

**INDIANA FINANCE AUTHORITY
ACTING ON BEHALF OF THE
LOUISVILLE-SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT JOINT
BOARD**

REQUEST FOR QUALIFICATIONS

**TO PROVIDE, OPERATE, MANAGE, AND MAINTAIN A TOLL COLLECTION
SYSTEM AND PROVIDE BACK OFFICE TOLL COLLECTION AND CUSTOMER
SERVICE FOR**

the

LOUISVILLE-SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT

THROUGH A

TOLL SERVICES AGREEMENT

Issued: October 18, 2013

SOQ Due Date: December 10, 2013

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PART A

1. EXECUTIVE SUMMARY/INTRODUCTION

1.1. Overview of the Opportunity

The Indiana Finance Authority (the "IFA"), a body politic and corporate, not a state agency but an independent instrumentality exercising essential public functions, in cooperation with the States' Parties defined below, is pleased to present this Request for Qualifications ("RFQ") to prospective entities or groups of entities (the "Proposers") interested in submitting statements of qualifications ("SOQs") to provide, operate, manage, and maintain a toll collection system on, and to provide back office toll collection and customer service for, the three (3) bridges comprising the Ohio River Bridges Project, defined below (the "Project") through a toll services agreement ("Agreement").

The State of Indiana ("State") and the Commonwealth of Kentucky ("Commonwealth"), acting through IFA and the Indiana Department of Transportation ("INDOT", together with IFA, the "Indiana Parties"), and the Kentucky Transportation Cabinet ("KYTC") and the Kentucky Public Transportation Infrastructure Authority ("KPTIA", and together with KYTC, the "Kentucky Parties") have joined together to improve cross-river mobility in the Louisville-Southern Indiana region through the Ohio River Bridges Project, and have created the Joint Board, defined below, to act on their behalf to implement the Project, by acting through one (1) or more of the States' Parties. The States' Parties are parties to a Bi-State Development Agreement with an effective date of December 17, 2013 (as amended, the "Bi-State Development Agreement").

This RFQ is issued on behalf of the Joint Board ("Joint Board") established under the Bi-State Development Agreement and that certain Interlocal Cooperation Agreement for the Design, Procurement, Construction, Financing, Tolling, Operation and Maintenance for the Louisville-Southern Indiana Ohio River Bridges Project (as amended from time to time, the "Interlocal") among KYTC, KPTIA, IFA and INDOT (collectively, the "States' Parties"), which, through Joint Board resolution number JB-2013-7, has authorized IFA to undertake this procurement on behalf of the Joint Board and in cooperation with the other States' Parties.

The Project is needed and private sector involvement is sought to provide a turn key toll collection system and operations for the roadside equipment (excluding transponders and readers), back office operations, customer service centers in Kentucky and Indiana, and associated interfaces to payment channels, custodian for the Joint Board and the States' Parties, and other external service providers to ensure a high revenue efficiency.

Please see [Exhibit C](#) for links to certain documents associated with this Project.

1.2. Project Goals

Goals for the Project (which are not listed in order of importance) include:

- Acquisition of an existing turnkey mature toll collection system and operations model currently in operation in another location;
- Efficient and timely installation and integration of the roadside equipment coordinated with the DB Contractor, Developer and ETC Contractor;
- Efficient and customer orientated operations, violations and collections systems, and long term ongoing maintenance of the procured system, equipment, operations center; and
- Efficient revenue collection operations with traceability and accountability of transactions from the roadside lane equipment through each component of the tolling collection system to reporting to the financial system and throughout the life cycle of a tolling transaction.

1.3. Project Description

The Project consists of providing an operational all electronic open road tolling and revenue collection system including the roadside lane equipment, the back office system, the customer service centers, the retail-walk-up centers, the violation processing system and center, and the operation and maintenance of all tolling related equipment and systems for the Louisville-Southern Indiana Ohio River Bridges Project (“Ohio River Bridges Project”).

The Ohio River Bridges Project is comprised of three (3) bridges: (a) the new Downtown Crossing Bridge; (b) the East End Crossing; and (c) the existing Kennedy Bridge. The new Downtown Crossing Bridge and reconstruction of the Kennedy Bridge are being designed and constructed pursuant to a design-build contract between KYTC and a design-build contractor (“DB Contractor”). The East End Crossing is being developed, designed and constructed pursuant to a public-private agreement between IFA and a developer (“Developer”). The new Downtown Crossing Bridge and the East End Crossing are new greenfield bridge construction projects and the Kennedy Bridge construction project consists of redecking the existing structure and reconfiguring traffic lanes into carrying only the southbound lanes of traffic.

Intermediate Downtown Traffic Configurations

Intermediate traffic configurations are contemplated before the final traffic configurations for the Downtown Crossing are achieved. The Bi-State Development Agreement (see Section 11.2 thereof in particular) requires that, upon substantial completion of the first new bridge (whichever new bridge is open to traffic first), tolling will commence on such constructed bridge and the Kennedy Bridge at the same time. It is currently anticipated that the East End Crossing will be substantially complete and open to traffic in October 2016. It is currently anticipated that the new Downtown Crossing Bridge will be open to traffic in April 2016. Please see Exhibit A for additional information regarding intermediate and final traffic configurations.

The dates listed above are derived from the current construction schedules as estimated at the time this RFQ is issued. Actual completions dates will vary based on the progress of construction

in the field and are subject to change. Once under contract, it will be the responsibility of the Toll Systems Provider to engage with the both the DB Contractor and the Developer to monitor current schedules to better determine when field mobilization is needed under this contract.

Final Tolling Configuration

The Project toll system for the Ohio River Bridges Project will consist of four (4) mainline and two (2) ramp Toll Zones. Please see Exhibit B for a site plan and straight line diagrams of the Toll Zones as outlined above

The East End Crossing will have two (2) mainline sets of Toll Zone gantries spanning two (2) travel lanes and two (2) shoulders in each north and southbound directions located on the Kentucky side of the Ohio River.

The Downtown Crossing Bridge in final configuration will consist of the following:

- The Kennedy Bridge, carrying southbound traffic, will have one (1) mainline set of Toll Zone gantries spanning five (5) travel lanes and two (2) shoulders and one (1) ramp toll zone spanning one (1) travel lane and two (2) shoulders; and
- The new Downtown Crossing Bridge, carrying northbound traffic, will have one (1) mainline set of Toll Zone gantries spanning five (5) travel lanes and two (2) shoulders and one (1) set of ramp Toll Zone gantries spanning two (2) travel lanes and two (2) shoulders. Toll Zone gantries for the Kennedy Bridge and the new Downtown Crossing Bridge are located on the Indiana side of the Ohio River.

1.4. General Scope of Services

The Toll System Provider shall coordinate with the Developer and the DB Contractor and the equipment contractor(s) providing the reader and antennae equipment (individually and collectively, the “ETC Contractor”), each of which has been or will be procured through separate procurement processes, in order to deliver the Project. The Toll System Provider shall be responsible for: system design and oversight including confirming final design requirements, providing input on site specific details; review of tolling infrastructure design plans, schedule coordination for installation of all tolling infrastructure; toll related ITS and communications system components; roadway classification equipment and its testing and installation; testing of the tolling components and system; site inspections for the tolling infrastructure turnover; all back office operations including software, hardware, disaster recovery, and staffing; all customer service centers and their operations hardware and software; walk-up centers and their staffing and operations, hardware and software; and toll operations center staffing and operations, hardware and software, as well as input into the network design and confirming network communications requirements for the tolling system.

Testing for the Project will encompass all required toll system component testing, as set forth in the technical provisions and Agreement which will be included in the RFP, through “end to end” testing which will include the full team of States Parties and other procured contractors and is the last step before tolling may commence.

The DB Contractor and Developer have developed detailed schedules, details of which will be provided with the RFP, for the Toll System Provider to coordinate tolling system roadside activities. With respect to the East End Crossing, upon Tolling Infrastructure Turnover (as defined in the public-private agreement between IFA and the Developer), the Toll System Provider will have a period of 120 days to install, test (component through end to end), and integrate all the required roadside equipment in order that the roadside equipment is ready for tolling and the other applicable milestones that will be set forth in the Agreement are achieved. With respect to the Downtown Crossing Bridge and the Kennedy Bridge, the Toll System Provider shall coordinate its schedule and activities with the DB Contractor in order meet the milestones for roadside equipment that will be set forth in the Agreement. Additional details about milestones, completion and other deadlines and coordination with the DB Contractor and Developer will be set forth in the RFP.

Tolling will be All Electronic Tolling (AET) (meaning an electronic toll collection system without toll plazas, where drivers will get charged the toll without having to stop, slow down or stay in a given lane) with multiprotocol readers, processing both home agency and interoperable transactions, video transactions, assigning rates to Toll Transactions (meaning a time-framed event occurring in the toll lane representing either a cash or electronic toll, which is identified by all or a combination of the following parameters; location, time, date, vehicle class, vehicle ID, toll amount, etc.), image processing, interfacing with and interoperable with a Back Office System (BOS) (meaning an operational commercial system that enables registration and maintenance of customer accounts and facilitates funds transfer between participating toll operators), as well as provide system maintenance for the Electronic Toll Collection System (ETCS) and the fiber communication networks. Toll System Provider shall provide staffing and support service for the entire ETCS, including customer service center (CSC) support operations, toll operations of the roadway, violations processing, and software and hardware support for each of the operations and the roadside equipment functions, along with management of maintenance and support operations.

The multiprotocol readers will be required to read the following transponders and protocols in an open road tolling environment:

1. The 18000-6C read/write protocol; and
2. The E-ZPass InterAgency Group (IAG) tag and read/write protocol.

The multi-protocol readers including antenna and cabling, and transponders are being procured separately through the ETC Contractor and Toll System Provider shall integrate to the equipment purchased from the ETC Contractor. The procurement for the ETC Contractor is ongoing at this

time and, at the time of award of the Agreement, it is anticipated that the Toll System Provider will be notified of the type of equipment that will be purchased by the Joint Board.

The completed Toll Transactions, including both AVI and image based, will be sent to a BOS for posting and violation processing that is to be provided by Toll System Provider. There will be a requirement for reconciliation and reporting of all Toll Transactions for each tolling point and an accounting at the Toll Facility Host level for all Transactions posted to the BOS. In addition, there will be reconciliation and reporting requirements related to all Toll Transactions sent to and processed by the BOS supplied by Toll System Provider. The Joint Board requires complete visibility into all aspects of the transaction processing through the life cycle of each transaction to each possible transaction "end" state.

Toll System Provider will be responsible for the toll operations center and its day-to-day activities of operating the tolling aspects of the Ohio River Bridges Project. Toll System Provider shall staff the toll operations center, providing the necessary equipment to monitor the roadway at all hours, providing update and status of equipment on the roadway, working successfully with the Joint Board and States' Parties through incident management on the Ohio River Bridges Project and providing any and all support necessary to keep the tolling aspects of the Ohio River Bridges Project open and available for traffic and revenue collection at all times.

The scope of the Toll System Provider for providing the roadside tolling related components consists of the below major categories:

1. Roadside Electronic Toll Collection System. Includes the following: Multi-protocol readers and antennas (to be provided by the ETC Contractor), in-pavement loops, zone controllers, violation enforcement cameras, toll lane vehicle detection equipment, roadside cabinets, communications from cabinet to controller, power from cabinet to devices, power back-up systems, mounts, brackets, and other incidental items to complete the installation, testing, and integration services. Toll Zone gantries and equipment pads will be installed by the DB Contractor (on the new Downtown Crossing Bridge and the Kennedy Bridge) and the Developer (on the East End Crossing). Installation of equipment will be provided by the Toll System Provider. Integration of equipment into the ETCS will be the responsibility of the Toll System Provider working collaboratively and in coordination with the ETC Contractor.

2. Toll-Related ITS. The Toll System Provider will be required to install equipment for the ITS related to the ETCS to successfully monitor and operate the Ohio River Bridges Project from the Toll System Provider's toll operations center. The DB Contractor and Developer will provide roadway ITS equipment and systems for usual and customary roadway maintenance and traffic management. The Toll System Provider will be required to coordinate this work with the DB Contractor and Developer. The toll-related ITS includes the following: toll-related ITS cameras, integration of toll rate Changeable Message Signs (CMS), and coordination of the installation of the ETCS ITS with the DB Contractor, Developer, TRIMARC and INDOT TMC

3. Communications. Includes the following: Network design review, input into design, installation, testing, and integration to support the tolling infrastructure. The logical layer(s) is the responsibility of the Toll System Provider. The physical layer (duct bank, conduit, fiber, patch panel) will be furnished and installed by the DB Contractor and Developer. Maintenance includes providing System Maintenance for both the ETCS and the fiber communication network, including maintenance of cabinets, patch panels, insect and rodent control of cabinets and communication equipment, maintenance of power supplies and generators, etc.

4. Toll Operations Center: The Toll System Provider shall also be responsible for providing the appropriate Toll Operations Center (TOC) to monitor the equipment, toll rate signs, effective toll rates, traffic conditions (ETCS-related ITS devices) and operate the toll collection/roadway system on a day-to-day basis. The toll rate sign cameras will be fully integrated, monitored and controlled in the TOC. The Toll System Provider will have primary control of all tolling components and toll related ITS components (toll rates signs, CMS, traffic cameras, etc.) to support ETCS operations and will provide staffing for the operations of this center.

5. Back Office System and Customer Service Center: The roadside toll collection system will capture and process individual tolling point transactions by a vehicle, assign a calculated fare for revenue due. This Toll Transaction along with the associated fare will be transmitted to an “off the shelf” BOS for posting to a customer’s account, process post-paid transactions and/or for violation processing. The RFP will contain a diagrammatic depiction of the conceptual flow to be developed into an Interface Control Document (ICD) (meaning a document that describes the interface or interfaces between two subsystems, which is used to connected different commercial systems to meet functional or performance requirements) for the transaction flow between the roadside toll collection system and the financial system and the custodian. The financial system and the custodian will be procured under separate procurement processes at a later date. The ICD for the roadside toll collection system equipment to the “off the shelf” back office will be the responsibility of the Toll System Provider. Additionally, once the Toll Transaction has reached the BOS, all typical requirements of a standard back office operation should be included: transaction processing, account management, website for customer accounts, mobile device applications, IVR systems, image review (both manual and automated) hardware and software to support these operations, transponder fulfillment, mailing services, lockbox services, etc. The Toll System Provider will provide staffing for this operation including customer service representatives, image reviewers, staff for system and technology support, fulfillment staffing, lock box operation staffing, violation processing, administration, management and oversight of these operations. The CSC operations shall be staffed through existing customer service centers in other existing locations.

6. Customer Service Walk-Up Centers: Toll System Provider shall locate, lease and retrofit, and staff two (2) customer service centers. The leases shall be in the name of the Toll System Provider. One (1) service center must be located in Louisville, Kentucky and the other customer service center must be located in Jeffersonville, Indiana. These centers will serve as locations to set up customer accounts, pay violations, pay tolls, distribute transponders, and provide general information regarding the tolling operations of the Ohio River Bridges Project. The centers shall be

staffed by local employees provided by Toll System Provider. These employees may be trained to support CSRs and image review but their primary responsibility will be to man the customer center walk-up counters and interact with the public. Toll System Provider shall also setup a private VPN to access the account management system and serve as a mini-CSC.

7. Roadside Access Control System: The roadside access control system is to operate the bi-directional flow of traffic of the facility and will be designed, furnished, and installed by Toll System Provider. The lanes of the Kennedy Bridge and the new Downtown Crossing Bridge are not intended to be bi-directional on a daily basis but only as a result of altering traffic configurations during construction or in connection with future construction and rehabilitation or a force majeure event. Toll System Provider will be responsible for coordinating its activities with the DB Contractor and the Developer, along with the Joint Board and the States' Parties.

8. Network Connectivity: The network connectivity to the roadside bi-directional system and toll operations system will be made to the INDOT TMC located in Indianapolis, Indiana and the Kentucky TMC operated by TRIMARC in Louisville, KY. The connection between the toll operations center and the two (2) state TMCs will be provided by Toll System Provider.

For more information about the Project, please visit: <http://kyinbridges.com/>. In addition, see Exhibit B for an overview of the site plan of the Ohio River Bridges Project and its planned sites for tolling points, as well as a straight line tolling diagram indicating tolling points.

NOTE: The Joint Board is seeking an operational solution for the BOS. At this time, the Joint Board and the States' Parties have not completed their business rules for the tolling operation which offers an opportunity to "purchase" an existing back office operating system that is configurable to meet its needs. The Joint Board does not intend to "develop" a new back office solution from the ground up, but, rather, intends to utilize an existing system that is in current operation. The Joint Board and the States' Parties intend to be flexible in establishing their business rules in order to more easily conform to an existing system that is in use in connection with another tolling facility, within the limits of their individual statutory requirements. The Joint Board and the States' Parties intend to accommodate, modify, change, or implement their business processes to conform to an existing system instead of their business processes driving a development of a new system.

However, it is important that the Toll System Provider understands that the Proposers will need to demonstrate its ETCS solution during the procurement process. It is up to Toll System Provider to determine the best methodology to demonstrate its ETCS solution. The Joint Board and the States' Parties intend to make site visits during the procurement process to locations in North America, examining operations of other agencies during the procurement process. Additional details concerning the site visits shall be provided in the RFP phase.

1.5. Procuring Agency, Key Stakeholders

IFA will be the procuring agency for the Project. IFA will work closely with the Joint Board, INDOT and the other States Parties, and together may be referred to as the “Project Sponsors”. IFA's primary mission is to oversee State-related debt issuance and provide efficient, effective financing solutions to facilitate state, local government and business investments in the State.

INDOT is the entity responsible for planning and development of the transportation system in the State and for working cooperatively with neighboring states, such as the Commonwealth, on cross-border projects such as the Project and the Ohio River Bridges Project. KYTC is the entity responsible for planning and development of the transportation system in the Commonwealth and for working cooperatively with neighboring states, such as the State, on cross-border projects such as the Project and the Ohio River Bridges Project.

Under the Interlocal, the States' Parties have chosen to act cooperatively to implement the development of the Project through the Joint Board. The Joint Board has, through Joint Board resolution number JB-2013-7, has authorized IFA to undertake this procurement on behalf of the Joint Board and in cooperation with the other States' Parties.

References to the Joint Board in this procurement shall have the meaning appropriate to the context, including the staff representing the States’ Parties in certain cases, the selection committee representing the States' Parties in certain cases, or the official body known as the Joint Board in certain cases.

INDOT and KYTC will work closely with IFA to assist with the procurement of the Project and oversee the work of the Toll System Provider in connection with the Project, including the design, construction, equipping, installation, integration, testing, operation and maintenance of the toll collection system, and the provision of back office toll collection and customer service for, the Ohio River Bridges Project. The procurement roles of these entities include development of the technical specifications for the RFP and participating equally in the technical evaluation of the SOQs and responses to the subsequent “Request for Proposals” (the “RFP” and such responses, the “Proposals”). Additional information regarding the role of INDOT and KYTC in the Project shall be set forth in the RFP.

1.6. Procurement Process

IFA, on behalf of the Joint Board, will use a two (2) step process to select the successful Proposer. This RFQ represents the first step in the process. The Joint Board will evaluate the SOQs received in response to this RFQ and intends, but is not bound to, qualify Proposers (“Qualified Proposers”) in accordance with the procedures and evaluation criteria described in Part A, Section 5 of this RFQ.

IFA intends to invite the Qualified Proposers to submit Proposals and select one (1) of the Qualified Proposers in accordance with the criteria and procedures set forth in the RFP. It is anticipated that the selected Proposer will enter into an Agreement with the Joint Board.

The procurement documents shall be posted on www.in.gov/ifa/2331.htm and <http://www.in.gov/dot/div/contracts/letting/index.html> (collectively, the "Website").

1.7. RFQ and Overall Procurement Schedule

Issue Request for Qualifications	October 18, 2013
Deadline for questions regarding the RFQ	November 5, 2013 at 3 P.M. Eastern
SOQ Due Date	December 10, 2013 at 3 P.M. Eastern
Anticipated Announcement of Qualified Proposers	December 19, 2013
Following announcement of the Qualified Proposers, as of the date of this RFQ, IFA anticipates the following procurement activities and schedule:	
Circulate Draft of RFP to Prequalified Proposers	January 2014
One on One Qualified Proposer meetings	February 2014
Issue final RFP	March 2014
Proposal Due Date	April/May 2014
Anticipated Announcement of Preliminary Selection of Preferred Proposer	May/June 2014
Award and Execution of Agreement	June/July 2014

This schedule is subject to modification at the sole discretion of the Joint Board. Proposers will be notified of any change in the schedule for the RFQ phase by an addendum to this RFQ.

2. GENERAL CONTRACTOR RESPONSIBILITIES; FEDERAL REQUIREMENTS; DBE

2.1. General Scope of Work Description

The major elements of Toll System Provider responsibilities are listed below. These elements will be described in further detail in the RFP. The major components are as follows:

- ETC Account management system (prepaid and postpaid) includes billing system;
- Roadside lane equipment to process traffic and revenue transactions;
- Integrated voice response system;
- Local area network services;
- Data and image storage;
- Disaster recovery systems;
- Operations reports, dashboards and other analytics;
- Transponder inventory, fulfillment and management;
- Banking services (lockbox);
- Interoperability with E-ZPass or other states;
- Customer website for account management;
- Image review, violations and collections processing including collections and system interface to required courts;
- Administrative hearing package development and tracking system (KY) and traffic court package development and tracking interface (IN);
- Dynamic rate signs and Closed Circuit Television (CCTV) surveillance;
- Toll operations center staffing and support
- Traffic monitoring incident management coordination (tolls suspension);
- Department of Motor Vehicles (DMV) and Bureau of Motor Vehicles (BMV) license plate lookups, address standardization, and skip tracing;
- CSC operations staffing and main facilities including walk up centers (one (1) in the State and one (1) in the Commonwealth);
- Maintenance and toll collection system and network support services;
- System monitoring and inventory management;
- Operations initial and follow-up Training;
- Commercial and non-revenue account management;
- Retail sales and replenishment network;
- Support pre-operations and post-operations account opening and sales with marketing/communications vendors; and
- Quality assurance and quality control program.

Toll System Provider shall be required to coordinate and work with the DB Contractor, Developer and ETC Contractor to successfully deliver a complete tolling system and its associated operational components to efficiently collect revenue.

The RFP, and form of Agreement, will provide further details concerning, among other things, Toll System Provider's installation, integration, operations, and maintenance of an existing turnkey toll collection system currently in operation in another location.

2.2. Federal Requirements

Proposers are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance will remain eligible for federal-aid funds. Accordingly, the procurement documents and Agreement will conform to requirements of applicable federal law and FHWA regulations, including Buy America requirements, Title VI of the Civil Rights Act of 1964, as amended, regarding Equal Employment Opportunity (EEO) and Title 49 Code of Federal Regulations Part 26, as amended, regarding DBEs. Proposers shall be notified of any such modifications as provided in this Part A, Section 4.4.

2.3. DBE Requirements

As the Project will use federal funds, IFA is required to apply the Disadvantaged Business Enterprises ("DBEs") program requirements to all projects receiving federal dollars, including the Project. Where opportunities exist, IFA is required to make opportunities available to minority- and women-owned firms, including certified DBE firms. Opportunities may include consultant and construction subcontracts as well as other service providers. IFA must apply the program on federal-aid projects as set forth in 49 CFR Parts 23 and 26 as well as the federal contractual requirements set forth in FHWA Form 1273. Information regarding these requirements will be included in the RFP. In responding to this RFQ, a Proposer need not include team members to satisfy DBE goals. Information regarding DBE goals for the Project will be included in the RFP. The Joint Board has determined that there is a 0% DBE goal for the Project. Nonetheless, creative efforts to expand inclusion of other disadvantaged, minority- and women-owned firms and workers shall be encouraged.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1. Statutory Authority

IFA is issuing this RFQ on behalf of the Joint Board in accordance with the provisions of Indiana Code 8-15.5 et seq., as amended (the "Statute") and other applicable provisions of law.

3.2. Overall Process

The procurement involves a two-stage process: this RFQ followed by an RFP. The Joint Board will evaluate the SOQs received in response to this RFQ and will select, according to criteria generally outlined herein, the Qualified Proposers eligible to respond to the RFP.

Following the selection of Qualified Proposers, IFA, on behalf of the Joint Board, anticipates releasing a draft RFP for review and comment by the Qualified Proposers, including a scope of work. IFA, on behalf of the Joint Board, will schedule one-on-one and/or group meetings to discuss issues and comments identified by the Qualified Proposers. The draft RFP and final RFP process will include disclosure of materials and communications with IFA and the Joint Board that are confidential in nature and Qualified Proposers will be required to execute a confidentiality agreement, the form of which will be provided following qualification. After consideration of Qualified Proposer input, IFA, on behalf of the Joint Board, intends to issue a final RFP. Additional one-on-one meetings may be scheduled after such issuance.

Following receipt and evaluation of Proposals, the Joint Board may select a preferred Proposer from among the Qualified Proposers ("Preferred Proposer"), based on the RFP evaluation criteria, to negotiate and finalize the Agreement for award and execution. The Joint Board currently contemplates that a best value evaluation process will be utilized to evaluate Proposals.

3.3. Payment for SOQ and Proposal

No payment shall be made in connection with this RFQ, the RFP or for any SOQ or proposal submitted in connection herewith or therewith.

3.4. Questions and Requests for Clarification; Addenda

In order to facilitate receipt, processing, and response, Proposers must submit all questions and requests for clarification in writing to the RFQ Procurement Contact by the deadlines listed in this Part A, Section 1.7 at the following address:

Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Attention: Silvia Perez
Telephone: (317) 234-7701
Fax: (317) 232-6786
Email: SPerez@ifa.in.gov

Proposers are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project.

Questions and comments, including requests for clarification, shall: (i) be sequentially numbered; (ii) specifically reference the relevant RFQ section and page number, unless such request is of

general application (in which case the request for clarification shall so note); (iii) not identify Proposer's identity in the question and (iv) conspicuously identify whether Proposer views its question or comment as confidential or proprietary.

IFA will provide responses to Proposer clarification requests within a reasonable time following receipt. IFA will post responses to those questions of general application and requests for clarifications which IFA deems to be material and not adequately addressed in previously provided documents on the Website.

No telephone or oral requests will be considered. No requests for additional information or clarification to any person other than the RFQ Procurement Contact will be considered. Questions from a Proposer should be submitted only by a single representative of that Proposer, and must include the requestor's name, address, telephone and e-mail, and Proposer that he/she represents.

The questions and responses of IFA, on behalf of the Joint Board, will be in writing and will be posted to all Proposers, except that IFA intends to respond individually to those questions identified by a Proposer and deemed by IFA as containing confidential information relating to Proposer's SOQ. IFA reserves the right to disagree with Proposer's assessment regarding the confidentiality nature of information in the interest of maintaining a fair process or complying with applicable law. Under such circumstances, IFA may inform Proposers and may allow Proposer to withdraw the question, rephrase the question, or have the question answered non-confidentially or, if IFA determines that it is appropriate to provide a general response, IFA will modify the question to remove information that IFA determines is confidential. IFA may rephrase questions as it deems appropriate and may consolidate similar questions. IFA may also create and answer questions independent of Proposers.

IFA, on behalf of the Joint Board, reserves the right to revise this RFQ by issuing addenda at any time before the SOQ Due Date and will post any addenda on the Website. Proposers should monitor the Website for information concerning this procurement and will be required to acknowledge in their transmittal letter (Part C, **Form A**) that they had access to all relevant materials posted thereon.

3.5. Project Documents

The Joint Board has assembled certain documents relating to the Project (the "Project Documents") which are available to Proposers. The Project Documents may be accessed at the links set forth in Exhibit C hereto as well as the Website. Except as otherwise specifically provided, neither Project Sponsor makes any representation or warranty as to the completeness of the list of available documents on the websites or the accuracy, utility, completeness or relevance of any document contained thereon.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

4.1. General

IFA expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow the Joint Board to evaluate Proposers based on the criteria set forth herein. SOQs shall be submitted exclusively in the English language inclusive of English units of measure, and cost terms in United States of America dollar denominations.

4.2. Format

Each responding Proposer shall submit one (1) original and seven (7) copies (for a total of eight (8)) of its SOQ, for submission in two (2) loose-leaf three ring binders, contained, collectively, in one (1) or more durable, sealed containers. The SOQ shall consist of two (2) books (which are referred to herein as Book 1 and Book 2). If the audited financial statement information for an entity is prepared in a language other than English, the original and one (1) copy of Book 2 shall contain the original financial statement information and the translation, but copy numbers two (2) to seven (7) need only contain the English language translation of such audited financial statements. The original must be clearly marked "Original" on its face and spine. Each copy shall be numbered one (1) through seven (7), as applicable, on its face and spine. Proposer's name and book number shall also be clearly marked on the spine. In addition to the hard copies, each Proposer must submit an electronic copy of the SOQ in searchable and printable Portable Document Format (.pdf). The ".pdf" submissions must be organized to correspond to the "tab" requirements set forth in this Part A, Section 4.3 below. Proposer may elect to "index" the ".pdf" submission or provide a series of discrete ".pdf" files, named so as to correspond to the "tab" requirements set forth below. Proposer's "flash drive" or CDROM, or other physical conveyance of its electronic submission must be appended to Proposer's "Original." Proposers are strongly encouraged to check and confirm that the electronic media provided is searchable, printable and otherwise meets the requirements set forth herein.

Submittals must be prepared on 8-1/2" x 11" sized white paper. Double-sided printing is requested. Each printed side shall be considered one (1) page. Book 1 (as described in Part B) shall have all pages sequentially numbered and not exceed 25 pages. The following do not count toward the 25 pages and need not be sequentially numbered:

- **Form A** and any letters required to be appended to **Form A**;
- the Executive Summary;
- the Confidential Contents Index; and
- **Forms B, C and D**

- **Form D** and the disclosures provided in response to Part B, Book 1, Sections 1.8.1 and 1.8.2 (each of which should be provided in an appendix to Book 1); and
- Book 2

The font size in Book 1 shall be no smaller than twelve-point, provided the font in organizational charts, graphics and tables in Book 1 may be ten-point so long as the organizational charts, graphics and tables are legible. 11" x 17" pages are allowed (and shall be included in the page count if contained in Book 1) for schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced. Standard corporate brochures, awards, licenses and marketing materials shall not be included in a SOQ.

4.3. Contents and Organization

Proposers must organize their SOQ in the order set forth in Part B. Additional material is subject to any applicable page limitation. Each Book may be subdivided as needed, so long as Proposers “tab” the content of their SOQ to correspond to the section reference for ease of the Joint Board’s review.

4.4. SOQ Submittal Requirements

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

Request for Qualifications
 Response to the Request for Qualifications to
 Design, Construct, Equip, Install, Integrate, Test, Operate and Maintain a Toll Collection System
 and Provide Back Office Toll Collection and Customer Service for the Louisville-Southern Indiana
 Ohio River Bridges Project

SOQs shall be delivered by hand or express mail courier to the IFA “RFQ Procurement Contact” as follows:

Indiana Finance Authority
 c/o Indiana Department of Transportation
 1030 Spring Street
 Jeffersonville, IN 47130
 812-595-2088
 ATTN: Angela Nichols

IFA will not accept facsimile or e-mail submission of SOQs.

SOQs must be submitted by 3:00 p.m. prevailing Eastern Time on the SOQ Due Date specified in this Part A, Section 1.7. Time is of the essence and any SOQs received after that date and time

will be rejected and returned unopened. SOQs will be accepted by IFA during normal business hours up to the SOQ Due Date and time specified.

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

5. EVALUATION PROCESS AND CRITERIA

5.1. Responsiveness

Each SOQ will be reviewed for (a) the responsiveness of the Proposer to the requirements set forth in this RFQ, (b) conformance to the RFQ instructions regarding organization and format, and (c) minor nonconformities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ. Those SOQs not responsive to this RFQ may be excluded from further consideration and the Proposer will be notified. The Joint Board may also exclude from consideration any Proposer whose SOQ contains a material misrepresentation.

5.2. Pass/Fail Review

Following or in conjunction with evaluation of each SOQ for responsiveness, the Joint Board will evaluate each SOQ based upon the following pass/fail criteria. A Proposer must obtain a “pass” on all pass/fail items in order to be qualified under this RFQ and eligible to receive and respond to the RFP. If a Proposer obtains a “pass” on all pass/fail items, it will be deemed qualified.

(a) The SOQ contains an original executed transmittal letter as required in Part B, Book 1, General.

(b) Neither Proposer nor any other entity that has submitted **Form D** as required by this RFQ is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state government.

(c) Proposer and its Equity Members have the financial capability to carry out the Project responsibilities potentially allocated to it as demonstrated by the materials provided in Book 2, Section B of the SOQ. An “Equity Member” means (i) each entity with a direct equity interest in Proposer (whether as a member, partner, shareholder, joint venture member or otherwise) and (ii) each entity proposed to have a direct equity interest in Proposer. The evaluation will take into account the following considerations both currently as well as over the last three (3) years, as appropriate:

- Profitability

- Capital structure
- Ability to service existing debt
- Ability to invest equity
- Other commitments and contingencies

(d) The information disclosed in **Form D** and/or in response to Part B, Book 1, Section 1.8 does not, in the determination of IFA, on behalf of the Joint Board, materially adversely affect Proposer's ability to carry out the Project responsibilities potentially allocated to it in the Agreement.

(e) The Proposer team has at least one (1) active operation and maintenance of a toll collection system that operates with a minimum of 10 equipment lanes;

(f) The Proposer team has at least one (1) project showing experience with the implementation of AET system delivery or primary responsibility for operations and maintenance of an AET collection system;

(g) The Proposer team has at least one (1) project Optical Character Recognition (OCR) has been utilized for image review for postpaid toll transactions, where postpaid toll transactions include license plate based toll transactions, and/or violations;

(h) The Proposer team has at least one (1) project where multiple phases of a toll collection system implementation are occurring concurrently and those multiple phases of implementation have been successfully managed; and

(i) The Proposer team has at least one (1) CSC operation in North America.

5.3. SOQ Evaluation Procedure.

The Joint Board anticipates utilizing one (1) or more committees to review and evaluate the SOQs in accordance with the above criteria. At various times during the deliberations, IFA, on behalf of the Joint Board, may request additional information or clarification from Proposer or may request Proposer to verify or certify certain aspects of its SOQ. The scope, length and topics to be addressed in any such clarification response shall be set forth in the clarification request letter. Although not anticipated, IFA, on behalf of the Joint Board, may also schedule interviews with one (1) or more Proposers on a one-on-one basis, for the purpose of enhancing the Joint Board's understanding of the SOQs and obtaining clarifications of the materials contained in the SOQs. The evaluators may contact firm and personnel references supplied by Proposer as well as other potential references not listed, including other public agencies and internal personnel of the States' Parties.

Evaluations of SOQs are subject to the sole discretion of the Joint Board and its staff, with assistance from the States Parties and such professional and other advisors as the Joint Board may designate. The Joint Board will make the final determinations of the Qualified Proposers, as it deems appropriate, in its sole discretion, and in the best interests of the Project and the State and the Commonwealth.

5.4. Changes in Proposer Organization

Subject to the limitations herein, IFA may permit Qualified Proposers to add, delete or substitute team members and reorganize their teams during the procurement process unless the change results in actual or potential organizational conflicts of interest or renders the Proposer team, in the sole determination of the Joint Board, less qualified to undertake the Project. Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without the prior written consent of the Joint Board, in its sole discretion:

(a) Deletion, addition, substitution or change in the role or scope of a Major Subcontractor;

(b) Deletion or substitution of an Equity Member of a Qualified Proposer, a guarantor of Qualified Proposer or any other entity that will bear financial responsibility or liability for the performance of the Qualified Proposer; and

(c) Other changes, direct or indirect in the equity ownership of a Qualified Proposer (excluding changes resulting from public trading of stock).

6. COMMUNICATIONS, PUBLIC INFORMATION AND ORGANIZATIONAL CONFLICTS OF INTEREST

Reference is made to Section 1 of the Supplemental Provisions to the RFQ set forth on the Website, which provisions are expressly incorporated herein and shall apply in full to this RFQ.

7. PROTEST PROCEDURES

Reference is made to Section 2 of the Supplemental Provisions to the RFQ set forth on the Website, which provisions are expressly incorporated herein and shall apply in full to this RFQ.

8. IFA RESERVED RIGHTS

Reference is made to Section 3 of the Supplemental Provisions to the RFQ set forth on the Website, which provisions are expressly incorporated herein and shall apply in full to this RFQ.

PART B

Statement of Qualifications

Proposers are required to assemble their SOQ in the order prescribed and following the outline form contained in this Part. Italics indicate explanations or instructions to Proposer as opposed to a request for information.

BOOK 1

Book 1 of the SOQ shall contain the following:

General

(a) **Form A** (transmittal letter). A duly authorized official of Proposer or lead firm must execute the transmittal letter in blue ink. For Proposers that are joint ventures, partnerships, limited liability companies or other associations, the transmittal shall be appended with letters on the letterhead stationery of each entity holding an equity interest in Proposer, executed by authorized officials of each Equity Member, stating that representations, statements and commitments made in the SOQ on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member's firm in Proposer team.

(b) **Executive Summary:** An Executive Summary, not exceeding 2 pages. 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 Proposer's SOQ and its ability to satisfy the financial and technical requirements of the Project.

(c) **Confidential Contents Index:** A page executed by Proposer that sets forth the specific items (and the section and page numbers within the SOQ at which such items are located) that Proposer deems trade secret or other confidential information protected by the Indiana Public Records Act, Indiana Code 5-14-3 and relevant provisions of Indiana Code 8-15.5 (collectively, the "Public Records Act"). Blanket designations that do not identify the specific information shall not be acceptable and may be cause for IFA and the Joint Board to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Subsection (c) is intended to provide input to IFA and the Joint Board as to the confidential nature of a Proposer's SOQ, but in no event shall such list be binding on IFA or the Joint Board, determinative of any issue relating to confidentiality or a request under the Public Records Act or other applicable law or override or modify the provisions of the Statute or the responsibilities of IFA and the States' Parties thereunder.

1. Proposer Structure and Experience

Proposers shall provide the following information relevant to qualifications of Proposer, its Equity Members, all Major Subcontractors and any other team members that Proposer wishes to identify in its SOQ. The term “Major Subcontractors” shall mean the following team members, if such team members do not hold an equity interest in Proposer: (a) the any entity or person with whom Toll System Provider intends to enter into any subcontract to perform any part of the Project or to provide any materials, equipment or supplies for the Project on behalf of Toll System Provider and any other Person with whom any Subcontractor further subcontracts any part of the Project, at all tiers, in each case with a contract valued at greater than or equal to 15% of the overall capital costs to design, construct, equip, install, integrate and test the ETCS; and (b) the entity(ies) primarily responsible for the following:

- (a) Roadside ETCS;
- (b) Toll Operations Center;
- (c) BOS;
- (d) CSC; and
- (e) Customer service walk-up centers.

If any of the work items listed in clauses (a)-(e) will be performed by the Proposer or an entity holding an equity interest in Proposer and not by a subcontractor, please so indicate.

Additional information may be requested during the RFP portion of this procurement to finalize the list of Major Subcontractors.

1.1. Proposer

Identify the legal name of Proposer. If the name is a “doing business as” (DBA), identify underlying names. Identify a single point of contact (a real person) and include the following information: name, title, address, telephone and fax numbers and electronic mail address. Identify the legal name and nature of Proposer and the state of its organization. If a Proposer has branch offices, state which office will be performing the majority of the work.

1.2. Equity Members

For each Equity Member of Proposer, identify the entity’s role, planned equity ownership percentage and the entity’s legal nature and state of organization. If a Proposer is a single entity, it will be deemed to be the sole “Equity Member” for purposes of this RFQ and the SOQ submittal requirements.

1.3. Major Subcontractors

Identify all Major Subcontractors. For each Major Subcontractor, identify the entity's role and the entity's legal nature and state of organization. If a Major Subcontractor has branch offices, state which office will be performing the majority of the work.

1.4. Management Structure

Describe Proposer's management structure, including its teaming arrangements, allocation of roles and responsibilities and how Proposer will institutionally operate. Describe the prior experience (if any) of Proposer, Equity Members and Major Subcontractors working together within a consortium, partnership or any other form of joint venture.

1.5. Organizational Charts

Provide an organizational chart which sets forth Proposer structure, teaming arrangements and reporting requirements.

1.6. Relevant Experience, Back Office "Purchase" and References – TSI AET and Project Experience (15 pages maximum)

1.6.1. Relevant Experience

Describe relevant experience held by Proposer, Equity Members of Proposer and Major Subcontractors in the areas described below:

Provide a description of all tolling industry projects and clients awarded during the period 2002-2013 by completing **Form B**. From the project list completed on **Form B**, Proposer should select the 3 projects that most successfully demonstrate the Proposer team's ability to perform the outlined scope of services described in Part A, Section 1.3. Using **Form C**, the Proposer must provide a detailed description of three (3) of the projects listed from **Form B** that Proposer wishes the Joint Board to consider as the most relevant for the Project and the Joint Board's evaluation of Proposer's qualifications. Provide up to a four (4) page narrative of each of these three (3) projects selected for use on **Form C**. The project detailed descriptions can include additional information required to clarify or elaborate on the project and performance on the project. This portion of the SOQ is intended to allow Proposer to show the relevance of a project to the Project and how that experience will help Proposer deliver the Project successfully. The Proposer shall depict their experience, knowledge and understanding of various aspects of each of the components mentioned in Part A, Section 1.2. Additionally, Proposer must show experience and skill in processing image based transactions, including both OCR and a successful manual image review system and process. Proposer must show an understanding of the processes and issues associated with an AET facility.

Through the use of the project included on **Form B** and the 3 projects selected above and included in **Form C**, the Proposer shall demonstrate their team meets the pass/fail criteria set forth in Part A, Sections 5.2(e)-(i).

1.6.2. References

Owner references are required for any project listed pursuant to Part B, Section 1.6.1. Each reference shall include the name, position, company or agency and current postal and email addresses and phone number, as indicated in the appropriate areas on **Form B** and **Forms C**. A separate submission is not required for this section. Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, the Joint Board may elect to exclude the experience represented in determining the key personnel's qualifications.

1.7. Additional Information -- Project Management Approach, Facilities and Experience with Providing BOS Services Through Existing Systems

1.7.1. Project Management (4 pages maximum)

Proposer shall discuss its anticipated project management approach in regards to the implementation of the Project, the implementation of the CSC, the retail-walk-up centers, the integration of the BOS, and the on-going system maintenance associated with each. The current construction schedule for the Ohio River Bridges Project is addressed earlier in the RFQ and remains subject to change. Proposer shall describe how it shall provide a flexible solution to allow for lane shift changes, different configurations (see Exhibit A) and potential construction changes that will affect the tolling operation. Proposer shall also discuss the availability of qualified resources sufficient to implement the Project, the maintenance work and responsibilities associated with it, as well as the Proposer team's backlog and other project schedules during critical overlapping timeframes.

Also, many separate components of the ETCS will be occurring concurrently. For example, the BOS will need to be implemented while also determining locations for the walk-center, installation of a new or expansion of an existing customer service center, while roadside equipment testing is occurring as well. Please explain Proposer's approach to successfully managing all components of the launch of a new ETCS and ensuring resources are appropriately allocated for each component of the work. Toll System Provider shall explain how they will ensure that the Project will not be impacted by resource availability.

1.7.2. Facilities – Production & Testing (2 pages maximum)

Proposer shall describe the production, research and testing facilities that Toll System Provider proposes to use during the term of the Agreement. Proposer shall indicate whether such facilities are open for visits and inspections by the Joint Board, the States' Parties and their respective

representatives (including staff and consultants), as well as any caveats or preconditions on such visits/inspections.

1.7.3. Experience with Providing BOS Services For Additional Facilities Through Existing Systems (2 Pages Maximum)

Please indicate if the Proposer team has participated in an approach to the BOS whereby it utilizes an existing BOS system that is currently in operation to provide services for additional facilities. Indicate with such experience if Proposer was the lead firm in that project. If the Proposer team has not participated in such an approach, please indicate as well.

1.7.4. Additional Information Not Part of SOQ Evaluation

The information requested pursuant to Part B, Sections 1.7.2, 1.7.3 and 1.7.4 is not part of the SOQ pass/fail evaluation and is requested to assist IFA and the Joint Board in developing the RFP documents and understanding the potential approaches to the Project. While not part of the pass/fail evaluation, Proposers are required to submit this information. Failure to do so may, in the sole discretion of the Joint Board, render the SOQ non-responsive and the Proposer ineligible for qualification.

1.8. Legal Information

The following information regarding legal issues affecting Proposer and its team members shall be submitted:

1.8.1. Legal Liabilities

Provide a list and a brief description of all instances during the last five (5) years involving toll projects in North America and those projects listed pursuant to Part B, Section 1.6 in which Proposer, any Equity Member, any Major Subcontractor or any Affiliate of the foregoing was (i) determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

For purposes of this Section 1.8.1 and Section 1.8.2, "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 Subcontractor 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 Subcontractor), and other financially liable or responsible parties for the Proposer, that, (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved in any project listed by an entity pursuant to Part B, Section 1.6.

1.8.2. Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other formal dispute resolution proceeding occurring during the last five (5) years related to a toll project in North America and those projects listed pursuant to Part B, Section 1.6 involving a claim or dispute between the project owner and Proposer, any Equity Member, any Major Subcontractor or any Affiliate of the foregoing involving an amount in excess of the smaller of (a) 2% of the original contract value or (b) \$500,000 on projects with a contract value in excess of \$15 million. Include items that were subject to arbitration, litigation, dispute review board or other formal dispute resolution proceedings even if settled without completion of the proceeding.

Include a similar list and description for all projects included in the response to Part B, Section 1.6 involving an amount in excess of \$100,000, regardless of the contract value. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

1.8.3. Form D

Proposer shall include executed originals of **Form D** for Proposer, each Equity Member of Proposer, each Major Subcontractor and each Financially Responsible Party.

With respect to the information solicited in this Part B, Book 1, Section 1.8.1, 1.8.2 and 1.8.3, failure to fully disclose this information, conditional or qualified submissions (i.e., "to our knowledge", "to the extent of available information", "such information is not readily available", "such information is not maintained in the manner requested", etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling IFA and the Joint Board to contact owner representatives may, in the sole discretion of the Joint Board, lead to a "fail" rating for the team or disqualification from the procurement process.

BOOK 2

Book 2 of the SOQ shall contain the following items.

Package the information separately for each separate entity with a cover sheet identifying the name of the organization and its role in Proposer's organization (i.e., Equity Member, lead engineering firm, subcontractor, etc.).

Section A Financial Statements and Credit Ratings

Financial statements for Proposer, Equity Members of Proposer and Financially Responsible Party (in each case, if a consortium, partnership or any other form of a joint venture, all such members) for the three (3) most recent completed fiscal years must be provided to demonstrate financial capability of Proposer team. If the entity has been in existence for less than three (3) fiscal years, Proposer should expressly state that such entity has been in existence for less than three (3) fiscal years and shall provide financial statements for the number of fiscal years it has been in existence.

Financial Statement information must be consolidated where required by generally accepted accounting principles (GAAP) or International Financial Reporting Standards (IFRS) and must include:

- i. Auditor's Report
- ii. Balance Sheet
- iii. Income Statement or Statement of Comprehensive Income
- iv. Statement of Changes in Cash Flow
- v. Statement of Changes in Equity
- vi. Footnotes to financial statements.

In addition, Financial Statements must meet the following requirements:

- a. **GAAP/IFRS:** Financial Statements must be prepared in accordance with U.S. GAAP or IFRS. If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required.
- b. **U.S. Dollars:** Financial statements should be provided in **U.S. dollars** if available. If financial statements are not available in U.S. dollars, Proposer must include summaries of the Income Statements, Statement of Changes in Cash Flow,

Statements of Changes in Equity, and Balance Sheets for the applicable time periods converted to U.S. dollars by a certified public accountant.

- c. **Audited:** Financial Statements must be audited by an independent party qualified to render audit opinions (e.g. a Certified Public Accountant in the US or Chartered Accountant for foreign entities). If audited financials are not available for an entity, the SOQ shall include unaudited financial statements for such entity, certified as true, correct and accurate by the chief executive, chief financial officer or treasurer (or equivalent position or role) of the entity.
- d. **English:** Financial Statement information must be prepared in English. If financial statements are prepared in a language other than English, then, subject to Part A, Section 4.2, translations of all financial statement information must be accompanied with the original financial statement information.
- e. **Financially Responsible Party Letter of Support:** If Financial Statements of a parent company or affiliate company (a “Financially Responsible Party”) are provided to demonstrate financial capability of Proposer or Equity Members of Proposer, an appropriate letter from the applicable Financially Responsible Party must be provided confirming that it will financially support all the obligations of Proposer or Equity Member of Proposer, as applicable with respect to the Project. This letter must be signed by the chief executive, chief financial officer, treasurer (or equivalent position or role) of the Financially Responsible Party.

Proposers shall note that the Joint Board may, in its discretion based upon the review of the information provided pursuant to Book 2, or Proposer’s form of organization, specify that an acceptable Financially Responsible Party or a parent or affiliate guaranty is required as a condition precedent prior to qualification or award of the Agreement.

For purposes of this subsection (e), (i) “parent company” means parent companies at any tier and (ii) “affiliate company” means (A) subsidiary companies at any tier, (B) entities under common ownership, (C) joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer or any Equity Member as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer or any Equity Member), and other financially liable or responsible parties for the entity.

- f. **Newly Formed Entity:** If Proposer, an Equity Member of Proposer or Financially Responsible Party is a newly formed entity and does not have independent and historical financial statements, financial statements for the equity owners/members shall be provided (and the entity shall expressly state that the entity is a newly formed entity and does not have independent and historical financial statements). In the

event of a newly formed entity, the Joint Board may, in its discretion, specify that an acceptable Financially Responsible Party or a parent or affiliate guaranty is required as a condition precedent prior to qualification or award of the Agreement.

- g. **SEC Filings:** If any entity for which financial information is submitted hereby files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their most recent annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q or Form 8-K which has been filed since the latest filed 10K.
- h. **Confidentiality:** Proposer shall identify any information which it believes is entitled to confidentiality by placing the word “confidential” on each page as described in Part A, Section 7.
- i. **Credit Ratings:** Proposer shall provide a list identifying (1) each entity for which financial statements are provided, (2) a statement indicating whether each entity has a credit rating, (3) and, if so, providing a copy of its current credit rating.

Section B Material Changes in Financial Condition

Provide information regarding any material changes in financial condition for Proposer, each Equity Member and each Financially Responsible Party (if any of the foregoing are a consortium, partnership or any other form of a joint venture, for all such members) for (i) the past three (3) years; (ii) the period from the most recent balance sheet to the date of the SOQ, and (iii) for changes anticipated for the next reporting period. Information pertaining to pending material changes may be marked confidential if required by law. The Proposer shall update its response for any material changes in financial condition subsequent to submitting its SOQ if it becomes a Qualified Proposer.

If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective chief executive officer, chief financial officer or treasurer (or equivalent position or role) so certifying.

In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated association changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project development, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability and resolve of Proposer, each Equity Member, each Financially Responsible Party, as applicable, to remain engaged in this procurement and submit a responsive Proposal.

Estimates of the impact on revenues, expenses, assets, liabilities and the change in equity will be provided separately for each material change as certified by the chief financial officer or treasurer (or equivalent position or role).

References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.

Set forth below is a representative list of events intended to provide examples of what the Joint Board considers a material change in financial condition. This list is intended to be indicative only. At the discretion of the Joint Board, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process.

List of Representative Material Changes

- An event of default or bankruptcy involving the affected entity, or the parent corporation of the affected entity;
- A change in tangible net worth of 10% of shareholder equity;
- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or parent corporation of the affected entity;
- A change in credit rating for the affected entity or parent corporation of the affected entity;
- Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties;
- In the current and three (3) most recent completed fiscal years, the affected entity or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting policies direct charges to equity, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity;
- Contingent liabilities disclosed in the notes to financial statements;

- Other events known to the affected entity which represents a material change in financial condition over the past three (3) years, or may be pending for the next reporting period.

PART C FORMS

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**FORM A
TRANSMITTAL LETTER**

PROPOSER: _____

SOQ Date:

Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Attention: Ms. Silvia Perez

The undersigned ("Proposer") submits this statement of qualifications (this "SOQ") in response to the Request for Qualifications dated October 18, 2013 (as amended, the "RFQ"), issued by the Indiana Finance Authority ("IFA"), on behalf of the Joint Board, to design, construct, equip, install, integrate, test, operate and maintain the Project. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

- Book 1: Transmittal Letter (this **Form A**), Executive Summary, Confidential Information List, Entity Qualifications (including **Forms B, C and D**), Legal Information;
- Book 2: Financial Qualifications; and

Proposer acknowledges access to all materials posted on the following website with respect to the Project: www.in.gov/ifa/2331.htm and <http://www.in.gov/dot/div/contracts/letting/index.html> and the following addenda and sets of questions and answers to the RFQ:

[Proposer to list any addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing **Form A**]

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

Proposer understands that the Joint Board is not bound to qualify any Proposer and may reject each SOQ that IFA, on behalf of the Joint Board, may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by Proposer.

Proposer agrees that IFA and the Joint Board will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ.

Proposer acknowledges and agrees to the protest provisions and understands that it limits Proposer's rights and remedies to protest or challenge the RFQ or any determination or qualification thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Proposer's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Proposer'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 Proposer's name]

Print Name: _____

Title: _____

Attorney in Fact

**FORM B
PROJECTS & CLIENTS LIST**

Use the format below to provide a projects and clients list for all tolling industry projects awarded during the period 2002-2013. These are all meant to be single line answers. Do NOT expand. Also, please indicate what type of project your firm was awarded using the terminology of BOS for indication that your firm provided a BOS to the project; Roadside for indication your firm provided installation of roadside equipment, CSC for indication that your firm provided installation and operations of a customer service center; Ops for indication that your firm provided operations of the toll operations center, O&M for indication your firm provided operation and maintenance services; and Equipment Only for indication that your firm provided equipment to the project such as transponders, readers, antennas, etc.

Project 1	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

Project 2	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

FORM C
DETAILED PROJECT DESCRIPTIONS

Of the projects that were previously listed on **Form B**, please select 3 (three) projects that you would like to highlight that are most relevant to this procurement. Please note that if a portion of the questions are not applicable to the project you have selected to highlight, please indicate with "N/A"

[See next page]

Project 1			
Client/Operator Name			
Project Name			
Project Description			
Project Pricing/Budget			
Entity's Contract Value			
Client Contact Information			
Name of Client Contact			
Email			
Phone			
Number of Accounts			
Prepaid			
Post Paid			
Lanes			
Contract Value of Installed Equipment Lanes		Number of Tolled Equipment Lanes	
Contract Value of Roadside O&M		Number of Equipment Lanes Installed by Entity	
Number of Lanes Operated and Maintained by your firm			
Equipment			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder			
Reader			
Automatic Vehicle Classification System			
Camera			
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup			
Contract Value of CSC Annual Operations			
Number of CSRs (include supervisors) provided by entity			
Number of Image Reviewers provided by entity			
Total Number of Staff supplied by entity			
Back Office System			Yes/No
Contract Value of BOS			N/A
Integrate with 3 rd Party System			
Integrate with your firms System			
Violations Processing		Value or Number	Yes/No
Contract Value of Violations Processing			N/A
# of Violations (front and rear image(s) considered as one			
Integrated with entity's collection system? (Yes or No)			

FORM D

CERTIFICATION

Proposer: _____

Name of Firm: _____

1. Has the firm or any affiliate,* or any current officer, director or employee of either the firm or any affiliate, 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?

Yes No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

Yes No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

Yes No

If yes, please explain:

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

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

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

Yes No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

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

Yes No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

* The term "affiliate" means 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 Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

EXHIBIT A
INTERMEDIATE TRAFFIC CONFIGURATIONS

The Project consists of providing an operational all electronic open road tolling and revenue collection systems including the roadside lane equipment, the BOS, the CSC, the retail-walk-up centers, the violation processing system and center, and the operation and maintenance of all tolling related equipment and systems for the Ohio River Bridges Project.

Intermediate Traffic Configuration: The intermediate traffic configuration will occur when either the new Downtown Crossing Bridge or East End Crossing is open to traffic, whichever is achieved first. Current construction schedules anticipate that the new Downtown Crossing Bridge will be the first to be open to traffic on or about April 2016.

When the new Downtown Crossing Bridge first opens, it will be for bi-directional traffic, three lanes northbound and three lanes southbound. At that time, the Kennedy Bridge will be shut down for refurbishment of the bridge decking. However, to provide access to I-71 and I-64, one southbound lane must remain open on the Kennedy Bridge at all times. The location of the one open lane on the Kennedy Bridge will periodically shift as the re-decking work progresses. It must be possible to toll this southbound lane regardless of location. The new Downtown Crossing Bridge will need to continue to carry bi-directional traffic until the refurbishment of the Kennedy Bridge is complete. Current construction schedules anticipate the substantial completion of the Kennedy Bridge refurbishment on or about December 15, 2016.

In the unlikely event the East End Crossing is open to traffic first, the Kennedy Bridge must be ready to be tolled in the existing configuration, and capable of switching only to the one southbound lane intermediate configuration outlined above once the new Downtown Crossing Bridge is open to traffic.

Final Configuration: Once the refurbishment of the Kennedy Bridge is complete, the Downtown Crossing Bridge will be placed into the final traffic configuration. In this final configuration, the Kennedy Bridge will service all southbound traffic and the new Downtown Crossing Bridge will service all northbound traffic for the Louisville, KY crossing of the Ohio River. The East End Crossing will carry bi-directional traffic between Indiana Route 265 and the Gene Snyder Freeway in Kentucky. To accommodate potential future maintenance work on the Kennedy Bridge, the capacity to switch back to two-way traffic on the new Downtown Crossing Bridge will be maintained. Therefore, even in final traffic configuration, three lanes and one shoulder will remain capable of being monitored southbound on the new Downtown Crossing Bridge at all times. See effective toll lane summary table listed below.

EFFECTIVE TOLL LANE SUMMARY						
Toll Zone #	Toll Zone Locations	Left Shoulder	Travel Lanes	Travel Lanes Width	Right Shoulder	Toll Equipment Lanes
R-1	Ramp 1 – I-65 NB to Court Avenue	4 ft	3	12 ft	12 ft	4
DB-1	Downtown Bridge - I-65 Northbound	12 ft	6	12 ft	12 ft	8
KB-1	Kennedy Bridge - I-65 Southbound	12 ft	5	12 ft	12 ft	7
R-2	Ramp 2 - Court Avenue to I-65 SB	6 ft	1	16ft	12 ft	3
EEC-1	East End Crossing - Northbound	10 ft	2	12 ft	14 ft	4
EEC-2	East End Crossing Southbound	14 ft	2	12 ft	10 ft	4
	TOTALS	5	19		6	30
Reversible Lanes						
DB-1R	Downtown Bridge - I-65 Southbound Bi-Directional during Phased Reconstruction on Kennedy Bridge		3	12 ft	12ft	4
	TOTALS – Bi-Directional	1	3		1	4

Exhibit A-2

**EXHIBIT B
SITE PLAN**

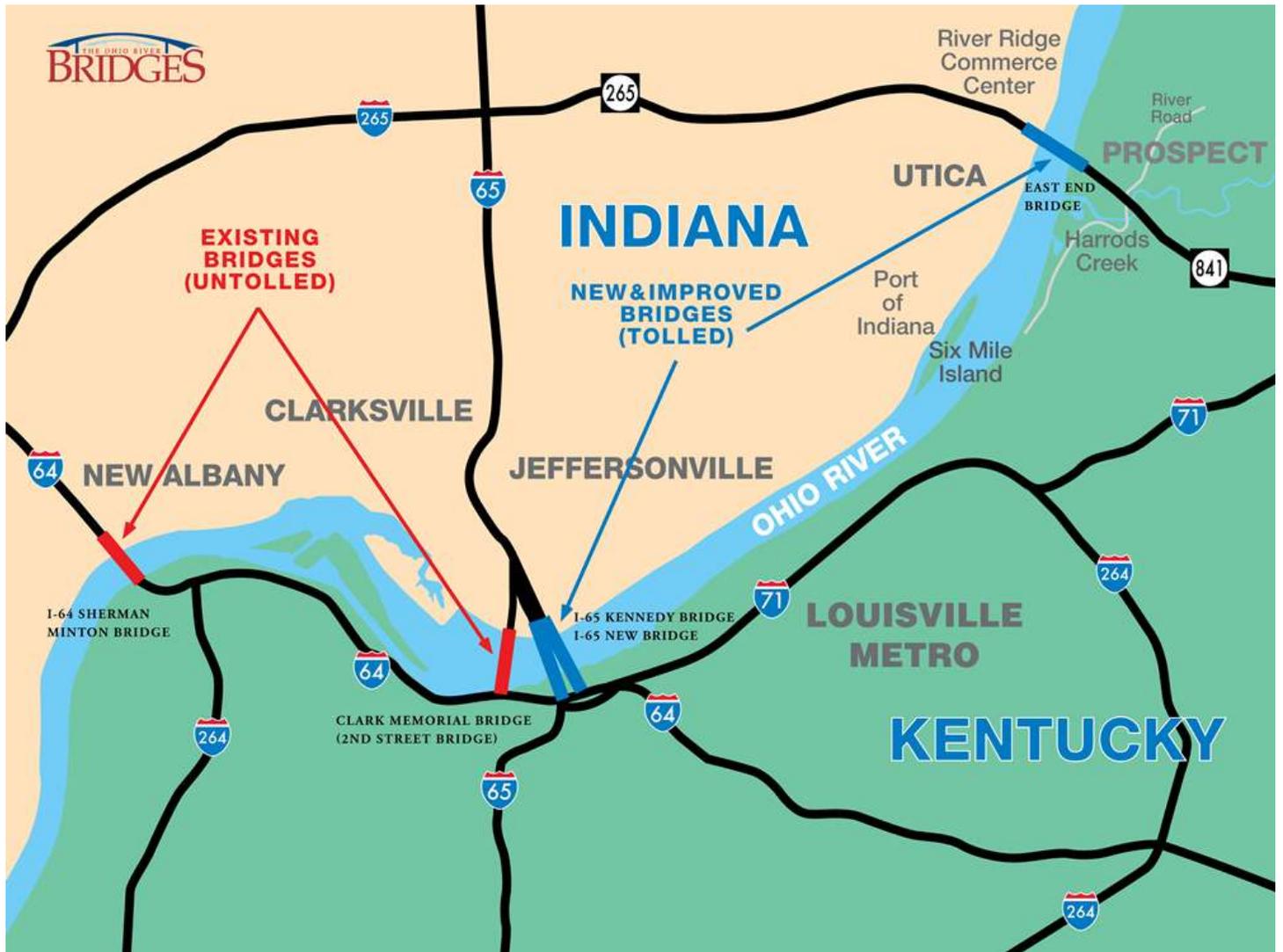
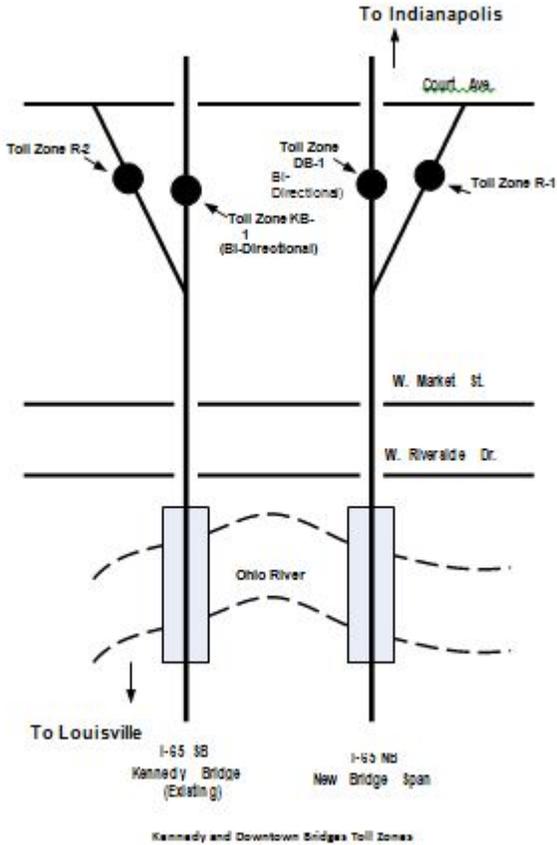


Exhibit B-1

STRAIGHT LINE DIAGRAM

Last revised 10/13/2013



Last revised 10/13/2013

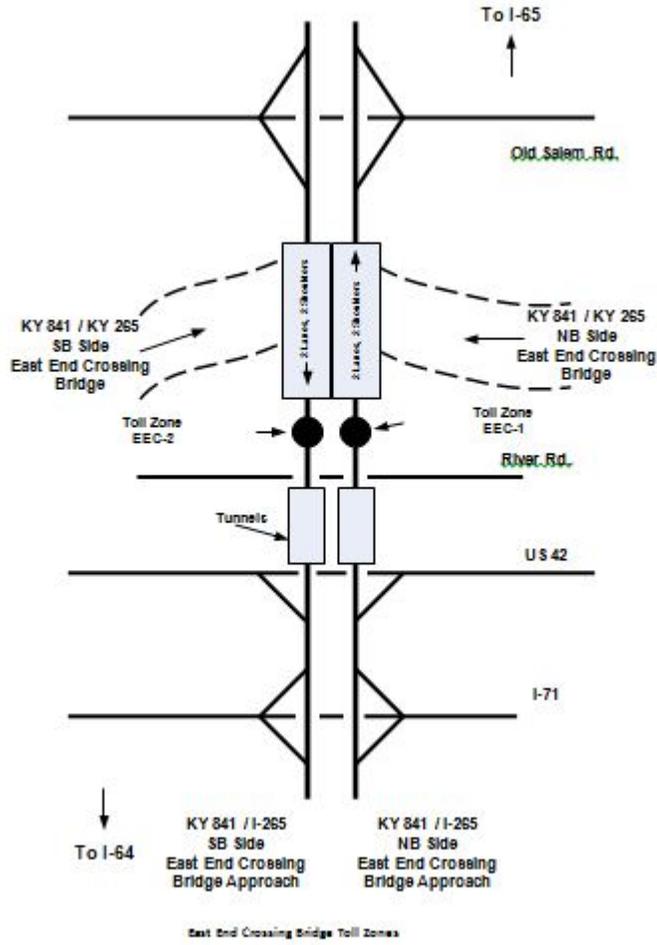


Exhibit B-3

EXHIBIT C

PROJECT DOCUMENTS

Certain relevant documents can be found at the web links below:

www.kyinbridges.com

<http://kyinbridges.com/wp-content/uploads/2012-10-16-LSIORB-final-Development-Agreement.pdf>

<http://kyinbridges.com/wp-content/uploads/Resolution-Adopting-Rates-9-11-13.pdf>

<http://updates.kyinbridges.com/wp-content/uploads/2012/08/2012-08-01-Section-129-Agreement.pdf>

<http://kyinbridges.com/library/engineering-information/>

http://updates.kyinbridges.com/wp-content/uploads/2013/04/Resolution_JB-2013-1_on_4-12-13.pdf