

Exhibit A

DEFINITIONS AND ACRONYMS

“Addenda/Addendum” means supplemental additions, deletions, and modifications to the provisions of the RFP after the release date of the RFP.

“Affiliates” means parent companies, subsidiary companies, Persons under common ownership, joint venture members and partners, and other financially liable parties for a Person. See ITP Section 2.10.2.

“Alternative Technical Concepts” or **“ATC”** has the meaning set forth in ITP Section 3.1.

“Authorized Representative” has the meaning set forth in ITP Section 2.2.1.

“Base Scope” is defined as Section A as set forth in ITP Section 1.4.2.

“Confidential” or **“confidential”** has the meaning set forth in ITP Section 2.3.1.

“Conflict of Interest Disclosure Statement” means the certificate, executed by or on behalf of Proposer, delivered with its Proposal and conforming to Form H to the ITP.

“Controlling Entity” means a Person with a Controlling Interest in a Proposer.

“Controlling Interest” means an interest held by a Person in another Person, when:

(i) such Person holds, directly or indirectly, beneficially or of record, a majority of the voting rights in such other Person; or

(ii) such Person possesses, directly or indirectly, the power to cause the direction of the management of such other Person, whether through voting securities, by contract, family relationship or otherwise.

“Cost and Pricing Data” means detailed back-up information regarding the basis for the Proposer's cost estimates for development, design, construction, operations, and maintenance of the Project. Cost and Pricing Data shall include supporting data, technical memoranda, calculations, formulas, unit and materials prices (if applicable) and such other cost, charge and fee information used by the Proposer in the creation and derivation of its Proposal, including copies of all offers and all data and information received from all Subcontractors (at all tiers) identified in the Proposal and any other potential Contractors that provided data and information used as the basis for the Contract Price.

“Design-Build Contractor” shall mean the successful Proposer that enters into the PPA with INDOT pursuant to this RFP. See also ITP Section 1.1.

“Eligible Surety” means a bonding surety licensed in the State, listed on the U.S. Department of the Treasury’s “Listing and Approved Sureties” (found at www.fiscal.treasury.gov/fsreports/ref/suretyBnd/c570_a-z.htm), rated “A” or higher by at least two nationally-recognized rating agencies (Fitch Ratings, Moody’s Investor Service and Standard & Poor’s) or rated least A-, X or higher according to A.M. Best’s Financial Strength Rating and Financial Size Category.

“Equity Member” means (a) each entity with a direct equity interest in the Proposer (whether as a member, partner, joint venture member, or otherwise), and (b) each entity proposed to have a direct equity interest in the Design-Build Contractor.

“Execution Documents” shall have the meaning set forth in ITP Section 6.1.

“FHWA” means the Federal Highway Administration.

“FOIA” means Freedom of Information Act.

“Governmental Entity” means any federal, State or local government and any political subdivision or any governmental, quasi-governmental, judicial, public or statutory instrumentality, administrative agency, authority, body or entity other than INDOT.

“Guarantor” means a financially responsible party that will guarantee all the obligations of a Proposer or an Equity Member.

“Instructions to Proposers” or **“ITP”** means those documents, including exhibits and forms in Exhibit D, included in the RFP containing directions for the preparation and submittal of information by the Proposers in response to the RFP. See also ITP Section 1.1.

“Key Personnel” means those personnel identified in Exhibit B, Section 3.2.5 and Form E.

“Lead Engineering Firm” shall mean the entity with primary responsibility for design of the Project (which entity may be a consortium, partnership or any other form of joint venture).

“Major Participant” means each Equity Member as well as the following team members: (a) the lead construction firm (if not the Proposer); (b) the lead engineering/design firm(s) (if not the Proposer); (c) each subcontractor that will perform work valued at 10% or more of the construction work; (d) each subconsultant that will perform 30% or more of the design work; and (e) any team members that are required for the Proposer team to satisfy the INDOT Contractor Prequalification Categories listed as (a), (b), (c), and (d) in ITP Section 1.12, and INDOT Consultant Prequalification Categories listed as (a) and (b) in ITP Section 1.12.

“Non-Collusion Affidavit” means the affidavit, executed by or on behalf of Proposer and its Equity Members, delivered with its Proposal and conforming to Form F to the ITP.

“Person” means any individual, corporation, joint venture, limited liability company, company, voluntary association, partnership, trust, unincorporated organization or Governmental Entity, as well as INDOT.

“Post-Selection Deliverables” has the meaning set forth in ITP Section 5.11.1.

“PPA” has the meaning set forth in ITP Section 1.1.

“Preferred Proposer” means the apparent best value Proposer, as evidenced by being the highest scoring Proposer based on the best value determination pursuant to ITP Section 5.2.

“Preliminary Design-Build Plan” means the plan submitted pursuant to Section 5.2 of Exhibit B to the ITP.

“Preliminary DBE Project Plan” means the plan submitted pursuant to Section 5.1.3 of Exhibit B to the ITP.

“Preliminary Performance Plans” means the Preliminary Project Management Plan and the Preliminary Design-Build Plan.

“Preliminary Project Baseline Schedule” means the Project schedule for design and construction required to be submitted with the Proposal and meeting the requirements set forth in Section 5.1.2 of Exhibit B to the ITP.

“Preliminary Project Management Plan” means the plan submitted pursuant to Section 5.1 of Exhibit B to the ITP.

“Preliminary Quality Management Plan” means the plan submitted pursuant to Section 5.1.4 of Exhibit B to the ITP.

“Pre-Proposal Submittal” has the meaning set forth in ITP Section 2.4.

“Price Proposal” means the price proposed by the Proposer, in U.S. Dollars, to perform and undertake the Project in accordance with the PPA Documents.

“Price Proposal Date” means the date on which all aspects of the Proposal priced in U.S. dollars are to be price. The Price Proposal Date is April 27, 2017.

“Price Proposal Evaluation Committee” or **“PPEC”** means the committee that performs the review and evaluation of the Price Proposal as set forth in ITP Section 5.0.

“Price Score” means the score for evaluation of the Proposal as determined pursuant to Section 5.2.3 of the ITP.

“Project” has the meaning set forth in ITP Section 1.1. See more fulsome definition in the PPA Documents.

“Proposal” shall have the meaning set forth in ITP Sections 1.1 and 1.8.

“Proposal Bond” shall have the meaning set forth in Section 2.2 of Exhibit C to the ITP.

“Proposal Date” means the deadline for submission of Proposals identified in ITP Section 1.7.1.

“Proposal Letter” means the letter, executed by or on behalf of Proposer, delivered with its Proposal and conforming to Form A to the ITP.

“Proposal Revision” has the meaning set forth in ITP Section 5.8.

“Proposal Security” means a certified check in the amount of \$7.15 Million payable to INDOT or the proposal bond as described in Section 2.2 of Exhibit C to the ITP.

“Proposer” means the entity submitting a Proposal for the Project in response to this RFP.

“Proposer Authorized Representative” has the meaning set forth in ITP Section 2.2.2.

“Public Records Act” shall have the meaning set forth in ITP Section 1.8.4.

“Reference Information Documents” means the documents and information included in Volume III and described in ITP Section 1.5.

“Request for Qualifications” or **“RFQ”** means INDOT’s Request for Qualifications issued on June 9, 2016, as amended.

“Request for Proposals” or **“RFP”** means the set of documents identifying the Project and its Work to be performed and materials to be furnished in response to which a Proposal may be submitted by a Proposer/Design-Build Contractor. The RFP includes the ITP, PPA Documents, and Reference Documents. The RFP is issued only to Proposers that have been qualified following RFQ review. See also ITP Section 1.1.

“RFP Documents” has the meaning set forth in ITP Section 1.5.

“Scope Package” means the scope options set forth in ITP Sections 5.2.1.1, 5.2.1.2, and 5.2.1.3

“Scope Score” means the score for evaluation of the Proposal as determined pursuant to Section 5.2.1.

“Setting Date” has the meaning set forth in ITP Section 1.7.1.

“Standard & Poor’s” means Standard & Poor’s Rating Services, a Standard & Poor’s Financial Services LLC business, part of McGraw Hill Financial.

“Stakeholder” means parties that may have a stake in the Project by virtue of their location or funding, including INDOT, Jackson County, Bartholomew County, City of Seymour, City of Columbus, the Columbus Area Metropolitan Planning Organization (CAMPO) environmental, regulatory and permitting agencies, railroads, and FHWA.

“State” means State of Indiana.

“Statement of Qualification” or **“SOQ”** means the submission made by a Proposer in response to the RFQ, including all clarifications thereto submitted in response to requests by INDOT. See also ITP Section 1.1.

“Stipend Agreement” means the agreement entered into between INDOT and Proposer and in the form of Form O to the ITP.

“Surety” means the individual or entity committing to provide any of the bonds identified in the RFP.

“Technical Proposal” means that part of the Proposal described in Exhibit B of the ITP.

“Technical Proposal Evaluation Committee” or **“TPEC”** means the committee that performs the review and evaluation of the Technical Proposal as set forth in ITP Section 5.1.

“Technical Proposal Score” means the score for evaluation of the Proposal as determined pursuant to Section 5.2.1 of the ITP.

“Technical Score” means the score for evaluation of the Proposal as determined pursuant to Section 5.2.2 of the ITP.

“Total Proposal Score” means the score for evaluation of the Proposal as determined pursuant to Section 5.2 of the ITP.

“USDOT” means the United States Department of Transportation.

“Website” has the meaning set forth in ITP Section 1.5.

For definitions of other initially capitalized terms, see Exhibit 1 of the PPA Documents.

Exhibit B

TECHNICAL PROPOSAL INSTRUCTIONS

1. General Instructions

This Exhibit B describes the submission format for Technical Proposals and outlines the required information that will comprise a Technical Proposal.

Proposers shall submit the information required by this Exhibit B in the organization and format specified herein. The Technical Proposal shall be organized in the order listed in Exhibit E (except for appendices that may be included in the appropriate volume), and shall be clearly indexed. Each component of the Technical Proposal shall be clearly titled and identified.

All forms named herein are found in Exhibit D unless otherwise noted. All blank spaces in the Proposal forms must be filled in as appropriate. No substantive change shall be made in the Proposal forms.

Evidence of signature authority shall be provided for all individuals signing forms. Item B on page 5 of Form A identifies requirements regarding evidence of signature authorization for the Proposal Letter. Similar authorization shall be provided for all other signatories.

2. Format

The Technical Proposal shall be limited to an aggregate of 50 pages (if double-sided, 25 sheets), plus the executive summary, resumes, appendices, and exhibits containing required forms, graphs, matrices, drawings, and other pertinent data. The materials required by Exhibit B, Sections 3.1 through 3.3 shall not be included in the 50 page limit).

The Technical Proposal shall be contained in two volumes: Volume 1-Executive Summary, Administrative Materials and Forms and Volume 2-Preliminary Performance Plans. Appendices may be included in the volumes or in separate binders.

3. Contents of the Technical Proposal

The required contents and organization of the Technical Proposal are presented in this Exhibit B and summarized in the Proposal checklist provided in Exhibit E. Proposers must provide all the information set out in this Exhibit B. A copy of the checklist for the Technical Proposal shall be included in each volume of the Technical Proposal. Proposers shall not amend the order or change the contents of the checklist except to provide the required cross reference to its Proposal. The Technical Proposal shall not contain any information relating to Project development costs.

The Technical Proposal shall consist of the following major elements:

(A) Executive Summary (in Volume 1);

- (B) Proposal Security (original and three copies in one separate envelope);
- (C) Proposer Information, Certifications, and Documents (including required Forms A through H, K, and O (in Volume 1 unless otherwise noted);
- (D) Preliminary Performance Plans (including Form L) (in Volume 2).

3.1 Executive Summary

The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposal and Proposer's ability to satisfy the financial and technical requirements of the Project. The Executive Summary shall not exceed 6 single-sided pages. The Executive Summary shall not include any information regarding pricing or the Price Proposal. It shall, at a minimum, include the following:

- (A) An explanation of the organization and contents of the Proposal;
- (B) A summary of any changes to the information submitted in the Proposer's SOQ;
- (C) A summary of any changes in the Proposer's organization, Equity Members, Major Participants and other firms since submission of the SOQ;
- (D) A summary of the proposed management, decision making, and day-to-day operation structure of the Proposer, and a statement that each Major Non-Equity Member has committed to provide the specified people;
- (E) A summary of the Preliminary Project Management Plan;
- (F) A summary of the Proposer's approach to addressing community relations and interaction with the Project;
- (G) A summary of the Proposer's approach to addressing environmental sensitivity, safety, traffic management, and construction staging;
- (H) A summary of the Proposer's approach to satisfying the applicable DBE requirements and additional measures that will be taken to involve minority and female owned business enterprises;
- (I) A summary of any innovative concepts and approved ATCs included (including the listing of the ATC number);
- (J) A summary describing the Proposer's approach for working with INDOT, the Department and third parties, including the approach to resolving conflicts; and

(K) A summary of the Proposer's conceptual project schedule, key milestones, anticipated milestones for development, design and construction of the Project.

Each Proposer shall attach to the Executive Summary the following two organization charts:

(1) A table indicating the roles of the Equity Members and Major Participants (other than Equity Members) and their shares of ownership of any joint venture or other entities; and

(2) A table showing the relationship between any of the Equity Members and Major Participants (other than Equity Members) and any Guarantors.

These charts will not be counted towards the page limit for the Executive Summary.

The Executive Summary shall be contained in Volume 1.

3.2 Proposer Information, Certifications and Documents

All materials in Section 3.2 shall be contained in Volume 1 unless otherwise noted.

If a form required hereunder calls for execution or information concerning a Major Participant and that Major Participant is a consortium, partnership or joint venture, the form must be provided for both the consortium, partnership or joint venture entity, as well as the individual members of the consortium partnership or joint venture; provided, however, that execution of the form, if required, on behalf of the consortium partnership or joint venture need only be by an authorized signatory of the consortium partnership or joint venture.

3.2.1 Proposal Letter

The Proposal shall include the Proposal Letter (Form A). The Proposer shall attach to the Proposal Letter evidence of authorization to execute and deliver the Proposal, the PPA and all other documents required to be executed by the Proposer or Design-Build Contractor in connection with the PPA and award of the PPA, and shall identify its authorized representative(s). If Proposer is a consortium, partnership or any other form of joint venture, then the Equity Members of Proposer may each execute a single document authorizing a nominated and identified representative to execute documents on each of their behalf in respect of the Proposer.

3.2.2 Information About the Proposer, Major Participants and Other Contractors

The Proposal shall include a completed chart on Form B-1, including the names, contact information, role in organization, licensing information, and description of work (if applicable) for the Proposer and Equity Members.

The Proposal shall include a completed Form B-2 providing information about the Proposer and its team as specified therein.

The Proposal shall include a completed Form B-3 providing information regarding (i) each Major Participant (excluding Equity Members that do not fall into clauses (a) through (e) of the definition of Major Participants); and (ii) all other Contractors identified by the Proposer as of the Proposal Due Date, including those included in the Proposer's SOQ.

The Proposal shall include copies of organizational documentation described in pages 5 through 7 of Form A for Proposer and Equity Members, as well as other documentation required by Form B-2. If any modification to the organizational documents for such entity is contemplated prior to award or, if Proposer intends to form an affiliated entity to be Design-Build Contractor, Proposer shall provide a brief description of the proposed legal structure and draft copies of the underlying organizational documents (described in pages 5 through 7 of Form A) for such proposed entity.

If Proposer is a consortium, partnership or any other form of joint venture, the Proposal shall contain an executed partnership, joint venture or teaming agreement or, if the entities making up the Proposer have not executed a partnership, joint venture or teaming agreement, a summary of the key terms of the anticipated agreement.

If the Design-Build Contractor is to be a consortium, partnership (other than a limited partnership) or any other form of a joint venture, or an association that is not a legal entity, the Proposal shall contain a letter signed by each Equity Member and any other member who will make up the Design-Build Contractor indicating they will accept joint and several liability for the Design-Build Contractor's obligations under the PPA Documents. If the Design-Build Contractor is to be a limited partnership, the Proposal shall contain a letter signed by each general partner indicating they will accept joint and several liability for the Design-Build Contractor's obligations under the PPA Documents. If the Design-Build Contractor is not a consortium, partnership or any other form of a joint venture, or an association that is not a legal entity, such a letter shall not be required.

The Proposal shall contain a detailed, signed term sheet or heads of terms outlining the key commercial required Key Contract terms between Proposer and the Lead Engineering Firm.

3.2.3 Responsible Proposer and Major Participant Questionnaire

The Proposal shall include Form C, the "Responsible Proposer and Major Participant Questionnaire," signed by the Proposer. A separate form must be completed by the Proposer and each Major Participant. The form executed by a Proposer shall be signed by the same individual(s) who sign the Proposal Letter. The forms signed by Equity Members and other Major Participants shall be signed by an authorized representative of such Equity Member or other Major Participant, as applicable, and the Proposal shall include evidence of signature authorization for such individual(s).

3.2.4 Industrial Safety Record

The Proposal shall include an industrial safety record on Form D for the Proposer, each Equity Member and each Major Participant of a Proposer's team that will perform or supervise installation and/or construction on the Project. If any such entity does not have an industrial safety history (for example if the firm is newly formed), Form D is not required for such entity, but a statement shall be provided explaining why the form is not included. If any such entity does not have an industrial safety history for as long as indicated in Form D, Form D is required for such entity for the applicable years, but a statement shall be provided explaining why all years on the form are not included. Should any of these parties have been a member of a joint venture on past projects, the safety record of the joint venture in full shall be included as part of Form D.

3.2.5 Key Personnel

The Proposal shall contain copies of resumes for each Key Personnel listed in this Exhibit B, Section 3.2.5 (which must contain the individual's qualifications and relevant work experience – two pages maximum). Resumes shall be contained in Volume 2 Appendices.

Key Personnel:

- Project Manager
- Construction Manager;
- Construction Superintendent
- Lead Engineer;
- Storm Water Quality Manager;
- Design Quality Manager;
- Maintenance of Traffic (MOT) Manager; and
- Certified INDOT Utility Coordinator
- Environmental Compliance Manager
- Public Involvement Manager

In addition to providing resumes, the Proposal shall identify the Key Personnel and shall include Form E identifying personnel work assignments, as well as a statement signed by the Proposer and the employer of each designated key person, committing to maintain such individual's availability for and active involvement in the Project. The Proposal shall contain written confirmation that these staff will actually be assigned to the Project and

will be committed, available and active for the periods necessary to fulfill their responsibilities, as more fully set forth in the PPA. Refer to Section 7.3.5 of the PPA and Section 1.3 of the Technical Provisions for information regarding time commitment requirements and limitations for Key Personnel and INDOT rights if it is determined that any such personnel are not devoting sufficient time to the prosecution and performance of the Work required for the Project.

Form E shall be signed by the Proposer and the employer of each of the Key Personnel.

3.2.6 Letter Regarding Pre-Proposal Submittals

The Proposal shall include the following:

- a. If a Proposer's organization has changed since submission of the SOQ, the Proposer shall specifically describe such changes and, if applicable, include a copy of INDOT's approval letter provided under ITP Section 2.11;
- b. INDOT's approval letter of the key personnel provided under ITP Section 2.11;
- c. INDOT's approval letter(s) regarding any ATCs used by Proposer in the Proposal provided under ITP Section 3.2 and copies of those ATCs and any associated revisions or clarifications that were submitted to INDOT in connection with the approval or conditional approval thereof. Proposer is to redact any pricing or cost savings information.
- d. If applicable, INDOT's letter regarding Proposer's optional pavement design submittal provided under ITP Section 2.13;

3.2.7 Non-Collusion Affidavit

The Proposal shall include Form F, certifying that the Proposal is not the result of and has not been influenced by collusion.

Form F shall be executed by each Proposer on its behalf and by each of the Equity Members separately on their own behalves.

3.2.8 DBE Certification

The Proposal shall include a Certification of DBE Goal Attainment or Good Faith Efforts (Form G) confirming that the Proposer will obtain DBE commitments equal to or exceeding the DBE participation goal or will exercise good faith efforts to meet the goal and shall substantiate and document its good faith efforts. This Certification shall apply to the entire Project.

3.2.9 Surety/Financial Institution Information

The Proposal shall include the following information regarding the Payment and Performance Bonds to be provided in accordance with Section 8.1 of the PPA:

- a. Name of Surety (which must be an Eligible Surety) and the name and address of the agent.
- b. Whether the listed Surety defaulted on any obligation within the past ten years (measured from the date of issuance of the RFQ), and the details in the event of such default.
- c. A letter from the Surety indicating that the Surety has reviewed the PPA Documents, including Section 8 of the PPA, and is prepared to issue the Performance Bond(s) and Payment Bond(s) in the form and amount required by the PPA. The letter must specifically state that the Surety has read the RFP (including the ITP) and any addenda and has evaluated the backlog and work in progress for the entity for which it will provide the bonds in determining its willingness to issue the Performance Bond(s) and Payment Bond(s). The letter may include no conditions, qualifications, or reservations for underwriting or otherwise, other than a statement that the commitment is subject to award and execution of the PPA and issuance of NTP thereunder; provided, however, that the Surety may reserve in its letter the right to reasonably approve any material adverse changes made to the PPA or the Technical Provisions following the date of the letter, but excluding any change orders and any changes or information reflected in the Proposal, such as ATCs and Proposer commitments. Separate letters for one or more of the individual Equity Members are acceptable, as is a single letter covering all Proposer team members. If more than one letter is provided, each letter shall set forth the portion of the bond amount the Surety will be issuing.

3.2.10 Conflict of Interest Disclosure

Attention is directed to Section 2.10.2 of the ITP. Proposers' attention is also directed to 23 CFR Part 636 Subpart A.

Each Proposer, on behalf of itself and all entities on the Proposer's team, shall voluntarily disclose to the INDOT, in writing, any fact that may provide it with an unfair competitive advantage and/or potential or actual conflict of interest. The Proposal shall include a certification on Form H by Proposer, on behalf of itself and all entities on the Proposer's team, describing potential organizational conflicts of interest, including disclosure of all relevant facts concerning any past, present, or currently planned interest that may present an organizational conflict of interest. Each Proposer, on behalf of itself and all entities on the Proposer's team, shall complete and deliver a certification on Form H even if Proposer, on behalf of itself and all entities on the Proposer's team, has nothing to disclose, in which case, Proposer shall so indicate on Form H.

If Proposer made a disclosure regarding conflicts of interest in its SOQ, Proposer shall complete and deliver the Form H certification, appending its RFQ response to Form H.

INDOT may preclude or disqualify a Proposer from participation in the procurement and subsequent PPA if the Proposer is deemed to have an unfair competitive advantage or a conflict of interest under applicable state.

3.2.11 Certification Regarding Buy America

The Technical Proposal shall include Form R, regarding Buy America requirements of 23 USC Section 313 and implementing regulations, signed by an authorized representative of Proposer.

3.2.12 Certification Regarding Equal Employment Opportunity

The Technical Proposal shall include Form S, regarding participation in contracts or subcontracts subject to the equal opportunity clause and the filing of required reports.

A Form S shall be provided by the Proposer, Major Participant and each proposed Subcontractor identified in Proposer's Proposal.

3.2.13 Use of Contract Funds for Lobbying Certification

The Technical Proposal shall include executed copies of Form T, regarding use of contract funds for lobbying. Form T must be modified and duplicated as needed and must be executed by each of the following: Proposer; each Major Participant; and all proposed Subcontractors identified in Proposer's Proposal.

3.2.14 Debarment and Suspension Certification

The Technical Proposal shall include an executed copy of Form U, regarding debarment and suspension of contractors. The form is to be signed by the Proposer's authorized representative as defined in ITP Section 2.2.2.

3.2.15 Insurance

The Proposal shall contain certificates of insurance policies evidencing proof of insurance coverages as required by the PPA, or written evidence from an insurance company(ies), broker(s), agent(s) or advisor(s) expressly indicating that Proposer (and Design-Build Contractor) will be able to obtain and maintain the insurance types and amounts required by the PPA Documents and can do so under the terms, and subject to the conditions, specified in Section 9 of the PPA and further that such company(ies), broker(s) or agent(s) will place all such insurance coverages for Proposer (should they become Design-Build Contractor). The insurance company(ies)', broker(s)', agent(s)' or advisor(s)' signatories to such written evidence must explicitly state that it/they have read the PPA Documents and insurance requirements set for the therein and that the Persons required to obtain insurance under the PPA have the capability of obtaining such insurance in the coverages and under the conditions listed in the PPA;

3.2.16 Confidential Contents Index

A page executed by the Proposer that sets forth the specific items (and the section and page numbers within the Proposal at which such items are located) that the Proposer deems to be a trade secret or other confidential information protected from disclosure by an exception in the Public Records Act. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for INDOT to treat the entire Proposal as public information. Notwithstanding the foregoing, the list required under this Exhibit B, Section 3.2.12 is intended to provide input to INDOT as to the confidential nature of a Proposer's Proposal, but in no event shall such list be binding on INDOT, determinative of any issue relating to confidentiality or a request under the Public Records Act or override or modify the provisions of the Public Records Act or INDOT's responsibilities thereunder.

3.3 Stipend Agreement

The Proposal shall include two (2) originals and three (3) copies of an executed Stipend Agreement (Form O) if Proposer wants to be eligible to receive payment of the stipend.

3.4 Proposal Security

The Proposal shall include either a certified check in the amount of \$7.15 Million of the Price Proposal made payable to INDOT or a Proposal Bond. A combination of certified check and Proposal Bond is not permitted.

If a proposal bond is provided, it shall be in the amount of \$7.15 Million of the Price Proposal and in the form of Form J ("Proposal Bond") and shall be issued by an Eligible Surety. The Proposal Bond shall be subject to forfeiture in accordance with ITP Section 4.7.

Forfeiture of Proposal Security in accordance with Section 4.7 of the ITP will constitute liquidated damages. By submitting its Proposal, the Proposer agrees and acknowledges that such liquidated damages are reasonable in order to compensate INDOT for damages it will incur as a result of Proposer's failure to satisfy the obligations under the RFP to which Proposer agreed when submitting its Proposal. Such damages include potential harm to the credibility and reputation of the Project, INDOT's transportation improvement program, with policy makers and with the general public, delays to the Project and additional costs of administering this or a new procurement (including engineering, legal, accounting, overhead and other administrative costs). By submitting its Proposal, Proposer further acknowledges that these damages would be difficult and impracticable to measure and prove, are incapable of accurate measurement because of, among other things, the unique nature of the Project and the efforts required to receive and evaluate proposals for it, and the unavailability of a substitute for those efforts. The amounts of liquidated damages stated herein represent good faith estimates and evaluations as to the actual potential damages that INDOT would incur as a result of Proposer's failure to satisfy the obligations under the RFP to which Proposer agreed when submitting its Proposal, and do not constitute a penalty. By submitting its Proposal, Proposer agrees

to such liquidated damages in order to fix and limit Proposer's costs and to avoid later disputes over what amounts of damages are properly chargeable to Proposer.

4. Scope Package(s)

The Proposer shall include Form K identifying the scope package(s) that it proposes to design and construct. This shall be in addition to providing Form K in the Price Proposal.

5. Preliminary Performance Plans

The Technical Proposal shall contain the following preliminary performance plans:

- (A) Preliminary Project Management Plan
- (B) Preliminary Design-Build Plan

The Preliminary Performance Plans shall describe the project management philosophy, the plan, and schedule for executing the Project and any related PPA administration, and how Proposer plans to achieve and satisfy the Project requirements.

5.1 Preliminary Project Management Plan

Proposer shall present a Preliminary Project Management Plan, which shall consist of several management plans and components that describes the Design-Build Contractor's managerial approach. The Preliminary Project Management Plan shall describe the project management philosophy, the plan, and schedule for executing the Project and any related PPA administration, and how Proposer plans to achieve and satisfy the requirements of the PPA Documents.

5.1.1 Project Management Approach

The Preliminary Project Management Plan shall provide a description of the proposed approaches to managing all Project design, construction, operations and maintenance activities throughout the Term. A responsive expression of the proposed management approaches shall include an overview of the management sections included in the Preliminary Design-Build Plan.

- a. Management Structure and Personnel - Describe the proposed overall project management organization for design, construction and operations and maintenance during construction, identifying participating firms/organizations and individuals. It shall include:
 - i. An organization chart outlining the structure of Proposer's project management organization for design, construction and operations and maintenance (including the design, construction, and operations and maintenance during construction, quality sub-organizations) and a description of the roles allocated, responsibilities, interrelation and Work to be accomplished by each member of the management team

and each sub-organization, including identified subcontractors and suppliers (at all tiers);

- ii. Information describing how each of the Key Personnel involved with design, construction and operations and maintenance during construction will fit into the organization, including a description of each key person's function and responsibility relative to the Project, and indicating the percent of time that he/she will devote to the Project;
- iii. Qualification and experience required for task managers in each sub-organization reporting to the Key Personnel involved with design, construction and operations and maintenance during construction; and
- iv. Information regarding the current and projected workload and backlog of Proposer team (including all Major Participants), and a description of Proposer's plan and overall ability to provide the experienced personnel, equipment, and facilities required to successfully complete all aspects of the Project on a timely basis and within any applicable time frames set forth in the PPA Documents.

b. Internal Organization Systems - Describe the organizational systems to be used by Proposer, which shall include:

- i. A description of Proposer's team decision-making process, how internal disputes between team members will be resolved, and how the Proposer will avoid adverse impacts to the Project (cost, schedule, or quality) in the event of such disputes;
- ii. A description of the methods to be used to establish lines of communication and documentation within Proposer's team, including communication among the sub-organizations and management personnel;
- iii. A description of how Proposer intends to interface with INDOT, its consultants, applicable third parties, and relevant federal, state, and local agencies, including the Stakeholders; and local police and fire departments, on all matters including planned transportation and utility infrastructure in the Project area; and
- iv. A description of the qualifications and experience of proposed staff members who will be engaged for purposes of public information and community outreach;

- v. A preliminary Public Involvement Plan (PIP) which presents the approach to addressing all items of the PIP as referred to in the PPA Documents; and
- vi. A description of the Proposer's approach to store and retain Project-related documents and information, including (i) in what medium (digital or otherwise) the documents will be maintained; (ii) If electronic, what format will be used; and (iii) the Proposer's approach for security and backup of the project documentation.

5.1.2 Preliminary Project Baseline Schedule

The Proposal shall include a summary level Preliminary Project Baseline Schedule and narrative for all design, construction and operations and maintenance during the construction of the Project (the "Preliminary Project Baseline Schedule"). The Preliminary Project Baseline Schedule shall include key activities and milestones included in the design-build baseline schedule and the operations and maintenance baseline schedule (within the Project Schedule). The Preliminary Project Baseline Schedule shall use a high level critical path method and shall represent Proposer's plan for completing the Work between NTP and Substantial Completion. Proposer's Preliminary Project Baseline Schedule submission shall not limit, modify or alter INDOT's or the Department's ability to review and approve the Preliminary Project Baseline Schedule, and selection of a Proposer shall not be deemed to be acceptance or approval of Proposer's Preliminary Project Baseline Schedule;

The Preliminary Project Baseline Schedule shall be in the form described in Section 1.0 of the Technical Provisions and Section 5.7.5 of the PPA; provided, however, that the Preliminary Project Baseline Schedule submitted with the Proposal does not need to be cost loaded. The Preliminary Project Baseline Schedule shall include at least the following:

- A narrative which describes the proposed execution of the Work through Substantial Completion; and
- Schedule activities representing all design, construction and operations and maintenance during construction necessary to achieve Substantial Completion, at least meeting the level of detail for activities as specified in the INDOT "Recurring Special Provision 108-C-215" (referenced in the Technical Provisions). The requirement to limit activity durations to no more than 20 days will not apply to the Preliminary Baseline Schedule.

A completed Form L that includes Proposer's proposed milestone deadlines consistent with the Preliminary Project Baseline Schedule. The maximum number of days between the effective date of NTP and Substantial Completion must be consistent with the time periods indicated in Form L. The "INDOT Last Allowable Dates" in Form L are not-to-exceed time periods. Proposer may propose time periods shorter than such not-to-exceed dates, but shall not propose a time period in excess of the not-to-exceed period.

5.1.3 Preliminary DBE Project Plan

The Proposal shall include the Proposer's Preliminary DBE Project Plan which shall describe the contents of the plan, as well as the general approach of the Proposer to meeting the DBE goals for the Project and complying with the DBE requirements of the PPA Documents. The Preliminary DBE Performance Plan shall include the following elements:

- a. A comprehensive and aggressive approach to achieving the DBE Goals;
- b. Approach to encourage participation of DBE firms;
- c. Approach to outreach and assistance for potential DBE firms who may be eligible to become certified and participate as a DBE; and
- d. A description of how Proposer shall challenge and expand technical, management and business capabilities of participating DBE firms by incorporating mentoring, training and assistance efforts for firms wishing to expand their capabilities.

5.1.4 Quality Management

The Preliminary Project Management Plan shall describe the Proposer's quality approach to design and construction for the Project, including at least the following:

- a. For the design quality component of the Preliminary Design-Build Quality Management Plan, a description of the design deliverable process, a description of the internal process for design reviews, a description of quality assurance and quality control functions, and an explanation of how INDOT will be involved. The design quality component shall also present Proposer's approach to reporting relationships and responsibilities, including INDOT oversight procedures to be implemented; conformance with federal oversight requirements as described in various places within the Technical Provisions; how design quality management will be documented; and how changes will be made to correct design deficiencies; and
- b. For the construction quality component of the Preliminary Design-Build Quality Management Plan, include a description of the approach for integrating with design, documenting the control of materials, any testing, inspection and monitoring of construction activities for which the Technical Provisions require Design-Build Contractor QA/QC, including reporting procedures, methodologies, and corrective actions. Include an explanation of how INDOT will be involved, and how construction will be documented and corrected.

5.1.5 Safety and Environmental Management

- a. Safety - Include a description of the Safety Plan to be implemented during the phase preceding Substantial Completion, meeting the requirements set forth in the PPA Documents.
- b. Environmental Management - Describe the management approach to environmental compliance and permitting. The management approach shall:
 - i. Describe applicable qualifications and experience of the environmental team that will be available during the Project;
 - ii. Describe Proposer's methods to develop its Environmental Compliance and Mitigation Plan that will ensure permits, issues and commitments associated with Governmental Approvals are integrated into the Work;
 - iii. Describe Proposer's methods for ensuring adequate installation, maintenance and repair of erosion and sediment control devices; and
 - iv. Identify potential environmental risk and describe the approach to mitigate, eliminate, or reduce those environmental risks.

5.2 Preliminary Design-Build Plan

The Preliminary Design-Build Plan shall present Proposer's design-build technical solutions.

The Preliminary Design-Build Plan shall include information relevant to the Proposer's schematic and proposed approach to the Project roadway elements, bridge structures, retaining walls and other surface structures, in each case as set forth in Exhibit B, Sections 5.2.1 through 5.2.7.

5.2.1 Pavement Design

The Preliminary Design-Build Plan shall include the proposed permanent pavement designs for the Project and shall indicate the applicable roadway and station limits for each pavement design. Proposer shall provide a tabulation of the design input values such as FWD data, resilient modulus, or other basis for the pavement thickness designs, and including station limits.

The Preliminary Design-Build Plan shall include a description of the pavement design and shall include the following:

- a. Pavement designs and section limits for all pavement replacement and rehabilitations if applicable;

- b. Pavement designs and section limits for all pavement widening sections; and
- c. Pavement designs and section limits for all full depth reconstruction sections and any newly constructed pavement sections.

Pavement designs shall demonstrate that the parameters used for design meet all of the requirements in the Technical Provisions.

A summary of designs that exceed required pavement design requirements including added life-cycle benefits.

Proposers may submit only one design. Alternate or multiple designs for the same pavement section are not permitted.

5.2.2 Traffic Management Plan

The Preliminary Design-Build Plan shall include a description of the preliminary Transportation Management Plan, including:

- a. A description of the construction staging and traffic control and sequencing proposed to accommodate traffic during the construction of the Project. The construction traffic control information shall include the following:
 - i. The overall traffic management and control and sequencing approach;
 - ii. Conceptual construction staging diagrams including initial and ultimate proposed treatment of ramps at each interchange, for mainline widening and for any staging of structures, major drainage trunk lines or culverts
 - iii. A description of how access to business and residential properties will be maintained at impacted cross roads;
 - iv. A narrative description of how Proposer intends to schedule and sequence the construction to minimize impacts on the environment, communities, third parties and traveling public while still meeting the requirements of the PPA Documents; and
 - v. A description of the intended laydown, recycling, staging, disposal and maintenance locations to be used during construction, including avoidance of any sensitive areas.
- b. A description of innovative best management practices planned to be used during MOT phases, including but not limited to, temporary ITS elements, lane merging techniques, etc. that might add value to INDOT and the traveling public.

- c. A discussion of Proposer's intent to utilize or reconstruct existing shoulders to meet requirements for no lane closures on mainline I-65.

The Preliminary Design-Build Plan shall include the proposed permanent pavement designs for the Project and shall indicate the applicable roadway and station limits for each pavement design. Proposer shall provide a tabulation of the design input values

5.2.3 Roadway Elements

The Preliminary Design-Build Plan shall include a description of the roadway elements for the Project and shall include the following:

- a. A description of Proposer's approach to the selection of materials that will meet the requirements of the PPA Documents;
- b. The approach to addressing geotechnical related issues for the Project; and identification of the scope and objectives of future investigations (as applicable);
- c. A description of how the Project ROW and adjacent roads and properties will be maintained and protected, including the intended measures to be used to mitigate and minimize noise, vibration, light, dust, erosion and sediment control and local road damage;
- d. A preliminary roadway plans showing the roadway concept and technical solutions. Proposer's plans shall be presented in English units on 11" x 17" plan sheets or equivalent scale roll plots and shall clearly identify the Work to be completed.
 - i. Road plans shall conform to Department plan preparation guidelines for preliminary field check plans (Indiana Design Manual 14-2.01(05)), except as noted, and shall include the following:
 - Title Sheet
 - Index Sheet:
 - Typical Sections (including locations of pavement types)

- Maintenance of Traffic Layout (including typical sections, phasing layout, advance signing, alternate routes)
- Plan and Profile Sheets (roll plots at same scale will be allowed in lieu of INDOT Plan & Profile Sheets):
- Topographic survey, utilities project limits, construction limits, alignments and profiles, storm sewers, small structures, identified waters of the US (streams and wetlands), roadside barrier locations, right-of-way, roadside & median ditches and detention locations.

ii. Conceptual Signing, Lighting and Signal Plans shall be provided to locate sign structures, lighting structures, and signal structures.

5.2.4 Bridge Structures, Retaining Walls, Noise Walls and Other Structures

The Preliminary Design-Build Plan shall provide a description of the various highway bridge structures, retaining walls (only if applicable), noise walls (only if applicable) and other structures required for the Project. The information shall include at least the following:

- a. A description of Proposer's approach to the selection of materials that will meet the requirements of the PPA Documents;
- b. Bridge plans, which shall conform to INDOT plan preparation guidelines for preliminary plans in the Indiana Design Manual, except as noted, and shall include the following:
 - Title Sheet;
 - Index Sheet;
 - Maintenance of Traffic Layout over the Bridge;
 - Layout Sheet;
 - General Plan;
 - Removal Plan (as applicable);
 - Preliminary Plan of Substructure (as applicable);
 - Preliminary Plan of Superstructure (as applicable);
- c. Proposed retaining wall layout sheets (as applicable) indicating wall types, locations and limits; and

- d. Proposed locations and limits of noise walls (as applicable).

5.2.5 Drainage Design and Culvert Replacement/Rehabilitation

The Preliminary Design-Build Plans shall include a description of the drainage design and a list of all proposed culvert replacements or rehabilitations, including:

- a. Assumptions made for structural capacity of each culvert and how those assumptions were made;
- b. Method of replacing/rehabilitating the culverts; AND
- c. Provisions that will be made to ensure that hydraulic capacity and backwater criteria requirements of the Technical Provisions will be met.

5.2.6 Utility Relocation and Adjustment Work Elements

The Preliminary Design-Build Plan shall include a table describing any utility conflicts, the proposed treatment (protection, relocation, etc.) and the Proposer's approach and solutions involving utility relocations and adjustments to accommodate the Project.

Exhibit C

PRICE PROPOSAL INSTRUCTIONS

1. General Instructions

This Exhibit C describes the submission format for the Price Proposal.

Each Proposer shall submit the information required by this Exhibit C in the organization and format specified herein. The Price Proposal shall be organized in the order listed in Exhibit E, and shall be clearly indexed. Each component of the Price Proposal shall be clearly titled and identified.

All forms named herein are found in Exhibit D unless otherwise noted. All blank spaces in the Proposal forms must be filled in as appropriate. No substantive change shall be made in the Proposal forms.

1.1 Format of Price Proposal; Interpretation Matters

The Price Proposal shall be in U.S. Dollar currency only.

If there are any discrepancies between the hard copy and electronic copy of any quantitative information provided in the Price Proposal, the hard copy version will prevail. If there are any differences between the sum of individual line amounts and totals, the individual line amounts will prevail.

1.2 Contents of Price Proposal

All parts of the Proposal that indicate price are to be included in the Price Proposal. No parts of the Proposal that indicate price terms are to be included in the Technical Proposal.

The required contents and organization of the Price Proposal are presented in this Exhibit C and summarized in the Proposal checklist provided in Exhibit E. Proposers are to provide all the information set out in this Exhibit C. **A copy of the checklist for the Price Proposal shall be included in the Price Proposal**, indicating Proposer's use of such checklist to ensure all contents of the Price Proposal are provided. The Proposer shall not amend the order or change the contents of the checklist except to provide the required cross reference to its Proposal.

2. Price Proposal Information

Proposer shall submit a Price Proposal using Form I, setting forth the total price for the work required under the PPA Documents. Proposer shall submit a Summary Cost Table using Form M, summarizing the elements of the total price for the work required under the PPA Documents.

If a Proposer proposes anything other than Scope Package 7, the Proposer may not have a Price Proposal of less than \$143 million on Form I. If a Proposer proposes Scope Package 7 in its Proposal, the Proposer may offer to perform Scope Package 7 for a Proposal Price that is less than \$143 million.

3. Scope Package

Proposer shall include Form K identifying the scope package(s) that it proposes to design and construct. This shall be in addition to providing Form K in the Technical Proposal.

Exhibit D

REQUIRED FORMS

(provided in a separate file)

Exhibit E

SUMMARY AND ORDER OF PROPOSAL CONTENTS

Technical Proposal – Volumes 1 and 2		
Technical Proposal Component	Form (if any)	ITP Section Cross-Reference
Volume 1		
A. Executive Summary		
Executive Summary (Exclude price information)	No forms are provided	<u>Exhibit B, Section 3.1</u>
B. Proposer Information, Certifications and Documents		
Proposal Letter	<u>Form A</u>	<u>Exhibit B, Section 3.2.1</u>
Authorization Documents	No forms are provided	<u>Exhibit B, Section 3.2.1</u>
Identification of Proposer and Equity Members	<u>Form B-1</u>	<u>Exhibit B, Section 3.2.2</u>
Information About Proposer Organization	<u>Form B-2</u>	<u>Exhibit B, Section 3.2.2</u>
Information About Major Participants and Identified Contractors	<u>Form B-3</u>	<u>Exhibit B, Section 3.2.2</u>
Letter accepting joint and several liability, if applicable	<u>No forms are provided</u>	<u>Exhibit B, Section 3.2.2</u>
Responsible Proposer and Major Participant Questionnaire	<u>Form C</u>	<u>Exhibit B, Section 3.2.3</u>
Industrial Safety Record for Proposer, Equity Members and Major Participants	<u>Form D</u> (as applicable)	<u>Exhibit B, Section 3.2.4</u>
Personnel Work Assignment Form and Commitment of Availability	<u>Form E</u>	<u>Exhibit B, Section 3.2.5</u>
Letter(s) Regarding Pre-Proposal Submittals	No forms are provided	<u>Exhibit B, Section 3.2.6</u>
Non-Collusion Affidavit	<u>Form F</u>	<u>Exhibit B, Section 3.2.7</u>
DBE Certification	<u>Form G</u> No forms are provided for the DBE Performance Plan or Job Training Plan	<u>Exhibit B, Section 3.2.8</u>

Technical Proposal – Volumes 1 and 2		
Technical Proposal Component	Form (if any)	ITP Section Cross-Reference
Surety/Financial Institution Information	No forms are provided	<u>Exhibit B, Section 3.2.9</u>
Conflict of Interest Disclosure	<u>Form H</u>	<u>Exhibit B, Section 3.2.10</u>
Certification regarding Buy America	<u>Form R</u>	<u>Exhibit B, Section 3.2.11</u>
Certification regarding Equal Employment Opportunity	<u>Form S</u>	<u>Exhibit B, Section 3.2.12</u>
Use of Contract Funds for Lobbying Certification	<u>Form T</u>	<u>Exhibit B, Section 3.2.13</u>
Debarment and Suspension Certification	<u>Form U</u>	<u>Exhibit B, Section 3.2.14</u>
Insurance	No forms are provided	<u>Exhibit B, Section 3.2.15</u>
Confidential Contents Index	No forms are provided	<u>Exhibit B, Section 3.2.16</u>
C. Proposal		
Stipend Agreement	<u>Form O</u>	<u>Exhibit B, Section 3.3</u>
D. Proposal Security (Proposal Bond)		
Proposal Security	<u>Form J (if in the form of a bond); no forms provided for certified check</u>	<u>Exhibit B, Section 3.4</u>
Volume 2		
E. Scope Package(s)		
	<u>Form K</u>	<u>Exhibit B, Section 4.0</u>
F. Preliminary Performance Plans		
Preliminary Project Management Plan	No forms are provided	<u>Exhibit B, Section 5.1</u>
Preliminary Project Baseline Schedule for Design and Construction	No forms are provided	<u>Exhibit B, Section 5.1.2</u>
Completion Deadlines	<u>Form L</u>	<u>Exhibit B, Section 5.1.2</u>
Preliminary Design-Build Plan	No forms are provided	<u>Exhibit B, Section 5.2</u>

Technical Proposal – Volumes 1 and 2		
Technical Proposal Component	Form (if any)	ITP Section Cross-Reference
G. Volume 1 Appendices		
Copies of Organizational Documents	No forms are provided	<u>Exhibit B, Section 3.2.2</u>
Proposer Teaming Agreement or Key Terms	No forms are provided	<u>Exhibit B, Section 3.2.2</u>
Executed Contracts or Term Sheets/Heads of Terms	No forms are provided	<u>Exhibit B, Section 3.2.2</u>
H. Volume 2 Appendices		
Key Personnel Resumes	No forms are provided	<u>Exhibit B, Section 3.2.5</u>
Technical/Design Drawings, Graphs and Data	No forms are provided	<u>Exhibit B, Section 2.0</u>

Price Proposal – Volume 3

Proposers shall follow the order of the Price Proposal Checklist in their submissions. A referenced copy of this document shall be submitted with the Price Proposal.

Price Proposal Component	Form (if any)	ITP Section Cross-Reference
Proposal Price Form	Form I	Exhibit C, Section 2.0
Summary Cost Table Form	Form M	Exhibit C, Section 2.0
Scope Package(s)	Form K	Exhibit C, Section 3.0