

Port Access Summary of Major Milestones

October 1981 – Dade County MPO Transportation Planning Committee established Port of Miami Access Task Force

March 1982 - MPO adopted plan recommended by Task Force, which included tunnel alternative.

August 24, 1984 – Metropolitan Dade County Board of County Commissioners approved Port of Miami Transportation Improvement Plan (TIP), which became basis of agreement between City of Miami and County. Includes **construction of 4-lane underwater/underground tunnel to provide direct access from S.R. 836/I-395 to the Port.**

October 10, 1989 – FDOT District 6 begins **Port of Miami Tunnel PD&E Study** to evaluate cost-effective alternatives **to link Port of Miami to adjacent Interstate highway system.**

July 12, 1990 - FDOT and FHWA determine that **preferred alternative is tunnel crossing diagonally under Main Channel and connecting to MacArthur Causeway on Watson Island.**

August 23, 1990 – FDOT receives letter from City of Miami confirming that **location of tunnel portal on Watson Island is consistent with development plans for Watson Island.**

March 21, 1991 – At joint TAC/CAC meeting, members informed that FDOT, FHWA, Port of Miami and City of Miami endorsed preferred alternative, **which makes tunnel a viable project with potential for implementation.**

June 12, 1996 - Public Hearing.

December 13, 2000 - Project received Location and Design Concept Acceptance from FHWA (similar to Record of Decision).

June 2003 - Florida's Turnpike Enterprise starts current Port of Miami Tunnel Re-evaluation Study to evaluate construction methods for preferred alternative selected in original PD&E Study and update project documents based on present conditions.

Privatized Transportation *Policy... Players... Projects*

Presented to



Mid-Year Meeting

by

Victor P. Poteat, P.E.
Senior Vice President



*Andy Le-
who?*



Transportation News!

- *Cintra-Zachry Brings Rail to TTC-35*
- *Texas Wants Long-Term Concessions*
- *OTC Approves Going Forward With OTIG*
- *U.S. Toll Road Privatizations: Seeking The Right Balance*
- *Illinois Seeks Proposals On Tollway Concession*
- *States Look for Fast Bucks by Selling Toll Highways*
- *Utah Commission OKs Stretch of I-15 Toll Lanes*
- *Transurban Acquires its First US Highway*
- *Georgia Signs Off On Its First PPP*
- *Goldman Sachs Making Pitch for Atlanta Toll Truckway on I-285 Belt*
- *Mineta Calls for Increased Private Investment – “The National Strategy to Reduce Congestion on America’s Transportation Network”*

Sources: P3Americas; TxDOT Website; Reason Foundation; Oregon DOT Website; Fitch Ratings; Wall Street Journal; IBTTA; Tollroadsnews

Presentation Contents

- What is privatized transportation?
- Why are we seeing privatization?
- Who are the players?
- Where are the privatization deals taking place?
- What does it mean to NC?

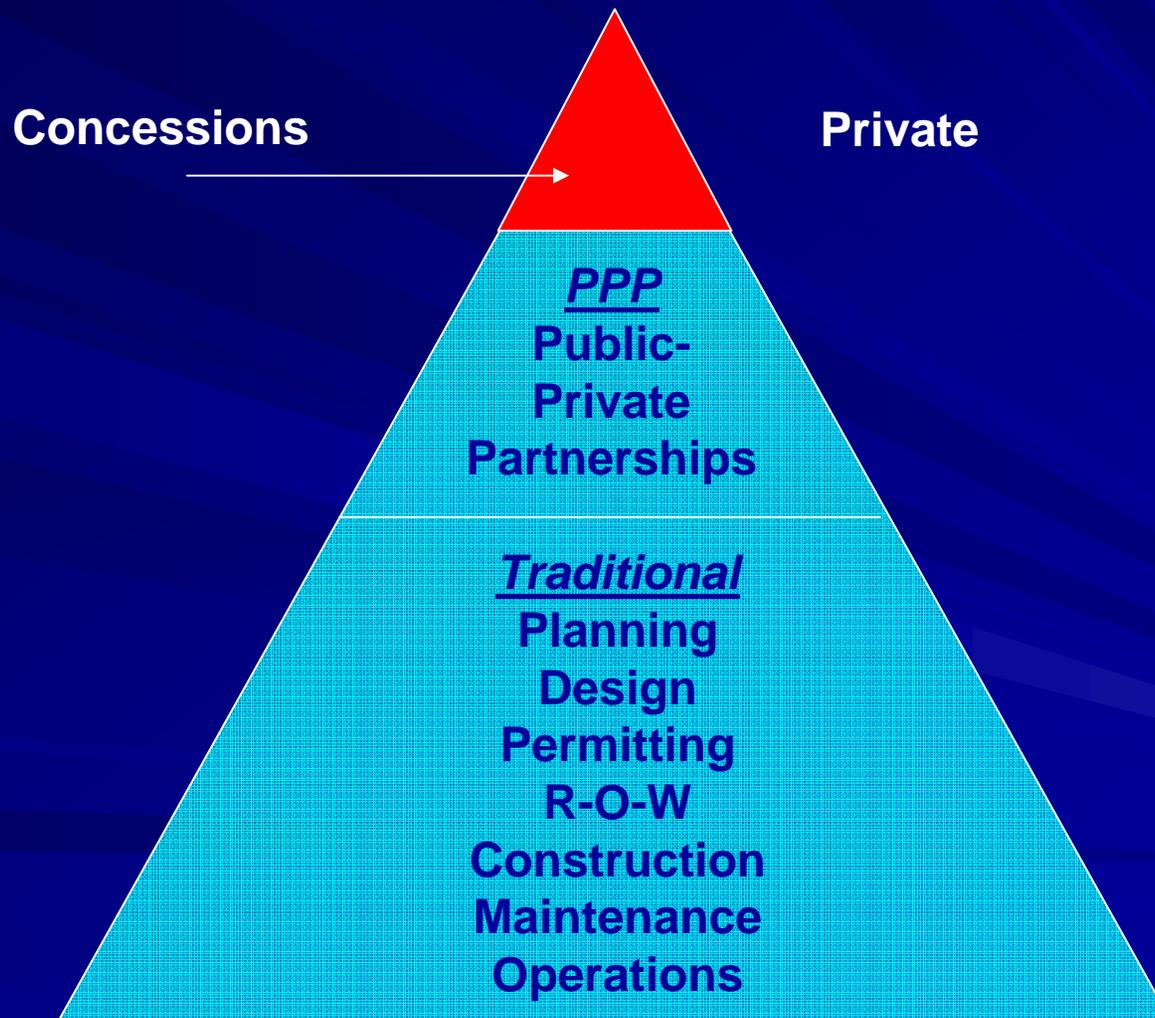
What is Privatized Transportation?

Public Private Partnerships

“A P3 is an arrangement between a government agency and a private sector party...

...resulting in the private sector party providing highway infrastructure and/or services that are traditionally delivered by the public sector.”

Arriving at Privatized Transportation



What is a Transportation “Concession”?

- Not a typical Public-Private Partnership (P3)
- Transportation Concessions were initiated in Europe after World War II
- Private firms were awarded long-term franchises to design, finance, build, and operate facilities
- Originally most of the franchisers were partly or mostly owned by a government before being privatized
- Fuel taxes in Europe are not dedicated to roadways, but go to general revenue uses
- The B-O-T approach is now referred to as a Concession model

Transportation Concessions in the U.S.

- Two types of Private/Concession activities
 - Green-field: new construction
 - Brown-field: existing facility
- Private/Concessionaires focus on
 - Financial performance
 - Policy direction and impacts
 - Procurement: preparation, commercial terms and methods
- A Concession does not equal selling ownership of public transportation facilities

Concession Risks in the U.S.?

- Do long-term lease arrangements limit future flexibility to address changes in public needs?
- Could an aggressive toll rate regime result in increased congestion on state/local road network?
- Would greater equity returns than expected raise public concerns?

Concession Risks in the U.S.?

- Would early termination prove expensive, leaving the government with difficult choices?
- How are continuing public sector transportation funding gaps covered once proceeds from the lease are spent?
- Is the government still subject to liability lawsuits?

Why? ...

The Policy Predicament

A situation, especially an unpleasant, troublesome, or trying one, from which extrication is difficult.

Why? – Our Predicament

- Large unmet travel capacity need in the U.S.
- Investment of funds in long term vehicles/strategies
- U.S. *political reluctance to increase taxes*; or to *raise toll rates* on existing systems to market-value levels
- We are facing challenges
 - Financial
 - Institutional
 - Policy

Challenges Facing the U.S. Transportation System

“*Finance*... fuel tax receipts are declining in real terms because of increased fuel efficiency”

“*Institutional inertia*... after 50 years we have created a series of institutional structures that will be difficult to unwind”

Challenges Facing the U.S. Transportation System

“They (transportation *policies*) are not performance-based. The unintended effect of federal funding is to create **stovepipe mode-based decision making** that does not focus on the maximum return.”

From an IBTTA Roundtable Discussion

“Congestion results from *poor policy choices* and a failure to separate solutions that are effective from those that are not.”

Norman Mineta, U.S. Secretary of Transportation

Transportation Funding Policy

- Transportation funding doesn't stop nor turn on a dime – *Transportation Weekly, April 2006*
- US DOT Secretary Norman Mineta's statement regarding the Congressionally-authorized *National Surface Transportation Policy and Revenue Study Commission*:
"...the recognition that a Trust Fund-based funding system may be insufficient for the future of the system..."

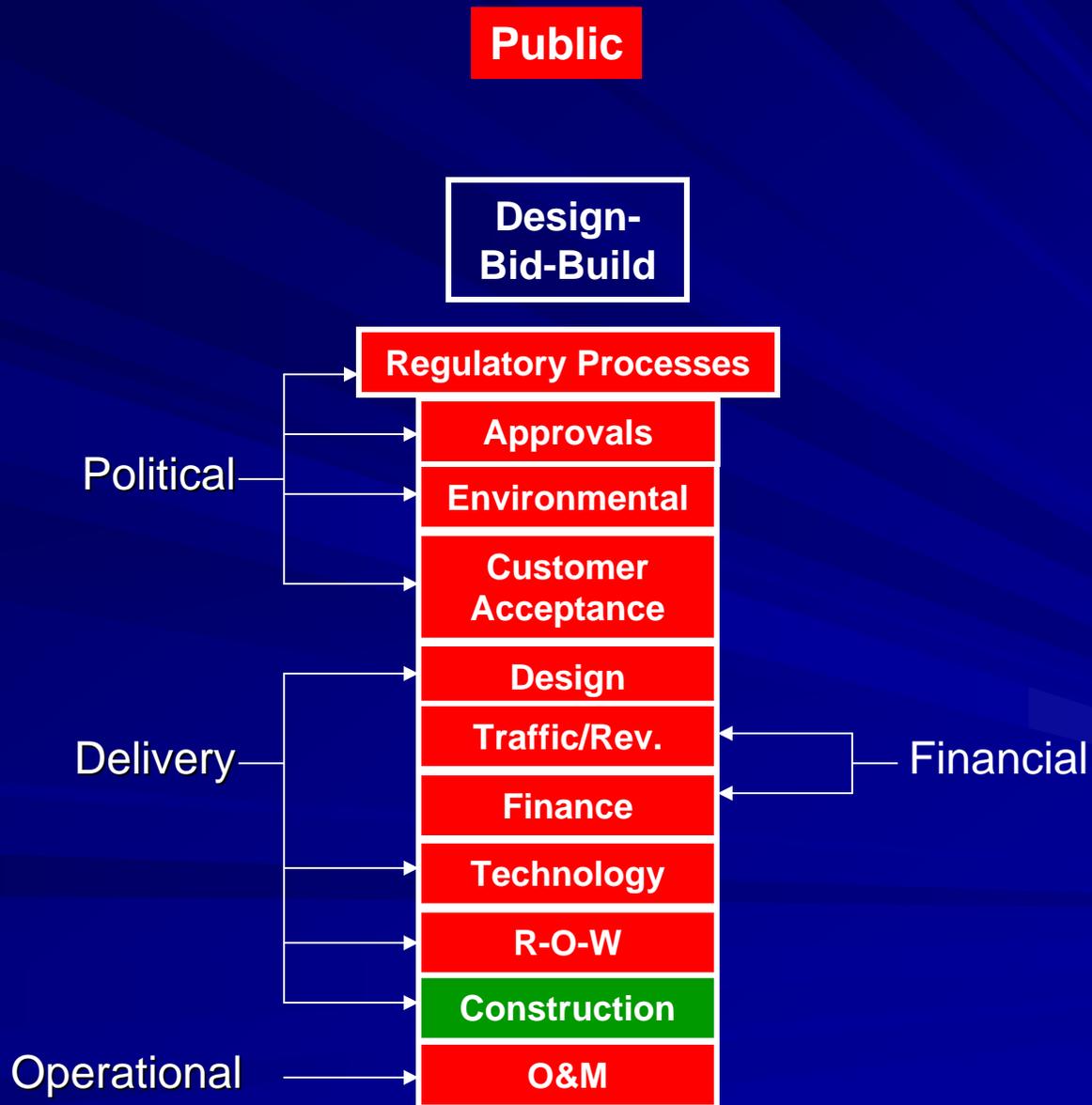
Why? – Our Predicament

- Large unmet travel capacity need in the U.S.
- Investment of funds in long term vehicles
- U.S. *politicians reluctant to increase taxes*; or to raise toll rates on existing systems to market-value levels
- We are facing challenges
 - Financial
 - Institutional
 - Policy
- **Desire to transfer risk**
 - **Political**
 - **Financial**
 - **Delivery**
 - **Operational**

Transferring Risk

Public-Private Partnerships and Concessions are about transferring risk **from the Public sector to the Private sector** ... from ...

Traditional Risk Allocation ...



To ...

... Shared Risk Allocation

Public

Risk Transfer by Model

Private



Design/
Build

D/B/
Finance

D/B/F Operate-
Maintain

Build-Operate-
Transfer/Concession

Regulatory
Approvals
Environmental
Customer Acceptance
Design
Traffic/Rev.
Finance
Technology
R-O-W
Construction
O&M

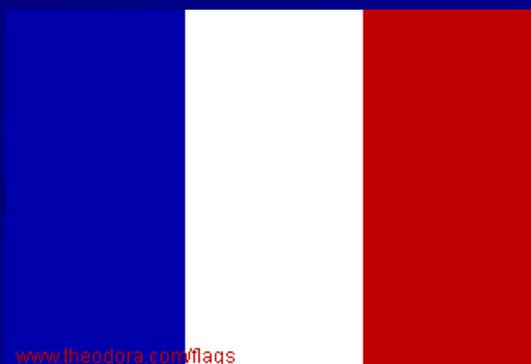
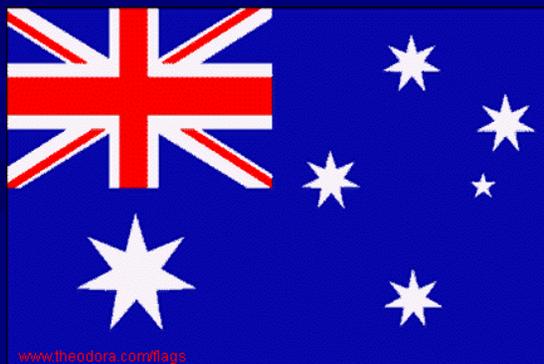
Regulatory
Approvals
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Customer Acceptance
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Who? ...

The Players



Who Are The Private Sector Players?

- Traditional Public-Private Partnership (P3) Participants
- Concessionaires: U.S. and International
- International Financial Institutions and Infrastructure Developers
- U.S. Based Infrastructure Developers
- U.S. Based Financial Institutions

International Players

Macquarie - Australia



- Macquarie Bank
- Macquarie Infrastructure Group – investing and managing toll roads for more than 9 years
- Involved in 31 toll road projects in 9 countries, including:
 - U.S.
 - Australia
 - U.K.
 - Germany
 - Portugal
 - Canada

The logo for Ferrovial, featuring the word "ferrovial" in a bold, lowercase, sans-serif font. The text is black and is set against a solid yellow rectangular background.The logo for Cintra, featuring the word "Cintra" in a bold, uppercase, sans-serif font. Below the text is a stylized graphic of a road or path that curves to the right, rendered in shades of orange and yellow. The entire logo is set against a white rectangular background.

Ferrovial / Cintra - Spain

- Over 50 years in the business
- More than 70,000 employees
- Specialize in design, construction, financing, maintenance and management of transport, urban and services infrastructure
- Cintra
 - Over 35 years of experience focused on toll highways and car park markets
 - Manages over 21 toll highways (Spain, Portugal, Ireland, Italy, Chile, Canada, and USA)
 - *Cintra's First Quarter (06) Profits Jump by 79%*

Autostrade - Italy

autostrade // *per l'italia*

- Formed in 1950
- Privatized in 1999
- Active in toll roads in Italy, the U.S., the U.K., and Austria
- U.S. activities
 - Dulles Greenway operation and maintenance

Abertis - Spain



- Infrastructure management

- Tollways
- Telecommunications
- Car parking
- Airports

- Made up of more than 60 directly-managed or associate companies

- Present in: Spain, Italy, Portugal, UK, Sweden, USA, Argentina, Chile, Columbia, Bolivia, Puerto Rico, Morocco, Canada, Costa Rica, South Africa, and Andorra



autostrade // *per l'italia*

abertis

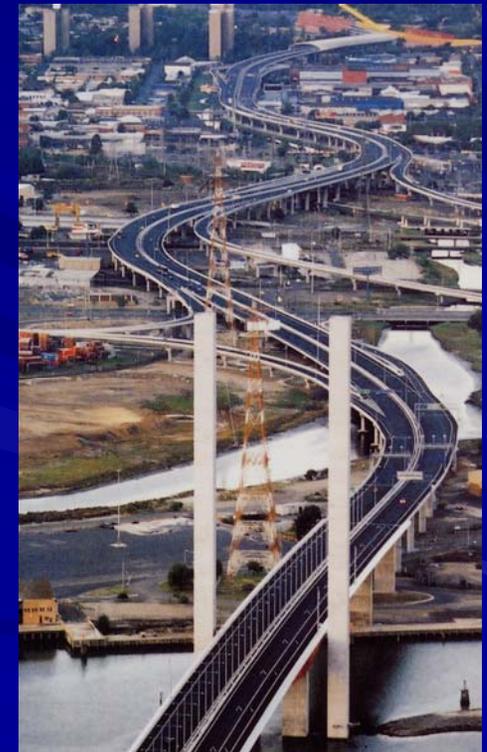
Mega-Merger

- Combined:
 - Own/manage 4,172 miles of motorways and 13 airports
 - Operate in 16 countries; 20,000 employees
- Why? “**...greater financial leverage ... to compete ... in the burgeoning US infrastructure market**”



Transurban - Australia

- Formed in 1995 to design, build, and operate Melbourne's CityLink toll project, first link opened in 1999
- Actively pursuing projects in VA and TX
- Acquisition of Pocahontas Parkway (5/06)



Cofiroute - France

- Part of the Vinci Group construction and concession company
 - 1,740 miles of toll roads
 - 26 airports
 - 800,000 parking spaces
- Cofiroute USA provides services in
 - Toll-road operations
 - Customer relationship management
 - Call centers
 - Toll-collection technology
- USA Projects
 - 91 Express Lane Operations – Orange County, CA
 - MnPASS, I-394 HOT Lanes – Minneapolis, MN



Additional International Firms

- Acciona – Spain
- Bouygues – France
- BRISA – Portugal
- Dragadas – Spain
- Sacyr – Spain
- Bilfinger-Berger – Germany



U. S. Players

■ U.S. Infrastructure Developers of Note in Transportation P3

- Fluor
- Bechtel
- Washington Group
- Zachry
- Kiewit
- Skanska
- Clarke Group/Shirley Construction

The logo for Fluor, featuring the word "FLUOR" in a bold, blue, sans-serif font with a registered trademark symbol.The logo for Washington Group International, consisting of a red circle with a white "W" and the text "Washington Group International" in black.The logo for Zachry, featuring a stylized white "Z" on a black background followed by the word "ZACHRY" in white.The logo for Kiewit, featuring a yellow circular emblem with "KIEWIT" and "PKS" inside, followed by the word "Kiewit" in a bold, yellow, sans-serif font.The logo for Skanska, featuring the word "SKANSKA" in white, bold, sans-serif font on a dark grey rectangular background.The logos for Clark Construction and Shirley Contracting Company, LLC. The Clark logo is in a blue box with "CLARK" in white and "CONSTR" below it. The Shirley logo is in a white box with a blue diamond and "SHIRLEY" in blue, with "CONTRACTING COMPANY, LLC" below it.

■ Investment Banks

- Merrill-Lynch
- Goldman-Sachs
- Citigroup
- JPMorgan
- Morgan Stanley

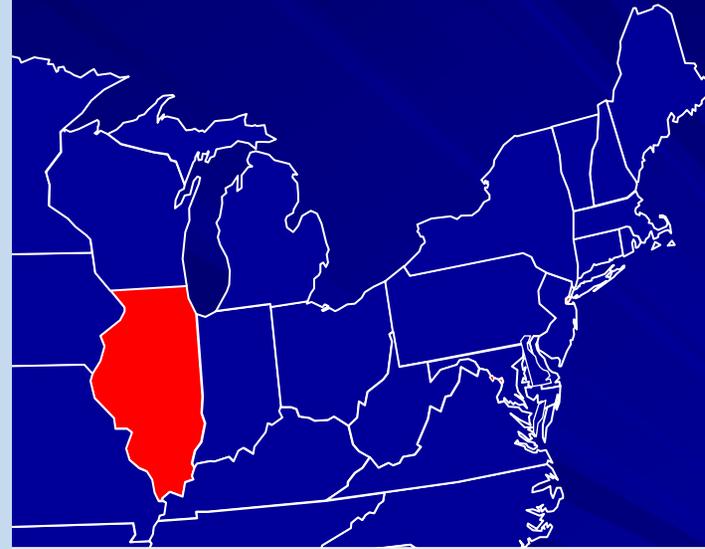
Where? ...

The Projects

U.S. P-3 and Concession Discussions

- Chicago Skyway Tollway
- Texas: Trans Texas Corridor; SH 161; SH 121; IH 635
- Indiana Toll Road
- Dulles Tollway - Virginia
- New Jersey Turnpike and Garden State Parkway
- New York Thruway
- Georgia – TOT/HOT Lane Projects
- Washington, DC Beltway and I-95/395
- Harris County Texas Toll Road Authority
- Oregon – Oregon Innovative Partnerships Program
- Pennsylvania Turnpike Commission; House of Representatives
- Illinois
- Washington State Transportation Commission

Chicago Skyway



Chicago Skyway Concession/Lease

- Why? Provide cash for City and transfer O&M to better-suited party.
- Won by *Cintra-Macquarie* in 2004
- 99-year lease/concession
- \$1.83B bid yielded net proceeds of \$1.4B to City of Chicago

Pocahontas Parkway



Pocahontas Parkway Concession

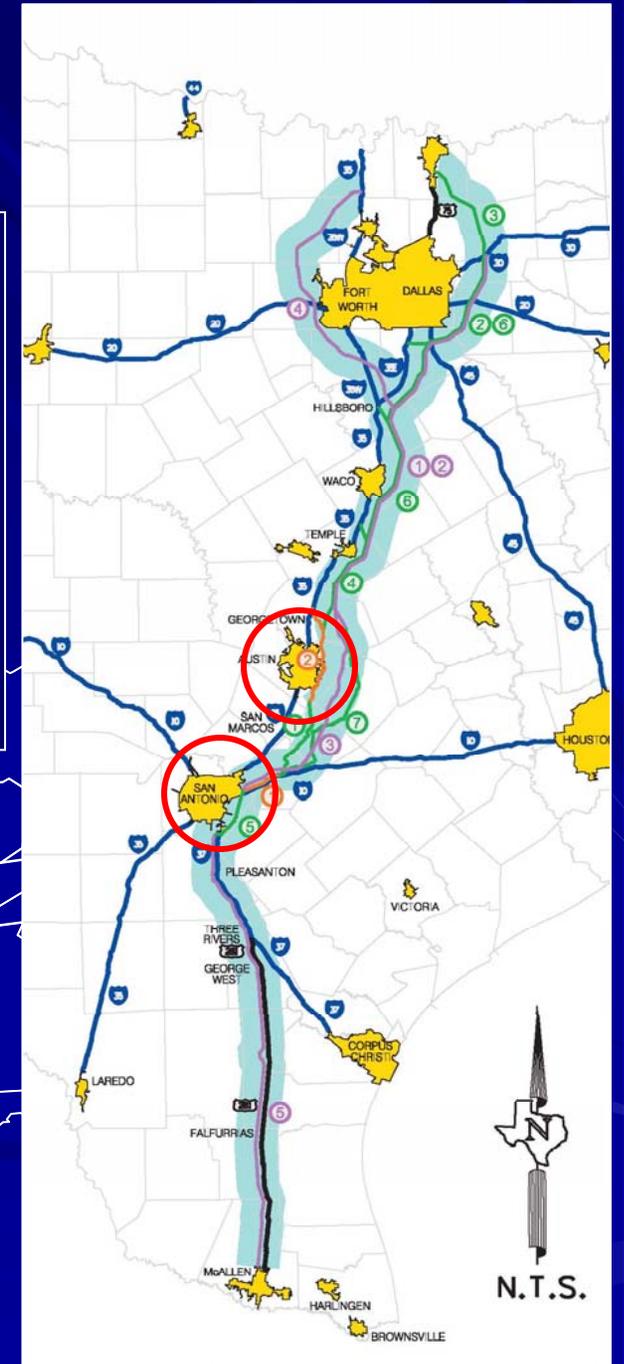
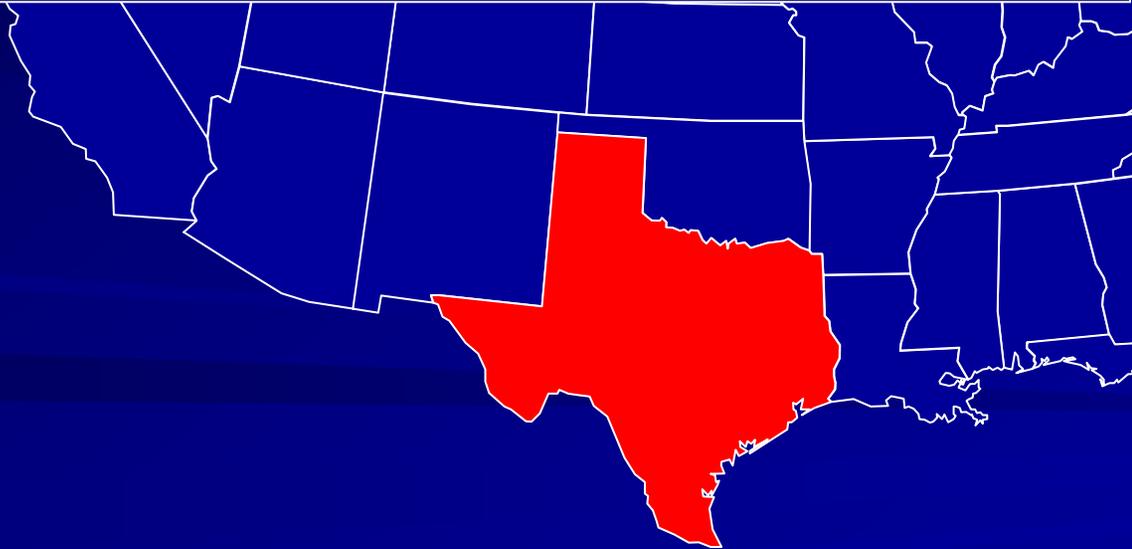
- Why? New ownership, influx of cash, investment.
- Nine-mile toll road in Richmond area
- Agreement reached May 2006 with *Transurban*
- \$611M paid, with 70% debt financing
- Close is scheduled for June 2006
- 99-year concession



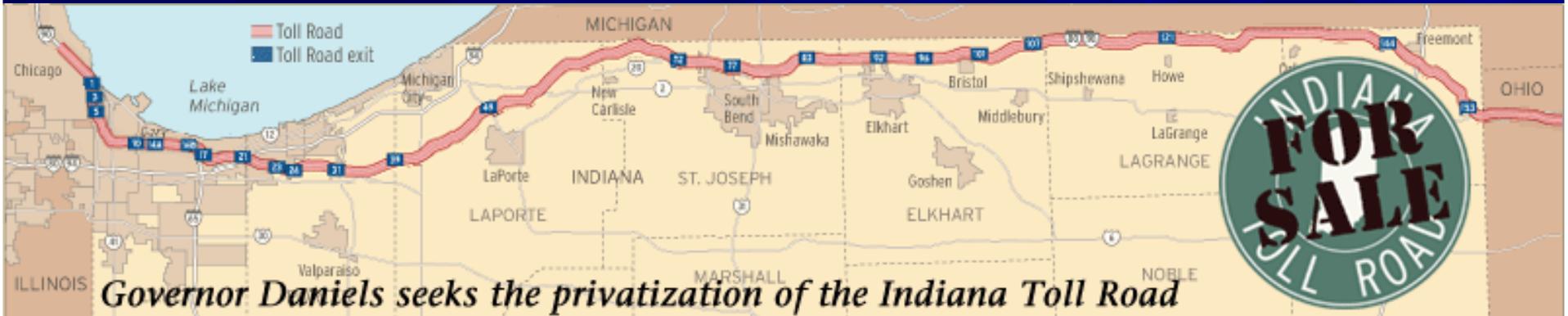
Trans-Texas Corridor

Trans-Texas Corridor – I-35

- Why? Gain private sector investment.
- Selected *Cintra-Zachry* Team in 2004
- Aggregate construction costs of over \$6.0B
- Financial close anticipated by mid-2006
- First project includes a 50-year concession to design, build, finance and operate a \$700M toll project between Austin and San Antonio



Indiana Toll Road



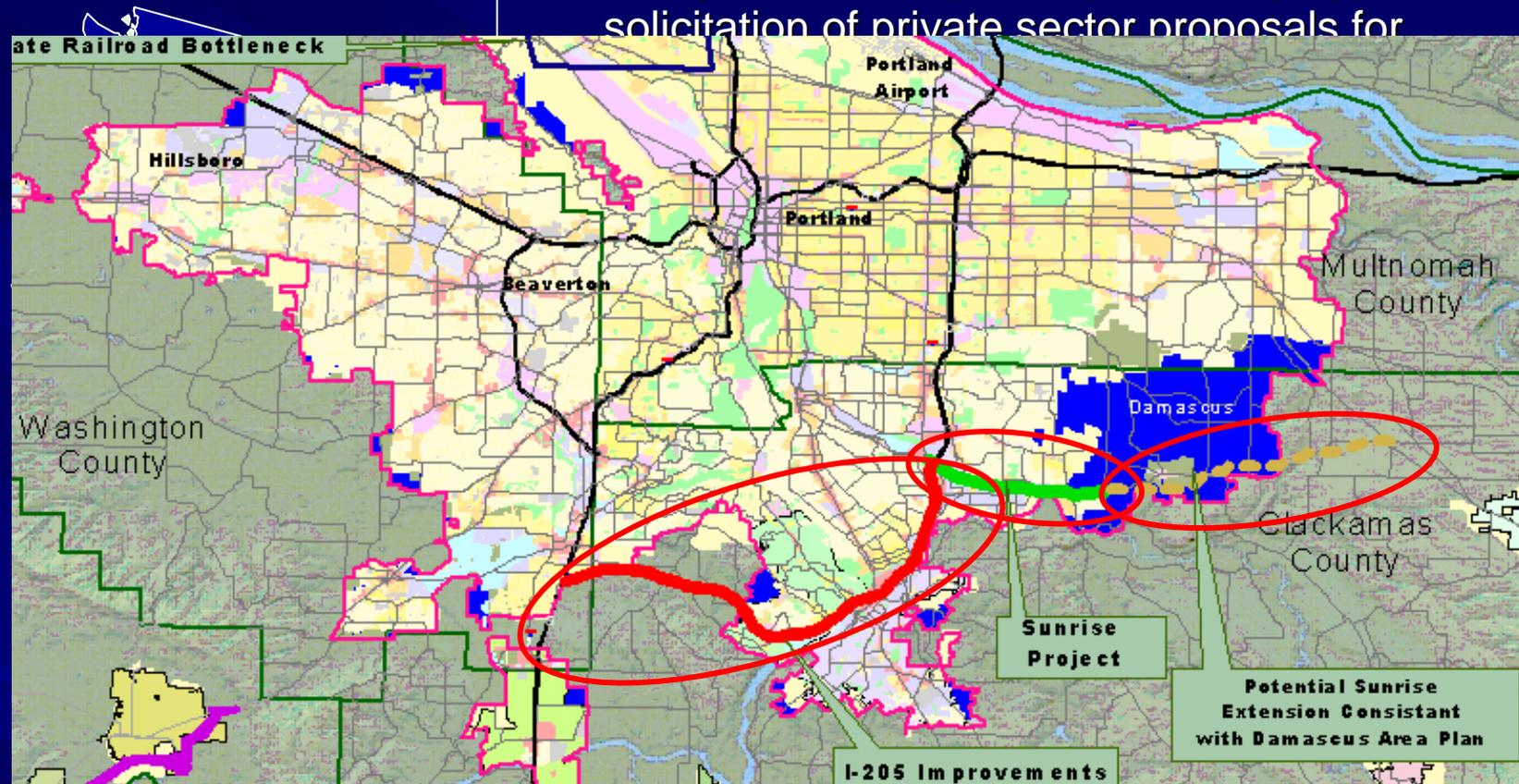
Indiana Toll Road Concession/Lease

- Why? Fund Governor's Major Moves Program for Indiana
- Won by *Cintra-Macquarie* in 2006
- Bid of \$3.85B for the 157-mile road
- 75-year lease/concession

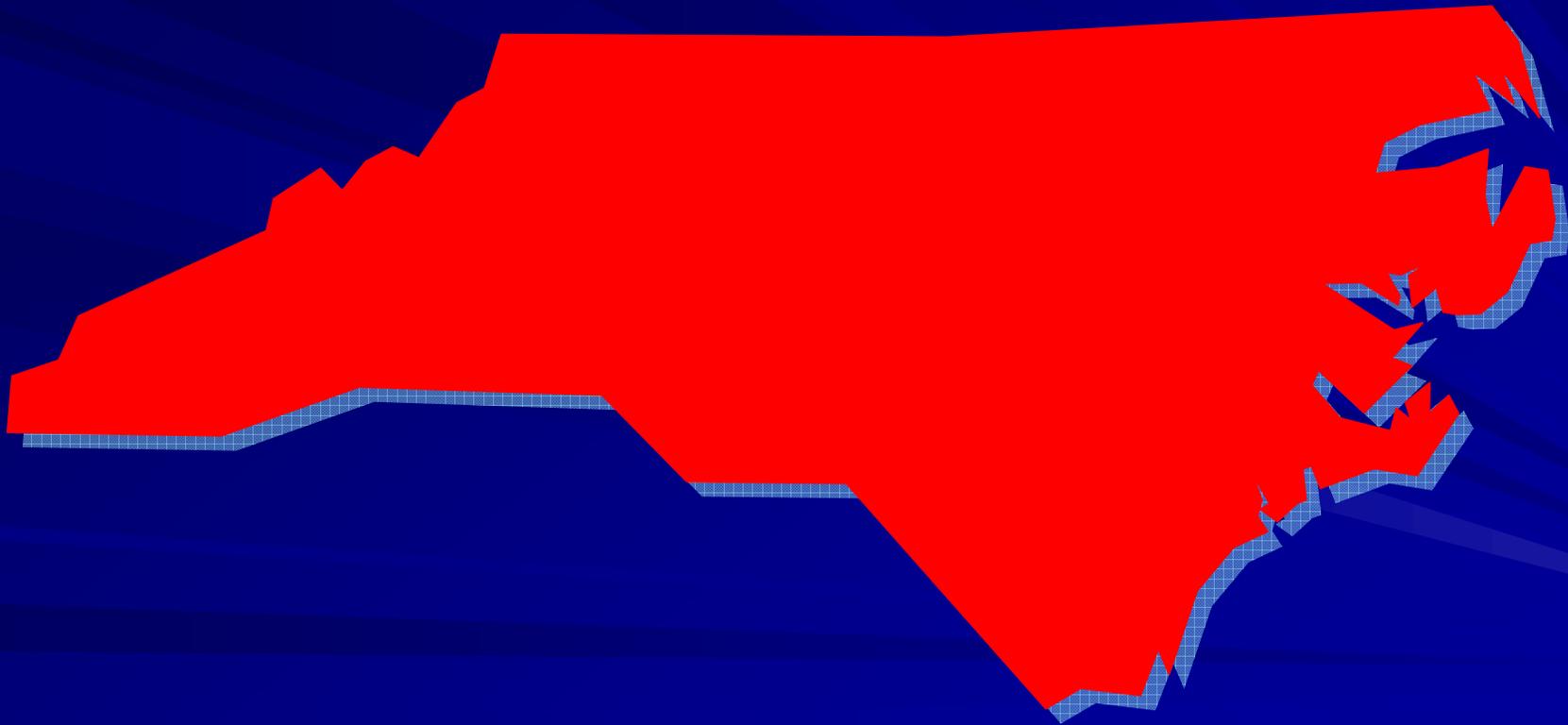
Oregon Innovative Partnerships Program

Oregon Innovative Partnerships Program

- Why? To develop transportation projects for solicitation of private sector proposals for



What Does “It” Mean to NC?



North Carolina and P3

- Can the NC market support P3 and/or the Concession Model?
- Let's look at four "P's" related to NC's P3 and Concession Market potential:
 - **Policy**
 - **Politics**
 - **Players**
 - **Projects**

What does it take to support P3 in NC?

■ Policy ...

- *Flexible policy* that reflects insights into commercial-terms
- *Straight-forward criteria* for project selection
- *Insightful rules and regulations* for review of proposals
- *Clear understanding* of the delivery method and who is responsible for its implementation and oversight

What does it take to support P3 in NC?

■ Politics ...

- *Focus on “winners”*: projects that pass technical and financial tests
- *Get beyond “regionalism”*: because the Private Sector has
- *Commit to withstand the storm*: change will not come without taking political risks

What does it take to support P3 in NC?

■ Players ...

- *Public sector*: agency leadership and knowledge
- *Private sector*: willingness to invest risk in NC
- *Project supporters*: to draw interest and investment

What does it take to support P3 in NC?

■ Projects ...

- *Growth areas*: population, economy
- *Existing facilities*: brownfield – conversions, or added capacity
- *New facilities*: greenfield – extensive traffic demand
- *Specific characteristics* of project size and features
- *Selection criteria* that are straight-forward
- *Privatized services*: not only tollway construction and operations

Presentation Summary

- Existing traditionally-used funding sources are inadequate
 - Demand for travel continues to grow
 - Funding for transportation systems requires an infusion of new resources
 - Collaborative approaches for project delivery and finance will continue to grow in use
- Tolling and Privatization trends are growing
 - Involvement of the International Concessionaires in the U.S. continues to move the bar – so far by primarily investment-driven motives
 - Brownfield and Greenfield concession discussions are grabbing attention

Presentation Summary

- Public policy on finance and privatization will continue to be developed
 - Federal funding program will continue to evolve
 - Privatized roads and systems – not every PPP is a concession
 - Government agencies should consider the use of privatization on transportation infrastructure and services that require subsidies – with the goal being to minimize subsidies through improved efficiencies

Presentation Summary

- U.S. Department of Transportation's six point plan* (May 2006) includes *"Unleashing private sector investment resources"* by:
 - *Encouraging states to enact legislation enabling them to enter into infrastructure agreements with the private sector*
 - *Overcoming institutional resistance to reform*
 - *Encouraging the formation of public-private partnerships (P3)*

** National Strategy to Reduce Congestion on America's Transportation Network*

Presentation Summary

- “North Carolina and P3” must address:
 - Public Policy
 - Projects
 - Players
 - Politics

“A fiery horse with the speed of light! A cloud of dust and a hearty ‘Hi-Yo, Silver!’ The Lone Ranger!”



No Silver-Bullet

Q & A?

For More Information or Copy of this Presentation
Contact

Vic Poteat

Email: vppoteat@pbsj.com

Phone: 919-876-6888

**Request for Proposal
(RFP)**

FINAL

to Design, Build, Operate, Maintain and Finance

the

**North Tampa East-West Road Project
Project #56.35.01**

for the

**Tampa-Hillsborough County Expressway Authority
1104 East Twiggs Street, Suite 300
Tampa, Florida 33602**

FINAL

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**Request for Proposal to
Design, Build, Operate, Maintain and Finance
the North Tampa East-West Road Project
(Project #56.35.01) for the
Tampa-Hillsborough County Expressway Authority**

The Tampa-Hillsborough County Expressway Authority (the “Authority”) is seeking proposals for the Design, Building, Operation, Maintenance and Financing for an innovative public-private partnership project that consists of approximately 3.1 miles of new limited access alignment from the vicinity of Commerce Park Boulevard westerly to I-275, including an interchange at I-275. It is contemplated that a substantial amount of the project will be built on structures due to environmental concerns although proposers are urged to seek other more efficient and economical construction methods and technologies. The City of Tampa and the Florida Department of Transportation (FDOT) are performing a PD&E study and an Interchange Justification Report (IJR) of the above project. **Proposals are to be based upon construction of the Preferred Alternative from said PD&E study.** The Authority and the Florida Turnpike have separately performed planning level Traffic and Revenue Studies. The Authority has updated the Preliminary Traffic and Revenue Analysis and said update has been posted on the Authority website. The Authority, the Florida Turnpike, the FDOT and the City of Tampa make no warranties or representations regarding these documents and they are furnished for information purposes only. Copies of these documents and any other information pertinent to the project may be obtained from the Expressway website at www.tampa-xway.com. Prior to project construction, an FHWA-approved Final IJR and Environmental Study will be provided. The public contribution will also include all of the

necessary rights-of-way required to construct the project as currently defined by those studies.

It is the desire of the AUTHORITY to enter into an Agreement with a Proposer who will Finance (with equity), Design, Build, Operate and Maintain the project for a specified concession period, with private investments including user fees or other innovative financing methods.

Definitions

1. Agreement

The written terms of the final understanding reached between the selected Proposer and the Authority, including, but not limited to the Contract Documents and all addenda, exhibits, schedules and documents incorporated by reference.

2. Concession

The rights, assets, uses, privileges and other grants conveyed to the selected proposer by the Authority pursuant to terms of the Agreement.

3. Concessionaire

The successful proposer which is ultimately granted the Concession by the Authority.

4. Concession Term

The period of time during which the Concession is granted under terms of the Agreement.

General Provisions

1. Schedule of Events

Below is the schedule of events that will take place in this process. The Authority reserves the right to make changes in the schedule as the Authority determines is in the best interest of the Authority. Any notices of change in schedule will be posted on the Authority website at www.tampa-xway.com.

Date	Event
March 2, 2006	Workshop at Authority
April 24, 2006	Board Authorization of RFP
June 23, 2006	Advertise RFP
July 25-27, 2006	Informal Proposer team meetings with staff
August 21, 2006 (by 12:00 noon)	Deadline for Written Questions
August 25, 2006	Q & A posted on website
September 14, 2006 (by 12:00 noon)	Proposals Due
September 15 - October 8, 2006	Evaluation Team review*
October 9, 2006	Board short lists Proposers
October 18-19, 2006	Interviews
October 23, 2006	Board Ranking

*specific meeting dates to be noticed

Evaluation and interview meetings will be held at the Authority's offices, unless otherwise noted. Changes to interview dates/times will be posted at the Authority's office and website: www.tampa-xway.com.

2. Joint Venture Requirements

If the Proposer is a joint venture, the individual or company empowered by the Joint Venture shall execute the proposal. The proposal shall clearly identify who will be responsible for each area of work to be performed including, but not limited to, engineering, quality control, geotechnical, construction, financial,

operation and/or maintenance. The proposal shall set forth in detail the background of all companies which are part of the joint venture, their interest, both technical and financial, in the joint venture, and a detailed description of the involvement of each. Subconsultants and subcontractors need not be identified at this time unless such subconsultant or subcontractor is performing a qualifying or key function on the proposal team.

3. Questions

Prospective Proposers may submit written questions concerning this RFP or its terms and specifications. Questions shall be in writing to the Authority's Contracts Administrator, Nancy Marino, and may be submitted until the specified deadline set forth in the Schedule of Events as posted and revised. Questions within the purview of the staff will be promptly answered. The questions and answers will be posted to the Authority's web site. Questions and answers may be subject to review by the Authority's Board. The Authority, in its sole discretion, will determine the content of an answer or whether an answer is appropriate. An answer that constitutes an amendment to this RFP will be identified as such.

4. Amendments to RFP

The Authority reserves the right to amend this RFP at any time. Amendment(s) will be posted on the Authority's Internet website at www.tampa-xway.com. It is the responsibility of all participants to monitor this site for new or changing information.

5. Precontract Costs

Under no circumstances will the Authority be liable for any costs incurred by a Proposer for responding to this RFP, including any costs incurred during the negotiations of this project prior to the execution of an Agreement.

6. Costs of Authority and City of Tampa

It is anticipated that the Authority will incur significant expenses relating to this selection process. The City of Tampa has incurred \$4 million in Right of Way Acquisition costs. The Agreement shall include a provision that the selected proposer shall, at financial closing, reimburse Authority for all reasonable expenses (not to exceed \$1,000,000.00) incurred during the evaluation, analytical, negotiation and contract writing phases relating to this RFP, including financial, engineering, legal and other outside consulting costs and out-of-pocket expenses. The Agreement shall also provide for the reimbursement of the City's \$4 million. For specific terms of repayment to the City, as well as other obligations to be assumed by the Concessionaire relating to the Right of Way, Proposers are directed to the Contract for Purchase and Sale of the East-West Road Corridor Property between the Authority and the City of Tampa which contract is posted on the Authority's website. Concessionaire will be required to assume all of Authority's duties and obligations under said contract, except for oversight and administration.

The City of Tampa is completing design and permitting for a project described as the “New Tampa Boulevard Bridge Over I-75”. This project will connect New Tampa Boulevard to the East-West Road that is the subject of this RFP, in the area of Commerce Park Boulevard. The City plans to let for bids the “New Tampa Boulevard Bridge Over I-75” project in 2006. Proposers are put on notice that if the City does not receive satisfactory bids or for other reasons fails to let the project, the Authority may, prior to finalizing negotiations with the proposer, ask the selected proposer to furnish a proposal to construct the “New Tampa Boulevard Bridge Over I-75” and negotiate a contract for such construction. Any such contract entered into to construct the “New Tampa Boulevard Bridge Over I-75” would be a contract separate and distinct from the contract entered into with the proposer for the East-West Road Project and would require separate, or additional reports and submittals under the National Environmental Protection Act (“NEPA”).

Proposers are not to consider the “New Tampa Boulevard Bridge Over I-75” in the proposal for the East-West P-3 project that is the subject of this RFP.

7. Communications

At the sole discretion of a Member of the Authority Board, a prospective Proposer is free to discuss any matter in this RFP with the Board Member UP TO THE DATE OF RECEIPT OF THE PROPOSALS. No communication with Board members will be allowed after receipt of proposals, currently scheduled for

September 14, 2006. No such communication with any individual member shall in any way alter the contents of this Request for Proposal. Any modification or interpretation of this Request for Proposal shall not be binding unless posted as a written amendment by the Authority or on the Authority website at www.tampaxway.com. The Authority's consideration of Proposals will be based solely on a Proposal, the documents submitted with a Proposal or written clarifications of a Proposal submitted in response to a request by the Authority and oral interviews, if required. No other information, including oral representations and written materials not submitted in accordance with this Request for Proposal, will be considered. Proposers may communicate with Authority staff at any time, provided that all such communication shall be made through Nancy Marino, Contracts Administrator. Informal, non-binding conceptual discussions and meetings may be held with staff, at the discretion of staff. Currently, time has been tentatively set aside by staff for such meetings on July 25-27, 2006.

8. Proposal Deadline

All Proposals in response to this RFP must be received on or before the time and date specified in the published Schedule, as revised from time to time. A Proposer that submits a Proposal by mail should allow sufficient mail handling time to ensure timely delivery of the Proposal to the Authority. No extension of time will be granted for submissions by mail or any other type of submission. Proposals received after the submission deadline will not be considered, and will

be returned unopened. No electronic mail or facsimile Proposals will be accepted. See Paragraph 23 hereof for further, specific details for submittal of Proposals.

9. Prime Proposer

The selected Proposer shall be required to assume responsibility for all services offered in its Proposal whether the Proposer proposes to provide the services directly or through a subcontractor. Further, the selected Proposer shall be the sole point of contact for the Authority with regard to all contractual matters. The Authority reserves the right to approve or disapprove proposed original or replacement project team members, subcontractors and subconsultants throughout the duration of the Concession Term. Authority shall thoroughly discuss with Proposer its basis for any such disapproval prior to taking any action. Authority shall have no liability to Proposer, subcontractors or subconsultants for exercising its right to approve or disapprove.

10. Examination of Documents and Site

Before submitting a proposal, it is the responsibility of the Proposer to:

- 1) examine all documents thoroughly;
- 2) visit and carefully examine the site to become familiar with local conditions which may affect cost, progress, or performance of the work (note references to Geotechnical Work in the Design and Construction Section, paragraph 4);

3) make such additional inquiries, investigations and tests as the Proposer deems necessary to determine cost for performance of the work and identify all difficulties involved in the completion of services required pursuant to the mandates and requirements of the RFP and Contract Documents (all onsite investigations and tests shall require notification and prior approval by the Authority's General Consultant James E. Drapp, P.E. HNTB Corporation, 10210 Highland Manor Drive, Suite 140, Tampa, FL 33610, phone number: 813-246-5527; who will also identify any insurance or other requirements).

11. Causes for Rejection of Proposals

Proposals will be subject to rejection, at Authority's sole option, if not in compliance with the RFP requirements or for incomplete responses.

In addition, the Authority reserves the right, but shall not be required, to reject any proposal for any reason the Authority deems in its best interest. This includes, without limitation, circumstances in which an organization or the organization's principal(s), official representative(s), or affiliate(s):

- 1) Makes or submits to the Authority false, deceptive, or fraudulent statements or materials regarding qualification, financial information or in any certificate, or proposal;
- 2) Becomes insolvent or is the subject of a bankruptcy petition;

- 3) Fails to comply with RFP requirements, or to timely furnish contract documents as required by the Authority or by any State or Federal contract, statute, or regulation;
- 4) Willfully offers an employee or officer of the Authority any pecuniary or other benefit with the intent to influence the employee or officer's official action or judgment;
- 5) Is an affiliate of an organization or is itself an organization which is determined non-responsible by the Authority or whose qualification has been suspended or revoked by any state or local agency;
- 6) Is convicted of a "contract crime" within the jurisdiction of any state or federal court, as provided in Section 337.165 of the Florida Statutes;
- 7) Is suspended for good cause from qualification to bid or is denied qualification to bid by any federal, state, or local agency;
- 8) Has defaulted on any federal, state, or local contract or the contract surety took over any such contract from the entity; or,
- 9) Is otherwise determined by the Authority, in its sole discretion, to be non-responsible due to poor or unsatisfactory performance, deficient management, project delays, poor quality workmanship, unsafe conditions, complaints from the public or other deficiencies in any public or private contract.

12. Insurance and Bonding Requirements

The Proposer must present documentation in its proposal that it has all the necessary insurance requirements, consistent with Florida Law, and the financial capacity to meet the obligations proposed. Information to be provided includes the limits of all professional liability insurance policies in force to date, general liability policies, worker's compensation policies (consistent with statutory limitations), and the appropriate financial documentation in order for the Authority to effectively evaluate the proposal. The actual policies themselves need not be provided with the proposal. A statement of limits and explanation of the policies will be sufficient for the proposal. The successful Proposer will be required to provide the policies. The Agreement shall include requirements for Project insurances and performance bonds.

13. Proposer Certification

- a. The Proposer agrees to indemnify, defend, save and hold harmless, the Authority against any cost, damage, or expense which it may incur or be caused by any inaccuracy or error in the Proposer's preparation of its Proposal.
- b. The Proposer shall include, as an addendum to the Proposal a statement certifying that:
 - 1) it has carefully examined its Proposal after the same was completed, and has verified each item placed thereon.

- 2) The person signing the Proposal has the authority to bind the Proposer.
- 3) No principal (which includes officers, directors or executives) is presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from participation in this transaction by any federal department or agency.
- 4) The Proposal has been arrived at independently, without consultation, communication or agreement for the purpose of restricting competition with any other Proposer or potential Proposer.
- 5) No attempt has been made or will be made to solicit, cause or induce any firm or person to refrain from responding to this Invitation, or to submit a complementary Proposal.
- 6) The Proposer has made a diligent inquiry of all members, officers, employees, and agents of the Proposer with responsibilities relating to the preparation, approval or submission of the its Proposal on this project and has been advised by each of them that he or she has not participated in any communication, consultation, discussion, agreement, collusion, act or other conduct inconsistent

with any of the statements and representations made in its Proposal.

- 7) Neither the Proposer nor any person associated therewith in the capacity of owner, partner, director, officer, principal, investigator, project director, manager, auditor, and/or position involving the administration of federal funds:
 - a) is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions, as defined in 49 CFR 29.110(a), by any federal department or agency;
 - b) has within a three-year period preceding this certification been convicted of, had a civil judgment rendered against them for or is presently indicted for or otherwise criminally or civilly charged for: commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a federal, state, or local government transaction or public contract; violation of federal or state antitrust statutes; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property; or

c) has within a three-year period preceding this certification had one or more federal, state, or local government public transactions terminated for cause or default.

8) The Proposer has not and will not knowingly enter into any transaction with any subcontractor, material supplier, or vendor who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this project by any federal agency unless authorized by the Authority.

c. Where the Proposer is unable to declare or certify as to any of the statements contained in the Subsection a, the Proposer shall provide a complete verified explanation as part of the addendum.

14. Confidential Information

Proposal documents submitted by private entities to the Authority are public records under Chapter 119, Florida Statutes (Florida's Public Records Act), subject to any exemption otherwise provided by law. Proposers are directed to familiarize themselves with Chapter 119 of the Florida Statutes. By submitting a proposal, Proposers are deemed to acknowledge that the Authority is required to fully comply with said law.

When the Proposer requests that the AUTHORITY not disclose information that it believes to be exempt from disclosure, the Proposer must (i) invoke the exemption when the data or materials are submitted to the AUTHORITY or before such submission, (ii) identify the data and materials for which protection from disclosure is sought, and (iii) state why the exclusion from disclosure is necessary, citing the specific exemption to Chapter 119, Florida Statutes that the Proposer believes applies. The AUTHORITY is authorized to protect only exempt information, and thus will not protect any portion of a proposal from disclosure if the entire proposal has been designated confidential or exempt by the Proposer without reasonably differentiating between the exempt and non-exempt information contained therein.

A Proposer may request a determination from the AUTHORITY as to the anticipated scope of protection prior to submitting the Proposal. To the extent that the AUTHORITY provides its determination as to whether the information is exempt from disclosure, Proposer waives and/or releases the AUTHORITY from any claim, action, cause of action or liability in any way relating to such determination. Proposer agrees that the Authority's determination as to confidentiality shall be final and binding upon the Proposer. In the event that public access is sought to Proposal materials deemed exempt by AUTHORITY and the Proposer, the Proposer shall reimburse the AUTHORITY for all attorneys' fees, paralegal fees and other costs associated with such attempt to obtain public access, including pre-litigation efforts, and litigation, through any

appeals, expended by the AUTHORITY. The AUTHORITY shall also have the right to select and appoint legal counsel of its choice.

15. Laws and Regulations

All applicable Federal and Florida laws, Municipal and County ordinances, and the rules and regulations of all authorities having jurisdiction over any part of the project shall apply to the Agreement between the Authority and the successful Proposer throughout and they will be deemed to be included in the Agreement the same as though written therein. Florida law shall govern to the extent not preempted by Federal Law on all questions concerning implementation and execution of the Agreement and shall also be controlling in any cause of action brought pursuant to the RFP or the Agreement. In the event of any litigation, the venue of said litigation will be in Hillsborough County and jurisdiction shall reside in the circuit courts of the 13th Judicial Circuit, Hillsborough County, Florida.

16. Proof of Legal Entity

The successful Proposer shall provide proof of legal entity and authorization to do business in the State of Florida prior to negotiation or execution of an Agreement. If the successful Proposer is unable to provide such proof and authorization, the Authority will withdraw its award to such Proposer.

17. **Selection/Negotiation**

The following criteria shall be used by the Authority in evaluating all Proposals:

- A. Experience of Proposer's Organization or members in Developing , Designing, Constructing, Operating, Maintaining and Financing public-private partnerships, the experience and qualifications of equity partners in financing similar projects and the qualifications of key project personnel (25%).
- B. Viability of Proposer's Financial Plan, tolling plan and acceptability of proposed business terms with the Authority (40%).
- C. Plan for Design, Construction, Operation, Routine Maintenance and Periodic/Capital Maintenance (25%).
- D. Small Business Enterprise Commitment (10%).

The Authority shall seek the best value and benefit to the Authority and the public. A multi-disciplinary team representing the Authority, the City of Tampa and FDOT will evaluate the proposals using the percentages listed above for each evaluation criteria based on the following scale:

Excellent	10 Points
Very Good	8 Points
Good	6 Points
Fair	4 Points
Poor	2 Points
Unacceptable	0 Points

Proposers are encouraged to identify any aspect of their proposals which exceed accepted or required standards.

The evaluation team shall interview each qualified proposer.

Separate scorings shall be conducted for both the written proposals and the interviews. Those scorings shall be combined for purposes of rankings.

The evaluation team rankings will be provided to the Authority Board of Directors for final selection. The Board may interview the top three (3) ranked proposers. The Board may accept said rankings, establish its own ranking, reject all proposals or take such other action as it, in its absolute and sole discretion, deems appropriate. The Authority intends to enter into negotiations with the selected Proposer(s) based upon the requirements of this RFP, the selected Proposal(s), and applicable state and federal law in accordance with the best interest of the Authority. Should the first selected Proposer not result in a satisfactory negotiation, the Authority in its sole discretion, may terminate those negotiations and undertake discussions with the remaining Proposers in the order of their ranking. During negotiations, a Proposer will be required to give a final firm offer, price, toll structure and provisions, terms, and conditions for the specific infrastructure and services to be provided. The Authority will maintain a record of the discussions held with each Proposer. When it deems it to be in the best interest of the Authority, the Authority may authorize or require the use of

alternative negotiation procedures. The Authority reserves the right to re-open negotiations with any Proposer with whom it had previously terminated negotiations.

18. Public Entity Crime Information Statement

As per Section 287.133, Paragraph (2) (a), Florida Statutes, the following information statement shall be made a part of all invitations to bid, the request for proposal, and any contract documents:

“A person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid or contract with a public entity for the construction or repair of a public building or public work, may not submit bids or leases of real property to a public entity, may not be awarded or perform work as a Proposer, supplier, subProposer, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017, for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list.”

19. Drug-Free Workplace

Proposer shall provide a brief description of its drug-free workplace program done in accordance with Section 287.087, Florida Statutes if one exists.

20. Reservation of Rights

The Authority reserves all rights available to it by law in administering this RFP, including without limitation, the right to reject any and all Proposals at any time before, during or after the selection process, to request or retain additional information for any Proposals, to require reasonable changes and to negotiate changes in the selected Proposal to more fully achieve the purposes and objectives of this RFP, and to elect not to enter into a contract, unless the Authority is fully satisfied, in its sole and absolute discretion, that all conditions precedent have been fully met. The Authority reserves the right to negotiate with the successful Proposer for the inclusion of additional projects and/or services which it deems to be beneficial to and collateral to the Project. The Authority reserves the right to waive any irregularities in any Proposal which do not materially affect the substance of the Proposal, and to request clarification of information submitted from any Proposer. Each waiver of an irregularity and each request for clarification, and response thereto, shall be documented by the Authority. Any such waiver shall not constitute a waiver by the Authority of any other irregularity or any other right or obligation of any party.

21. Governmental Restrictions

Proposers shall be responsible for being knowledgeable of all relevant laws, regulations, rules and restrictions and the Proposal shall be deemed to include and take such matters into account. In the event any future law, regulation, rule or

governmental restrictions may be imposed which would necessitate a material alteration of the quality or level of services offered in a Proposal, it shall be the responsibility of the successful Proposer to notify the Authority at once, indicating the specific regulation which requires an alteration, including any price adjustments occasioned thereby, whereupon the Authority at its sole option, may cancel the contract at no further expense to the Authority and may renew negotiations with any other Proposer.

22. Small Business Enterprise (SBE) Policy

It is the policy of the Tampa-Hillsborough County Expressway Authority to provide opportunities for participation of all responsible and eligible businesses, regardless of size, in the Authority's activities. The Authority has a policy of nondiscrimination on the basis of race, color, sex and national origin in its employment and contracting practices, and shall require that all firms contracting with the Authority have or adopt a similar non-discrimination policy.

It is the policy of the Authority to provide mechanisms that will enhance contracting opportunities for SBE's as defined in the Authority SBE policy adopted on 2/25/2002, as amended, on all Authority contracts, and promote their participation in relative proportion to their availability in the local market. All proposers shall comply with the Authority's SBE Policy and Procedures as posted on the Authority's website at www.tampa-xway.com.

The Authority encourages all Proposers to actively pursue obtaining bids and quotes from SBEs.

Each Proposer shall utilize and submit an original and documented SBE Outreach Action Plan and Bidders List for each phase of this Proposal (Design/Build, Operations and Maintenance and Finance). The SBE Outreach Action Plan and Bidders List shall be submitted to the Authority with the Proposal. All proposers shall comply with the Authority's SBE Policy and Procedures regarding a SBE Outreach Action Plan.

The Authority will continue to monitor SBE activities of the selected Proposer during the term of the Agreement. During negotiations with the Selected Proposer, the Authority may, at its discretion, set targets for SBE participation different from those submitted by Proposer.

23. Submittal of Proposals

Each Proposal shall follow the following requirements:

- a. Each Proposer shall submit one (1) original and fourteen (14) copies of the Proposal. The Proposal document shall also be submitted electronically (pdf format) burned to a CD **before 12:00 Noon, local time, on September 14, 2006** to:

Ms. Nancy Marino, Contracts Administrator
Tampa-Hillsborough County Expressway Authority
1104 East Twiggs Street, Suite #300
Tampa, FL 33602
Phone: (813) 272-5986

- b. The Proposal original, copies and CD shall be submitted in an envelope marked as follows:

PROPOSAL PACKAGE

RFP FOR NORTH TAMPA EAST-WEST ROAD PROJECT #56.35.01

- c. All envelopes shall show the Proposer's company name and address in the upper left corner.
- d. Proposals must be in accordance with and respond to the requirements of this RFP. Alternate formats will not be considered. Any questionnaires attached as exhibits to this RFP must be responded to with complete, accurate answers to every question. Mark any question that does not apply, as "not applicable" so reviewers will know the question was not overlooked.
- e. It is the Proposer's responsibility to ensure its proposal originals, copies and electronic documents are received by the Authority on or before the time and date specified. Proposals received after the specified date and time **shall not be considered** and will be returned unopened to the Proposer.
- f. Proposers must provide responses and information sufficient for evaluation of the Proposal. The Authority reserves the right to request clarification or additional information from the Proposer during the Authority's evaluation of the proposals. Specific questions may be addressed to each Proposer, and the Evaluation Committee may, but is not required, to consider any further elaboration by the Proposer of information requested by the Authority.

g. The Authority may, at its option, retain in escrow all original documentation that the successful Proposer relied upon in making or supporting its final costs as contemplated under paragraph 12 of the Financial Proposal section herein, which documentation shall be provided to the Authority by the successful Proposer on or before signing of the Contract. If Authority elects to escrow said documentation, the Authority shall have the right to review such escrowed documents at any time during the escrow period, in compliance with the terms of an escrow agreement, the terms of which will be negotiated as part of the Agreement.

h. The original and copies of the Proposals shall be in an 8½” x 11” format (except that appendices may include 11” x 17” pages, folded) using no smaller than 10-point font. Proposals must be bound or otherwise contained in a single volume, with all necessary documents included. In the event of a discrepancy between the original and any copies, the paper original shall govern. Proposals, excluding appendices, shall not exceed seventy-five (75) pages in length.

i. Proposer’s response format shall follow that of the RFP by answering each request for information in the General Provisions, Design/Build, Operations and Maintenance and Finance Sections. Some paragraphs provide the Proposer information and Proposer acknowledges receipt of this information by its submittal. Those paragraphs requesting information shall be answered in the order of request in each section of the RFP, and shall be identified by paragraph title

and in the sequence as they appear in the RFP. The Authority acknowledges that some information may be repetitive, however this format will facilitate review by the Authority.

j. The Proposal shall contain a Table of Contents that directly corresponds to the Heading Captions of the paragraphs requesting information in this RFP and shall be individually tabbed for each item. Proposers shall include an Executive Summary of no more than four pages. Additional tabs shall separate each attachment being submitted by the Proposer. In addition, Proposer shall submit, as addenda to its proposal, the following:

A. Copy of Proposer's Current Licenses required by law for the construction under this RFP.

B. Evidence of Qualification by FDOT for the specific type(s) of work to be performed, and evidence of qualification to perform any work for which FDOT does not issue certificates of qualification.

C. Acknowledgment of Receipt of all Addenda.

D. Certification required by paragraph 13(a) hereof.

k. Electronic copies of the proposals will be available for purchase on or after September 22, 2006, through IKON Office Solutions, Inc. IKON has indicated that the cost of the duplication will be \$10.00 per CD although Authority does not guaranty said cost. Should you desire the reproduction of the aforementioned items, please call Kevin Flynn at (813) 273-9177, to order and arrange for delivery/pick up.

24. Protest Procedures

Any person adversely affected by this RFP may file a written protest with the Authority's General Counsel within 72 hours, excluding Saturday, Sunday, or legal holidays, after receipt of the RFP if the protest is directed toward the RFP, or within 72 hours after the decision by the Board to award, if the protest is directed toward the final selection and awarding of a contract. Failure to comply with these requirements shall constitute a waiver of any right to initiate any protest proceedings regarding this procurement. Additional information on bid protest procedures is available on the Authority's website.

Design and Construction

1. Approach to Project

Proposer shall provide a description of its proposed approach to the design and construction of the project. The approach to the project shall include a schedule of all preconstruction activities including design, permitting, required coordination and necessary approvals as understood by the Proposer. The approach to project shall also contain all construction activities including a chart of the sequence of the construction, setting forth construction times, taking into consideration special construction techniques, pollution control issues and long lead time items and installation of toll equipment. Since it has not been determined when actual construction will begin, this chart will be representative of the time periods needed for the design and construction of the project and need not be tied to any particular calendar date.

2. Engineering

Proposer shall list all engineering firms on Proposer's team and identify areas of prequalification with the Florida Department of Transportation. Such firms shall be prequalified with the Florida Department of Transportation and the proposal shall certify in this section that the firms proposed are so qualified. The Proposer shall identify an individual as a primary contact person for each engineering firm proposed with their qualifications, name, address, telephone number, and email address. It is not necessary to list all subconsultants at this time unless the

proposer is relying on said subconsultants to perform key functions or for prequalification.

3. Construction

Proposer shall list all construction firms proposed to be used on the project. Such firms shall be prequalified with the Florida Department of Transportation on or before August 30, 2006. If a construction firm is a joint venture, only one (1) of such joint venture construction companies needs to be so qualified. It is not necessary to list all subcontractors in the proposal except as to any subcontractor upon which the Proposer is relying to provide qualifications in a particular area of construction. A primary contact person for each construction firm will be identified with their name, qualifications, address, telephone, number and email address.

4. Geotechnical

Each proposal shall specify the geotechnical engineering firm to be used on the project and certify as to its prequalification with the Florida Department of Transportation. The Proposal shall also include a statement outlining the firm's geotechnical experience in Florida and more particularly, in the area of the proposed construction. Proposers shall be on notice that subsurface soil conditions in the area of construction are extremely variable. A limited number of soil borings have been done in the area of construction. The Authority acknowledges that it will address the soil conditions in the contract negotiations

with the successful Proposer or after borings have been analyzed. For purposes of preparing a cost estimate, Proposer should assume no adverse soil conditions.

5. Staffing Chart

The Proposal shall include a supervision and staffing chart for both the design and construction of the project. Such chart shall specify the key members of the organization and Proposer shall include their resumes as an attachment to the proposal. It is not necessary to specify all subcontractors in the organizational chart at this time except as to any subcontractor being relied upon to provide key services in an area or required prequalification.

6. Quality Assurance

The Proposal shall include a description of the quality control/quality assurance plan to be implemented by the design build team. The description shall identify the contemplated role/duties of the Authority and the estimated costs associated therewith. All Quality Control/Assurance costs of the Authority shall be reimbursed by the Concessionaire. The plan itself need not accompany the proposal, but will be a required exhibit to the Agreement between the Authority and the selected Proposer. The plan must be inclusive of both the East-West Road and the I-275 interchange with the East-West Road, and, at a minimum, must comply with Florida Department of Transportation's Contractor Quality Control Specifications and Laboratory Information Management System (LIMS).

7. Specifications

All plans, specifications, drawings and submittals shall conform to the Florida Department of Transportation's Standard specifications for road and bridge unless otherwise specified by the Authority, and shall also conform to current Florida Department of Transportation Plans and Preparation Manual (PPM), Design Standards for Design, Construction, Maintenance and Utility Operations on the State Highway System 2006, Florida Greenbook, Manual of Uniform Minimum Standards for Design, Construction and Maintenance for Streets and Highways, May 2005, current Load and Resistance Factor Design (LRFD) Structures Design Manual, and Latest AASHTO LRFD Design Specifications.

8. Similar Projects

Proposer shall list any similar projects either designed or built by the team or the individual team members. The list of projects shall include the name of the owner of the project, and an owner contact person with a phone number and email address. It is the intention of the authority to contact the owner(s).

9. Innovation/Value Engineering

Proposers are encouraged to consider innovative designs consistent with safe engineering practices. Proposer may consider staged construction to accommodate later capacity or any other proposed cost savings on the roadways or in the interchange. Value engineering shall be reflected in the finance plan and

shall be between the designer/builder and the finance team member, not the Authority.

10. SBE Participation

Proposer shall include an SBE Outreach Action Plan and Bidder's List for this phase of the project as set forth in Paragraph 22 of the general Provisions.

Operation and Maintenance

The Proposer shall be financially responsible for the operations and maintenance of the Project, the cost of which should be included in the Proposer's Financial Plan.

The Proposer may elect to have the operation and/or maintenance of the project performed by the Proposer or to have the Authority contractually perform either or both of these functions. If the Proposer proposes to have the Authority contractually perform either or both Operations and Maintenance, the proposal should assume a cost, in the year 2010, of \$600,000.00, for providing the functions of operations and routine maintenance, escalated at 5.0% annually. Actual cost/fees shall be negotiated between Authority and Proposer.

The Authority reserves the right, prior to or during negotiations with the successful Proposer, to choose to perform the operation and/or maintenance on the project and negotiate a contract with the successful Proposer to perform such functions.

For purposes of this Request for Proposal, operations and maintenance have been combined. The Authority acknowledges that these functions may be performed by separate entities. The Proposer at its option may separate the information requested below for submission purposes. If the Proposer submits separate information, Proposer shall include a plan or description of how the functions will be integrated over the life of the concession.

1. General Scope of Operations and Maintenance Services

The operations and maintenance contractor(s) shall maintain and repair all roadway assets in the right-of-way (to include routine, preventive, rehabilitative and emergency services), operate, maintain and perform all toll operations and collection and equipment maintenance and replacement.

The operations and maintenance contractor(s) shall provide all personnel, labor, materials, supplies, parts, equipment, public and employee safety devices, components, tools, and utilities to undertake and complete the Maintenance and Operation Services regardless of whether the services are considered to constitute ordinary, preventive or replacement maintenance. The Maintenance Operations Contractor shall bear the risk of loss, damage, theft and vandalism of such materials, supplies, parts, equipment, components, tools and utilities.

It is the intent of the Authority that the operations and maintenance Contractor(s) shall perform all duties traditionally performed by the FDOT, the Florida Turnpike and the Tampa-Hillsborough Expressway Authority. Repairs to such items required as the result of damage caused by Third Parties shall also be included.

2. Contract Documents

The operations and maintenance Contractor(s) shall perform the Maintenance Services in accordance with the Agreement, Governmental Approvals, applicable

Laws, rules or regulations and any other requirements as may be determined by the Authority and shall cooperate and coordinate its work with Governmental Agencies, railroads and Utility Owners during performance of any Operation or Maintenance Services that will or may affect any of their respective facilities or rights. The Operations and Maintenance Contractor(s) shall perform all services in a safe, reasonable, and prudent manner, shall employ good business practices and appropriate management techniques and shall conduct its commercial affairs in a manner consistent with good faith and fair dealing. Unless specifically designated to the contrary by the Authority, in cases where this RFP or the Agreement refer to FDOT Standards or any manual, policy, guidance document or similar document, it shall mean the latest edition or revision thereof and amendments or supplements thereto in effect on the Proposal Due Date.

3. Specifications

Maintenance Services shall be performed to an FDOT grade 90 standard and shall also conform to requirements of the Agreement, all FDOT manuals, standards, special provisions, policies and procedures, unless modified herein. These include, but are not limited to, the following:

- ◆ Highway Design Manual
- ◆ Maintenance Manual
- ◆ Vegetation Management Manual
- ◆ Traffic Control Standard Sheets Book
- ◆ Traffic Operations Manual

- ◆ Standard Specifications for Construction of Highways, Streets and Bridges
- ◆ Manual of Testing Procedures
- ◆ Manual on Uniform Traffic Control Devices for Streets and Highways (MUTCD)
- ◆ Maintenance services shall conform to any updates, manuals or changes in policy as promulgated by FDOT during the term of this project and concession period.

4. Approach to Project Operation and Maintenance

Proposer shall provide descriptions of their approach to the operation and maintenance of the facility over the term of the concession. The approach to the project shall include a schedule of all preconstruction activities including design, permitting, coordination and approvals and all activities during construction by the operations and maintenance contractor(s). The approach to the project shall include proposer's methodology for handling of both routine and capital maintenance over the life of the concession.

5. Toll Collection and Enforcement

The Authority utilizes SunPass for electronic toll collections.

Proposer shall provide a plan for toll collection and toll equipment maintenance, to include the specifications for electronic toll collections that provides for interoperability with and a physical appearance similar to the SunPass electronic

toll collection (ETC), video toll collection (VTC) and violation enforcement systems (VES). Outsourced components shall be compatible with FTE and THCEA toll operations and interoperable for SunPass toll customers.

6. Company Background/Similar Projects

Proposer shall list the company(s) that will be performing operations and maintenance, company background and experience in similar projects. Proposer shall provide a contact person for the owner of any similar project listed including phone number and email. It is the intent of the Authority to contact these owners as listed.

7. Key Personnel

Proposer shall list all key personnel who will be performing the operations and maintenance including those key operation and maintenance personnel employed during the design and construction phase that will be associated with the project. Proposer shall list those key operation and maintenance personnel who will be associated with the project during the concession period if those individuals are known at the time of proposal submission.

8. Contract With Authority

If the Proposer wishes to contract with the Authority for operation and maintenance, Proposer shall provide either a draft contract for such service or

describe the terms of such contract including a proposed range of fees for such service. Any proposed fees and terms are subject to negotiation.

9. Turnback Provision

Proposer shall detail the plan and procedure for transferring the facilities back to the Authority at the completion of the Concession Period. This shall include but not be limited to the conditions of equipment, pavement and structure, and status of all assets to be turned back to the Authority. Proposer shall also specify how the operation and maintenance contractor will measure the condition of the equipment and structure at the time of turn back to the Authority.

10. SBE Participation

Proposer shall include an SBE Outreach Action Plan and Bidder's List for this phase of the project as set forth in Paragraph 22 of the general Provisions.

11. Two Lane Alternative

Proposer may submit a two lane design alternative, with a plan to stage the construction of an additional two lanes at a specified later date.

Financial Proposal

This section of the Request for Proposal solicits information that will demonstrate the Proposer's financial and management capabilities to finance and implement the design, construction and operations, maintenance and periodic/capital maintenance of the project as proposed. The information provided as part of this submittal will be in such detail as to allow the Authority to evaluate the financial feasibility and long term viability of the project and to determine the applicant's capacity to accomplish the proposed plan and Proposer's representation. The financial portion of this Request for Proposal shall furnish the following information in sufficient detail that the Authority may contact references and verify the information provided herein.

1. Public Policy Objectives

The Tampa-Hillsborough County Expressway Authority is desirous of delivery of this much needed transportation project for the benefit of the citizens of Hillsborough County. The Authority is seeking a private equity concessionaire in order to deliver the project at a date prior to when the Authority would be able to construct the project. The Authority is not looking to sell an asset but to build a transportation project through a mutually beneficial business arrangement with a private entity. The Authority's objective is to construct the project as rapidly as possible, allow a private concessionaire a fair rate of return, and have the project returned to the Authority in a reasonable time period. Finance, design, construction, maintenance and operation of the Project during the concession term

must be exclusively at the cost of Proposer, without financial cost or risk to Authority. There will be no liability incurred by, and no extension of credit by the State of Florida, the City of Tampa, the Authority or any other governmental entity or agency of the State.

2. Organizational Structure/Equity Partner

The Proposal shall define the organizational structure of the proposer by identifying and describing the principal entities who will be providing equity and describe in specificity how such entity intends to provide said equity.

3. Team Responsibilities

The Proposal shall provide a clear organizational chart depicting the functional responsibilities and relationships of the entire team. This chart shall include those charts provided under Design and Construction and Operation and Maintenance sections of this Request for Proposal.

4. Financial Statements

Each entity providing equity shall submit an audited financial statement, if available, for each of the five years prior to the submission of this proposal. If an audited financial statement is not available, then a financial statement with the name and address of the person preparing such statement, along with an explanation of why no audited financial statement is available must be provided.

If a separate legal entity is being established for this project, sufficient financial

information on the principals shall be furnished along with any guarantees or limitations on liability of the principals in the new entity.

5. Financial Plan

Proposers shall submit a detailed financial plan on how Proposer intends to finance this project. The financial plan should include but not be limited to the following information:

- a. The amount, form and duration of equity to be contributed, and the proposed anticipated return on equity.
- b. The amount of debt to be issued, type of debt, terms, maturity and conditions, methods of obtaining financing and risk associated with debt financing.
- c. Total funds needed for completion of the project.
- d. The time period that Proposer will require the concession from the authority.

Proposer shall submit a plan based on a 4 lane roadway (PD&E recommended alternative 12) with a 40-year length of concession. For purposes of this proposal, this plan shall assume no Right of Way acquisition and no construction of noise walls, although both may, in fact, be required. Proposer may propose additional financial plans based upon alternative incremental concession periods and/or alternative designs, construction methods and construction staging.

- e. The date(s) of the turn back of the project to the Authority and Proposal terms, conditions and procedures for same.

- f. Any proposed return of profits to the Authority at any time during the concession period, and a description of the proposed business arrangement with the Authority and of the proposed structure of said business management.
- g. Methodology and schedule for reimbursing the City of Tampa's \$4 million.

6. Transfer of Interest

The Proposal shall include provisions covering a sale, assignment or other transfer of the concession during the term of the concession, what guarantees the Proposer would make to the Authority and what approvals the Proposer would expect from the Authority to allow such transfer.

7. Tolling Plan

The Proposal shall include a tolling plan for the length of the concession including projected toll increases. Proposer shall include Proposer's tolling philosophy, the opening day toll rates, a schedule of proposed toll rate increases and the methodology for determining increases. Proposer should provide suggested terms between the Authority and the Proposer for the approval/involvement of the Authority in future toll increases. Proposer may submit multiple tolling plans, including plans with variable pricing, for consideration or in conjunction with the submittal required in 5(d) above. Proposer's Tolling Plan must reflect a balance between needed return on investment and the necessity of protecting the public from excessive future toll rates and must address how that balance will be accomplished.

8. Alternate Financial Plans

The proposers may submit alternate financial plans based upon different concession time periods in addition to the 40-year plan in 5(d) above or upon different financing approaches including utilization of a Special Purpose Corporation. However each plan shall be explained in detail including the basis for the difference between the plans and the advantages and disadvantages of the alternate plans to both the Proposer and the Authority.

9. Cost Methodology

The Proposal shall detail Proposer's methodology of establishing the cost of the project which shall include the estimate of all anticipated design and construction costs, fees, interest or other items effecting the financing of the project.

10. Source of Funds

The Proposal shall identify the source of all equity contributions and shall describe the availability of these funds. All terms and conditions relating to these commitments shall be identified. Equity may take the form of in-kind services and other non cash contributions necessary for the success of the project. However, the source for these non cash items shall be accounted for in the financing plan.

11. Other Debt Financing

The Proposal shall identify the amounts of other debt related financing and shall describe the methods for obtaining such financing. The Proposal shall also identify the risks associated with this debt financing including the terms and maturity of such debt and describe any guarantees or other securities pledged for the repayment of such debt, and any restrictions or covenants associated with the debt.

12. Price

The Authority acknowledges that the cost figures required in the Finance Plan **do not** constitute a firm fixed price and all final costs will be negotiated with the successful Proposer. However, the Proposal shall provide detailed, realistic cost figures in the finance plan in detail sufficient for Authority analysis.

13. SBE Participation

Proposer shall include an SBE Outreach Action Plan and Bidder's List for this phase of the project as set forth in Paragraph 22 of the general Provisions.

14. Proposer Priorities

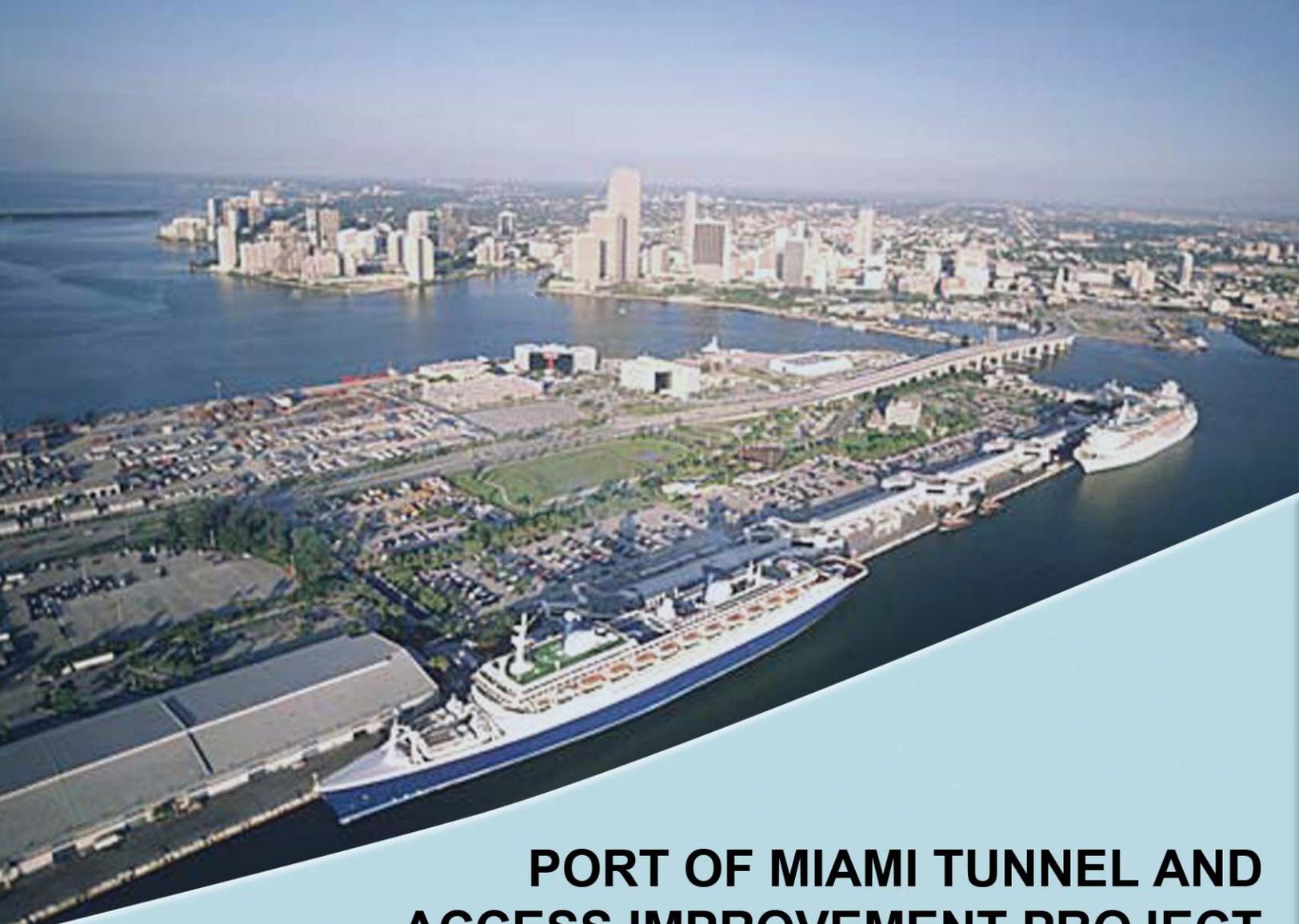
The Proposal shall list the most important contract provisions that Proposer will want in the Agreement between the Proposer and the Authority, up to a maximum of ten (10). Said provisions shall be listed in order of importance. Explain in

detail the reason for inclusions of each provision. Please note if any such provision would be mandatory for entering into an agreement.

15. Taxes/Assessments

The selected Proposer shall be solely responsible for payment of any and all taxes arising from the concession, including but not limited to state, local and Federal sales, income, ad valorem, tangible or intangible taxes and/or assessments.

Proposals will consider and detail contemplated tax consequences which impact the Proposal and the proposed method of addressing same. However, for purposes of this proposal, proposers should assume that neither sales tax on toll revenues nor ad valorem taxes will be imposed.



PORT OF MIAMI TUNNEL AND ACCESS IMPROVEMENT PROJECT



Project Information Memorandum
February 17, 2006

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INTRODUCTION

1.1. Overview and Project Description

This Project Information Memorandum (“PIM”) is being issued by the Florida Department of Transportation (“FDOT”) in connection with the issuance of a Request for Qualifications (“RFQ”) for the Port of Miami Tunnel and Access Improvement project (the “Project”) to be developed through a public-private partnership (“PPP”). The PIM describes the Project as currently planned and provides information for the use of entities (“Proposers”) considering submission of a Statement of Qualifications (“SOQ”) in response to the RFQ.

With the issuance of the RFQ, FDOT will commence the process for awarding a contract (“Concession Agreement”) for the rights to design, construct, finance, operate and maintain elements of the Project and to receive related payments (the “Concession”). The Project consists of three primary components:

- Widening of the MacArthur Causeway Bridge;
- A tunnel connection between Watson Island and Dodge Island (the Port of Miami); and
- Connections to the Port of Miami (“POM”) roadway system.

Construction Overview

- MacArthur Causeway Bridge widening
- Tunnel to Port of Miami
- Port roadway connections

The Project will improve access to and from the POM, serving as a dedicated roadway connector linking the POM with the MacArthur Causeway (State Road A1A) and I-395. The primary objectives of the Project are to:

- Improve access to the POM, helping to keep it competitive and ensuring its ability to handle projected growth in both its cruise and cargo operations;
- Improve traffic safety in downtown Miami by removing POM traffic, trucks and buses, from the congested downtown street network; and in so doing,
- Facilitate ongoing and future development plans in and around downtown Miami.

The Project is being undertaken in cooperation with Miami-Dade County (“MDC”), the Port of Miami (a Department of MDC), the City of Miami, and other local stakeholders.

The Proposer who is chosen by FDOT as the best value Proposer and then enters into the Concession with FDOT will be the Concessionaire.

1.2. Project Funding and Financing

The Concessionaire will be responsible for privately financing the Project. However, FDOT and its local funding partners will provide approximately \$300 million in “Construction Milestone

Payments” and/or contingency funds during the Construction period. FDOT will set forth the amount of and conditions for receiving Construction Milestone Payments and/or for accessing contingency funds in the Request for Proposals (the “RFP”).

After the Concessionaire’s completion of construction and the commencement of operations, FDOT will begin making periodic payments to the Concessionaire. These “Availability Payments” will be based on the availability of the below-grade portions of the Project (“Tunnel”) and other portions of the Project, if any, as may be identified in the RFP (collectively with the Tunnel, the “O&M Segments”) to provide vehicular access to the POM, as well as the Concessionaire’s conformance with other criteria established in the RFP. The timing of and conditions for receiving Availability Payments will be included in a detailed description of the “Payment Mechanism” that will be set forth in the RFP. The Availability Payments will be an obligation of FDOT, subject only to annual appropriation by the Legislature. A preliminary discussion of the Payment Mechanism is provided in Section 5 herein.

FDOT currently does not anticipate using any federal funds to make the Availability Payments to the Concessionaire. FDOT will consider facilitating the use of Private Activity Bonds (“PABs”), tax-exempt debt and/or TIFIA loans for the Project if there will be a net benefit to doing so (considering additional regulatory constraints and capital or operating costs, if any). These options will be explored further in discussion with Proposers who submit SOQs and are selected by FDOT as qualified to submit detailed proposals in response to the RFP (“Short-Listed Proposers”).

1.3. Authority



FDOT is an agency of the State of Florida. Its mission is to provide a safe transportation system that ensures the mobility of people and goods, enhances economic prosperity and preserves the quality of Florida’s environment and communities. FDOT is comprised of a central office, seven districts and Florida’s Turnpike Enterprise (“FTE”). Each of its seven districts is managed by a District Secretary. The districts vary in organizational structure, but in general each has major divisions for Administration, Planning, Production and Operations. FDOT’s Central Office, District 6 which is located in Miami, and FTE coordinated the planning process for the Project. FDOT’s central office and District 6 will be responsible for managing this procurement. FDOT, through District 6, will be the contracting entity for the Concession.

1.4. PPP Goals and Framework

The RFQ and RFP will be issued pursuant to Chapter 334.30 of the Florida Statutes, which states in part “The Legislature hereby finds and declares that there is a public need for rapid construction of safe and efficient transportation facilities for the purpose of travel within the state, and that it is in the public's interest to provide for the construction of additional safe, convenient, and economical transportation facilities.... [FDOT] may receive or solicit proposals and...enter into agreements with private entities, or consortia thereof, for the building, operation, ownership, or financing of transportation facilities.”

The primary objectives for pursuing the Project as a PPP are to:

- Achieve the most efficient possible design, construction and maintenance of the Project
- Receive a high-level of quality, availability, upkeep, safety, and user service
- Share risks with a private partner(s) that is experienced in mitigating such risks
- Agree to a long-term, guaranteed cost structure for the Project
- Facilitate a predictable and efficient implementation process

These objectives are being incorporated into the procurement process and the planned Concession Agreement. To the extent possible, the Concessionaire will be given the flexibility to determine and implement the technical solutions needed to best meet these objectives. FDOT will use a best value approach to selection that includes the size of the Proposer’s maximum Availability Payment, together with its approaches to project management, design and construction, and its plans for quality assurance and control, and for operations and maintenance (“O&M”).

The Concession term will be described in the RFP and is anticipated to be between 35-50 years, including a Construction Period and an Operating Period. The Operating Period will start when the Project is accepted by FDOT and opened for public use and will continue for the remainder of the Concession, during which time the Concessionaire will receive regular Availability Payments in accordance with the Payment Mechanism.

1.5. Procurement Overview

The procurement process will consist of the following main phases:

- RFQ and selection of Short-Listed Proposers
- Issuance of a draft RFP
- Issuance of final RFP
- Selection of best value proposal
- Clarifications and Concession Agreement award
- Financial close

The RFQ includes detailed instructions for submission of a SOQ and will be available via a link on the Project’s website: <http://www.portofmiamitunnel.com> (the “Website”), beginning on February 17, 2006.

1.6. Use of Information in this PIM

The information contained herein is only intended to assist prospective Proposers in evaluating participation in the RFQ and for preparation of an SOQ. The information is only of an indicative and preliminary nature, and is subject to change. No representation or warranty is made that the information contained herein is correct or complete. Proposers must rely on their own sources of information and analysis in preparing their SOQs and final Proposals.

DETAILED PROJECT DESCRIPTION

2.1. Project Scope

As stated above, the Project consists of three primary components:

- Widening of the MacArthur Causeway Bridge;
- A tunnel connection between Watson Island and Dodge Island; and
- Connections to the Port of Miami (“POM”) roadway system.



The new connection between Watson Island and Dodge Island is designed to run beneath the Main Shipping Channel in Biscayne Bay (“Government Cut”) to provide direct access to the POM. The approximate length of the Project is three miles. Two tunnels are planned to convey traffic eastbound (to) and westbound (from) the POM. For both travel directions conceptual designs have shown the roadway ramp connector alignments descending into a depressed “U-wall” section continuing to cut and cover sections and then into the separate tunnel bores. The roadways emerge once again into cut and cover and “U-wall” sections. The complete Project includes the following elements:

- Widening and improvements to the MacArthur Causeway Bridge
- Ramp connections to and from MacArthur Causeway on Watson Island
- Depressed “U-wall” and cut and cover sections used in the conceptual design to form the transition to the tunnel portals on both Watson Island and the Port of Miami
- Twin Bored tunnels under the Main Channel
- Ramp connections and roadway improvements/reconstruction
- Modified roadway circulation plan with bridge structures on Dodge Island

Surface traffic flow, right-of-way and existing land usage constrain the alignment and configuration on both Watson Island and Dodge Island.

The Concessionaire will also be obligated to: 1) operate and maintain the O&M Segments during the Operating Period; and 2) to subsequently hand-over the O&M Segments in a condition consistent with hand-over requirements that will be set forth in the Concession Agreement. These responsibilities will be fully defined in the RFP.

2.2. Project Location

The Project extends between highly developed locations on Dodge and Watson Islands as described above, passing under Biscayne Bay and a cruise ship berth. **Figure 1** shows the general site plan for the Project.

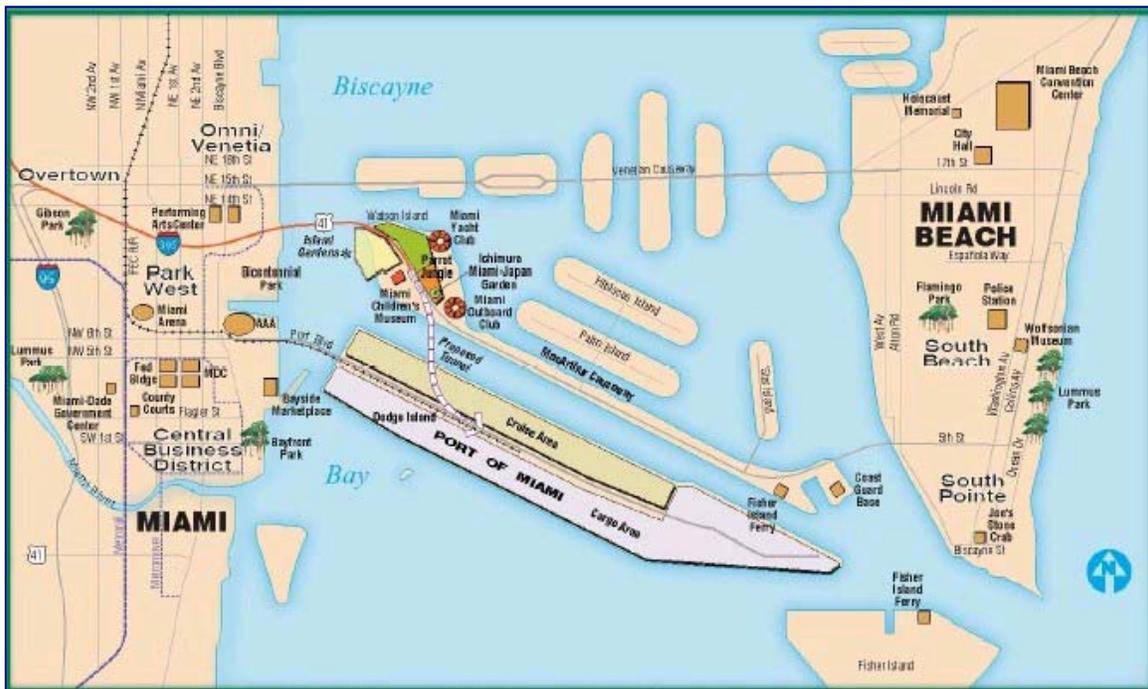


Figure 1.
Project Site Plan

2.2.1. Port of Miami

The POM is a 518-acre island with both cruise terminals and cargo handling facilities. Cruise and administration facilities are mostly located on the northwest quadrant of the POM, with Royal Caribbean offices on the southwest corner. Container yards and terminals comprise the rest of the island. Located in Biscayne Bay just east of downtown Miami, POM was originally set on two separate islands: Dodge Island (west) and Lummus Island (east). New roadway improvements and Security Gate complexes for POM are scheduled to be complete by early 2006. All traffic currently enters and exits the island along Port Boulevard Bridge connecting to Miami. Cargo and cruise traffic are routed onto separate roadways from a point just to the east of the foot of the Port Bridge.

2.2.2. Watson Island

The surface area on Watson Island adjacent to the Project contains the Parrot Jungle Island theme park to the north side of the MacArthur Causeway and the Ichimura Miami-Japan Gardens east of the Parrot Jungle. To the south of the alignment, Flagstone Island Garden's hotel, retail and marina complex is being proposed with a construction start of July 2006. East of the Flagstone development parcel but still south of the MacArthur Causeway, is the newly opened Miami Children's Museum along with its surface parking lot. The remainder of the land on Watson Island is designated for other future commercial and recreational uses and a future park.

2.2.3. Biscayne Bay and Main Channel

The Tunnel will pass under a Federal navigational channel along the north side of the Port of Miami. The Project area is located within Biscayne Bay Aquatic Preserve. Government Cut, within Biscayne Bay currently is excavated to a depth of 36 feet to accommodate cruise ships. To account for the possible future deepening of the channel another five (5) feet and an overdrudge of approximately one foot, the proposed channel depth is assumed to be approximately 42 feet below mean sea level.



2.2.4. MacArthur Causeway Bridge

MacArthur Causeway Bridge is comprised of two separate parallel eastbound and westbound bridges that extend from I-395 on the Miami mainland to Watson Island. Each bridge is 2,468 feet long with 18 spans at a maximum span length of 145 feet. Each bridge provides three traffic lanes with a total width of 38 feet, 10 foot inside and outside shoulders, and a six-foot sidewalk. The existing opening between bridges is 30'-4". The maximum vertical clearance over the channel is 65.27 feet to mean high water ("MHW"). The bridges are on a tangent, except for the last three spans at Watson Island, where the bridges are on a curve.

The bridges were designed to have lanes added to the inside that would accommodate a future rail transit system (called "Bay Link"). However, current studies place Bay Link on the south side of the Bridge, leaving the median between the bridges available for adding additional lanes to accommodate Tunnel traffic.

2.3. Project Environment and Permitting

2.3.1. NEPA Approval

On December 13, 2005 the Federal Highway Administration signed a re-evaluation of the Environmental Assessment and Finding of No Significant Impact (“FONSI”) for the Project, based on a bored tunnel configuration. Proposers may view copies of the relevant NEPA approvals on the Website.

2.3.2. Permits Required

FDOT has identified the following major regulatory permits that will likely be required for the Project:

- Florida Department of Environmental Protection (“FDEP”) Environmental Resource Permit for surface water encroachments, sovereign submerged lands lease or other consent of use for tunnel crossing, stormwater treatment, and dewatering plan approval;
- FDEP Class V Deep Well Permit for construction/operation of stormwater injection wells associated with the proposed drainage system (includes a review of the treatment system prior to discharge);
- Miami-Dade County Department of Environmental Resource Management (“DERM”) Class I Coastal Construction Permit for construction activities in, on or over tidal waters of Miami-Dade County;
- DERM Class II Drainage Discharge Permit for drainage discharges to surface waters of Miami-Dade County and stormwater treatment;
- U.S. Army Corps of Engineers (“USACE”) Permit for surface water encroachments and possibly offshore disposal of excavated material;
- National Pollutant Discharge Elimination System (“NPDES”) Permit for construction activity and stormwater discharge;
- U.S. Coast Guard (“USCG”) Bridge Permit/Modification for proposed activities associated with the existing McArthur Causeway bridge (the USCG will be notified of the Project and asked to participate in the Fire Life Safety Committee);
- Dewatering permits as required by the governing authorities;
- FDEP permits for the relocation of all water, sewer and reclaimed water pipes impacted by the Project; and
- Miami Dade County Building Permits as required for some structures.

However, this list is indicative only and is not meant to be comprehensive.

2.3.3. Responsibility for Permits

The Developer will generally be responsible for identifying and securing all necessary regulatory and building permits. FDOT may, in the interests of expediency, decide to commence the process for securing one or more of the identified permits prior to award of the Concession Agreement. The RFP will provide further details regarding permits and allocation of responsibility with respect to permits. FDOT may also post on the Website additional information regarding permits as it becomes available.

2.3.4. Aquatic and Natural Environment

In planning the Project, significant effort has been made to ensure that the Project can be implemented with minimal impact on the landscape and natural environment. Portions of the Project site in temporary use during the construction period must be landscaped to recreate and re-establish the pre-existing landscape and/or functionality.

Biscayne Bay Aquatic Preserve is an “Outstanding Florida Water Body,” which is accordingly afforded special protection. However, no aquatic impact or associated mitigation is currently anticipated with the Project. The bored tunnel should not require alteration of the channel bottom and there should not be turbidity impacts unless tunnel grout and/or Tunnel Boring Machine (“TBM”)-related additives escape into the water column of Biscayne Bay. In that event, the turbidity would need to be contained and the material prevented from settling on area sea grasses in the environmentally sensitive Biscayne Bay. FDOT’s consulting engineer has conducted tests of grouting materials and procedures, the results of which will be posted on the Website in mid-March. Additional shading resulting from the bridge widening is expected to be the only measurable impact on the aquatic environment. However, as there are no documented sea grasses in this area, no mitigation should be required.

2.3.5. Residential Environment and Noise

Concessionaire will be responsible for abatement of operational and construction noise to acceptable levels as measured at each portal, within the Tunnel, along the approach and at nearby residential and commercial noise-sensitive receptor locations. Noise control and mitigation measures will focus on those receptors located on Watson Island, including but not limited to, the new Island Gardens Apartment Complex, the Ichimura Japan Gardens Park, Parrot Jungle and the Children’s Museum, as well as on the Venetian Causeway.

Traffic noise levels must comply with FHWA criteria contained in 23 CFR Part 772 for Category B receptors. Construction noise levels must comply with the new FHWA guidelines (RCNM) and local ordinances which establish Project-specific noise criteria limits for each piece of construction equipment and for each noise-sensitive receptor location.

2.3.6. Cultural / Archeological Heritage

The Project will follow an alignment that is expected to avoid conflict with items of cultural heritage or archeological significance, as stated in a letter dated June 17, 1994 by the Florida Department of State, Division of Historical Resources, appended to the Project's EA/FONSI.

2.4. Engineering and Construction

FDOT is currently considering the best approach to the development of technical requirements for the Project, and will release draft technical provisions as part of the RFP. In the development of these technical provisions, FDOT will take into account risk allocation considerations, commercial considerations, and the O&M obligations of the chosen Concessionaire. The technical requirements will seek to balance FDOT's desire to harness industry innovation with its mission to serve the needs and interests of the public.

2.4.1. Tunnel

Figure 2 shows a conceptual Cross-Section of one tunnel bore for reference purposes only.

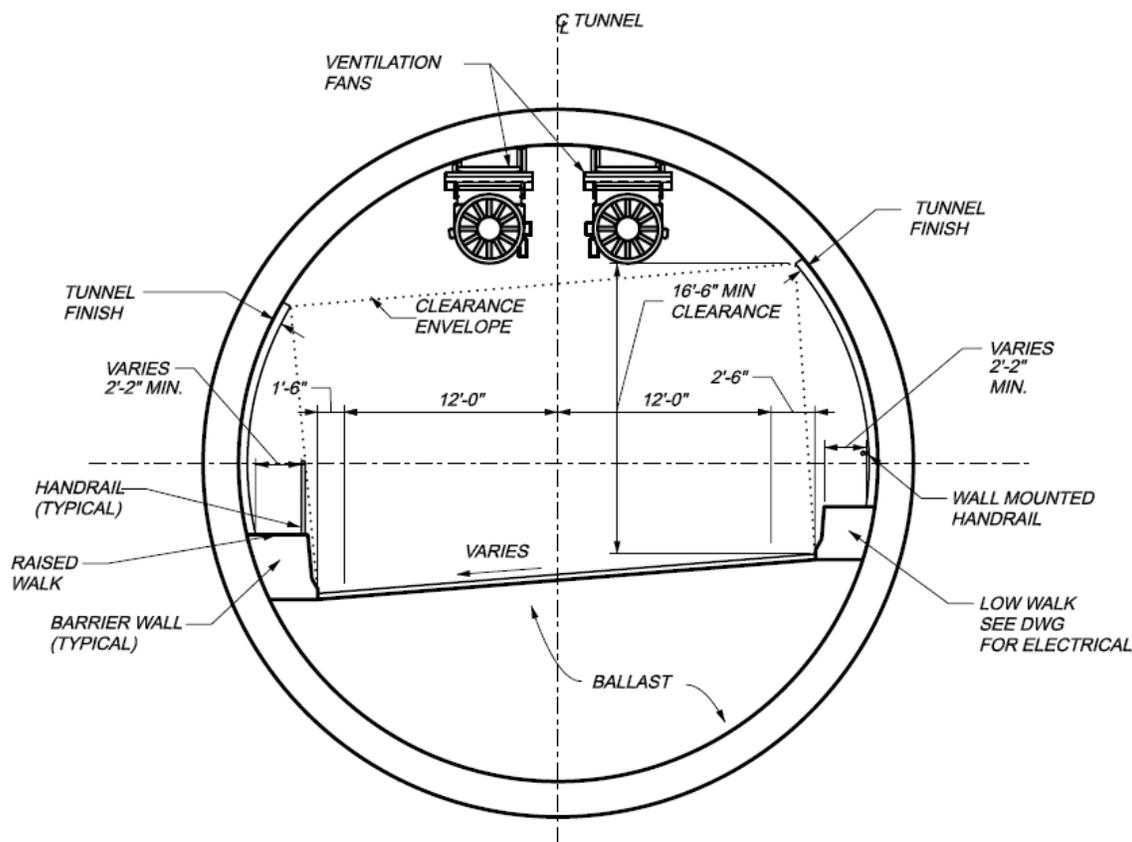


Figure 2.
Bored Tunnel Cross-Section and Clearance Envelope
(Conceptual Design – for Reference Purposes Only)

The Project will contain four, 12-foot lanes in a tunnel expected to consist of two bores, each shown in conceptual plans with a total length of approximately 3,900 feet. The tunnels are planned to convey traffic eastbound (to) and westbound (from) the Port. The clearance envelope requires a tunnel with a minimum vertical clearance of approximately 16.5 feet. The total interior diameter will be approximately 36-feet, minimum, for the two lanes of traffic, with allowances for curbs, walkways, ventilation fans and ancillary features. Due to the geometry of existing roadways and development on both Dodge and Watson islands, the Project limits will necessitate steep grades. However, it is anticipated that the maximum grade in the Tunnel will be approximately 5%. The Tunnel will have to comply with ADA requirements. For both travel directions conceptual designs show that the roadway ramp connector alignments will descend into a depressed “U-wall” section, continuing to cut and cover sections and then into the separate tunnel bores. The roadways emerge once again into cut and cover and “U-wall” sections.

The Project is technically challenging and Proposers will need to develop adequate plans to accommodate differences in site conditions, geology and ground cover. Tunnel and machine buoyancy, and above-ground and sub-surface conditions related to channel depth, existing structures, seawalls, foundations, utilities, and contaminated materials all must be addressed. In addition to boring, plans will need to be made for de-watering and construction of cut-and-cover entry sections.

The Project will be located in a region which frequently experiences extreme weather-related conditions such as storm surges, water spouts and hurricanes. The Concessionaire is responsible for anticipating these foreseeable events and designing and constructing the works accordingly. Reasonable, foreseeable events will not be considered force majeure during construction or operation, and water intrusion in all cases shall be limited to levels to be specified in the RFP. The Concession Agreement is also expected to anticipate the occurrence of certain human-related events and accidents during the Operating Period. A tunnel blast analysis will be required with specific performance requirements that, along with the design fire criteria, will be set forth in the RFP. Tanker trucks will not be permitted in the Tunnel.



The Concessionaire will be responsible for installation of required safety equipment in addition to incorporating emergency provisions as will be defined in the RFP into the final design. The Project must include adequate ventilation for the Tunnel, as will be set forth in the RFP. The Tunnel will be used by heavy trucks and buses operating at steep grades

Figure 3 provides a conceptual illustration of the Tunnel profile for reference purposes only.

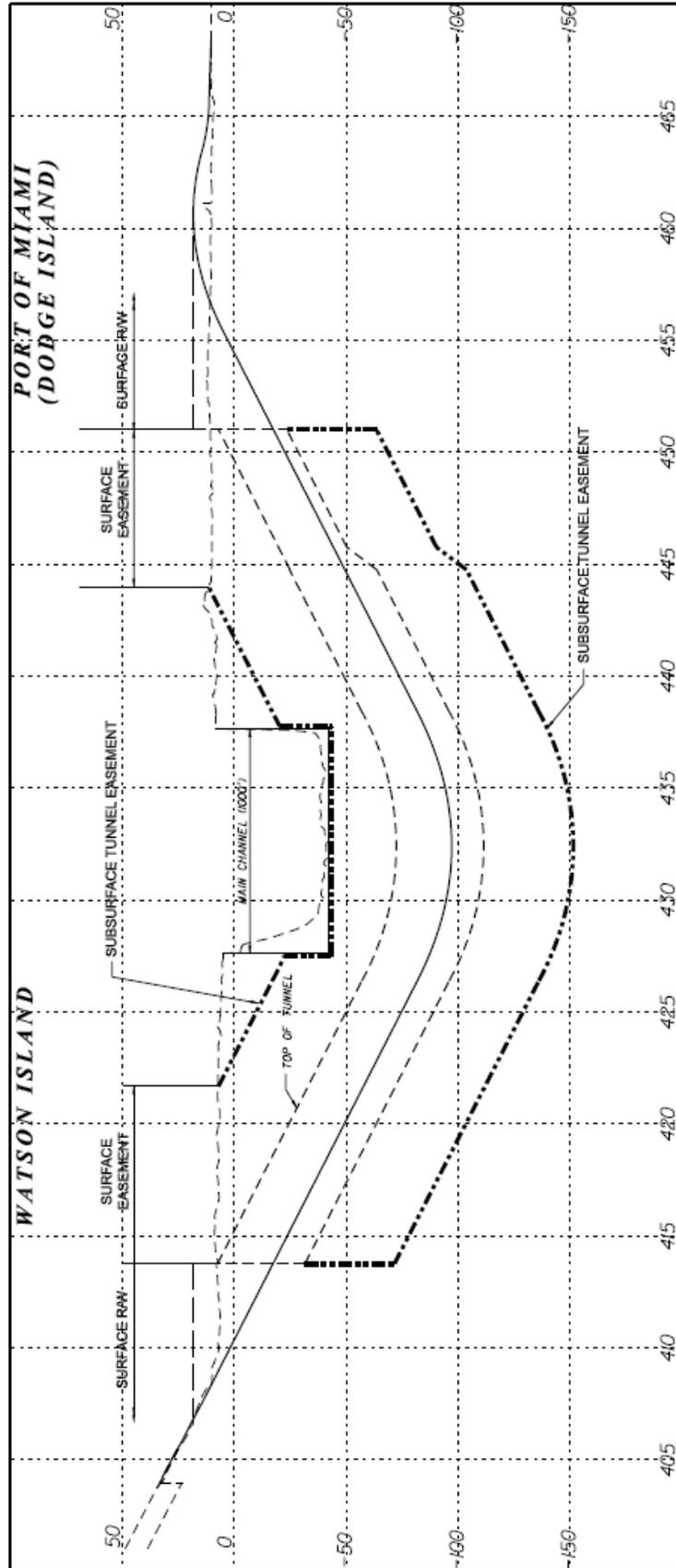


Figure 3.
Tunnel Profile
(Conceptual Design for Reference Purposes Only)

During the construction period, Concessionaire will be responsible for disposal and management of the tunnel muck and the means and methods of construction, which will influence the nature of the materials to be disposed. Only limited land area is available at the Project site for conducting operations such as drying excavated material.

2.4.2. Roadway

The design of the roadway network and bridges at the POM will maintain the existing circulation patterns while keeping the cargo (truck) and cruise (buses, vans, taxis and passenger vehicles) traffic movements separate. Roadways passing under POM bridges will be depressed (but is not intended to be considered part of the “Tunnel” as defined previously herein).

Access from all areas of the Port to and from the Port Boulevard Bridge will be maintained. Traffic should be able to utilize the existing bridge instead of the Tunnel route. However, a policy decision may be made to restrict buses and trucks from using the bridge under normal circumstances.

Figure 4 depicts the roadways and other Project elements.



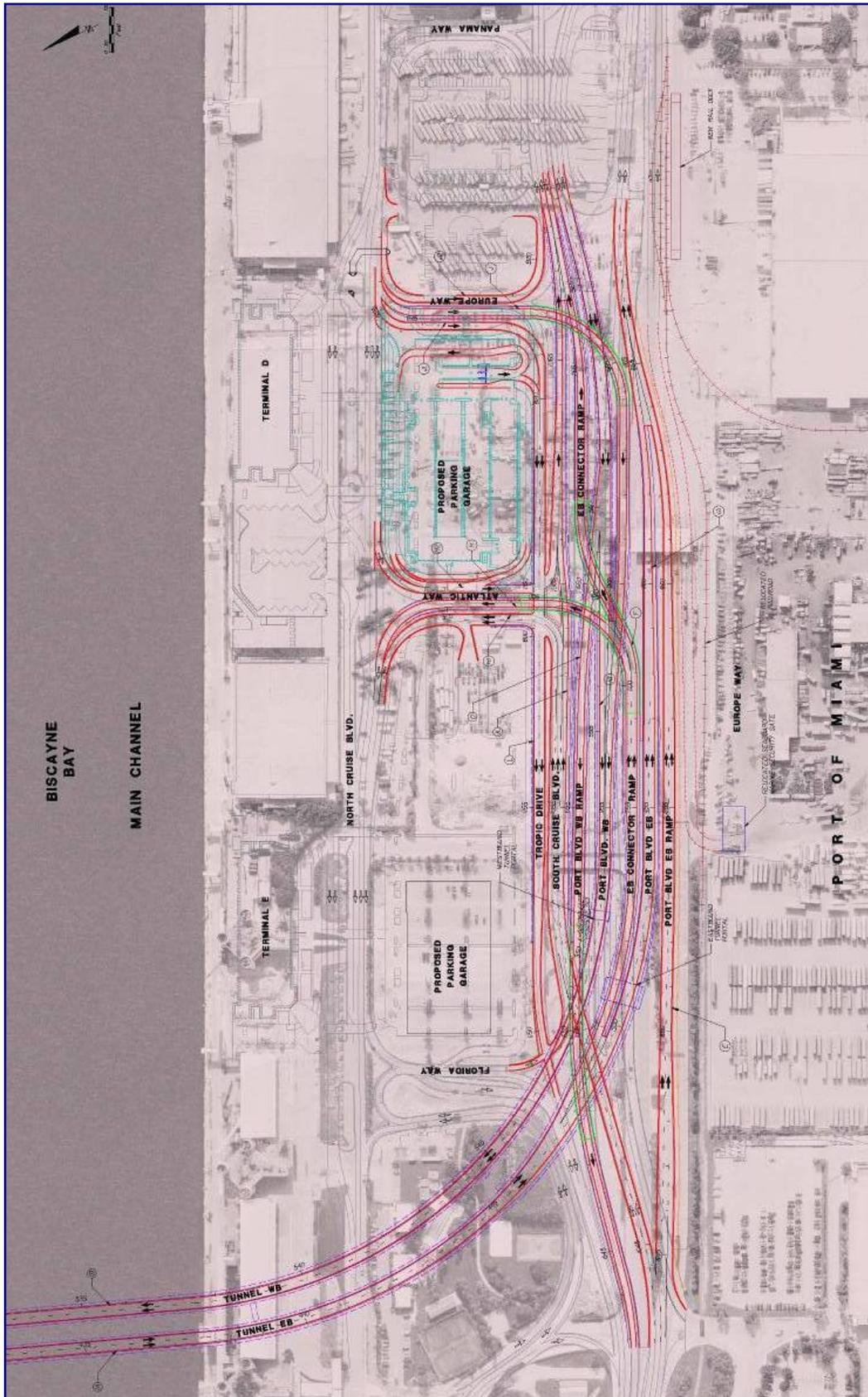


Figure 4.
Port of Miami Roadways

2.4.3. Bridge and Structures

The design of Project bridges will be in compliance with the latest editions of the relevant codes, manuals, standards, and Governing Regulations as adopted by FDOT and set forth in the RFP.

2.4.3.1. MacArthur Causeway Bridge Widening

The existing MacArthur Causeway Bridge will be widened from the current three lanes to four lanes in each direction. This will improve capacity and also accommodate the lanes entering and exiting the proposed Tunnel. The roadway alignment for both the westbound and eastbound directions will be widened by 12 feet to the inside shoulder. The roadway section will then consist of: one 10-foot inside shoulder; four 12-foot traffic lanes; one 10-foot outside shoulder; and a 6-foot sidewalk on the outside. The overall clear roadway width on each of the bridges will be 68 feet. The total bridge width for each of the bridges will be 78 feet-1/2 inch. **Figure 5** depicts the widened bridge. The existing decorative lighting scheme will need to be preserved as well as adapted to the expanded bridge.

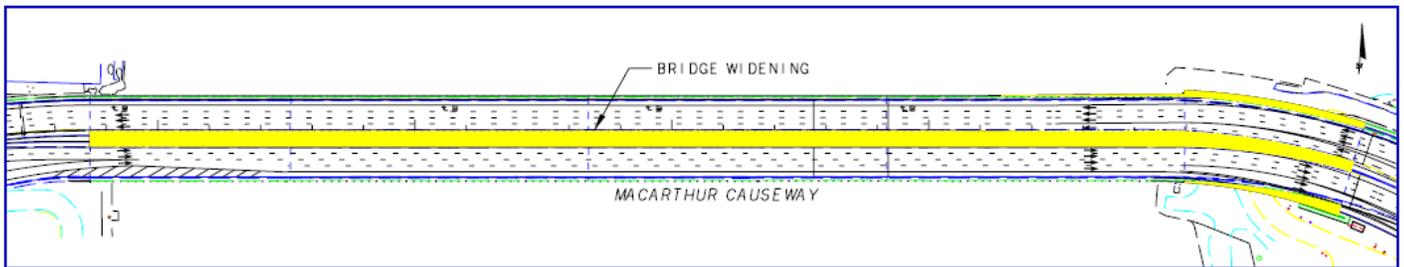


Figure 5.
MacArthur Causeway Bridge Widening
(Conceptual Design – for Reference Purposes Only)

The existing bridge foundations in the water were designed and constructed to accommodate the future Bay Link rail system between the bridges. However, this future rail system will now be located on the south side of the Bridge, leaving the space between the bridges available for adding two additional lanes to accommodate tunnel traffic. The existing bridge foundations in the water could potentially be used to accommodate the widening for tunnel traffic, as shown below in **Figure 6**. On the Watson Island end of the bridge, new foundation and substructure elements will be needed.

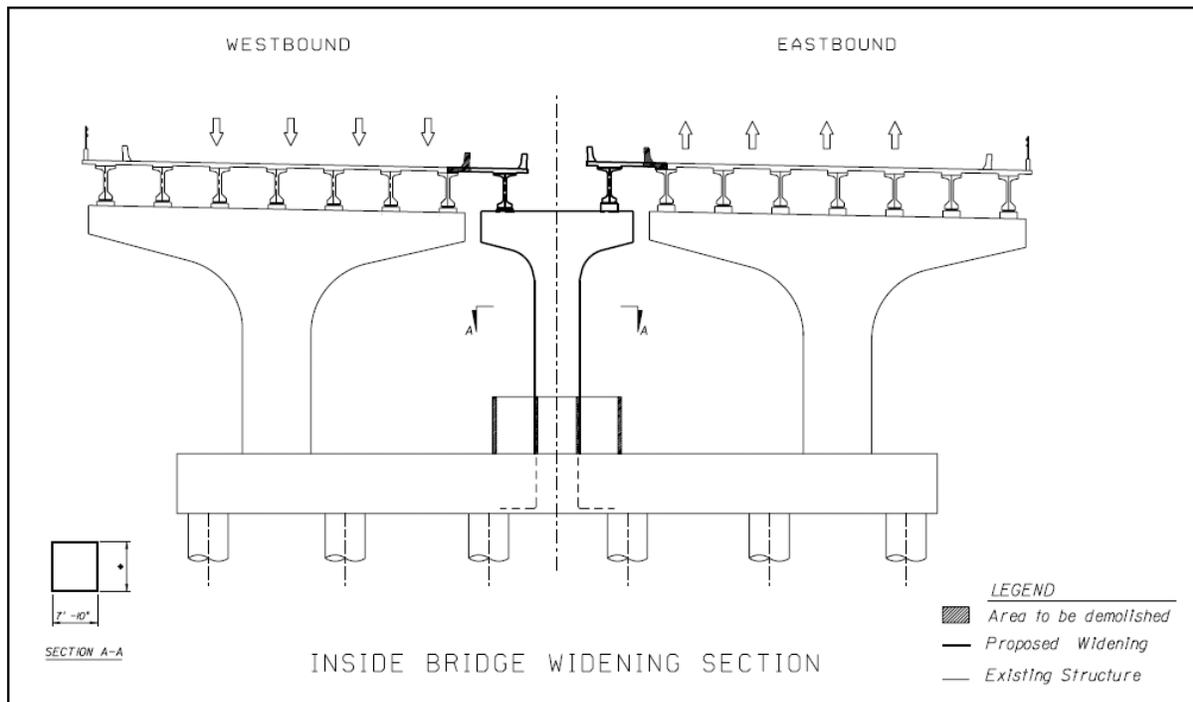


Figure 6.
Inside Bridge Widening Section
(Conceptual Design – for Reference Purposes Only)

2.4.3.2. POM Bridges

An existing bridge on the POM provides a grade separation for inbound cruise and outbound cargo traffic. This bridge will be removed to construct the Tunnel. New bridges will be located as follows.

- Bridge for exiting cargo traffic duplicating the movement of the existing bridge, providing grade separation over the inbound cruise traffic.
- Bridge for inbound cruise traffic that will diverge to the “inner” and “outer” cruise loops, providing grade separation over the outbound traffic going to the Tunnel.
- Bridge for the outbound cruise traffic, providing grade separation over both the inbound cruise traffic (to the “outer” loop) and exiting cargo traffic.

Figure 7 depicts the location of the new POM bridges in red.

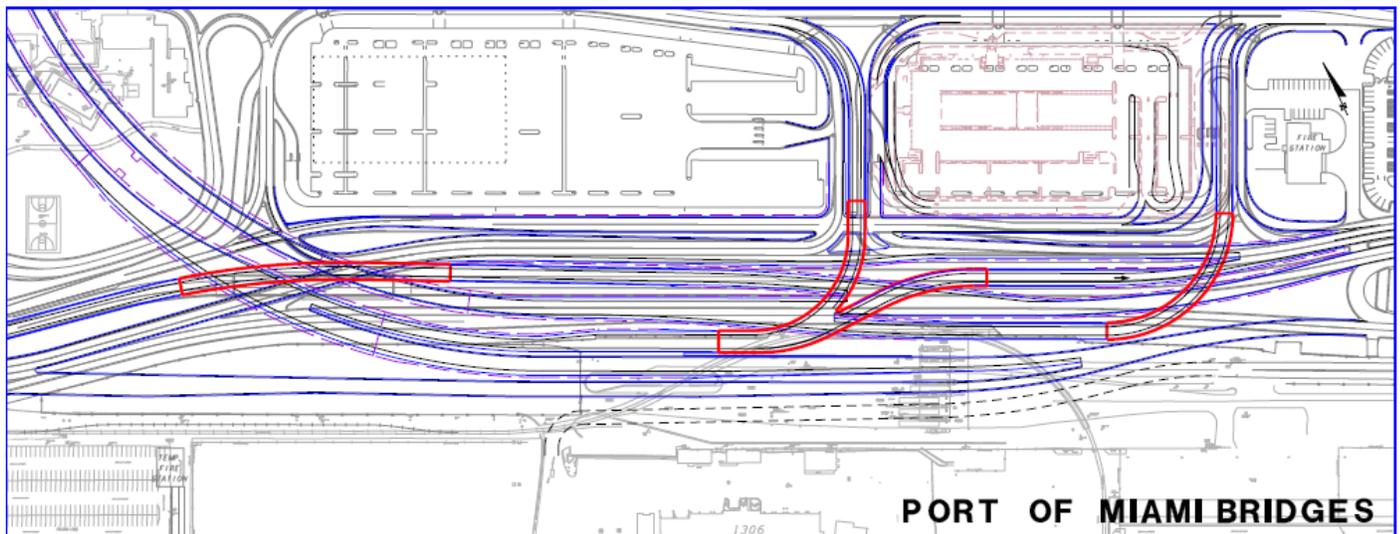


Figure 7.
Port of Miami Bridges

2.4.4. Life Safety

Given the mix of freight and cruise ship passenger traffic, grades and required alignment anticipated for the Project, FDOT seeks to encourage the Concessionaire to design and operate the Project to high safety standards. FDOT is also currently coordinating the development of a first responder plan, which may be set forth in the RFP.

2.4.5. ITS

FDOT is currently developing ITS criteria for the Project to ensure that it is a state-of-the-art facility. It is expected that this criteria will include requirements for continuous monitoring of the below grade portion of the Project using technology such as CCTV, loop detectors in the road surface, and air quality sensors. The Project ITS will need to be integrated with existing and future FDOT and POM systems and updated regularly, as will be set forth in the RFP.

2.5. Project Implementation

2.5.1. Right of Way

It is anticipated that FDOT will develop “Preliminary Right-of-Way Plans” for inclusion in the RFP documents. FDOT currently expects to secure the right-of-way as will be defined in the Preliminary Right-of-Way Plans in a timely manner without the Concessionaire’s involvement. The Concessionaire will be responsible for securing any additional right-of-way it deems necessary or desirable for the Project, including temporary right-of-way needed for construction operations or off-site right of way needed for O&M. The extent, status and acquisition schedule for any Project right-of-way contained in the Preliminary Right-of-Way Plans will be set forth in detail in the RFP.

2.5.2. Utility and Railroad Relocation

A Preliminary Utility Work Schedule identifying all utility relocations will be included in the RFP. FDOT expects to secure Utility Agreements with the impacted utility companies prior to award.

The Project will also include the relocation of railroad track located on right-of-way owned by POM on Dodge Island. The Concessionaire will relocate the track prior to removing the current track. The railroad track is indicated in **Figure 4**.

2.5.3. Subsurface Conditions

FDOT recognizes that subsurface conditions will be a primary risk for the tunnel boring and anticipates that a risk sharing mechanism will be included in the Concession Agreement and delineated in the RFP.

An initial Preliminary Feasibility Program was conducted in 2003/2004 and included twelve borings in and adjacent to the proposed channel crossing. Drilling and laboratory data from this phase of the program is included in the April 16, 2004 Geotechnical Data Report, titled ‘PORT OF MIAMI TUNNEL PROJECT-PRELIMINARY FEASIBILITY STUDY-MIAMI DADE COUNTY, FLORIDA-FPID:251156-2 FEDERAL AID PROJECT NUMBER: 0010-801-R. This report was revised August 10, 2005 and is available on the Website.

FDOT is in the midst of completing an additional geotechnical investigation program, the majority of results of which are anticipated to be ready for posting on the Website by mid-March of 2006. As part of the ongoing exploration, subsurface data is being collected on man-made Dodge and Watson Islands. The investigation has included test borings, grout testing program, curtain wall and geophysical testing:

- Twelve boreholes, 200 feet deep were drilled for a geophysical test program. Seven of the twelve were SPT holes and the remaining five boreholes were blind drilled. These holes were used to determine the effectiveness of cross hole-Vertical Seismic Profiling (“VSP”) of the bedrock strata. This program concentrated on detecting voids in the bedrock strata. The boreholes were approximately 100 feet apart in the North –South direction and 50 to 12.5 feet apart in the East West direction. Cross hole and VSP geophysical measurements were taken in the 12 holes to locate the smallest feasible voids within the tunnel horizon. A production geophysical program and test boring program was also carried out along the anticipated bored tunnel alignment on shore. This included twenty-two core/sonic holes and thirty SPT holes 150 feet deep and approximately 100 feet on center, on both Watson and Dodge Islands. The holes were drilled in three rows running parallel with the anticipated bored tunnel alignments.
- Geophysical testing across the channel is planned for this phase of exploration. It is expected to include seismic reflection, seismic refraction and bathymetry.
- Six sonic holes, approximately 100 feet deep were drilled for a grout testing program. One hole was cored and horizontal permeability tests were performed every ten feet in the tunnel envelope. The remaining five holes were blind drilled with three vertical permeability tests run in one of the five holes. Four different types of grout were used to backfill the holes. Three of the six holes were over cored, logged and horizontal permeability tests were performed to estimate the effectiveness of the different grout types in lowering the permeability.
- The curtain wall included 32 sonic holes, 100 feet deep, within the geophysical test program section. The holes were drilled blind in four staggered rows, at approximately three feet on center. One row of holes was grouted at a time, starting with the outer most hole first and then moving inward to ensure total filling of the voids in the bedrock. Geophysical analysis was performed before and after the installation of the curtain wall to determine the effectiveness of the grout injection. Additional interpretation of the geophysical data, over-coring of selected holes will be performed before the investigation concludes.
- Four additional boreholes are planned in order to obtain groundwater and soil samples for corrosion testing. Borings are planned to be located at the Watson Island portal vicinity, the interface of the cut and cover and boat section on Dodge Island, in addition to one boring as close to each shore line as access allows.

2.5.4. Contamination

Although soil and groundwater contamination has not been documented in the proposed Project construction area, releases may have occurred from past storage and handling of fuel for aircraft, vehicles, and marine applications. FDOT will be conducting a Level I and Level II Site Assessment along the Project corridor prior to the issuance of the RFP to determine potential contamination impacts. Related reports will be available on the website when completed. FDOT will include further information and remediation requirements in the RFP. Supplemental testing will be the responsibility of the Concessionaire.

2.5.5. Maintenance of Vehicular Traffic

During the Construction Period, the Concessionaire must ensure that during peak hours there are no reductions in the number of existing traffic lanes on MacArthur Causeway and that access to POM operations is maintained at all times. Specific criteria will be set forth in the RFP.

2.5.6. Maintenance of Vessel Traffic and Port Operations

During the Construction Period, the Concessionaire must ensure that there are no interruptions of scheduled vessel movements at affected berths, in the ship channel and in the Turning Basin beyond agreed construction windows. Peak cruise vessel traffic days are Wednesday and Friday through Monday of each week.

However, FDOT anticipates that the bored tunnel construction method will not result in any significant or extended interruptions of scheduled vessel movements or berthing. In the conceptual plans, the only activity which may impact berthing would be the temporary placement of ballast over the Tunnel at the bulkhead line at Dodge Island. This activity would last 2-3 weeks for each of the two bores and would need to be coordinated with the POM.

2.6. Operating Period Requirements

The Operating Period will commence when the Project is accepted by FDOT and opened for traffic. The Concessionaire will be obligated to operate and maintain the O&M Segments during the Operating Period. The RFP will delineate O&M requirements based on key objectives including high levels of:

- Availability and user service
- Safety standards
- Security
- Environmental and aesthetic standards
- Protection of the Project capital asset, including routine and periodic maintenance

To the extent possible, the technical specifications for the Operating Period will be defined as functional requirements. They will set forth the standards that must be met for the O&M Segments to be deemed open and available, and they will also define the operational standards to be maintained throughout the term of the Concession. The specifications will mandate such terms as minimum maintenance, health, safety, environmental and security levels, e.g. defined levels for lighting and air quality in the tunnels, sufficient surface friction and acceptable tracking depth, integration with POM security, safety equipment in place and established evacuation plans. In addition, the Concessionaire will also be obliged to regularly inspect the O&M Segments and to report to FDOT all conditions that have or can have relevance for road availability and safety. FDOT and the POM must also be apprised of traffic conditions, safety and security issues on an integrated, real-time basis. Severe weather-related conditions such as heat, humidity, rain storms, wind, storm surges, water spouts, hurricanes are foreseeable in the South Florida area and it is expected that the Project will be designed, constructed and maintained so as to minimize the impact of such factors on Project availability and operations.

To the largest extent possible, the Concessionaire will be responsible for choosing the means, method, action and resources it finds necessary to meet the functional requirements. Deviation from the O&M requirements will lead to reduced Availability Payments in accordance with the mechanism described below in Chapter 5. In the event of increased costs due to excess traffic, the RFP will include a mechanism to provide some additional compensation to the Concessionaire.

2.7. Traffic

The Project will be a single-use facility for vehicles entering and leaving the POM. The existing Port Boulevard bridge will remain in use with the future traffic split between the two facilities. It is anticipated that signage from the major freeways will direct arriving vehicles through the Tunnel. All cargo truck traffic departing to the freeways will be directed through the Tunnel. However, there will be a split for departing cruise oriented traffic. It is expected that signage will direct all buses and taxis to the Tunnel. Passenger cars may be signed to either route depending on which roadways the vehicles are traveling. The Port of Miami currently operates between approximately 6 AM to 6 PM.

A traffic forecast is posted on the Website and summarized below. This traffic data is made available for informational purposes only. It is anticipated that the Concessionaire will be paid additional compensation by FDOT should actual traffic exceed levels which will be set forth in the RFP.

The following traffic studies have been performed:

- “*Port of Miami – Traffic and Demand Study*”, Jan Berg-Andreassen. August 2001.
- “*Port of Miami – Traffic and Demand Study*”, Shaw Environmental & Infrastructure, Inc. September 8, 2003.
- “*Revised Traffic Operational Analysis Evaluation*” memorandum prepared by FTE. May 20, 2004.
- “*Port of Miami – Traffic and Demand Study*”, URS Corporation. December 2005. (update to the September 8, 2003 report).

Annual Average Daily Traffic (“AADT”) data was developed as part of the December 2005 update to the *Port of Miami Traffic and Demand Study*. Table 1 shows the overall average daily POM traffic for the various types of vehicles forecast for medium growth.

**Table 1.
Port of Miami Average Daily Vehicular Traffic Forecasts
Medium Growth 2005 – 2033**

Year	Motor-cycles	Passenger Cars	Taxis	Buses	2-Axle Trucks	Heavy Trucks	Total
2005	92	17,716	525	412	3,652	3,525	25,924
2010	109	20,945	621	488	4,318	4,168	30,649
2015	128	24,661	731	574	5,084	4,907	36,086
2020	151	28,945	858	674	5,967	5,760	42,354
2035	176	33,889	1,004	789	6,987	6,744	49,590
2030	206	39,603	1,174	922	8,165	7,881	57,950
2035	241	46,210	1,369	1,076	9,527	9,196	67,618

December 2005 report included the forecast AADT for each year through 2035. AADT for the current year, estimated opening year and year 2030 are shown in Table 2.

**Table 2.
AADT – Average Daily Vehicular Traffic for Milestone Years**

Milestone	Year	AADT
Current	2006	26,800
Opening Year	2013	33,800
Design Year	2030	58,000

A *Revised Traffic Operational Analysis Evaluation* memorandum was prepared by FTE on May 20, 2004. The analysis modified the assumed peak hour truck percentages for the Tunnel to 14.65%. Medium trucks are included as part of the total truck percentage. The report also provided a breakdown of traffic volumes and design traffic factors for the various roadway segments as shown in Table 3.

**Table 3.
Year 2030 AADT and Design Traffic Factors**

Roadway Segment	AADT	K₃₀	D₃₀	T (Truck/Bus)
MacArthur Causeway west of Tunnel ramps	138,300	9.35%	51.74%	12.5%
MacArthur Causeway east of Tunnel ramps	103,800	9.40%	51.50%	7.0%
Tunnel	34,500	9.20%	52.50%	29.3%
Port Boulevard west of Tunnel split	29,500	-	-	-
Port Boulevard east of Tunnel split	64,000	-	-	-

The Florida’s Turnpike Enterprise study assumes a split of approximately 54% of the total traffic in the Tunnel and 46% for the Port Boulevard Bridge. The proposed signage may place a higher percent on to the Project roadways.

CONTRACT PRINCIPLES AND HIGHLIGHTS

3.1. Introduction

FDOT intends to shortlist a maximum of four Proposers. The Short-Listed Proposers will be eligible to receive the RFP and to submit Proposals. The RFP will specify the submittal requirements and evaluation methodology. In addition, the RFP will contain further information on the Project and the Concession Agreement between the Concessionaire and FDOT. A draft version of the RFP will be submitted to the Short-Listed Proposers for their review and comment.

3.2. FDOT as Contracting Entity and Public Authority

The Project will be a public road and part of the state road network, and FDOT will exercise public authority in accordance with Florida law in the same manner as for other state roads. FDOT will also be the contracting entity for the Concession.

3.3. General Info on the Concessionaire’s Contractual Obligations

The Concessionaire will assume full responsibility for the design, construction, financing of the Project, and for O&M of the O&M Segments. The Concession term is currently under consideration and will be described in the RFP. It is anticipated to be between 35-50 years, including a Construction Period and an Operating Period. A maximum duration will be established for each period. During the Operating Period (the period following the opening of the Project for regular traffic), the Concessionaire will have a general responsibility for ensuring high levels of availability, safety, security, asset conditions, and environmental and aesthetic standards for the road. Specific requirements related to function, performance and quality to safeguard these general objectives will be specified in the RFP and finally set forth in the Concession Agreement. There will not be any provisions relating to the collection of user fees among these requirements, as the Project will not be tolled.

3.4. Payment Mechanism

FDOT will make Availability Payments to the Concessionaire at regular intervals during the Operating Period. Each Availability Payment will be calculated: 1) based on the Concessionaire’s performance in accordance with the Payment Mechanism, up to the maximum amount bid by the Concessionaire in its proposal; and 2) subject to adjustment for inflation as will be set forth in the RFP. (The exact methodology and extent of inflation adjustment is currently under consideration.) A more detailed description of the Payment Mechanism is provided in Chapter 5 below.

3.5. Financial Model

The RFP will require that each Proposal include a detailed financial model that shows planned income and cost estimates and the expected Internal Rate of Return (“IRR”) for each year of the Concession period. The financial model from the winning Proposal (the “Financial Model”) will be incorporated into the Concession Agreement. The Financial Model, among other uses, will be referenced if there are overruns due to circumstances for which FDOT carries some or all of the risk, as well as in connection with settlements following discharge of the Concession Agreement due to cancellation, termination without cause or termination for breach, etc.

3.6. Risk Allocation

In pursuing the Project as a PPP, FDOT’s goals include the transference of significant construction and operating risk to the Concessionaire in order to achieve an optimal, cost-effective risk allocation, and assurance that the contracting party that best can manage each risk assumes that risk. The Concession Agreement will specify the allocation of certain risks, but will be drafted so that all risks not expressly assumed in part or whole by FDOT are assumed by the Concessionaire.

FDOT recognizes the unique nature of the Project’s geotechnical risk and the need to allocate it appropriately between FDOT and the Concessionaire. A mechanism for sharing geotechnical risks will be set forth in the RFP in order to facilitate cost efficiency and Project financing.

The Concessionaire will have the responsibility for substantially all of the risk related to design, construction, progress, operation, maintenance and financing of the Project. The Concessionaire will, to a large extent, be able to select how to best fulfill the Concession Agreement, and this freedom must correspond to the risk assumed.

There will be no traffic-related revenue risk assumed by the Concessionaire, as the Project’s users will not be subject to actual tolling. During the Operating Period, FDOT and the Concessionaire will share the risk of excess traffic levels. FDOT will provide a mechanism for compensation when traffic exceeds levels set forth in the Concession Agreement. This mechanism is currently being analyzed.

SECTION THREE – Contract Principles and Highlights

In general, the Availability Payment scheme will emphasize transferring sufficient risk to the Concessionaire and discouraging non-performance, while still taking into account the credit needs of the Project and its lenders. FDOT is currently refining its full risk sharing approach. Risk allotment and risk sharing processes will be specified in the RFP and may be further refined based on feedback from the Short-Listed Proposers in order to achieve the most cost-effective project. Table 4 is a general indication of FDOT’s current thinking about risk allocation. It is provided for information purposes only; actual risk allocation will be set forth in detail in the RFP.

**Table 4.
Preliminary Risk Allocation Matrix
(Actual risk allocation to be specified in the RFP)**

Risk Category	Description	Risk Allocation		
		FDOT	Concessionaire	Shared
Political	Intergovernmental Agreements needed for award of concession	X		
Financial	Appropriation risk for Const. Milestone Payments and Avail. Payments		X	
	Equity and debt funding (financial close, interest rate and currency risk)		X	
Right-of-Way	Areas within Preliminary Right of Way Plan	X		
	Areas outside Preliminary Right of Way Plan		X	
Permits	Obtaining Federal, State and Local Permits		X	
Utilities	Agreements, schedules and relocations			X
Procurement	Legislative and regulatory authorities for award of concession	X		
Construction	Unforeseen conditions			X
	Impacts on vehicle traffic and POM operations beyond agreed levels		X	
	Impact to adjacent communities during construction above agreed levels		X	
	Unforeseen increases in material costs and labor		X	
Operations & Maintenance	Meeting availability and O&M criteria		X	
	Inflation during the Operating Period			X
	Traffic exceeding specified levels			X
Hand-Back	Return O&M Segments in specified condition when concession ends		X	
Force Majeure	Specified events not covered by insurance or performance specifications			X

3.7. Taxes and Financial Structuring Matters

Each Proposer will be solely responsible for tax planning and compliance with applicable tax laws in connection with its participation in the selection process and the development of its Proposal. FDOT will reasonably assist Short-Listed Proposers in undertaking finance plans requiring issuance of debt by other public entities; however, the Concessionaire will be responsible for initiating the necessary approval and implementation processes and for achieving financial close. Additionally, the Concessionaire will be responsible for fulfilling its obligations under applicable tax laws as a result of the execution and performance of the Concession Agreement. Payments to or from FDOT will not be adjusted for errors or deficiencies in tax planning with respect to the Proposal. Proposers will bear the risks for future changes in tax laws in the U.S. and other countries whose statutes may apply to the assumptions used in preparing their Proposals.

3.8. Handover and Inspections

At the conclusion of the Construction Period, portions (if any) of the Project that are *not* part of the O&M Segments shall be handed over to FDOT. At the conclusion of the Operating Period, the O&M Segments shall be handed over to FDOT. At the time of each handover, the corresponding Project elements must comply with functional and technical and handover requirements which will be set forth in the RFP. A plan of inspection prior to handover will be developed and represented in the final RFP, and the Concessionaire will be required to have an approved quality management and control plan. Obligations associated with performance warranties will extend beyond the term of the Concession.

FDOT will allow the commencement of the Operating Period once the O&M Segments comply with the Concession Agreement inspection requirements and receive any required local certifications.

3.9. Additional Contractual Provisions

The Concession Agreement will also contain technical terms and specifications, and provisions regarding force majeure, allocation of additional risks, third party liabilities and corresponding insurance requirements. There will be provisions pertaining to topics such as cancellation, termination without cause, termination for breach, and the interests of lenders and guarantors. Methodologies for addressing compensation in the case of different termination events will be included. The Concessionaire will be obligated to comply with relevant laws and guidelines, and to implement specific quality assurance procedures including procedures safeguarding health, safety, security and the environment, including the natural environment.

CONSTRUCTION MILESTONE PAYMENTS AND RISK SHARING

4.1. Available Funds

FDOT and its local funding partners anticipate having up to \$300 million in funds available for the Project during the Construction Period, although this amount may be adjusted. FDOT may use these funds to make payments to the Concessionaire upon the achievement of specified construction milestones and/or FDOT may set aside some or all of them in a contingency fund(s) for specified project risks.

4.2. Construction Milestone Payments

To reduce risk and diminish the financing requirements of the Concession, FDOT is considering using a portion of the available funds to make Construction Milestone Payments to the Concessionaire. These payments would be made during the construction period, prior to the commencement of Availability Payments. A list of milestones, if any, and corresponding payment amounts will be provided in the RFP. If established, Construction Milestone Payments will not be adjusted for inflation.

4.3. FDOT Risk Sharing

As discussed in Chapter 3, a risk sharing mechanism will be set forth in the Concession Agreement such that FDOT assumes and/or shares certain Project risks. Upon the occurrence of a qualifying event that causes an overrun (as demonstrated using the Financial Model and/or by other acceptable means), FDOT will make disbursements from a contingency fund(s) and/or adjustments to the Availability Payment or Concession tenor. A detailed description of the risk allocation and compensation mechanisms will be set forth in the RFP following discussion of a draft RFP provisions or a draft term sheet with the Short-Listed Proposers.

PAYMENT MECHANISM

5.1. Introduction to Availability Payments and Rationale

The Payment Mechanism will regulate FDOT's making of Availability Payments to the Concessionaire. FDOT is structuring the Payment Mechanism to transfer sufficient risk to the Concessionaire, while taking into account the credit needs of the Concessionaire and its lenders. FDOT is also designing the Payment Mechanism to facilitate an efficient, transparent bidding process, to be easily monitored and administered once the Operating Period commences, and also to accommodate FDOT's own long-term budget planning needs. The sooner the Project is constructed in the manner specified and the Operating Period commences, then within certain limits the sooner the Concessionaire will begin receiving Availability Payments.

Proposers will bid a single, maximum Availability Payment amount, unadjusted for inflation in a year specified in the RFP. FDOT will specify an inflation indexing mechanism in the RFP. Indexed Availability Payments will be paid at regular intervals during the Operating Period by FDOT to the Concessionaire. FDOT intends to share inflation risk during the Operating Period in order to encourage long-term care for the facility and to reduce the cost of financing.

In addition to adjustments for inflation, the underlying amount of each of Availability Payment will be varied based on the Concessionaire's performance relative to the criteria governing the Payment Mechanism. FDOT is designing these criteria to give the Concessionaire incentives to meet FDOT's overall objectives for the Project, encouraging: efficient execution of the Project; high-quality construction and maintenance of the facilities, security and safety; as well as the best possible O&M of the O&M Segments during Operating Period. The main component of the Availability Payment will be determined based on the O&M Segments being open and available for public travel under specified standards.

5.2. Availability Payment Mechanism

In the interest of achieving the objectives stated above, the Availability Payment will be calculated based on the following two main elements:

- Payment for the Tunnel being available and conforming to agreed capacity specifications.
- Payment related to the quality of the O&M

The RFP also will include criteria for evaluating the overall performance of the operator in order to provide an objective basis for determining default and seeking replacement of the operator for poor performance.

FDOT recognizes the importance of balancing high performance expectations with the needs of Proposers to secure financing by pledging future Availability Payments. FDOT will consider options for achieving an appropriate balance in consultation with Short-Listed Proposers. In addition, FDOT intends to encourage construction of a safe, high-quality facility with a reasonable relationship between development costs and future maintenance costs.

FDOT will also supplement the Availability Payments, if warranted, with payments related to traffic loads being significantly higher than the agreed upon traffic specifications (“High Traffic Payments”).

5.3. Availability Criteria

A significant portion of each Availability Payment will be based on the availability of the O&M Segments – i.e. that the full capacity of the facility is open, particularly during peak-hours. This will allow the Concessionaire to be rewarded for designing and constructing a facility that requires fewer improvements/major maintenance/capital renewals over the course of the Operating Period. The Payment Mechanism criteria also will encourage the Concessionaire to perform necessary maintenance at times and using methods which will ensure the least possible obstruction to traffic in conformance with POM operating requirements. In addition to traffic throughput, various functional requirements may be stipulated for keeping the O&M Segments open, e.g. that the air quality and visibility is satisfactory, that accidents and break-downs are cleared within specified time frames and that approved emergency and life safety plans are in place at all times. If the state of the O&M Segments does not comply with the agreed requirements, the O&M Segments will be deemed not available. Specifications for availability will be set forth in the RFP and will be discussed with Short-Listed Proposers. A definition of force majeure will apply to availability, so as to encourage the Concessionaire to design the facility to withstand reasonable, foreseeable risks.

5.4. Quality Criteria

The Concessionaire’s performance in operating and maintaining the road will be measured against a number of criteria in addition to availability, which will be specified in the RFP. These criteria are expected to correspond to the requirements that are specified in FDOT’s maintenance and safety standards for the state road network, with significant additional requirements that: 1) reflect the Project’s unique nature as a tunnel; 2) encourage quality upkeep, safety and security; and 3) protection of the capital asset in light of handover condition expectations. FDOT is weighting this part of the compensation to ensure a high standard of quality over the duration of the Concession.

5.5. High Traffic Payments

FDOT will retain a portion of the risk for excessive traffic volume on the O&M Segments. The Concessionaire will be paid High Traffic Payments to account for increased maintenance requirements should traffic exceed levels set forth in the RFP. Payment mechanisms involving per excess vehicle (shadow toll) and lump sum triggers are being analyzed. In either case, the compensation amount for excessive traffic will be in addition to each Availability Payment amount.

THE PROCUREMENT PROCESS

6.1. Preliminary Schedule for Procurement Process

A preliminary schedule for the procurement process is included below. FDOT will attempt to abide by this schedule, but is not bound by it.

**Table 5.
Preliminary Procurement Schedule
(Subject to Change)**

February 17, 2006	Request for Qualifications (RFQ)
March 31, 2006	Statements of Qualifications (SOQs) due
End of April	Short-listing of Proposers
Mid-June	Request for Proposals (RFP)
End of October	Proposals due
Late 2006	Bid Evaluation and Selection
Late 2006 / Q1 2007	Contract Signing

6.2. Short-Listing

The process for qualification is set forth in the RFQ which will be available via a link on the Website, beginning on February 17, 2006.

6.3. Overview of the Proposal and Selection Phase

The RFP will only be issued to Short-Listed Proposers. FDOT will provide a draft term sheet, draft copy of the RFP and/or draft Concession Agreement to Short-Listed Proposers. FDOT will consider feedback from the Short-Listed Proposers in order to achieve the highest quality and most cost-effective project. During this period, FDOT may also coordinate the gathering of additional, relevant information such as a further study of geotechnical conditions.

FDOT will award the Concession Agreement to the Proposer that, based on an overall evaluation of the Proposal and negotiations, has offered the best value. In general, best value will be determined based on the size of the Proposer's maximum Availability Payment, together with its approaches to project management, design and construction, and its plans for quality assurance and control, and for O&M. A more detailed discussion of the evaluation process including a bid worksheet will be included in the RFP.

6.4. Stipend

Short-Listed Proposers that are not selected will receive a stipend of up to one million dollars to cover a portion of the proposal costs, pursuant to the conditions set forth in the RFQ. A responsive proposal must be submitted in order to receive a stipend.

6.5. Advisors

FDOT will supervise the procurement process. Experts from various disciplines within FDOT will handle the technical and economic evaluation of the SOQs and proposals.

FDOT also uses external advisors:

- Jeffrey A. Parker & Associates, Inc. (“JPA”) and Asesores de Infraestructuras (“A de I”) are serving jointly as the financial advisor to FDOT for this project. JPA and A de I will perform finance-related assessments during the procurement process, and will provide financial, commercial and structuring advice to FDOT during the entire process until the Concession Agreement has been signed.
- The law firm Nossaman, Guthner, Knox & Elliott LLP is the procurement adviser to FDOT for this project and will assist in preparing the procurement and contract documents.

SECTION SIX – The Procurement Process

- The engineering design firm of Parsons Brinckerhoff Quade & Douglas, Inc. (“PBQD”) is serving as consulting engineer to FDOT for the Project. PBQD is performing and/or overseeing preliminary engineering, geotechnical study and environmental permitting. PBQD assisted in the development of technical criteria for the RFQ and is assisting in the development of technical specifications for the Concession Agreement. PBQD will provide engineering and design-related advice to FDOT during the entire process until and after the Concession Agreement has been signed.
- The engineering design firm of T.Y. Lin International is serving as project coordinator during the procurement process.
- The engineering design firm of URS Corporation is performing traffic forecasting for this project.
- The public affairs public relations firm Kommunikatz, Inc. is serving as the community, governmental and media relations advisor for FDOT for the Project.

FDOT, at its sole discretion may add and/or remove external advisors at any point during the procurement process.

FURTHER INFORMATION

All questions related to the Project, the RFQ and the information in this document should be directed as set forth in the RFQ and/or via the Website, on which there will be a link to the RFQ beginning on February 17, 2006.

FLORIDA DEPARTMENT OF TRANSPORTATION

February 17, 2006

To whom it may concern:

The Florida Department of Transportation ("FDOT") is pleased to present a Request for Qualifications ("RFQ") to teams interested in submitting a statement of qualifications (an "SOQ") to develop, design, construct, finance, operate and maintain the Port of Miami Tunnel Project, FDOT Project # RFQ-DOT-05/06-6001DS (the "Project") pursuant to Section 334.30 of the Florida Statutes.

FDOT will make the RFQ available to any party at the following address:

**FLORIDA DEPARTMENT OF TRANSPORTATION
District Contracts and Procurement Office
1000 Northwest 111th Avenue, Room 6203
Miami, FL 33172**

It will also be published on the following website: <http://www.portofmiamitunnel.com>.

The deadline for clarification requests is **March 17th, 2006 at 5:00 p.m.** (Miami local time). There is no deadline for contractual or administrative questions. All questions or clarification requests arising from this Request for Qualifications must be forwarded, in writing, to:

**Nancy Kay Lyons,
District Contracts and Procurement Manager
Florida Department of Transportation
1000 Northwest 111 Avenue, Room 6203
Miami, Florida 33172
Facsimile: (305) 470-5717
E-mail: d6.contracts@dot.state.fl.us.**

If an interested party wishes to receive information regarding any addenda issued in connection with this RFQ, interested parties may provide contact information (name, title, firm name, address, telephone number, facsimile number and email address) to Nancy Lyons at the above address. Providing contact information does not relieve a Proposer from the obligation to review the Website for addenda as provided for the in Request For Qualifications.

FDOT looks forward to receiving and reviewing your SOQ.

Sincerely,

Florida Department of Transportation

A handwritten signature in black ink, appearing to read "Nancy Kay Lyons", followed by a horizontal line.

By: Nancy Kay Lyons

Title: District Contracts and Procurement Manager

**REQUEST FOR QUALIFICATIONS
TO DEVELOP, DESIGN, CONSTRUCT, FINANCE,
OPERATE AND MAINTAIN
THE
PORT OF MIAMI TUNNEL PROJECT
RFQ-DOT-05/06-6001DS
THROUGH A
Concession Agreement**

FLORIDA DEPARTMENT OF TRANSPORTATION

ISSUED FEBRUARY 17, 2006

**Florida Department of Transportation
1000 Northwest 111th Avenue
Miami, Florida 33172**

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Exhibits:

Exhibit A	List of Project Documents
Exhibit B	Project Map
Exhibit C	RFQ Forms

Forms:

Form A	Transmittal Letter
Form B	Information Regarding Proposer, Equity Members and Major Non-Equity Members
Form C	Financial Qualifications – Concession and PPP Experience
Form D-1	Technical Qualifications – Design
Form D-2	Technical Qualification – Construction
Form D-3	Technical Qualifications – Operations and Maintenance
Form E	Certification
Form F	Financial Qualifications – Summary Financial Information

1. INTRODUCTION

The Florida Department of Transportation ("FDOT"), an agency of the State of Florida, hereby requests the sealed submittal of statements of qualifications ("SOQ") from entities ("Proposers") desiring to develop, design, construct, finance, operate and maintain the Port of Miami Tunnel Project and access improvements (the "Project"), an FDOT project serving the Port of Miami, through a Concession Agreement.

FDOT is issuing this Request for Qualifications ("RFQ") in accordance with the provisions of Florida Statutes Section 334.30 and other applicable provisions of law. Proposers short-listed in response to this RFQ will be invited to submit detailed proposals ("Detailed Proposals") in response to a Request for Proposals ("RFP").

FDOT has assembled a set of documents relating to the Project, a list of which is attached as Exhibit A (the "Project Documents"). FDOT will make the Project Documents available to prospective Proposers either for review on the Project website developed by FDOT and located at <http://www.portofmiamitunnel.com> (the "Website") or at FDOT's District 6 office identified below. Proposers may make an appointment to review the Project Documents or may submit written requests for reproduction of hard copies of available documents by contacting FDOT at the following address:

Florida Department of Transportation
District Contracts and Procurement Office
1000 Northwest 111th Avenue
Miami, Florida 33172
Attn: Nancy Kay Lyons
Telephone: (305) 470-5404
Facsimile: (305) 470-5717
E-Mail: d6.contracts@dot.state.fl.us

FDOT will charge for the costs of providing copies at its standard rates and for the costs of any contracted printing services.

2. CERTAIN DEFINITIONS

Availability Payment – Periodic payments to the Concessionaire made by FDOT that begin when the Project opens to traffic. Entitlement to the Availability Payment is based on the availability of the O&M Segments to vehicular traffic and Concessionaire's conformance with other operation and maintenance criteria established in the Concession Agreement.

Code – Section 334.30 et. seq. of the Florida Statutes.

Concession Agreement – The agreement between the Concessionaire and FDOT to develop, design, construct, finance, operate and maintain the Project

Concessionaire – The Proposer who is chosen by FDOT as the best value Proposer and who thereafter executes a Concession Agreement with FDOT.

Detailed Proposals – Proposals submitted by Short-Listed Proposers in response to the RFQ.

Equity Member – a member of a Proposer team that will contribute equity or subordinated debt to the Concessionaire as part of the financing plan for the Project.

FDOT – The Florida Department of Transportation.

Lead Non-Tunneling Contractor – The member of the Proposer team primarily responsible for the construction of the non-tunnel portions of the Project, including construction of bridge and access improvements.

Lead Non-Tunneling Engineering Firm – The member of the Proposer team primarily responsible for the design and engineering of non-tunnel portions of the Project, including bridge and access improvements.

Lead Operations and Maintenance Firm – The member of the Proposer team responsible for the maintenance and operation obligations as set forth in the Concession Agreement upon completion of the construction of the Project.

Lead Tunneling Contractor – The member of the Proposer team primarily responsible for the construction of the tunnel portions of the Project, including bored, cut and cover, and U-wall sections of the tunnel.

Lead Tunnel Design Engineering Firm – The member of the Proposer team primarily responsible for the design and engineering of the tunnel portions of the Project, including bored, cut and cover, and U-wall sections of the tunnel.

Major Non-Equity Member – To the extent they are not Equity Members of the Proposer team, Proposer's Lead Engineering Firm, Lead Contractor, Lead Tunnel Design Engineering Firm (if not already included as the Lead Engineering Firm), Lead Tunneling Contractor (if not already included as the Lead Contractor), and Lead Operations and Maintenance Firm.

O&M Segments – The portions of the Project, including at a minimum all below-grade portions, that will be operated and maintained by the Concessionaire pursuant to the terms of the Concession Agreement.

PIM – The Project Information Memorandum prepared by FDOT to provide general information regarding the Project to potential Proposers. Interested parties may access the PIM on the Website.

Preliminary Right-of-Way Plans – The right-of-way plans prepared by FDOT to identify temporary and permanent right-of-way needed for the Project and the construction thereof. The Preliminary Right-of-Way Plans will be provided for information only. FDOT does not warrant that the Preliminary Right-of-Way Plans will depict all right-of-way necessary for the Project, including temporary right-of-way needed for construction purposes.

Project – The Port of Miami Tunnel and Access Improvements Project, RFQ-DOT-05/06-6001DS.

Project Selection Committee – The group of individuals authorized by FDOT to determine the Short-Listed Proposers based on the evaluation criteria identified in the RFQ.

Proposers – Teams, joints ventures, partnerships or consortia submitting an SOQ in response to this RFQ.

Project Documents – Those documents identified in Exhibit A, as such Exhibit may be amended from time-to-time prior to the submission of Detailed Proposals by the Short-Listed Proposers in response to the RFP.

RFQ – This request for qualifications.

RFP – The request for proposals that FDOT will release to the Short-Listed Proposers.

Short-Listed Proposers – Proposers submitting SOQs who are selected by FDOT as qualified to submit detailed proposals in response to the RFP. There will be no more than four Short-Listed Proposers. A fifth team may be identified as an alternate who will be authorized to submit a Detailed Proposal if one or more of the Short-Listed Proposers expresses an intent not to submit a Detailed Proposal.

SOQ – a statement of qualifications submitted by a Proposer in response to this RFQ.

SOQ Due Date – March 31, 2006.

Sunshine Act – Collectively, the Public Records Law, Ch. 119 Florida Statutes and the Public Meetings Law, Section 286.011 Florida Statutes.

Website - <http://www.portofmiamitunnel.com>

3. PROJECT OPPORTUNITY

3.1 Project Description.

Project Description: The Project consists of three primary components: (1) widening of the MacArthur Causeway Bridge; (2) tunnel connections between Watson Island and Dodge Island (the Port of Miami); and (3) connections to the Port of Miami roadway system. The tunnel connection between Watson Island and Dodge Island will run beneath the Main Shipping Channel in Biscayne Bay and is intended to improve safety and to provide primary freight and alternative access to and from the Port of Miami. Once completed, the Project will provide a means to divert trucks, buses and other port-related traffic away from downtown streets and onto a dedicated roadway connector leading to MacArthur Causeway and I-395. Interested parties may obtain general information regarding the Project by referring to the PIM.

FDOT seeks to enter into a Concession Agreement with Concessionaire to develop, design, construct, finance, operate and maintain the Project. FDOT anticipates that the Concession Agreement will grant a concession to the Concessionaire for the operation and maintenance of the O&M Segments. The Concessionaire will be required to design, build and finance the Project, and then to operate and maintain the O&M Segments during an extended concession period. FDOT is seeking a private partner experienced in undertaking large transportation infrastructure projects under a concession approach who is willing to share risks. The successful Proposer must have proven ability to arrange and close financing on favorable terms, as well as demonstrated skill in designing, building, managing and operating complex highway tunnels on behalf of public sector owners.

Generally, FDOT expects to compensate the Concessionaire by means of limited milestone-based payments during the design and construction of the Project, and by making Availability Payments during the concession term to the Concessionaire based on the availability of the O&M Sections to the traveling public. Further details regarding the Availability Payment will be presented in the RFP.

3.2 Responsibility for Permits.

The Concessionaire will generally be responsible for identifying and securing all necessary regulatory and building permits. Despite this, FDOT in the interest of expediency, may decide to commence the process for securing one or more of the identified permits prior to award of the Concession Agreement. The RFP will provide further details regarding permits and allocation of responsibility with respect to permits. From time-to-time, FDOT may also post additional information on the Website regarding permits.

4. PROCUREMENT PROCESS.

4.1 Overall Process.

4.1.1 SOQs.

FDOT will evaluate the SOQs it receives in response to this RFQ and will determine, according to criteria generally outlined herein, the identity of the Short-Listed Proposers eligible to receive the RFP. FDOT does not expect to short-list more than four (4) Proposers, but may, in its discretion after identifying the Short-Listed Proposers identify one (1) additional Proposer as an alternative Short-Listed Proposer who may, upon FDOT's invitation, submit an SOQ if any of the Short-Listed Proposers drop out of the procurement prior to date on which Detailed Proposals are due. If only one responsive SOQ is received, FDOT may either (a) proceed with the procurement and request a Detailed Proposal from the sole Proposer or (b) terminate this procurement.

4.1.2 RFP.

Following the determination of Short-Listed Proposers, FDOT anticipates releasing for industry review and comment a draft RFP, including instructions to proposers, scope of work, technical provisions, and contract documents or summaries/term sheets. Following receipt of written comments, FDOT may schedule one-on-one and/or group meetings to exchange ideas and to discuss issues raised by the Short-Listed Proposers. Specific details concerning the industry review process will be made available to the Short-Listed Proposers following short-listing.

4.1.3 Final Discussions/Clarifications.

Based upon proposals received under the final RFP, FDOT may, in accordance with applicable law and based on a determination of apparent best value, select a Proposer for final, limited discussions and clarifications to finalize a Concession Agreement for award and execution. If such final discussions are not successful, FDOT may negotiate with the next highest rated Proposer. Alternatively, FDOT at its sole discretion may terminate the procurement.

4.1.4 Stipends.

FDOT intends to pay each unsuccessful Short-Listed Proposer a maximum stipulated amount not exceeding the value of the work product contained in its Detailed Proposal. FDOT does not expect that the stipulated amount for Short-Listed Proposers will exceed one million dollars. Specific provisions regarding payment of the stipulated amount shall be included in the RFP. Receipt of the stipulated amount will be contingent upon submission of a responsive Detailed Proposal for the Project.

4.1.5 Participation on More than One Proposer Team.

To ensure a fair procurement process, Equity Members and Major Non-Equity Members of Proposer teams (except for those members involved only in the capacity of equity investors in the Concessionaire), are forbidden from participating, in any capacity, on another Proposer team during the course of the procurement. If a Proposer is not pre-qualified as part of the RFQ evaluation process, the members of the unsuccessful Proposer team are free to participate on Short-Listed teams, subject to the requirements of Section 4.1.7. Any Proposer that fails to comply with the prohibition contained in this Section 4.1.5 may be disqualified from further participation as a Proposer for the Project.

4.1.6 Prequalification of Construction and Design Firms.

4.1.6.1 Generally.

Consistent with the intent of the FDOT prequalification process outlined in Rule Chapter 14-91 F.A.C., Short-listed Proposer Project teams shall satisfy the technical qualification requirements for the Project as required by Rule Chapter 14-75 and 14-22, F.A.C. and become pre-qualified with FDOT no later than the dates indicated below.

This process will commence on the date when the Short-list selection occurs. At that time, each Short-listed Proposer Project team is expected to initiate the required administrative processes for pre-qualification with FDOT (if not already pre-qualified) with the utmost of urgency and due diligence.

To avoid delays in the procurement process, within ninety (90) calendar days after the short-list selection occurs, each Short-listed Proposer Project team should prepare and submit to FDOT a pre-qualification application/package for all the categories and types of work required for the project as listed below.

4.1.6.2 Required Classification of Work for Contractors.

Prequalification will be required for the Lead Tunneling Contractor and the Lead Non-Tunneling Contractor. The Lead Tunneling Contractor shall be prequalified in "Tunneling." The Lead Non-Tunneling Contractor shall be prequalified in "Major Bridges – Bridges of conventional construction which are over a water opening of one thousand (1,000) feet or more". Other categories of Construction will not require prequalification, however, if the roadway work is not performed by the prequalified Lead Tunneling Contractor or Lead Non-Tunneling Contractor, the entity performing the roadway work shall be prequalified.

The complete prequalification process must be completed by the date of the announcement of the apparent best value Proposal, which is tentatively scheduled for early December of 2006. The prequalification process requires submittal of latest audited financial statements within four (4) months of the entity's fiscal year end. If the 2005/2006 audited financial statements are not available at the time of the

submittal of this RFQ, the Proposer shall submit their latest available audited financial statement and then submit 2005/2006 audited financial statement within four (4) months of their fiscal year end as soon as they become available.

Prequalification requirements, forms and applications are contained in Florida Administrative Code, Chapter 14-22.

4.1.6.3 Required Types of Work for Engineering/Design Consultants

The complete prequalification process for engineering and design consultants must be completed by the date of the submittal of Proposals, which is tentatively scheduled for October of 2006. However, no later than one hundred and twenty (120) calendar days after the Short-List selection, each Short-Listed Proposer team must have a pre-qualification application/package on file with FDOT for all the categories and types of engineering and design work required for the Project. At the sole discretion of FDOT, any Short-Listed Proposer that fails to timely submit a pre-qualification application/package for all the categories and types of engineering and design work required for the project may be declared non-responsive and risk not being awarded the stipend. Moreover, if any Short-listed Proposer is not completely pre-qualified with FDOT in all categories and types of engineering and design work required for the Project on the due date for Detailed Proposals as published in the RFP, the Proposer will be deemed non-responsive and will not receive the stipend.

Prequalification shall be required for at least one member of each Short-Listed team (lead or sub) for the following Consultant Engineering/Design Types of work:

Type of Engineering and Design Work	Description of Engineering and Design Work Description
Major	
3.2	Major Highway Design
4.2	Major Bridge Design
4.3	Complex Bridge Design (Tunnel Only)
5.1	Conventional Bridge Inspection
5.2	Moveable Bridge Inspection - (Mechanical and Electrical Equipment only)
5.3	Complex Bridge Inspection
5.4	Bridge Load Rating
6.3.1	Intelligent Transportation Systems Analysis and Design
6.3.2	Intelligent Transportation Systems Implementation
6.3.3	Intelligent Transportation Traffic Eng. Systems Communications
6.3.4	Intelligent Transportation Systems Software Development
9.1	Soil Exploration
9.4	Foundations Studies
14.0	Architect

Minor:	
6.1	Traffic Engineering Studies
6.2	Traffic Signal Timing
7.1	Signing, Pavement Marking and Channelization
7.2	Lighting
7.3	Signalization
8.2	Design, Right of Way and Construction Surveying
8.4	Right of Way Mapping
15.	Landscape Architect

The following qualification requirements for Type of Work 4.3; Complex Bridge Design - (Tunnel only), have been established for the Project:

This type of work requires at least three professional engineers, registered with the Florida State Board of Professional Engineers, having been intimately involved in the design of structural systems and components for at least three highway tunnel projects including at least one bored tunnel and one cut and cover tunnel within the last ten years. This type of work requires at least four or more structural design engineers/technicians having a minimum of three years each of highway tunnel design experience. This type of work also requires an electrical engineer and a mechanical engineer both registered with the Florida State Board of Professional Engineers. The electrical engineer will have experience in the design of at least three tunnel electrical systems within the last ten years. The mechanical engineer will have experience in the design of at least three tunnel mechanical systems within the last ten years. The professional engineers shall be responsible for the quality assurance of all design services.

Pre-qualification requirements, forms and applications for Engineering/Design Consultants are contained in Florida Administrative Code Chapter 14-75 and available at:

<http://www.dot.state.fl.us/procurement/pubs/pubsmenu.htm>

<http://www.dot.state.fl.us/procurement/forms/formmenu.htm>

4.1.6.4 Pre-qualification Assistance

For assistance with the Contractor pre-qualification process contact the FDOT Contracts Administration Office at (850) 414-4000. Assistance with the Engineering/Design Consultant pre-qualification process can be obtained from the Procurement Office at (850) 414-4485

4.1.7 Changes in Proposer Team.

In the event that a Proposer team seeks to change the composition of its team (including additions to a Proposer team) or the percentage of equity participation of one or more Equity Members of its team following the selection of Short-Listed Proposers, the Proposer shall promptly seek FDOT's approval of the proposed change and provide FDOT with sufficient details of the proposed change so as to facilitate FDOT's consideration thereof. FDOT may in its sole discretion accept, reject or seek additional information regarding any Proposer request for FDOT approval of proposed changes in its team, based on its assessment of whether the Proposer as a whole still

meets the minimum criteria contained in this RFQ and whether it would still have been short-listed if the change had occurred prior to the submission of the SOQ. If a Proposer seeks to add a new Equity or Major Non-Equity member(s) to its team, the proposed new member shall provide all of the information that is required in this RFQ for Equity and Major-Non-Equity members of a Proposer team.

4.2 Procurement Schedule.

FDOT anticipates carrying out the first phase of the procurement process for the Project in accordance with the following schedule:

Issue RFQ	February 17, 2006
Project Information Meeting	March 06, 2006
Last date for Proposer clarification requests	March 17, 2006
SOQ Due Date	March 31, 2006
Short-List Selection	TBD

The Project Information Meeting will be held between 1:00 – 5:00 p.m. on March 06, 2006 at the FDOT District 6 Auditorium, located at 1000 Northwest 111th Avenue, Miami, FL 33172. Proposers may submit written questions in advance of the Project Information Meeting to:

Nancy Kay Lyons,
District Contracts and Procurement Manager
Florida Department of Transportation
1000 Northwest 111 Avenue, Room 6203
Miami, Florida 33172
Facsimile: (305)470-5717
Email: d6.contracts@dot.state.fl.us

Anyone wishing to attend the meeting by video or teleconference, must contact the District Contracts and Procurement Office immediately to set up a communication test date prior to the meeting.

This schedule is subject to modification at the sole discretion of FDOT. Proposers will be notified of any change by an addendum to this RFQ. FDOT anticipates awarding and executing a Concession Agreement for the Project in late 2006 or early 2007.

FDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date. FDOT will post any addenda to this RFQ on the Website. Proposers are responsible for monitoring the Website for information concerning the

Project. All Proposers responding to this RFQ will be required to acknowledge that they have received and reviewed all materials posted on the Website.

4.3 Federal Requirements.

FDOT does not currently anticipate that it will expend federal funds in connection with construction of the Project. However, FDOT recognizes that Proposers may wish to consider federal programs, including TIFIA and private activity bonds, as part of their financing plans. To the extent the Concessionaire's financing plan includes federal funds, the Concessionaire will be obligated to comply at its cost with any corresponding federal laws, regulations or other conditions applicable to the selected federal funding source.

4.4 Liability, Insurance and Bonds.

FDOT anticipates that the Concession Agreement will require the Concessionaire to assume liabilities, to provide bonds and insurance coverage, and to indemnify and defend FDOT against third party claims as specified in the Concession Agreement. FDOT, as owner of the Project, will have the benefit of tort liability limitations to the extent permitted by Florida law. FDOT is prohibited by State law from indemnifying any Proposer. The State of Florida and FDOT do not intend that there be any waiver of their respective sovereign immunity protections under State law. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFP and the Concession Agreement. These provisions will take into account both legal and commercial considerations.

4.5 Disadvantaged Business Enterprises.

It is the policy of FDOT to encourage the participation of DBE, women-owned business enterprises and minority business enterprises in all facets of the business activities of FDOT, consistent with applicable laws and regulations. Pursuant to the provisions of Chapter 339.0805 Florida Statutes and Chapter 14-78.005 Florida Administrative Code, FDOT has adopted rules to provide certified disadvantaged business enterprises ("DBE") opportunities to participate in the business activities of FDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants. FDOT has adopted the DBE definition set forth in 49 CFR § 26.5. The DBE policy of FDOT applies to all FDOT contracts and purchases paid with funds received from the U.S. Department of Transportation through the Federal Highway Administration, the Federal Transit Administration, and the Federal Aviation Administration. Therefore, to the extent the Concessionaire's financial plan contemplates any federally-sourced funds, the Concessionaire will be obligated to comply with applicable federal laws and regulations, including those related to DBEs.

4.6 Development.

It is anticipated that the Concession Agreement will require the Concessionaire, upon receiving a notice to proceed from FDOT, to assume substantially all development obligations arising from and after execution of the Concession Agreement and to cause the Project to be completed in accordance with certain contractually mandated standards and specifications.

FDOT anticipates that the RFP will include environmental approvals and a proposed set of Project-specific standards and specifications. The RFP may permit Proposers to propose, for FDOT consideration in FDOT's sole discretion, exceptions and deviations from certain of these standards. Proposers should note, however, that there may be restrictions on deviations from existing environmental approvals or from certain FDOT-mandated design and construction standards.

5. SOQ CONTENT AND SUBMITTAL REQUIREMENTS.

FDOT expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow FDOT to evaluate and competitively rank and shortlist the Proposers based on the criteria set forth herein.

SOQs shall be submitted exclusively in the English language, with cost and revenue references provided in United States of America dollar denominations.

5.1 Format.

Each responding Proposer shall submit one (1) original and twenty (20) copies (for a total of twenty one (21)) of its SOQ in loose-leaf three ring binders, and one electronic copy in "PDF" format, contained in sealed packages. To help protect the confidentiality of financial and proprietary information, Volumes 1 and Volume 2 of the SOQ shall be submitted in separate sealed packages. All confidential material shall be provided in Volume 2.

Submittals must be prepared on 8-1/2" x 11" sized, white paper, except for forms, which may be presented on 11 x 17 white paper, folded to letter size and included in the applicable binder. All volumes shall have all pages sequentially numbered, and shall be prepared using twelve-point font size. Tables may be prepared using ten point font size. Some of the required documents have specified page limitations. FDOT may disregard documents not complying with these page limitations. Standard corporate brochures, awards, licenses and marketing materials shall not be included in a SOQ and shall not be evaluated by FDOT.

5.2 Contents and Organization.

Proposers must organize their SOQ in the order set forth in this Section 5.2. The SOQ shall contain at least two separately bound and labeled volumes including the information described in this Section 5.2. Each volume may be subdivided as needed.

5.2.1 Volume 1.

Volume 1 of the SOQ will be divided into three sections – General and Legal, Financial and Technical. Proposers shall submit each section of Volume 1 in a separate binder in order to facilitate the review process. Volume 1 should not contain any confidential or proprietary information. Volume 2 should contain all confidential and proprietary information.

5.2.1.1 General and Legal.

- (a) **Proposer’s Contact Information.** A form indicating the name, title, firm name, address, telephone number, facsimile number and email address for all persons on the Proposer’s team who the Proposer wishes to receive notices in relation to the Project.
- (b) **Form A – Transmittal Letter.** A duly authorized official or representative of the Proposer must execute the transmittal letter in blue ink. For Proposers that are joint ventures, partnerships, limited liability companies, consortia, or other associations, the transmittal shall have appended to it letters on the letterhead stationery of each Entity Member, executed by authorized officials of such Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member have been authorized by, are correct, and accurately represent the role of the Equity Member in the Proposer team.
- (b) **Form B – Information on the structure of the Proposer and its Equity Members and Major Non-Equity Members.**
- (c) **Form E – Certification.**
- (d) A list and a brief description of all instances during the last five years involving transportation projects in which the Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member, or any Major Non-Equity Member was (i) determined, pursuant to a final 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 email address if available).

- (e) A list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five years involving Proposer (or any other organization that is under common ownership with the Proposer), any Equity Member or any Major Non-Equity Member and involving an amount in excess of \$500,000 related to performance on public infrastructure projects with a contract value in excess of \$250 million. For each instance, identify an owner's representative with a current phone and fax number (and email address if available).
- (f) With respect to the information solicited in Sections 5.2.1.1(d) and (e), failure to provide this information, or provision of 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, inaccurate or non-responsive submissions or failure to provide information enabling FDOT to contact owner representatives may, in the sole discretion of FDOT, lead to a lower evaluation score and/or a "fail" rating for the team or disqualification from the procurement process.

5.2.1.2 Financial.

- (a) Form C – Description of the experience of the Proposer in successfully financing similar transportation infrastructure under a concession approach.
- (b) Form F – Financial Qualifications of the Equity Members – Form F shall be certified as complete, true, and correct by the Chief Financial Officer of each reporting entity.
- (c) Financial Statements (except to the extent confidential [non-public companies] and therefore included in Volume 2).

Financial statements for the Proposer and Equity Members and Major Non-Equity Members of Proposer for the three most recent fiscal years, audited by a certified public accountant in accordance with Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below. If the Proposer is a newly formed entity and does not have independent financial statements, financial statements for the equity owners shall be sufficient (and the Proposer shall expressly state that the Proposer is a newly formed entity and does not have independent financial statements). Financial statements must be provided in U.S. dollars. If audited financials are not available for an Equity Member or Major Non-Equity Member, the SOQ shall include unaudited financials for such member, certified as true, correct and complete by the chief financial officer or treasurer of the entity. Proposers are advised that if any Equity Member or Major Non-Equity Member of the selected Proposer's team does not have audited financials, or if it fails to meet the minimum financial requirements stated in the RFP, FDOT may require the affected member to provide a guarantee of the Concession Agreement executed by a separate entity acceptable to FDOT. The SOQ shall identify the proposed guarantor for each Equity Member or Major Non-Equity Members that does not have audited financials and shall include audited financials for each proposed guarantor. Proposers shall also note that FDOT may, in its discretion based upon the review of the information provided under this Section 5.2.1.2, also specify that an acceptable guarantor is required as a condition of short-listing.

If the team or any other entity for which financial information is submitted as required hereby files reports with the Securities and Exchange Commission, then electronic links to the latest 10-K and 10-Q shall be provided. Required financial statements shall include:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow
- v. Footnotes

- vi. If financial statements are prepared in accordance with principles other than U.S. GAAP, the Proposal must include a letter from the certified public accountant of the applicable entity, addressing in detail the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof.
- (d) Letter of Parent Company Support - Where an Equity Member or Major Non-Equity Member of a Proposer team is a subsidiary of another company, please provide a letter from the parent company, signed by a parent company officer, confirming their intention to provide support to the subsidiary's participation in the Project. If a letter and supporting Form B are not provided by the parent company, the member will be assessed solely on the basis of their own financial standing.
- (e) Letters of Bank Support – No less than two letters from the principal banks supporting the Equity Members indicating that the identified member is capable of securing, managing and bringing to financial close the financing of a project of this size and nature involving a public-private partnership. The letter shall indicate any experience the lender has with the identified Equity Member in connection with public-private partnership concession financing packages in the transport sector that have closed and that had a value in excess of \$500 Million at time of closing.
- (f) Surety Letter - Evidence from a surety or an insurance company authorized to issue bonds in the state of Florida indicating that the Proposer is capable of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. The evidence regarding bonding capacity shall take the form of a letter from a surety or insurance company indicating that such capacity exists for the Proposer. Letters indicating "unlimited" bonding capability are not acceptable. The surety or insurance company providing such letter must be rated in the top two categories by two nationally recognized rating agencies or at least A- or better and Class VIII or better by "Best & Company." The letter must specifically state that the surety/insurance company has read this RFQ, evaluated the Proposer's backlog and work-in-progress in determining its bonding capacity. If a Proposer is a joint venture/consortium, partnership, limited liability company or other association, separate letters for one or more of the individual Equity Members or Major Non-Equity Members are acceptable, as is a single letter covering all Proposer

team members. As an alternative to the surety letter required by this section, Proposer may submit a letter from a bank indicating a willingness to issue a letter of credit in the amount of \$250 Million.

FDOT has not yet determined the specific amount or form of payment and performance bonds, guarantees, or other security that it will require for the Project. Proposers are advised that the RFP may require a package of bonds and other security in a total amount greater than the \$250 million amount referenced above. FDOT shall delineate such requirements, which will be consistent with applicable law and acceptable commercial practices, in the RFP. FDOT will provide Short-Listed Proposers with a draft indicating the structure and component parts of the security package during the industry review process that will precede the issuance of the final draft of the RFP.

- (g) A statement of the Proposer's financial approach to the Project, including identification of any perceived challenges to financing the Project and proposed innovations to meet these challenges. The statement of financial approach may be no longer than 4 pages. **THE STATEMENT PROVIDED WILL BE A PUBLIC DOCUMENT SUBJECT TO RELEASE UNDER THE SUNSHINE ACT UNLESS AN EXEMPTION FROM DISCLOSURE EXISTS. PROPOSERS SHOULD PREPARE THE REQUIRED STATEMENT WITH THE UNDERSTANDING THAT IT MAY BECOME AVAILABLE TO THE PUBLIC PRIOR TO SELECTION OF A CONCESSIONAIRE.**

5.2.1.3 Technical.

- (a) Forms D-1, D-2, and D-3, setting forth the experience of the design, construction, and operations and maintenance members of the Proposer team.
- (b) Personnel Qualifications. Separate resumes of no more than two pages each for the following key personnel and management staff:
 - i. Proposed lead individual from each Equity Member and Major Non-Equity Member;
 - ii. Proposed project manager for the Lead Non-Tunneling Contractor. The individual proposed for this position must have no less than five (5) years bridge project management experience, including project management experience with

- at least two bridge projects each having a construction value in excess of \$20 Million;
- iii. Proposed superintendent for the Lead Non-Tunneling Contractor. The individual proposed for this position must have no less than five (5) years bridge construction experience as a superintendent, including experience with at least two bridge projects each having a construction value in excess of \$20 Million;
 - iv. Proposed lead design engineer for the Lead Non-Tunneling Engineering Firm. The individual proposed for this position must have no less than five (5) years experience in the design and engineering of transportation structures including experience with at least two (2) bridge projects, each having a construction value in excess of \$20 Million;
 - v. Proposed project manager for the Lead Tunneling Contractor. The individual proposed for this position must have no less than ten (10) years project management experience in tunnel construction, including a total of three soft ground tunnel projects using a pressure face TBM, one project using a TBM with a diameter in excess of thirty five (35) feet and two (2) projects with a tunnel diameter in excess of twenty (20) feet, each of which must have a construction value of more than \$150 million;
 - vi. Proposed superintendent for the Lead Tunneling Contractor. The individual proposed for this position must have no less than ten (10) years experience as a superintendent in tunnel construction, including a total of three soft ground tunnel projects using a pressure face TBM, of which one project employed a TBM with a diameter in excess of thirty five (35) feet and two (2) projects had a tunnel diameter in excess of twenty (20) feet. All of the qualifying projects must have a construction value of more than \$150 million;
 - vii. Proposed lead tunnel design engineer from the Lead Tunnel Design Engineering Firm. The individual proposed for this position must have no less than fifteen (15) years design and engineering experience involving tunnels, including at least two (2) soft ground bored tunnel projects using segmental gasketed lining, each with a diameter in excess of

twenty (20) feet, and a construction value of more than \$150 million;

- viii. Any other key members of the Proposer's management team; and
 - ix. Any other individual that the Proposer wishes to identify at this time.
- (c) Three references for each of the Lead Non-Tunneling Contractor's project manager, the Lead Non-Tunneling Contractor's superintendent, the Lead Tunneling Contractor's Project Manager, the Lead Tunneling Contractor's superintendent, Lead Non-Tunneling Engineering Firm's lead design engineer, and the Lead Tunnel Design Engineering Firm's lead design engineer. References shall be previous owners or clients with whom the project managers and the deputy project managers have worked within the past ten (10) years (including at least one reference from the past five years) and shall include the name, position, company or agency and current addresses and phone and fax numbers.
- (d) An express, written statement committing that the individuals designated in the SOQ for the positions or roles described in Section 5.2.1.3(b) shall be available to serve the role so identified in connection with the Project. While FDOT recognizes personnel availability and scheduling issues impact the Proposers, Proposers are urged only to identify and proffer personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be reviewed very carefully by FDOT and shall be subject to prior FDOT approval. Failure to obtain FDOT approval for such changes may result in disqualification of the Proposer by FDOT.
- (e) A statement of the Proposer's technical approach to the Project, including identification of any perceived technical challenges and proposed innovations to meet these challenges. The statement may address, in the Proposer's discretion, any or all of the technical elements of the Project opportunity, including design and construction, or operations and maintenance. The statement of technical approach may be no longer than 4 pages. **THE STATEMENT PROVIDED WILL BE A PUBLIC DOCUMENT**

SUBJECT TO RELEASE UNDER THE SUNSHINE ACT UNLESS AN EXEMPTION FROM DISCLOSURE EXISTS. PROPOSERS SHOULD PREPARE THE REQUIRED STATEMENT WITH THE UNDERSTANDING THAT IT MAY BECOME AVAILABLE TO THE PUBLIC PRIOR TO SELECTION OF A CONCESSIONAIRE.

5.2.2 Volume 2.

Volume 2 of the SOQ shall contain:

5.2.2.1 Confidential Proprietary Information.

- (a) The first page of Volume 2 shall be a page executed by the Proposer that sets forth the specific items that the Proposer deems confidential, trade secret or proprietary information protected from public disclosure under Chapter 119, Florida Statutes. Blanket designations that do not identify the specific information shall not be acceptable and may cause for FDOT to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Section 5.2.1. is intended to provide input to FDOT as to the confidential nature of a Proposer's SOQ, but in no event shall such list be binding on FDOT or determinative of any issue relating to confidentiality.
- (b) In the event a Proposer includes in its SOQ submission a list as described in this Section 5.2.2.1, each specified item must be included in Volume 2 and labeled "Attachment to SOQ-Port of Miami Tunnel Project, Confidential Material". The included items must be separated into technical information and financial information, and bound separately so as to facilitate the evaluation process. The Proposer must identify in the confidential attachment the specific Florida Statute that authorizes exemption from the Public Records Law. Any claim of confidentiality on materials the Proposer asserts to be exempt from public disclosure and placed other than in the confidential attachment will be considered waived by the Proposer upon submission, effective after opening.
- (c) In the event FDOT is requested to disclose any of the materials identified by the Proposer as confidential in the confidential attachment, FDOT will promptly notify the Proposer so that Proposer may seek a protective order or other appropriate remedy. The Proposer shall seek court protection immediately on an emergency basis. In the event that such protective order or other

remedy is not timely sought or obtained by the Proposer, FDOT will be free to release the requested information.

5.3 SOQ Submittal Requirements.

All packages constituting the SOQ shall be individually labeled as follows:

Response to the
Request for Qualifications to
Develop, Design, Construct, Finance, Maintain and Operate the
Port of Miami Tunnel Project through a
Concession Agreement RFQ-DOT-05/06-6001DS

The SOQ shall be delivered no later than 2:00 p.m. local Miami time on the SOQ Due Date to:

Florida Department of Transportation
District Contracts and Procurement Office
1000 Northwest 111th Avenue, Front Lobby
Miami, Florida 33172
Attn: Nancy Kay Lyons

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by a member of FDOT staff. FDOT will not accept facsimile or other electronically submitted SOQs.

SOQs will be accepted and must be received by FDOT before 2:00 p.m. Miami local time on the SOQ Due Date. Any SOQs received after the SOQ Due Date will be rejected and not considered. Proposers are solely responsible for assuring that FDOT receives their SOQs by the SOQ Due Date at the time and address listed above. FDOT shall not be responsible for delays in delivery 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 beyond the control of FDOT.

6. EVALUATION PROCESS AND CRITERIA.

6.1 Responsiveness.

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

whose SOQ contains a material misrepresentation. FDOT may in its discretion request clarifications of the information submitted in the SOQ.

6.2 Pass/Fail Review

In conjunction with evaluation of each SOQ for responsiveness, FDOT will evaluate each SOQ based upon the following pass/fail criteria. A Proposer must obtain a "pass" on all pass/fail items in order for its SOQ to be evaluated qualitatively under Section 6.3.

- (a) The Proposal contains an original executed **Form A** in accordance with Section 5.2.1.1(a).
- (b) The Proposer is capable of obtaining payment and performance bonds or a letter of credit in the amount of \$250 million from a surety or bank rated in the top two categories by two nationally recognized rating agencies. In the case of sureties, a rank of at least A minus (A-) or better and Class VIII or better by A.M. Best and Company will comply with this rating requirement.
- (c) Neither the Proposer nor any other entity that has submitted **Form F** as required by this RFQ has been disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment or suspension would preclude selection and award under Section 337.165 of the Florida Statutes.
- (d) The Proposer Team includes, at a minimum, the following Equity Members or Major Non-Equity Members:
 - i. One or more Equity Members responsible for providing and/or securing equity and debt financing for the Project, with collective experience over the last seven (7) years in closing financing for at least five (5) public-private financings each in excess of \$100 million. Only financing packages actually closed and in-place will be considered. For projects with a public subsidy or co-financing, only the private portion of the project finance package (equity plus project finance debt) will be considered. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Equity Member held a minimum thirty percent (30%) equity interest in the entity actually securing the financing package.

- ii. A Lead Non-Tunneling Contractor with no less than seven (7) years bridge construction experience including experience with at least three (3) bridge projects each having a construction value in excess of \$20 Million. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Lead Non-Tunneling Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience. The Lead Non-Tunneling Contractor must have average annual revenues of no less than \$100 Million over the past five (5) years.
- iii. A Lead Non-Tunneling Engineering Firm, with no less than five (5) years experience in the design of transportation structures including experience in the design and engineering of no less than two (2) highway bridge projects, each having a construction value in excess of \$20 Million.. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Lead Non-Tunneling Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience. The Lead Non-Tunneling Engineering Firm must have average annual revenues of no less than \$50 Million over the past five (5) years.
- iv. A Lead Tunnel Design Engineering Firm (if not already included as the Lead Non-Tunneling Engineering Firm) with no less than fifteen (15) years of design and engineering experience involving tunnels, including at least two (2) soft ground bored tunnel projects using segmental gasketed lining, each with a diameter in excess of twenty (20) feet, and a construction value of more than \$150 million. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Lead Tunnel Design Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience. The Lead Tunnel Design Engineering Firm must have average annual revenues of no less than \$50 Million over the past five years.
- v. A Lead Tunneling Contractor with no less than ten (10) years experience in tunnel construction, including a total of no less than three soft ground tunnel projects using a pressure face TBM, one of which must be a project using a TBM with a diameter in excess of thirty five (35) feet and two (2) of which are projects with a tunnel diameter in excess of twenty (20)

feet. Each of the three projects must have a construction value of more than \$150 million. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Lead Tunneling Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed tunneling experience. The Lead Tunneling Contractor must have average annual revenues of no less than \$500 Million over the past five (5) years in general, heavy civil construction or, if a tunnel specialty contractor, average annual revenues of not less than \$200 million over the past five (5) years.

- vi. Lead Operation and Maintenance Firm with a minimum of seven (7) years experience in the operation and maintenance of transportation facilities. To be eligible for consideration in the pass-fail evaluation, all experience must be on projects where the Lead Operation and Maintenance Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed experience, and where the contract tenor was no shorter than ten (10) years. The Lead Operation and Maintenance Firm must have average annual revenues of no less than \$50 Million over the past five (5) years for large highway, bridge and tunnel facilities.
- (e) The proposed project managers and superintendents for the Lead Tunneling Contractor, and , the Lead Non-Tunneling Contractor, and the lead design engineers for the Lead Tunnel Design Engineering Firm, the Lead Non-Tunneling Engineering Firm meet the minimum experience requirements as set forth in Section 5.2.1.3(b).
- (f) The information disclosed in Form E response to Section 5.2.1.1(d) does not materially adversely affect the Proposer's ability to carry out the Project responsibilities potentially allocated to it, as determined by FDOT in its sole discretion.
- (g) The Proposer made the express, written commitments as required in Section 5.2.1.3(d).
- (h) The Proposer has submitted the letters of bank support as described in Section 5.2.1.2(e).

6.3 Evaluation Criteria and Weighting.

Each responsive SOQ passing all of the "pass/fail" qualification requirements set forth above will be evaluated and scored according to the criteria set forth below. The order

in which the evaluation criteria appears within each category (i.e., Financial Qualifications and Capacity, Technical Qualifications and Capability, State of Financial Approach and Statement of Technical Approach) is not an indication of weighting or importance.

6.3.1 Financial Qualifications and Capacity (45% Weighting).

- (a) The Proposer's experience in closing large transportation concession projects efficiently on terms favorable to public owners;
- (b) The Proposer's demonstrated experience in successfully sharing of substantial risks associated with design, construction, finance, operation and maintenance for large public transportation infrastructure projects;
- (c) The financial capability of the Proposer's team as demonstrated by the documents included in the SOQ;
- (d) The extent of financial support for the Proposer from lenders and investors as indicated by bank letters of support indicating willingness to finance the Project, parent company letters of support and letters from sureties/banks confirming the financial capacity of the Proposer.

6.3.2 Technical Qualifications and Capability (45% Weighting).

- (a) The technological capability of the Proposer's team in large tunnel design and construction as demonstrated by the documents included in the SOQ.
- (b) The extent and depth of the Proposer's and its team members' relevant experience, including its/their success in carrying out comparable projects and responsibilities, independently, with each other and in combination with other firms;
- (c) The Proposer's experience in successfully managing the design and construction process for large transportation construction projects, including highway bridge projects.
- (d) The Proposer's track record in operating and maintaining transportation infrastructure and large tunnels in particular, to a high standard over an extended contract tenor
- (e) The stability and likelihood of success of the proposed management structure and team;

- (f) The extent and depth of relevant experience of the management team and key personnel listed as required by Section 5.2.1.3(b).

6.3.3 Statement of Financial Approach (5% Weighting).

- (a) The extent to which the Statement of Financial Approach demonstrates an understanding of the financial complexity of the Project.
- (b) The extent to which the Statement of Financial Approach identifies Project financing problems and challenges and suggests innovative solutions to these problems and challenges.

6.3.4 Statement of Technical Approach (5% Weighting).

- (a) The extent to which the Statement of Technical Approach demonstrates an understanding of the technical complexity of the Project.
- (b) The extent to which the Statement of Technical Approach identifies Project technical problems and challenges and suggests innovative solutions to these problems and challenges.

6.4 SOQ Evaluation Procedure.

FDOT anticipates utilizing one or more advisory subcommittees to review and evaluate the SOQs in accordance with the above criteria and to make recommendations to the Project Selection Committee based upon such analysis. FDOT may also schedule interviews with one or more Proposers on a one-on-one basis for the purpose of enhancing FDOT's understanding of the SOQs and obtaining clarifications of the terms contained in the SOQs. FDOT may at any time request additional information or clarification from the Proposer or may request the Proposer to verify or certify certain aspects of its SOQ. The scope, length and topics to be addressed shall be prescribed by, and subject to the discretion of, FDOT and applicable law. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview. Upon receipt of requested clarifications and additional information as described above, if any, the SOQs will be re-evaluated to factor in the clarifications and additional information.

Evaluations and rankings of SOQs are subject to the sole discretion of FDOT, FDOT staff and such professional and other advisors as FDOT may designate. FDOT will make the final determination of the selected Short-Listed Proposers, as it deems appropriate, in its sole discretion, and in the best interests of the State of Florida.

Proposers are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities. Proposers and their respective agents and consultants are not permitted to contact, directly or indirectly, any member of the Project Selection Committee, FDOT's administration, FDOT's staff or FDOT's consultants regarding the subject matter of this RFQ after the issuance date of this RFQ, except as specifically permitted hereby or approved in advance by the Secretary of FDOT or his designee. Any verified allegation that a responding Proposer team or team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Short-Listed Proposers may be cause for FDOT to disqualify the Proposer team from submitting a SOQ, to disqualify the team member from participating in a Proposer team and/or to discontinue further consideration of such Proposer team and to return its SOQ.

Following the selection of the Short-Listed Proposers, FDOT anticipates that certain communications and contacts will be permitted. The RFP and/or other written communications from FDOT will set forth the rules and parameters of such permitted contacts and communications. To the extent any Proposer intends at any time to initiate contact with the general public regarding the Project, the nature of such intended contact and the substance thereof must be approved in writing by FDOT prior to the commencement of such activities.

6.5 Public Information Act

All written correspondence, exhibits, photographs, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to FDOT during this procurement process, including any part of the SOQs are, upon their receipt by FDOT, the property of the State of Florida, may not be returned to the submitting parties, and are subject to Chapter 119 of Florida Statutes. In no event shall the State of Florida, FDOT, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a SOQ submitted under this RFQ.

If FDOT receives a request for public disclosure of all or any portion of an SOQ, FDOT will use reasonable efforts to notify the applicable responding Proposer team of the request and give such responding Proposer team an opportunity to assert, in writing and at its sole expense, a claimed exception under the Act or other applicable law within the time period specified in the notice issued by FDOT and allowed under applicable law.

Nothing contained in this provision shall modify or amend requirements and obligations imposed on FDOT by the Act or other applicable law, and the provisions of the Act or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

6.6 Organizational Conflicts of Interest

Proposers are advised that the following entities and individuals are precluded from submitting an SOQ and from participating as an Equity Member, Major Non-Equity Member, or subcontractor/subconsultant to a Proposer:

- (a) Any consultant firm that has been contracted by FDOT to serve as Owner's Representative, or to aid in the development of the RFQ, RFP, estimates, or scope of services for the Project, or to participate in any manner in the evaluation of SOQs or Detailed Proposals.;
- (b) Any entity that is a parent, affiliate, or subsidiary of any of the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities;
- (c) Any consultant firm or its affiliate that is under contract with FDOT to provide construction engineering inspection services on the Project; and
- (d) Any employee or former employee of any of the foregoing entities who was involved with the Project while serving as an employee of such entity.

7. PROTEST PROCEDURES.

Any person whose substantial interest will be determined by the requirements contained in this RFQ has the right pursuant to 120.57(3)(b), Florida Statutes, to protest the requirements. Those wishing to protest the RFQ requirements must file a notice of intent to protest in writing pursuant to Sections 120.569 and 120.57(3), Florida Statutes within seventy-two (72) hours of the posting of the SOQ solicitation. Saturdays, Sundays, and state holidays shall be excluded in the computation of the 72-hour time periods.

Any person who files a notice of protest shall post with FDOT, at the time of filing the notice of protest, a bond payable to FDOT in the amount of \$5,000. The formal written protest shall be filed within ten (10) days after the date of the notice of protest is filed. The notice of intent and the formal written protest must be sent to:

Clerk of Agency Proceedings
Florida Department of Transportation
Haydon Burns Building
605 Suwannee Street, MS 58
Tallahassee, Florida 32399-0458

with a copy to:

Office of General Counsel
Florida Department of Transportation
Haydon Burns Building
605 Suwannee Street, MS 58
Tallahassee, Florida 32399-0458

The formal written protest shall state with particularity the facts and law upon which the protest is based, should include a copy of the RFQ, must be legible, prepared on 8 ½ by 11 inch white paper, and contain the following:

- (a) The name, address, telephone number, any FDOT identifying number on the RFQ, if known, the name and identification number of each agency affected, if known, and name, address, and telephone number of your representative, if any, which shall be the address for service purposes during the course of the proceeding;
- (b) An explanation of how your substantial interests will be affected by the protested action;
- (c) A statement of when and how you received the RFQ;
- (d) A statement of all disputed issues of material fact. If there are none, this must be indicated;
- (e) A concise statement of the ultimate facts alleged, including the specific facts the petitioner contends warrant reversal or modification of FDOT's proposed action, as well as an explanation of how the alleged facts relate to the specific rules and statutes the petitioner contends require reversal or modification of FDOT's proposed action;
- (f) A statement of the relief sought, stating precisely the desired action the petitioner wishes FDOT should take in respect to FDOT's proposed action; and
- (g) Conform to all other requirements set out in Florida Statutes, Chapter 120 and Florida Administrative Code, Chapter 28-106, including but not limited to Florida Statutes 120.57 and Rules 28-106.201(2), 28-106.301(2) , and 28-110 Florida Administrative Code as may be applicable.

A formal hearing will be held if there are disputed issues of material fact. If a formal hearing is held, this matter will be referred to the Division of Administrative Hearings, where witnesses and evidence may be presented and other witnesses may be cross-examined before an administrative law judge. If there are no disputed issues of material fact, an informal hearing will be held, in which case the person filing the

protest will have the right to provide FDOT with any written documentation or legal arguments which they wish FDOT to consider.

Mediation, pursuant to Section 120.57(3), Florida Statutes, may be available if agreed to by all parties, and on such terms as may be agreed upon by all parties. The right to an administrative hearing is not affected when mediation does not result in a settlement.

A petition for an administrative hearing shall be dismissed, if it is not in substantial compliance with the requirements of either Rule 28-106.201(2) or Rule 28-106.301(2), Florida Administrative Code, or if the petition has not been timely filed. Failure to file a protest within the time prescribed in Section 120.57(3), Florida Statutes, shall constitute a waiver of proceedings under Chapter 120, Florida Statutes. If the RFQ advises of the bond requirement but a bond or statutorily authorized alternate is not posted when required, the agency shall summarily dismiss the petition. If your petition is dismissed, you will have waived your right to have the intended action reviewed pursuant to Chapter 120, Florida Statutes, and the action set forth in the Notice shall be conclusive and final.

8. FDOT RESERVED RIGHTS.

In connection with this procurement, FDOT reserves to itself all rights (which rights shall be exercisable by FDOT in its sole discretion) available to it under applicable law, including without limitation, with or without cause and with or without notice, the right to:

- (a) Develop the Project in any manner that it, in its sole discretion, deems necessary. If FDOT does not execute a Concession Agreement to its satisfaction with the apparent best-value Proposer, it may negotiate with the next highest rated Proposer, terminate this procurement and pursue other development or solicitations relating to the Project or exercise such other rights under the provisions of Florida law as it deems appropriate.
- (b) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by FDOT of a Concession Agreement, without incurring any cost obligations or liabilities.
- (c) Not issue an RFP.
- (d) Reject any and all submittals, responses and SOQs received at any time.
- (e) Modify all dates set or projected in this RFQ.
- (f) Terminate evaluations of SOQs received at any time.

- (g) Suspend and terminate Concession Agreement discussions and clarifications at any time, elect not to commence Concession Agreement discussions and clarifications with any responding Proposer and engage in discussions and clarifications with other than the highest ranked Proposer.
- (h) Issue addenda, supplements and modifications to this RFQ.
- (i) Appoint evaluation committees to review SOQs, make recommendations to the Project Selection Committee and seek the assistance of outside technical experts and consultants in SOQ evaluation.
- (j) Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ.
- (k) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- (l) Add or delete Proposer responsibilities from the information contained in this RFQ or any subsequent RFP.
- (m) Waive deficiencies in a SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to a SOQ.
- (n) Disqualify any Proposer who changes its SOQ without FDOT approval.
- (o) Not issue a notice to proceed after execution of the Concession Agreement.
- (p) Exercise any other right reserved or afforded to FDOT under this RFQ and applicable law.

This RFQ does not commit FDOT to determine the Sort-Listed Proposers, to enter into a Concession Agreement, or to proceed with the procurement described herein. Except as expressly set forth in Section 4.1.4, FDOT and the State of Florida assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

In no event shall FDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as a Concession Agreement, in form and substance satisfactory to FDOT, has been executed and authorized by FDOT and, then, only to the extent set forth therein.

EXHIBIT A

LIST OF PROJECT DOCUMENTS

Proposers may find the most recent list of Project Documents on the Website, divided into the following major headings, and are listed below.

- I. GENERAL INFORMATION
- II. PUBLIC INFORMATION
- III. STUDIES/REPORTS
- IV. ENVIRONMENTAL DOCUMENTATION
- V. SCHEMATICS
- VI. GEOTECHNICAL INFORMATION

EXHIBIT B
PROJECT MAP

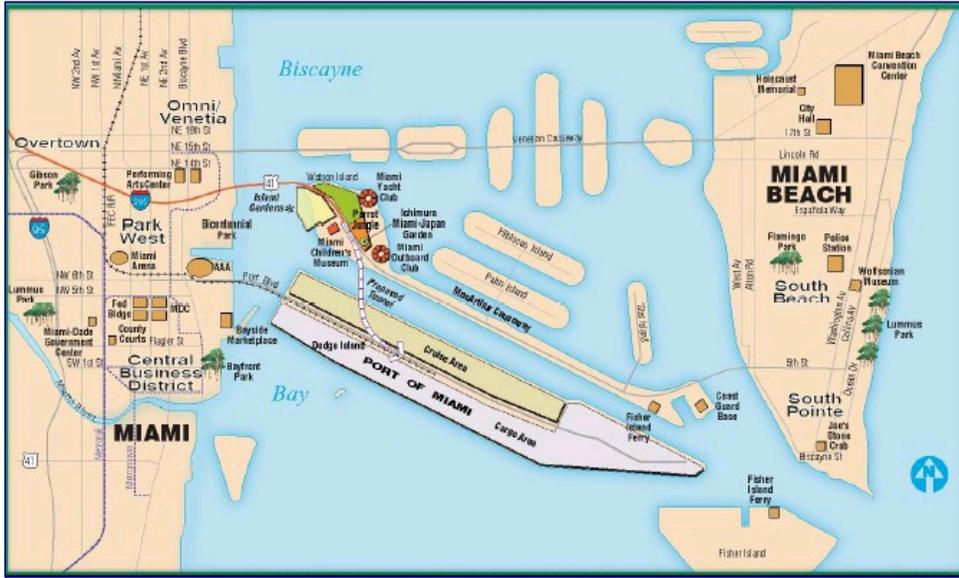


EXHIBIT B
Page 1

EXHIBIT C
RFQ FORMS

Form A - Transmittal Letter.

Form B - Information Regarding Proposer, Equity Members And Major Non-Equity Members.

Form C - Financial Qualifications – Concession and Public-Private Partnership Experience.

Form D1 - Technical Qualifications - Design.

Form D2 - Technical Qualifications - Construction.

Form D3 - Technical Qualifications - Operation and Maintenance.

Form E – Certification

Form F – Financial Qualifications – Summary Financial Information

FORM A
TRANSMITTAL LETTER

PROPOSER: _____

SOQ Date: _____, 2006

Florida Department of Transportation
District Contracts and Procurement Office
1000 Northwest 111th Avenue, Room 6203
Miami, Florida 33172
Attn: Nancy Kay Lyons
Project # FDOT Project #RFQ-DOT-05/06-6001DS

Ladies and Gentlemen:

The undersigned ("Proposer") submits this qualification submittal (this "SOQ") in response to that certain Request for Qualifications dated as of February 17, 2006 (the "RFQ"), issued by the Florida Department of Transportation ("FDOT") to develop, design, construct, finance, operate and maintain the Port of Miami Tunnel Project (the "Project") through a Concession Agreement ("Concession Agreement"). 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:

VOLUME 1:

- Transmittal Letter (this Form A),
- Form B – Information Regarding Proposer, Equity Members And Major Non-Equity Members
- Form C – Financial Qualifications – Concession and Public-Private Partnership Experience, Confidential Information List, Entity Qualifications, Conceptual Project Development Plan, Conceptual Project Financing Plan (including Form D)
- Form D1 – Technical Qualifications –Design
- Form D2 – Technical Qualifications –Construction

Deleted: ¶

- Form D3 – Technical Qualifications – Operation and Maintenance
- Form E – Certification
- Form F – Financial Qualifications – Summary Financial Information
- Statement of Financial Approach
- Statement of Technical Approach
- Personnel Qualifications and References
- Legal Qualifications.
- Financial Statements
- Surety Letter
- Letter of Parent Company Support
- Letter(s) of Bank Support

VOLUME 2:

- Confidential Proprietary Information

Proposer acknowledges receipt, understanding and full consideration of all materials posted on FDOT's website with respect to the Project (<http://www.portofmiamitunnel.com>) and the following addenda and sets of questions and answers to the RFQ:

[list any addenda to this RFQ and sets of questions and answers by dates and numbers]

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

Proposer understands that FDOT is not bound to shortlist any Proposer and may reject each SOQ received.

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 the Proposer.

Proposer agrees that FDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this SOQ.

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

Authorized Representative of Proposer:_____.

By executing this form each Equity Member and Major Non-Equity Member of the Proposer confirms that the representative named above is authorized to act as agent on behalf of the Proposer and the principal contact for the Proposer in dealings with FDOT.

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]

By: _____

Print Name: _____

Attorney in Fact

FORM B
INFORMATION REGARDING
PROPOSER, EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND
GUARANTORS*

Name of Proposer: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Florida Individual's Title: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ Fax No.: _____

Name of Official Representative:

Business Organization (check one):

- Corporation (If yes, then indicate the State and Year of Incorporation.)
- Partnership (If yes, complete Sections A-C and the Contractor Certification Form (Form E) for each member.)
- Joint Venture/Consortium (If yes, complete Sections A-C and the Contractor Certification Form (Form E) for each member.)
- Limited Liability Company (If yes, complete Sections A-C and the Contractor Certification Form (Form E) for each member.)
- Other (describe)

A. Business Name: _____

B. Business Address: _____
Headquarters: _____
Office Performing Work: _____
Contact Telephone Number: _____

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

*Complete a separate Form B for each Equity Member and Major Non-Equity Member of the Proposer and include it in Volume 1 of the SOQ.

Name and Address of Equity Member (and details of holding company if applicable)	Role within Consortium	Percentage Shareholding and Type of Share (if applicable)

D. Is there a teaming agreement that defines the rights and liabilities of each member person or firm of the Consortium?

Yes

No

If "Yes" give details of the teaming agreement (or provide a copy of the teaming agreement):

E. Please identify in the table below the Major Non-Equity Members of the Proposer's team. The companies identified below should complete this form on an individual basis.

Name and Address of Major Non-Equity Member -	Proposed Work Scope

Signed **(to be completed by all Equity Members and Major Non-Equity Members of the Proposer)**

Signature	Name	Title	For and on behalf of (member's name)

AUTHORIZED REPRESENTATIVE:

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: _____

[Please make additional copies of this form as needed.]

FORM C - FINANCIAL QUALIFICATIONS - CONCESSION AND PPP EXPERIENCE

EXPERIENCE OF THE EQUITY AND MAJOR NON-EQUITY MEMBERS OF THE PROPOSER* IN CONCESSION CONTRACTS AND PUBLIC-PRIVATE PARTNERSHIPS

LIST OF TRANSPORTATION PROJECTS UNDERTAKEN IN THE LAST FIVE YEARS ON A CONCESSION OF PUBLIC-PRIVATE PARTNERSHIP BASIS

COMPANY NAME	PROJECT NAME	PROJECT SIZE	DEBT AMOUNT & GEARING	START DATES	CLIENTS AND CONTACT DETAILS FOR REFERENCE PURPOSES	% OF WORKS COMPLETED BY DECEMBER 31,2005	COMPANY'S PARTICIPATION	TYPE OF INFRASTRUCTURE / SECTOR

*List only the experience of those Equity Members of the Proposer who will be future shareholders of the Concessionaire.

Notes :

- (1) Amounts should be presented in thousand United States Dollars (conversion rates of amounts in other currencies must be identified).
- (2) Only list projects which have the debt financing closed / in place (i.e. financial contracts duly signed and due diligence already passed/approved).
- (3) Project size means the total amount of the project financed under private finance / project finance scheme, i.e. out of public finance or capital grants.
- (4) Include in brackets percentage of gearing and type of debt (bonds unwrapped or wrapped, bank debt, etc.).
- (5) Company's participation should be shown in money terms and percentage and refer to amount and percentage of private investment / equity. Any mezzanine debt or other non-equity instruments should be identified and described.
- (6) Specify type / sector of infrastructure (road, airport, port, rail or tunnel).

Form D - Instructions

In completing Forms D-1, D-2 and D-3, Proposers shall, for each of the Lead Engineering Firm, Lead Contractor, Lead Tunnel Design Engineering Firm, Lead Tunneling Contractor, and Lead Operations and Maintenance Firm, provide information on relevant project experience over the past 7 years that demonstrates capabilities with the following technical issues. Proposer may submit one narrative supplement to Form D no longer than 5 pages, in which the Proposer may highlight any specific experience of firms and individuals as such experience relates to the subject matter of Forms D-1, D-2, and D-3.

- (a) Soft ground tunnel excavation by pressure face tunnel boring machine (EPBM/Slurry TBM); ground freezing and grouting techniques for stabilization of running ground; tunnel and underground excavation by mechanical excavation methods; initial ground support installation including steel ribs, rock bolts, shotcrete and grout; and final tunnel lining installation, ground stabilizing, dewatering, tunnel waterproofing;
- (b) Ground freezing in tropical climates in a saltwater regime using steel ribs, rock bolts, shotcrete and grout;
- (c) Tunnel and highway systems including lighting, ventilation, intelligent transportation systems, life safety, SCADA, and communication;
- (d) Tunnel systems integrator to coordinate the design, selection and installation of equipment, and implementation of all of the tunnel systems, particularly within a vehicular tunnel;
- (e) Construction of tunnel cross-passages of at least 9-feet in diameter using ground freezing techniques or full face grouting methods in similar conditions;
- (f) Tunnel excavation by pressure face tunnel boring machines, either earth pressure balance or slurry face machine where all excavated material was removed from within the pressure bulkhead by using a screw conveyor or pumped as dictated by the machine type;
- (g) Automated guidance and data acquisition systems to assist tunnel boring machine steering and record its position;

- (h) Fabrication, transport, and successfully installed pre-cast concrete gasketed bolted lining segments;
- (i) Construction of cut-and-cover tunnels below the groundwater table in highly permeable soils and/or Karst topography using slurry wall methods;
- (j) Tunneling under a shipping channel with shallow cover;
- (k) Tunnel buoyancy issues during construction and long term;
- (l) Emergency response planning and coordination with relevant public agencies.

FORM D-1 - TECHNICAL QUALIFICATIONS - DESIGN

EXPERIENCE OF THE LEAD NON-TUNNEL ENGINEERING FIRM AND LEAD TUNNEL ENGINEERING FIRM IN THE DESIGN AND ENGINEERING OF TUNNELS AND OTHER TRANSPORTATION PROJECTS

Please provide details of the experience over the past five years of the Lead Tunnel Engineering Firm and the Lead Non-Tunnel Engineering Firm in the design and engineering of tunnels and other transportation projects

COMPANY NAME (**)	PROJECT NAME AND LOCATION	PROJECT COST	START/END DATES	CLIENT AND CONTACT DETAILS FOR REFERENCE PURPOSES	% OF WORKS COMPLETED BY DECEMBER 31, 2005	COMPANY'S PARTICIPATION	TYPE OF INFRASTRUCTURE/ SECTOR	TECHNICAL APPROACH

* List the experience of the Lead Non-Tunnel Engineering Firm or the Lead Tunnel Design Engineering Firm only, whether or not future shareholders of the Concessionaire

Note:

- (1) Amounts should be presented in thousands of United States Dollars (conversion rates of amounts in other currencies must be identified)
- (2) Project Cost should be the total construction cost, budgeted or outcome if project is complete
- (3) Company's participation should be shown in money terms and percentages
- (4) Specify type / sector of infrastructure (road, airport, port, rail or tunnel)
- (5) Specify technical approach as it relates to tunnels only

FORM D-2 - TECHNICAL QUALIFICATIONS - CONSTRUCTION
EXPERIENCE OF THE PROPOSER* IN THE CONSTRUCTION OF TUNNELS AND OTHER TRANSPORTATION PROJECTS

Please provide details of the experience over the past five years of the Lead Non-Tunneling Contractor and the Lead Tunneling Contractor in the construction of tunnels and any other transportation projects with a value in excess of \$75 Million.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST (1)	START/END DATES	CLIENTS AND CONTACT DETAILS FOR REFERENCE PURPOSES	% OF WORKS COMPLETED BY DECEMBER 31, 2005	COMPANY'S PARTICIPATION	TYPE OF INFRASTRUCTURE/ SECTOR	TECHNICAL APPROACH

* List the experience of the Lead Non-Tunneling Contractor and the Lead Tunneling Contractor only, whether or not future shareholders of the Concessionaire

Note:

- (1) Amounts should be presented in thousands of United States Dollars (conversion rates of amounts in other currencies must be identified)
- (2) Project Cost should be the total construction cost, and Financial outcome if project is complete
- (3) Company's participation should be shown in money terms and percentage
- (4) Specify type/sector of infrastructure (road, airport, port, rail or tunnel)
- (5) Specify technical approach as it relates to tunnels only

FORM D-3 - TECHNICAL QUALIFICATIONS – OPERATIONS AND MAINTENANCE
EXPERIENCE OF THE PROPOSER* IN THE OPERATION AND/OR MAINTENANCE OF TUNNELS AND OTHER TRANSPORTATION PROJECTS

Please provide details of the experience over the past five years of the Lead Operations and Maintenance Firm in the operation and maintenance of tunnels and any other transportation projects

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT COST	START/END DATES	CLIENT AND CONTACT DETAILS FOR REFERENCE PURPOSES	% OF WORKS COMPLETED BY DECEMBER 31, 2005	COMPANY'S PARTICIPATION AND ROLE SPECIFICATION	TYPE OF INFRASTRUCTURE/ SECTOR	TECHNICAL APPROACH

* List the experience of Lead Operations and Maintenance Firm only, whether or not future shareholders of the concessionaire

Note:

- (1) Include only contracts with tenors of five (5) years or longer
- (2) Amounts should be presented in thousands of United States Dollars (conversion rates of amounts in other currencies must be identified).
- (3) Project Cost refers to total construction cost for the project
- (4) Only completed projects that reached the operation phase will be considered)
- (5) Company's participation should be shown in money terms and percentage. Please specify role played on the listed projects (operations, maintenance, or both)
- (6) Specify type / sector of infrastructure (road, airport, port, rail or tunnel)
- (7) Specify (if applicable) technical approach only as it relates to tunnels

FORM E
CERTIFICATION

Name of Submitter: _____

1. Has the firm or any affiliate* or any **current** officer thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past five years?

Yes No

If yes, please explain:

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

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?

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?

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 any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

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 Florida governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, 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 Florida 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 Florida Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state 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 or any affiliate* that could result in the firm or affiliate* 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.

* Affiliates, include parent company, subsidiary companies, joint venture members and partners, and other financially liable parties for that entity.

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: _____

FORM F - FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION

SUMMARY FINANCIAL INFORMATION FOR ALL EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS OF THE PROPOSER FOR FINANCIAL YEARS 2003 - 2005 [] (1)

COMPANY	ROLE/ RESPONSIBILITY WITHIN THE PROPOSER TEAM	TOTAL REVENUES	PRE-TAX PROFIT	RELEVANT REVENUES	FIXED ASSETS	CURRENT ASSETS	TOTAL ASSETS	CONTINGEN T LIABILITIES	LONG TERM LIABILITIES	SHORT TERM LIABILITIES	NET WORTH

Notes :

- (1) Complete separate forms for each calendar year.
- (2) All amounts should be in expressed thousands (000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, which generally should be the TTS rate prevailing on the last day of each financial year.
- (3) Information should be derived from audited financial statements where possible. Audited financial statements will prevail over this table.
- (4) Relevant revenue consists of revenue from design-build-finance-operation contracts on transportation projects.
- (5) Excludes goodwill and intangibles
- (6) The Chief Financial Officer of each reporting entity must certify the information on this form as complete, true and correct.