

**Indiana Portion of the Illiana Expressway & I-65 Added Capacity Project
RFQ Questions and Answer Matrix**

The following matrix includes IFA’s response to questions and comments regarding the Indiana Portion of the Illiana Expressway & I-65 Added Capacity Project received by the December 6, 2013 deadline for questions and requests for clarification

No.	Doc / Section / Page No.	Questions/Comments	Response	Date of Response
1.	RFQ Generally	Will quality assurance inspection and testing be solely placed on the P3 team? Will Indiana DOT have its own oversight or a combination of both?	Generally, Developer will have quality assurance and testing responsibilities and functions. IFA will have quality oversight responsibilities. More information will be provided in the Request for Proposals.	
2.	RFQ Part B –Section 1.8 Project information Forms D and E (Page B-5) Part C – Form E (Page C-14)	Part B, Volume 1, Section 1.8 the RFQ indicates that : <i>“provide in Form E the company name, project name and location, project size, debt amount and gearing, date of financial close, start dates, percent of works completed by November 1, 2013, level of company’s participation and type of concession/payment mechanism.”</i> And in Part C- Form E indicates: <i>“% of woks completed by May 1,2013.”</i> We would like you to confirm us the correct date.	See revised Form E in Addendum #1 to the RFQ.	
3.	RFQ Part A – Section	Please, confirm whether the Proposer can be a not yet formed legal entity	A Proposer can form a new entity to become the Developer and such entity need not exist as of the	

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	1.1. Overview of the Opportunity (Page A-2) Proposer Definition	which will be legally formed in the event of being selected as “Preferred Proposer”.	SOQ Due Date. However, the entity/entities that comprise the Equity Members of the Proposer as of the SOQ Due Date must exist and such entity/entities would need to propose/submit an SOQ as a sole company, a joint venture, a partnership, a limited liability company or some other organization/association.	
4.	General	Would be possible to change the date of the exchange rate that is needed for completing Forms D and E from two weeks before the SOQ Due Date to four weeks before the SOQ Due Date.	See revised Form D and Form E in Addendum #1 to the RFQ.	
5.	RFQ (General)	For the documents requiring certification or signatures by Proposer team members, please confirm if scanned copies of blue ink signatures will be acceptable in lieu of originals.	Yes, that would be acceptable.	
6.	Part A – Section 6.2 Format (Page A-24)	Please clarify that in paragraph two of Section 6.2 the reference to “Copies 2 through 15 of Volume 2” is a typo and that IFA’s intention is to say <u>Copies 2 through 8 of Volume 2</u> , which is consistent with the requirement of a total of 1 Original and 8 Copies of Volume 2.	See revised <u>Part A, Section 6.2</u> in Addendum #1 to the RFQ.	
7.	Part B – Volume 1 Section 1.7 – Relevant Experience (page B-5)	Please confirm (or revise) reference contained in this section’s last paragraph: “For projects listed in response to clauses <u>(vii and viii)</u> of this Part B, Volume 1, Section 1.7, also provide information on the equity investors	See revised <u>Part B, Volume 1, Section 1.7</u> in Addendum #1 to the RFQ.	

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		<p>(including percentage ownership), lenders, equity raised, finance raised and finance structure.”</p> <p>Should the referenced clauses be (xi) and (xii)?</p>		
8.	<p>Part B – Volume 3 Section A – Forms B and C (page B-16)</p>	<p>Please clarify that Form B refers to Form B-2.</p>	<p>See revised <u>Part B, Volume 3, Section A</u> in Addendum #1 to the RFQ.</p>	
9.	<p>Part B – Volume 3 Section B – Surety or Bank/Finan cial Institution Letter (page B-16)</p>	<p>When the sureties for the Lead Contractor conduct an analysis for the purposes of issuing a performance and payment bond, the sureties limit their evaluation and representations to Lead Contractor. Paragraph 2 of Section B is consistent with that approach. Specifically, it allows the sureties to provide a statement that they have “evaluated the Proposer’s (or, if applicable, the Lead Contractor’s) backlog and work-in-progress in determining its bonding capacity.” However, Paragraph 4 of Section B requires the sureties to conduct an analysis of the factors surrounding</p>	<p>See revised <u>Part B, Volume 3, Section B</u> in Addendum #1 to the RFQ.</p>	

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		<p>changes of the “Proposer or any other entity for which financial information is submitted.” Consistent with Paragraph 2 of Section B, we request that Paragraph is modified as follows:</p> <p>In instances where the response to this <u>Part B, Volume 3, Section B</u> contains descriptions of proposed or anticipated material changes in the financial condition of the Proposer (or, if applicable, the Lead Contractor) or any other entity for which financial information is submitted as required hereby for the next reporting period, a certification that the Eligible Surety’s or Eligible Financial Institution’s analysis specifically incorporates a review of the factors surrounding such the proposed or anticipated material changes <u>in the financial condition of the Proposer (or, if applicable, the Lead Contractor)</u> and identifying any special conditions which may be imposed before issuance of surety bonds or a letter of credit for the Project.</p>		
10.	Part C – Forms; FORM B-2	a) Please confirm that the Individual Contact is the same individual as the Official Representative. If not, please	(a) As to the Proposer entity, generally yes. However, this form must be filled out for other entities e.g., Equity Members, Major Non-Equity	

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	(page C-8)	<p>clarify who should be listed as each.</p> <p>b) Please confirm that the information to be provided for the Name of Firm is the same information to be provided as the Business Name.</p>	<p>Members and Financially Responsible Parties). As to those entities, the Individual Contact would be the appropriate person for that entity to contact.</p> <p>(b) Generally, yes, assuming they do business as their formal name.</p>	
11.	Part C – Forms; FORM C (page C-10)	<p>a) Question 1 of FORM C requests information with respect to current officers, directors and employees of the Firm or any affiliate. Certain Equity Members are large multinational companies with thousands of employees, without considering their affiliates. Please confirm that the information required is limited to those employees involved with the project (Key Personnel).</p> <p>b) The term "Affiliate" means and includes parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Proposer, any Equity Member or any Major Non-Equity Member as a joint venturer or partner and not to activities of other joint venturers or partners not involving the Proposer, any Equity Member or any Major Non-Equity Member), and any</p>	<p>(a) Use of the term "firm" means the specific entity filling out the form (e.g., the Proposer, the Equity Member, Major Non-Equity Member, etc.). Affiliate is as defined in the Form. It is not limited to the Key Personnel.</p> <p>(b)(1) All of the referenced entities and not just any Financially Responsible Party</p> <p>(b)(2) "Or" is what is intended and will remain unchanged.</p> <p>(c) It applies to all parents, whether public or not.</p>	

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		<p>Financially Responsible Party, that, (a) within the past five years (measured from the date of issuance of this RFQ) have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation or maintenance for any project listed by an entity pursuant to Part B, Section 1.7.</p> <p>1) In relation to the term “affiliate”, do the restrictions in (a) and (b) apply to all of the referenced entities or only to the “<i>other financially liable or responsible parties for the entity</i>”?</p> <p>2) Please clarify whether for an affiliate to be included into this consideration, does that affiliate have to be described by (a) OR (b), or should this read (a) AND (b).</p> <p>c) In relation to the term “Affiliate” please confirm that the requested information with respect to parent companies, does not apply to publicly listed companies.</p>		
12.	Part B, Volume 2	Please allow each entity submitting a Form F to provide all three years of the	See revised Form F in Addendum #1 to the RFQ.	

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	<p>Section D – FORM F</p> <p>and</p> <p>Part C – FORM F (page B-15 and page C- 15)</p>	<p>information on a single Form F. This may be accomplished if Form F is revised to include an additional column for “Fiscal Year.”</p> <p>Furthermore, please allow each entity submitting a Form F to submit separate Forms F. This will help obtaining signatures from the different entities’ officials and, in case it is needed, protecting confidential information.</p> <p>In summary, we respectfully request that IFA allows us to provide one Form F per company with all three fiscal years included on one Form F.</p>		
13.	Part C – FORM F (page C-15)	<p>The columns listed in the table are displayed as single numbers, e.g. Total Revenue: X Million. Contingent liabilities are not a number. They are presented as a description of the potential contingencies, and sometimes include a range of values which are explained in the financial statements.</p> <p>Please consider updating this form to allow for the inclusion of a reference to the financial statements or inclusion of contingent liabilities as an attachment to the table.</p>	See revised Form F in Addendum #1 to the RFQ.	
14.	General	Please confirm that electronic signatures in blue ink will be acceptable as originals for the “Original” volume	See response to Question #5 above.	

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15.	General	Please consider granting an extension to the SOQ due date of two weeks, from January 10 to January 24. The holiday season severely limits the available time in the weeks leading up to the due date for Proposers' team members to finalize the preparation a high quality Statement of Qualifications for the Indiana Project.	No change.	
16.	Part C (Forms)	Can IFA please provide the forms in Part C of the RFQ in Word format?	Yes, they will be posted to the Website.	
17.	Part A, Section 1.2 (Indiana Project Description) (page A-3)	Can IFA please provide its current construction cost estimate for each of the Indiana Portion and the I-65 Project?	Please refer to http://www.in.gov/ifa/2763.htm .	
18.	Part A, Section 1.6 (Bi-State Agreement) (page A-6)	The RFQ states that IFA, INDOT and IDOT are in the process of negotiation the terms of a bi-state agreement that will address the relationship of the two states and the aforementioned entities with respect to the Project. Can IFA please provide an update as to the status of these negotiations and an anticipated timeline for when the bi-state agreement will be finalized? This will allow Proposers to gain a better understanding of the relationship and level of collaboration between Indiana and Illinois and how the requirements of one may impact the other as we submit our qualifications and continue evaluating the Indiana Project.	Discussions with IDOT are ongoing. At this time, IFA envisions that a bi-state agreement will be finalized by the time the final RFP is issued.	

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19.	Part A, Section 2.2 (<i>Permitting</i>) (page A-10)	The RFQ states that the environmental studies for the Indiana Project are currently ongoing. Can IFA please provide an update as to the current status of the Tier Two NEPA process for the Indiana Portion and the Categorical Exclusion for the I-65 Project?	<p>The Tier 2 environmental process for the Illiana Corridor project is under way. INDOT, IDOT, and FHWA are preparing a Tier 2 environmental impact statement (EIS) for the Illiana Corridor project. The Tier 2 Draft EIS (DEIS) for the Illiana Corridor project is expected to be issued before the end of the year. There will be a 45-day public comment period on the DEIS. After the comment period ends, a Tier 2 Final EIS (FEIS) will be prepared. The Tier 2 process will conclude when FHWA issues a Record of Decision (ROD). INDOT anticipates that a Tier 2 ROD will be issued in the second quarter of 2014.”</p> <p>“For the I-65 Project, INDOT is preparing a Categorical Exclusion (CE) in compliance with NEPA. INDOT expects that preparation of the CE for the I-65 Project will occur in parallel with the completion of the Tier 2 process for the Illiana Corridor project. INDOT anticipates that the CE for the I-65 widening will be issued in the second quarter of 2014.”</p>	
20.	Part A, Section 6.2 (Format) (page A-24)	In the first paragraph of Section 6.2, the RFQ states that Proposers shall submit “one original and 8 copies (for a total of 9) of <u>Volume 2</u> .” However, in the second paragraph, the RFQ notes that “Copies 2 through 15 of <u>Volume 2</u> shall contain only the English language translations.” Please confirm that only 1 original and 8 copies is required for Volume 2.	See response to Question #6 above.	
21.	Part B,	Section 1.7 requires that Proposer set	No change.	

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	Sections 1.7 (<i>Relevant Experience</i>) and 1.8 (<i>Project Information – Forms D and E</i>); Part C, Form D (<i>Project Information</i>) (Pages B-3, B-5, C-13)	forth 15 relevant projects to illustrate 12 categories of experience. Considering the breadth and specific nature of these categories, permitting a greater number of projects would provide IFA a more illustrative sampling of the entire Proposer team’s collective experience and therefore a more comprehensive understanding of Proposers’ capabilities and experience in meeting the specific features and challenges of the Indiana Project and their ability to provide value to IFA. As such, we respectfully request, and believe that it is in IFA’s best interest, that the number of projects that Proposers may submit is increased from 15 to 20.		
22.	Part B, Sections 1.7 (<i>Relevant Experience</i>) and 1.8 (<i>Project Information – Forms D and E</i>); Part C, Form D (<i>Project Information</i>) (Pages B-3, B-5, C-13)	Proposers wishing to integrate into their teams local designers who have proven experience with INDOT projects, and who may not have worked on large transportation projects, may be placed inadvertently at a disadvantage based on the \$200M construction value threshold in categories (i) and (ix) of Part B, Section 1.7 of the RFQ. We respectfully request that the preferred construction value threshold be lowered to \$100M.	No change.	
23.	Part B, Volume 1,	Section 1.4 requires the description of the “Proposer’s management structure,	The information elicited in <u>Part B, Volume 1, Section 1.4</u> pertains more to the Proposer’s general	

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	<p>Sections 1.4 (<i>Management Structure</i>) and 2.1(a) (<i>General Approach to the Project</i>) (Pages B-3, B-8)</p>	<p>including its teaming arrangements, <u>allocation of roles and responsibilities within Proposer team</u> and how Proposer will institutionally operate” and of how the “Proposer’s management structure will facilitate completion of all work required for the Indiana Project.” Section 2.1(a) requires the inclusion of “a description of Proposer’s general approach to advancing Indiana Project development, <u>including how Proposer team anticipates the allocation of responsibilities amongst its team members.</u>”</p> <p>Please confirm that IFA wants Proposers to repeat the description of the allocation of roles and responsibilities under both 1.4 and 2.1(a) or otherwise please provide details as to the differences IFA expects to see in the SOQ between these two sections.</p>	<p>management structure, teaming arrangements and institutional operations while the information sought by <u>Part B, Volume 1, Section 2.1(a)</u> is more directed at the Proposer’s approach for accomplishing the specific scope of work required for the Project.</p>	
24.	<p>Part B, Volume 1, Section 1.10.2 (Legal and Proposal Information / Legal Liabilities) ; Part C,</p>	<p>We request that IFA limit the scope of disclosure required under (i) Part B / Volume 1 / Section 1.10.2 (<i>Legal Liabilities</i>) and (ii) question number 1 of Form C.</p> <p>Because our consortium includes large multinational companies with vast numbers of international affiliates in a number of industries and jurisdictions,</p>	<p>No change.</p>	

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	<p>Form C (Certification) (Pages B-6, C-10)</p>	<p>the term “affiliates” as currently defined in these sections would require us to perform very broad and onerous level of due diligence which would be difficult given the time frame for the prequalification submission and would go beyond what would be relevant to IFA for purposes of making its evaluation for purposes of this project, in particular in respect of the disclosure requirements as they relate to Financially Responsible Parties under Form C. As such, the proposed revisions below are intended to provide IFA the information that will be necessary for it to perform a fully informed evaluation, while also making it feasible for us to provide the requested information.</p> <p>Please find below our proposed revisions:</p> <p><u>Part B / Volume 1 / Section 1.10.2 (Legal Liabilities):</u></p> <p>For purposes of this <u>Section 1.10.2</u> and <u>Section 1.10.3</u>, "Affiliate" means and includes <u>direct</u> parent companies at any tier, subsidiary companies at any tier, entities under common</p>		

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		<p>ownership <u>and control</u>, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Proposer, any Equity Member or any Major Non-Equity Member as a joint venturer or partner and not to activities of other joint venturers or partners not involving the Proposer, any Equity Member or any Major Non-Equity Member), and any Financially Responsible Party, that, (a) within the past five years (measured from the date of issuance of this RFQ) have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation or maintenance for any project listed by an entity pursuant to <u>Part B, Section 1.7</u>.</p>		

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		<p><u>Question Number 1 / Form C</u></p> <p>Given the vast number of employees of all of the members of our consortium and their various respective affiliates and in accordance with the certain policies in respect of employee privacy, this answer to question 1 cannot be answered fully unless “employee” qualified, so as only employees who are responsible for or have decision-making powers in respect of procurements, investment or management of transportation projects.</p> <p>Please find below our proposed revision:</p> <p>Has the firm or any affiliate* or any current officer, director or employee <u>(responsible for or having decision-making powers, in respect of procurements, investment or management of transportation projects)</u> thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?</p>		