcommittee ("PPES"), Price Proposal pass/fail and responsiveness subcommittee, and Administrative/Legal subcommittee (collectively the "Advisory Subcommittees"); and (iii) a number of other facilitators and observers were invited to observe aspects of the evaluation. The TPEC and PPEC, which were the only committees to officially score the Proposals, were solely comprised of personnel from INDOT.

Evaluation of the Technical Proposals and the Price Proposals were segregated and undertaken by totally different teams, all intended to ensure the integrity of the evaluation process. With the exception of certain controlled communications facilitated by legal counsel (and members of the Administrative/Legal subcommittee) pertaining to discrete pass/fail issues, it was not until evaluation of the Technical Proposals and the Price Proposals were complete that there was any communication about the Proposals between the two distinct sets of evaluation teams.

Upon receipt of the Technical Proposals, the Technical Proposal pass/fail and responsiveness subcommittee reviewed the Technical Proposals to determine if they were responsive to the Technical Proposal submittal requirements set forth in the RFP and whether the Technical Proposals passed the Technical Proposal pass/fail criteria set forth in the RFP. On September 19, 2016, the Technical Proposal pass/fail and responsiveness subcommittee concluded its review of the Technical Proposals and recommended to the TPEC that (1) the Technical Proposals passed the Technical Proposal pass/fail criteria and were responsive to the RFP and (2) any omissions, errors or inconsistencies or misplacement of information were minor and immaterial in nature, were waivable and should be waived.

Upon receipt of the Price Proposals, the Price Proposal pass/fail and responsiveness subcommittee reviewed the Price Proposals to determine if they were responsive to the Price Proposal submittal requirements set forth in the RFP and whether the Price Proposals passed the Price Proposal pass/fail criteria set forth in the RFP. On September 19, 2016, the Price Proposal pass/fail and responsiveness subcommittee concluded its review of the Price Proposals and recommended to the PPEC that (1) all Price Proposals passed the Price Proposal pass/fail criteria and were responsive to the RFP and (2) any omissions, errors or inconsistencies or misplacement of information were minor and immaterial in nature, were waivable and should be waived.

On September 1, 2016, the TPES commenced its qualitative reviews of all four Technical Proposals. The Technical Proposals were reviewed individually by the TPES members until September 13, 2016. The TPES met on September 14-15, 2016, and developed findings, assessments and qualitative adjectival scoring recommendations of the Technical Proposals.

The Technical Proposals were reviewed individually by the TPEC members until September 20, 2016. On September 21-22, 2016, the TPEC met to (i) receive the findings, assessments and qualitative adjectival rating recommendations for the Technical Proposals from the TPES Chair, (ii) receive recommendations as to pass/fail and responsiveness regarding the Technical Proposal from the Technical Proposal pass/fail and responsiveness subcommittee, (iii) make final determinations as to whether the Technical Proposals met the pass/fail and responsiveness criteria, (iv) conduct and finalize the qualitative adjectival rating of the Technical Proposals, (v) determine the quantitative Scope Scores, and (v) conduct and finalize the Technical Proposal Scores for each Technical Proposal.

The PPES conducted its qualitative evaluation of all the Price Proposals. The Price Proposals were reviewed individually by the PPES members until September 14, 2016. The PPES met on September 15, 2016, and developed findings and scoring recommendations of the Price Proposals.

The Price Proposals were reviewed individually by the PPEC members until September 14, 2015. On September 15, 2015, the PPEC met to (i) receive the findings and calculation recommendations for the Price Proposals, (ii) receive recommendations as to pass/fail and responsiveness regarding the Price Proposals from the Price Proposal pass/fail and responsiveness subcommittee, (iii) make final determinations as to whether Price Proposal met the pass/fail and responsiveness criteria, and (iv) confirm the Price Proposal Score calculation and (v) determine each Proposal's Price Score.

After the TPEC and PPEC completed scoring of all Technical Proposals and Price Proposals, respectively, the Deputy Director's Designee determined the Total Proposal Score for each Proposal by adding the Technical Proposal Score and the Price Score for each Proposal. The Proposer with the highest Total Proposal Score was identified as the Selected Offeror, which is also the Preferred Proposer under the RFP.