

**Request For Information – Operator and Manager of the State of Indiana’s  
Communications Systems Infrastructure  
Issue Date: March 25, 2016  
RFI Due Date: April 15, 2016**

The Indiana Finance Authority (the “Authority”), on behalf of the State of Indiana (the “State”), is issuing this Request for Information (“RFI”) which requests responses from entities that may be interested in entering into negotiations with the Authority with respect to the monetization, management, marketing, leasing/licensing, development and operation of the State’s communications systems infrastructure in accordance with Indiana Code § 8-15.5, *et seq*, as amended, including amendments as a result of Sections 33, 34 and 41 of Senate Enrolled Act 309-2016 (the “Statute”). The Authority is authorized under Indiana Code § 8-15.5-1-2(f)(2) to enter into a public private agreement for the State of Indiana’s communications systems infrastructure (the “PPA”). The Authority has received several inquiries from entities regarding the monetization, management, marketing, operation, development and leasing/licensing of the State’s communication systems infrastructure described below. Pursuant to this RFI, the Authority is formally requesting responses from interested entities for the purpose of selecting a single entity to negotiate the PPA with the Authority in accordance with the provisions and limitations of the Statute. Any interested entity (for the purposes of this RFI, the “Respondent”) is encouraged to respond to the RFI, in accordance with the guidelines below.

**Description of Assets**

The Authority is authorized under Indiana Code § 8-15.5-1-2(f)(2) to enter into a PPA for the State’s communications systems infrastructure, which includes (a) towers and associated land, improvements, foundations, access roads and rights-of-way, structures, fencing, and equipment necessary, proper, or convenient to enable the towers to function as a part of the communications system; (b) any equipment necessary, proper, or convenient to transmit and receive voice and data communications; and (c) any other necessary, proper, or convenient elements of the communications system. The assets of the State or its agencies which are to be considered communications systems infrastructure for purposes of this RFI are described below.

*State Towers*

The Authority has identified the following towers owned by the State or its agencies (the “State Towers”) as “Communication Systems Infrastructure” for the purposes of Indiana Code § 8-15.5-1-2(f)(2) and this RFI:

- 46 communication towers currently managed by the Indiana Integrated Public Safety Commission and Indiana State Police;
- 85 communication towers, mixed-use towers and various structures currently managed by the Indiana Department of Natural Resources; and
- 179 communication towers, monopoles, and mixed-use towers currently managed by the Indiana Department of Transportation (“INDOT”).

A listing of such State Towers, and any available accompanying information, can be found as Exhibit A to this RFI. The information in Exhibit A is also available through an

application and each Respondent will be provided with directions on how to access this information upon request made to the Authority's Authorized Representative (defined below).

In its response, the Respondent, should address its capabilities with respect to (i) the potential monetization of communications systems infrastructure, (ii) the marketing of the existing capacity on the State Towers (including acting on the behalf of the Authority when entering into future license or lease agreements on the State Towers, with the necessary approvals by the State and its agencies), and (iii) the operation and management of the State Towers and the related license or lease agreements. For purposes of this RFI, the Respondent shall assume that the costs of operations and maintenance of the State Towers will be paid by the Respondent. Further, the Respondent may assume that it would be entitled to receive all or a portion of the revenues generated by any future agreements on the State Towers. The current and future use of the State Towers by the State, the Authority, or any instrumentality or agency thereof will continue at no cost to the State, the Authority, or any instrumentality or agency thereof.

In addition, space on two of the above described State Towers is currently being leased to third parties. The information associated with such lease agreements, including rent payments, future rent escalation, and term, can be found as Exhibit B to this RFI. The Respondent may assume that it would be entitled to receive all or a portion of the current and future revenue associated with such lease agreements in Exhibit B.

#### *Right-of-Ways and Related Ground Lease Payments*

In addition, INDOT currently has been, through a third-party, marketing State-owned right-of-ways ("ROWS") to entities that are interested in building a communication tower on such ROWs. To date, INDOT has entered into twenty-nine (29) site lease agreements, pursuant to which INDOT receives a ground lease payment from third-party tower companies which have constructed a tower on the ROWs. At the conclusion of the initial and any renewal terms, the ownership of the communication tower (with the exception of the associated communications facilities, shelters and equipment) transfers to the State. The specific information associated with such agreements, including payments, term, and ownership transfer date, can be found as Exhibit C to this RFI. For purposes of this RFI, the Respondent may assume that it would be entitled to receive all or a portion of the current and future revenue associated with the site lease agreements in Exhibit C. Further, the Respondent may assume that it would be entitled to continue marketing the ROWs, acting on the behalf of the Authority when entering into future site lease agreements (with the necessary approvals by the State and its agencies), and be entitled to receive all or a portion of the revenues generated by such future site lease agreements. In its response, the Respondent shall address its capabilities with respect to (i) marketing the ROWs (including acting on behalf of the Authority with respect to entering into future site lease agreements) and (ii) management of existing and future site lease agreements.

#### *State-Owned Facilities Suitable for communications equipment*

In addition, the State owns numerous buildings and other structures (including water towers), that may be suitable for installing communications system infrastructure. The Authority has not catalogued these assets and does not expect to provide any detailed information on these assets to the Respondents at this time. For purposes of this RFI, the Respondent may assume that it would be entitled to market and act on the behalf of the Authority with respect to future

site lease agreements on such buildings and structures that are deemed suitable for communications systems infrastructure, and be entitled to receive all or a portion of the revenues generated by such future site lease agreements. The Respondent shall address its capabilities with respect to (i) marketing the future site lease agreements on such structures (including acting on behalf of the Authority with respect to entering into future site lease agreements) and (ii) management of future site lease agreements.

### **Authority Expectations and Guidelines for Response**

In its response, the Respondent should provide the following:

- Completed Forms I, II and III.
- Overview of the Respondent demonstrating its capabilities to perform the services described herein (specifically address each category of assets), including its experience and financial resources which would qualify the Respondent as the best partner for the communications systems infrastructure project described in this RFI. Please include the experience of the Respondent with respect to public private partnerships and both commercial and governmental communications infrastructure. The Respondent should also include any relevant transaction in which an upfront payment was made by the Respondent. (Please limit to no more than five (5) pages.)
- Based on the assets described in Exhibits A, B, and C, the Respondent should provide its strategies on structuring a potential transaction in order to maximize initial proceeds payable to the Authority by the Respondent under the PPA, including how that structure would affect a future revenue sharing arrangement. (Please limit to no more than three (3) pages).
- Information and proposals on any other assets that would fall under the authority listed in Indiana Code § 8-15.5-1-2(f)(2), and would contribute both to maximizing the initial proceeds and potential future revenue stream payable to the Authority by the Respondent under the PPA.

### **Timeline and Review**

This RFI is being issued on March 25, 2016 ("Issue Date") and will be posted on the website of the Authority. If a Respondent intends to provide a response to this RFI, the Respondent should provide its contact information (including email address) to the Authority's Authorized Representative (as defined below) upon receipt hereof. The Authority may elect to issue addenda to this RFI, which will also be posted on the Authority's website. If a Respondent provides its contact information, the Authority will also provide a copy of the addenda to the Respondent by email. Any time after the Issue Date until three (3) business days before the RFI Due Date (as defined below), the Respondent may contact the Authority's Authorized Representative with any questions pertinent to this RFI. The Authority's Authorized Representative and pertinent contact information is as follows:

Mark Widener  
Jefferies LLC  
Telephone: (404) 264-5057  
Cell: (404) 915-0514  
Email: [mwidener@jefferies.com](mailto:mwidener@jefferies.com)

Following the Issue Date, the Respondent shall not contact any person who is an employee, officer, elected official or agent of the State, its agencies or instrumentalities or who is an employee, officer, member or agent of the Authority with respect to this RFI, except the Authority's Authorized Representative identified above. The Authority may disqualify the response of any Respondent who makes such contact.

Responses to this RFI shall be delivered by email to the Authority's Authorized Representative at the email address provided above no later than 5:00 p.m. EST on April 15, 2016 (the "RFI Due Date"). The Authority shall disqualify any response not received by such date or which does not follow the procedures and guidelines described in this RFI.

Following receipt of the responses, the Authority's Authorized Representative may contact the Respondent for clarification and questions with respect to the contents of the response. No timeline has been established for the review period by the Authority. Therefore, if a Respondent's response has an expiration date, please reflect it in the response. The Authority reserves the right to cancel this RFI, modify the RFI, modify the process, or the scope of the project. This RFI does not commit or bind the Authority to enter into a PPA or proceed with the procurement described herein.

### **Confidentiality of Response**

The Respondent's RFI response is not confidential and will be subject to disclosure in its entirety except the parts of the RFI that may be treated as confidential, in the sole discretion of the Authority, in accordance with Indiana Code 5-14-3 ("Public Records Act"). Each Respondent, by submitting an RFI response to the Authority consents to such disclosure and expressly waives any right to contest such disclosure under the Public Records Act.

The Respondent shall provide a redacted version of the RFI response no more than five (5) business days after the RFI Due Date, containing only those redactions consistent with the Public Records Act. Failure to provide a redacted copy shall be deemed an acknowledgement that the RFI response does not contain information exempt from disclosure, and an unconditional consent to disclosure of the entire RFI response in unredacted form or with such redactions as the Authority may undertake in its sole discretion. The Respondent's submission of a redacted form of its RFI response will confirm the Respondent's intent to defend against any challenges as to the adequacy of the response to a public records request, including but not limited to the Respondent's agreement to pay all costs and fees (including attorneys' fees and costs) incurred by the Authority in connection with any litigation, proceeding or request for disclosure, including in the event that the Authority determines, in its sole discretion, to intervene or participate in such proceeding.

Notwithstanding any proposed redactions and/or claims of exemption asserted by any Respondent, the Authority shall have sole discretion to determine the applicability of any exemptions under the Public Records Act and of the contents to be disclosed in response to a request thereunder. Under no circumstances will the Authority or its employees, agents (including the Authority's Authorized Representative), or members be responsible or liable to a Respondent or any other party as a result of disclosing any such materials, including the redacted material, whether the disclosure is deemed required by law or by an order of court or occurs through inadvertence, mistake or negligence on the part of the Authority, or its employees, agents, or members.

Submission of an RFI response constitutes the Respondent's agreement to the provisions of this section of the RFI.

# FORM I

## INFORMATION REGARDING RESPONDENT FIRM

Name of Respondent Firm: \_\_\_\_\_

Name of Contact Person: \_\_\_\_\_

Title of Contact Person: \_\_\_\_\_

Address of Contact Person : \_\_\_\_\_

Telephone No. of Contact Person: \_\_\_\_\_

Email of Contact Person: \_\_\_\_\_

Business Organization (check one):

- Corporation (If yes, complete Sections A-B and the Certification form for the corporation)
- Partnership (If yes, complete Sections A-C and the Certification form for each member.)
- Joint Venture (If yes, complete Sections A-C and the Certification form for each member.)
- Limited Liability Company (If yes, complete Sections A-C and the Certification form for each member.)
- Other (If yes, describe and complete Sections A-C and the Certification form )

A. Firm Name: \_\_\_\_\_

B. CEO/Chairman Name: \_\_\_\_\_

Address of Firm Headquarters: \_\_\_\_\_

Federal Tax ID No: \_\_\_\_\_

Year Established: \_\_\_\_\_

Jurisdiction in which Firm Established: \_\_\_\_\_

C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name and role of each member firm in the space below.

<u>Name of Firm</u>	<u>Role</u>

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am authorized to represent these matters on behalf of the firm:

By: \_\_\_\_\_ Print Name: \_\_\_\_\_

Title: \_\_\_\_\_ Date: \_\_\_\_\_

**FORM II**  
**CERTIFICATION**

**Respondent:** \_\_\_\_\_

**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 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.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am authorized to represent these matters on behalf of the firm:

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**FORM III**

**SUMMARY PROJECT EXPERIENCE**

<b>Project Name and Location</b>	<b>Seller / Owner Information(1)</b>	<b>Project Description</b>	<b>Transaction Date</b>	<b>Approximate Number of Towers</b>	<b>Project Role, Brief Description of Work Performed by Respondent(2)</b>	<b>Upfront Payment to Owner?</b>

Notes:

(1) For owner information, provide owner’s name, address, contact name and current email address, and phone numbers, indicate whether Governmental or Commercial entity.

(2) Describe the role of Respondent, e.g., marketing towers, managing tower contracts, building and developing towers; operating and maintaining towers.