I-75 Modernization Project Segment Three: Questions & Answers
November 17, 2017

Q24. Font Size for Tables Graphics and Captions- Section 5.2 lists the requirement for font size to be at least 12 point in Times New Roman. We respectfully request font included within tables, graphics and captions to be at least 10 point font.

Page Numbering- Section 5.2 lists the requirement for submissions to include the page number in the bottom center of each page, not including the cover sheet. We request that this page numbering requirement only apply to those sections within the document that have page limits, and to not include items such as forms and financial statements.

A24. 10pt font is acceptable for 5.2. The RFQ will be updated accordingly. The page numbering requirements apply as stated in the RFQ.

Q25. Copies of Volume F- Subsection a) lists the requirement to four (4) paper copies of Volume F. Due to the voluminous nature of the financial statements and other financial information required as part of Volume F, we respectfully request that Volume F only be provided within the "Original" hardcopy, along with the required USB flash drives. Size for Tables Graphics and Captions- Section 5.2 lists the requirement for font size to be at least 12 point in Times New Roman. We respectfully request font included within tables, graphics and captions to be at least 10 point font.

A25. Volume F hard copy submittal requirements remain as stated in the RFQ. Per previous response size 10 pt font is acceptable for section 5.2.

Q26. Language in Section 2.10 and the Preliminary Maintenance Responsibility table provided on the Project Website seem to indicate that the Developer will be required to perform rehabilitation and renewal work on single assets that are to be maintained by others.

- We understand MDOT's desire to keep certain contractual agreements in place,
- We agree that having operations activities i.e. winter maintenance and incident response performed by others on the same corridor is a manageable interface that has been implemented on P3 agreements.
- We acknowledge that assets within the corridor can be divided among responsible parties i.e. roadway lighting to be performed by party A and pavement to be performed by Party B. This has been done on other P3 projects although it does introduce certain interface risks that must be considered in the Project agreement and managed by the Developer.
- However, where the Developer must provide a fixed 30 year renewal/replacement work price for a particular asset, it is imperative and in keeping with US P3 precedent that the Developer also perform routine maintenance on that specific asset.

We respectfully request MDOT to consider and confirm that while it is contemplated that specific assets or operations tasks maybe the responsibility of others during the term, the Developer will not be required to be responsible for rehabilitation for specific assets maintained by others. This is intended to minimize the interface risk, and optimize the risk allocation and achieve value for money.

A26. The points raised in the question will be taken into consideration when developing the RFP.

Q27. RFQ, Part A, Section4.9 states that the respondent must meet prequalification requirements by the time of RFP submission (July 2018). Part B, Volume A- 5, however, states that the respondent must meet prequalification requirements by the time of shortlisting of respondents (December 22, 2017). Would MDOT please clarify when prequalification requirements must be satisfied? In the interest of providing MDOT with submissions from a wide range of Respondents with highly relevant qualifications to consider for the I-75 Modernization (Segment Three) Project, it is suggested that the requirement be satisfied by the time of RFP submission (i.e. July 2018 as per Part A, Section4.3 of the RFQ) to provide Respondent team members that are not currently prequalified with MDOT with sufficient time to complete the prequalification process.

A27. Prequalification is required by the time of RFP Submission. The RFQ will be updated accordingly.

Q28. RFQ,PartA,Section6.1 states that project examples in Part C, Form F2 can only be from the Lead Contractor, however, Form F2 itself permits project examples from subcontractors. Given that the expertise to deliver all aspects of the Project's scope can be provided to MDOT within a single Lead Contractor or a Lead Contractor joint venture, would MDOT please confirm that Form F2 - Technical Experience - Construction should be consistent with Part A, Section 6.1 and that projects on which sub-contractors worked will not be allowed?

Suggested changes to the RFQ that would reflect the assumed intent of MDOT are as follows: Form F2 - Technical Experience - Construction

Notes:

1) A maximum of seven (7) projects may be included.

2) Only list projects on which the Lead Contractor, a Controlled Subsidiary of such Lead Contractor ~~or nominated sub-contractors~~ (as necessary) worked within the past ten (10) years.

3) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of October 6, 2017, including the benchmark on which the exchange rate is based.

4) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.

5) Show company's participation in terms of money and percentage of the work.

6) Part B of the SOQ provides a maximum fourteen (14) page narrative description for the five experiences. The description should, at a minimum, give an overview of the project, and explain why the experience the company gained on the project is relevant.

7) For projects/contracts listed for construction firms using the traditional design-bid-build delivery method, the information sought

A28. The experience of nominated sub-contractors (particularly as it relates to the tunneling requirements) can be included in Forms F1, F2 and F3 if this experience is not able to be demonstrated by the Lead Contractor. Section 6.1 of the RFQ will be updated to for consistency.

Q29. RFQ, Part B, Volume A-8 states that joint ventures are not allowed for the Lead Engineering Firm. Further, Part A, Section 6.1 states that project examples in Part C, Form F1 - Technical Experience - Design can only be from the Lead Engineering Firm. If these sections of the RFQ are definitive, MDOT will only be able to review design experience from one engineering firm per Respondent team. This limitation will also require suitable highway design and tunnel design expertise to be found within a single firm (i.e. no joint ventures per Part B, Volume A-8 and no sub-contractors per Part A, Section 6.1), which will further limit MDOT's ability to short list Respondent teams that are fully qualified to address all aspects of the Project's scope.

This interpretation, however, appears to be contrary to the intent of the RFQ - particularly Part A, Section 6.2.1.e that permits the use of tunneling design experience from a sub-consultant, as well as Part C, Form F1, Note 2 that permits the listing of projects from nominated sub consultants. In the interest of providing MDOT with submissions that reflect the holistic design experience of each Respondent team, it is suggested that: i) the design experience of sub consultants be permitted in the RFQ, in Part A, Section 6.1; and/or ii) joint ventures be permitted for the Lead Engineering Firm in Part B, Volume A-8.

Suggested changes to the RFQ that would reflect the assumed intent of MDOT are as follows: RFQ, Part B, Section 6.1:

"In order for project experience provided in any SOQ to be considered responsive, Forms F1, F2, F3, H1 and H2 shall list only projects for which the entity (company, joint venture, partnership or consortium) providing the engineering, construction, maintenance or equity investment experience is respectively the Lead Engineering Firm (or its nominated sub consultants), Lead Contractor, Lead Maintenance Firm or Equity Member, itself, or a Controlled Subsidiary of such Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm or Equity Member."

RFQ, Part B, Volume A-8 Teaming Agreements

Respondent – if the Respondent is a consortium, partnership or any other form of a joint venture or an association that is not a legal entity, the SOQ shall contain an executed teaming agreement signed by each Equity Member, or alternatively, if the entities making up the Respondent have not executed a teaming agreement, the SOQ shall contain a summary of key terms of the anticipated agreement. Lead Contractor, Lead Engineering Firm or Lead Maintenance Firm – if any of the Lead Contractor, Lead Engineering Firm or Lead Maintenance Firm is a joint venture, the SOQ shall contain an executed teaming agreement or alternatively, if an executed teaming agreement does not yet exist, the SOQ shall contain a summary of key terms of the anticipated teaming agreement for that joint venture and indicate the percentages of ownership and roles of the parties. ~~Joint ventures will not be allowed for the Lead Engineering~~

A29. MDOT confirms that the edits to 6.1 are accepted and included in the RFQ. MDOT notes that the language regarding Lead Engineering JVs remains as drafted in the RFQ.

Q30. RFQ, Part C, Form H1b requires that applicable projects be listed in response to Part B, Section D-2. This appears to be a typo. It is suggested that this be changed to Part B, Section E-2, which is the section of the RFQ detailing equity member experience.

A30. The reference should indeed be to E2. The RFQ will be updated accordingly.

Q31. RFQ, Part C, Form H1b requires that a maximum of four projects be listed on the form, however, Part B, Section E-2 requests narratives of the "four most relevant private financing experiences", suggesting that Form H1 may include more than four projects. Please clarify if there is a maximum number of projects that can be listed in Form H1b.

A31. The reference should indeed be to E2 of Part B. As stated in the form the maximum number of projects to be included in 4 total.

Q32. RFQ, Part A, Section 6.2.1h states that the Lead Contractor must be able to obtain i) payment bonds in the amount of $575M and ii) performance bond / LC in the amount of $575M, however, Part B, Volume F-5 states that the Respondent / Lead Contractor's must prove bonding capacity in the amount of $500M. Please clarify the specific amount of bonding capacity that needs to be demonstrated in the SOQ.

A32. The F5 bonding capacity should be 575M, consistent with Part B. The RFQ will be updated accordingly.

Q33. Would MDOT please confirm if the requirement for a minimum 1" margin all around the page is for all SOQ pages, or specifically the Financial Information that immediately precedes this.

A33. As stated in the RFQ, the 1" margin applies to all SOQ pages.

Q34. The answer to Q8 (Q&A) suggests that all contact with Freeway Lighting Partners shall be through the RFQ contact email address. Does this preclude independent communication with entities which were subcontractors or sub consultants to Freeway Lighting Partners? We believe that MDOT would not want to exclude from Respondent teams entities that have done subcontract / sub consultant work for Freeway Lighting Partners, since such entities would have valuable local Michigan experience.

A34. The restriction on direct contact with FLP does not preclude independent communication with its previous subcontractors or sub consultants or exclude them from participation in this process.

Q35. Key Personnel Reference Check Does not state the number of references required. One overall reference per person, or a reference for each project listed? Can this information be placed on the resume or does it need to be a stand-alone section?

A35. The RFQ requires one reference per key personnel. This can be added on to the Resume.

Q36. Refers to us submitting an Excel workbook containing Key Personnel reference information (C-7). This should reference C-8 instead. Not sure what information is expected for this workbook.

A36. This should read C-8. The RFQ will be updated accordingly.

Q37. All of the forms in the document are marked "Draft." Please provide the final without "Draft" in a Word format.

A37. The forms can be used and will be provided in final format (draft stamp removed).

Q38. Management Approach and Team Structure, which is part of the Scored Evaluation Criteria, lists 7 evaluation items to which our SOQ is scored. However, Part B Qualification Submittal Requirements – Volume D-3 lists only 4 of the 7 evaluation items. Is it MDOT's intent that we address 6.4.c.i, ii, and iv within Volume D-3 narrative, or elsewhere?

A38. Suggest these points can be addressed in D3 narrative, as well as C5 narrative and C6 narrative as appropriate.

Q39. The Respondent requests clarification on the information requested as a part of the financial lead's background. Below are the two sections of the RFQ which reference the financial lead's background:

Evaluation Criteria

RFQ Section 6.5, Financial Qualification and Capacity, subpart (b) Identification of Respondent Financial Lead

"Financial lead's background and experience in coordinating the financing for projects of similar scope and complexity."

Qualification Submittal Requirement

Volume E – Financial Experience and Capability

"E-4, Financial lead narrative (maximum one (1) page) – Respondent's financial lead's background and experience in coordinating the financing for projects of similar scope and complexity."

Could MDOT please clarify if the financial lead's background is intended to be corporate-level overview or an individual employee's resume. We noticed a financial lead is not included in Table C-1, Key Personnel and Duties. Therefore, we have interpreted this requirement in Volume E-4 as a corporate-level overview for the entity serving as the Respondent's financial lead. However, we would appreciate MDOT's confirmation of this item

A39. The financial lead is the person leading the financial team, not the entity. It is intended to be an individual's resume.

Q40. "The Respondent, includes on its submitted Form H1 at a minimum, one or more Equity Members

with experience over the last ten (10) years in closing financing for at least two new-build P3 or concession projects as an equity participant of at least 10%." Form H1 c) indicates, "List only projects where the Equity Member or a Controlled Subsidiary of such Equity Member held at least 15% of equity ownership in the project."

Question: Does the equity participant need 10 % or 15% equity ownership in the projects listed on Form H1?

A40. The equity participant needs at least 10% equity ownership. The RFQ will be updated accordingly.

Q41. Are Key Subcontractors and Sub consultants to the Lead Engineering Firm considered Major Participants?

A41. Key sub-contractors and sub-consultants are not defined as Major Participants. However as it relates to providing relevant specialized experience key sub-contractors and sub consultants experience can be used for forms F1, F2 and F3 where necessary.

Q42. Under Definitions, are the required Tunnel Projects to be projects design for and/or constructed in the United States?

A42. The required Tunnel Projects do not have to be within the US. The reference must be able to be contacted and respond in English.

Q43. Under Definitions, confirm that an Affiliate, as well as a Controlled Subsidiary, is only a "person" (this is what the Definitions say) – not a company.

A43. Affiliate is a company or person, the defined term in the RFQ will be updated accordingly.

Q44. What happens to the Availability Payments if the legislature does not approve an annual appropriations during one of the years following Substantial Completion.

A44. MDOT considers this to be a very low risk. How it will be mitigated will be consistent with market president and considered further (as necessary) during the RFP development phase.

Q45. In case the Respondent is a partnership or any form of joint-venture, could you please clarify if the Respondent shall provide a surety letter in the name of the partnership or if each member of the partnership shall provide its own surety letter?

A45. The surety letter can be provided on a collective basis. Either a single letter to cover the requirement or multiple letters that in aggregate cover the requirement.

Q46. Section 4.9 (MDOT Contractor and Engineering Firm Prequalification Requirements) lists the "Design-Builder Prequalification Requirements." In the event the majority shareholder of the DBJV is already prequalified with MDOT in the mentioned areas, please clarify whether minority shareholders of the DBJV have to obtain such pre qualifications as well.

A46. All members of the DBJV performing the work need to be prequalified

Q47. The project description mentions a new structure: "S33 of 63174– I-696 to I-75N Connector over I-75N Exit Ramp". Could you provide more details about this structure?

A47. Please refer to the RID documents posted on the Project Website.

Q48. The project description does not mention the Nine mile road over I-75 structure. Could you confirm this bridge is not part of the scope of works of this project and shall be left as is? Which also means the highway widening will adapt to the actual structure?

A48. The bridge was recently built and will not require reconstruction or replacement.

Q49. Section 6.2.1 (Pass/Fail Review), Paragraph (g) of the RFQ states that "The Maintenance Firm satisfies the minimum threshold (as evidenced in submission of completed Form F3) for maintenance capability as having performed (and/or currently performing) similar maintenance duties and activities as those described in the scope on an interstate highway in the United States."

There are several highways in the United States which do not carry the "interstate" designation that are similar in nature to the I-75 Project. In addition, P3 transactions for most highways in the United States are recent (within the last five to seven years) and unlikely to have gone through major maintenance activities and rehabilitation. Given that MDOT has indicated that it will retain most of the routine maintenance and transfer major maintenance activities and rehabilitation for the I-75 project, we recommend that the referenced section be revised to be inclusive of other types of highways (not specifically "interstates") and also that the "United States" requirements be removed, as MDOT could

benefit from innovations in other countries. We propose the following revision for the referenced Section 6.2.1(g):

"The Maintenance Firm satisfies the minimum threshold (as evidenced in submission of completed Form F3) for maintenance capability as having performed (and/or currently performing) similar maintenance duties and activities as those described in the scope on restricted access highways."

A49. This suggested revision is acceptable. The RFQ will be updated accordingly.

Q50. We respectfully request that MDOT add a public information and confidentiality provision to the RFQ to protect confidential information from being released to the public, to the extent permitted by applicable legislation regarding access to public information. Some of the financial information requested in the SOQ contain details of confidential nature, the disclosure of which causes the private company substantial and irreparable harm. Disclosure of confidential information disincentives qualified, competitive Respondents from submitting robust SOQs. In this respect, the federal Freedom Of Information Act ("FOIA") law, which Michigan's FOIA law is modeled after, prevents disclosure of trade secrets and commercial or financial information because disclosure causes substantial harm to the competitive position of Respondents. As a matter of public policy, disclosure of private company confidential information does not contribute significantly to the public's understanding of government activities, but may cause great harm to the private company. We believe the public's interest in quality Proposals being received clearly outweighs the public's general interest in disclosure.

We suggest using similar confidentiality provisions as DC Smart Street Lighting Project's RFQ in which KPMG participates, such as:

- possibility to identify portions of the SOQ that the Respondent considers to be a trade secret or confidential commercial, financial, or proprietary information (Part A section 7.3 and Part B section 2.1.2.g of the aforementioned DC Smart Street Lighting RFQ).

- requirement to list all confidential sections in an index (Part B section 1.1.c of the DC Smart Street Lighting RFQ).

- requirement to submit redacted versions (electronic and/or physical copies) of the SOQ, excluding the portions marked as confidential (Part A section 7.2 of the DC Smart Street Lighting RFQ).

A50. MDOT will shortly provide (through RFQ addendum) additional instruction regarding how bidders can submit information that they think is confidential.

Q51. At least one of our team members is a private entity and does not have a Chief Financial Officer ("CFO"). Please confirm if a Treasurer can execute instead of a CFO the following required financial documents: F-5 Equity Funding Letter, F-7 Material changes in financial conditions and F-9 Off-Balance Sheet Liabilities.

A51. If the given entity does not have a CFO, the equivalent (i.e. treasurer) can execute the documents

Q52. Is a “business type (e.g. corporation, partnership or joint venture)” section missing from Form B - Developer Information? Section 6.2.1 (a) of the RFQ seems to indicate that business type should be indicated in Form B.

A52. Please provide the business type information in the “Respondent” row.

Q53. The capitalized term "Subsidiary Entity" is not defined in Form I2 - Financially Responsible Party Information or in the rest of the RFQ. We understand that the legal name of the entity that benefits from the financial support of the Financially Responsible Party should be indicated in that field. Could you please confirm?

A53. MDOT confirms that the legal name of the entity that benefits from the financial support of the Financially Responsible Party should be indicated in that field.

Q54. Several forms and letters require signatures (such as Form A, Form C, Form E, Form I-1 and Form I-2, the Equity Funding Letter, the Financing Party Support Letter, etc). There is no specific requirement in the RFQ on whether the submission binders should contain original "ink" signature or if they can contain copies.

To facilitate logistics, we kindly request to be able to provide “scan signatures” for all signatures of the original binder and copy binders instead of “ink signatures”. Contrary to the copy binders, this original binder can be named “original SOQ”.

Alternatively, Form A of the original binder can be the only document requiring an original "ink" signature, while all other signatures of the original binder or copy binders be permitted to be “scan copies” or “digital signatures”.

Please confirm MDOT’s preferred approach.

A54. Scanned signatures (certified) are permissible for the submission of the RFQ

Q55. The RFQ marks Monday, November 6, 2017 as the deadline to submit Requests for Clarifications. We request that MDOT provides a minimum of a two (2) business-day period for Respondents to submit requests for clarifications on addenda issued after such date.

A55. MDOT confirms that it will allow Requests for Clarification for two days post any additional addendum

Q56. RFQ Part A, Page 8, states (in part) that the Developer is “responsible for routine maintenance of the project during construction”. This has the appearance of being in conflict with Part A, Section 2.10, “Maintenance Scope” where the RFQ states that “Routine maintenance, winter operations and incident management will be the responsibility of MDOT or its subcontractors” Can MDOT please provide clarification on the maintenance protocols and if the developer will be responsible for routine maintenance during construction?

A56. During construction the developer will be responsible for O&M of the roadway with certain exceptions (e.g. winter operations). This will be specified further as part of the RFP.

Q57. We understand that only 1 reference check for each Key Personnel is required in this paragraph and not a reference check for each project the Key Personnel was involved in; we would appreciate MDOT to confirm our understanding is correct.

In case our understanding is correct, we will select the most appropriate reference check being still available.

A57. This is the correct interpretation. The reference should be shown on the resume

Q58. Please explain what do the following terms mean in the design-builder Prequalification Requirements:

- "Com/Jt"

- "575000"

A58. Please see MDOT construction prequalification website for a description of prequalification requirements and meaning of terms.

Q59. In the event the Respondent is a joint venture or not (yet) a legal entity, all (known) "members of the Respondent" must sign the letter. Please clarify whether by "members of the Respondent" only the Equity Members are meant or, if not, who else should sign (all Major Non-Equity Member in addition to Equity Members).

A59. The letter should be signed by all Major Participants. [i.e. all Equity Members and Major Non Equity Members]

Q60. Section 7.2 provides that inter alia the following actions may not be undertaken without MDOT's prior written approval: "Other changes, direct or indirect, in the Equity Membership or team membership of a Respondent (excluding changes resulting from public trading of stock)". Can MDOT confirm that this would only apply to instances of effective change of Control?

A60. MDOT confirms that Section 7.2 will apply to all Major Participants / Equity Members regardless of change of Control.

Q61. For various documents that are part of the SOQ, it is indicated that they are required to be signed by "duly authorized representative" of Respondent or Major Participant, as applicable. Please clarify whether SOQ submission should include proof of signing authority of signatories.

A61. The signatures do not require proof of signing authority for the RFQ phase.

Q62. Form C - Certifications, Question 1 refers to indictments, convictions or civil judgments in relation to fraud and certain other contract related crimes or violations or any other felony or serious misdemeanor. Please confirm that this question is based on indictments, convictions or civil judgments in the US, based on US law.

A62. Form C question 1 is intended to cover North American Projects and projects included in the Forms F1 F2 and F3.

Q63. Form C - Certifications, Question 2: please clarify whether the notion "any bankruptcy act" refers only to US legislation/US insolvency proceedings or if it also concerns foreign laws, regulations or proceedings.

A63. This question is intended to cover both US and foreign laws.

Q64. Form C - Certifications, Question 4 refers to accidents or other failures to comply with safety rules, regulations, or requirements in the past 10 years. Please clarify if it concerns non-compliance in the US of US rules or regulations or if this also concerns occurrences in other countries and/or non-compliances with foreign rules or regulations.

A64. Form C question 4 is intended to cover North American Projects and projects included in the Forms F1 F2 and F3.

Q65. The introductory paragraph provides for a specific definition of "affiliate" for the purpose of Form C, which includes inter alia "other financially liable or responsible persons for the Respondent". Can you confirm that this latter notion refers to entities nominated in the SOQ as "Financially Responsible Party", if any, to the extent they do not otherwise qualify as "affiliate" as defined for the purpose of Form C?

A65. Yes, this is confirmed.

Q66. Form C - Certifications, Question 5 refers to violation of any laws or regulations relating to worker safety within the past 10 years.

Please clarify if it concerns violation in US of US laws or regulations relating to worker safety within the past 10 years or if it concerns also foreign laws or regulations in foreign countries.

A66. Form C question 5 is intended to cover North American Projects and projects included in the Forms F1 F2 and F3.

Q67. Form C - Certifications, Question 7 refers to violation of any laws or regulations relating to protecting the environment within the past 10 years.

Please clarify if it concerns violation in US of US laws or regulations relating to worker safety within the past 10 years or if it concerns also foreign laws or regulations in foreign countries.

A67. Form C question 7 is intended to cover North American Projects and projects included in the Forms F1 F2 and F3.

Q68. Form C - Certifications, In Questions 9, 10 and 11, the term "transportation project" is used in non-capitalized form. Please confirm that this notion is to be interpreted with the definition given for the notion "Transportation Project" in in Part A, Section 1.1. of the RFQ.

A68. The term transportation project on Form C should NOT be capitalized.

Q69. We have noticed a discrepancy in the amount for payment bonds and letter of credit as stated in Section 6.2.1.h and Part C, Volume F, Item F-5. Please clarify.

A69. MDOT confirm the bonding capacity is $575M. The RFQ will be updated accordingly to $575M.

Q70. Form H-1 indicates "b) List all applicable projects (maximum of four) in the last ten (10) years identified in response to Section D-2 of Part B". Please confirm whether the reference to section D-2 "Technical narrative attachment" is correct or if it should be replaced by E-2 "Attachment to Form H-1". We believe the latter would better foster competition given that the former favors few integrated companies that cumulate technical and financial capabilities.

A70. MDOT Confirm this is E2.

Q71. In Form H1, please clarify the reference to Section D-2 of Part B. Section D-2 of Part B relates to technical projects/narratives and appears unrelated to the Equity Member Experience requested in Form H1.

A71. MDOT confirm this is E2. The RFQ will be updated accordingly.

Q72. Form H1 limits projects listed to those where the Equity Member held at least 15% of equity ownership in the project whereas the pass/fail criteria listed in 6.2.1 (j) includes reference to a minimum equity participation of 10%. We kindly request that this threshold is clarified throughout as 10% to reflect the fact that smaller shareholdings in projects of significantly greater scale or risk may evidence more relevant experience than of larger shareholdings on smaller projects.

A72. MDOT confirm 10% is sufficient. The RFQ will be updated accordingly.

Q73. Please confirm whether the maximum allowance of four projects listed in Form H1 is per Respondent in aggregate or per equity member.

A73. MDOT confirms this is aggregate.

Q74. All forms in RFQ are marked as Draft. Please confirm that the versions circulated in Addendum 2 can be used at this time and do not expect changes in advance of the RFQ Submission?

A74. See previous response. MDOT confirms these are ready to be submitted and a soft copy without the draft stamp will be provided.

Q75. The parameters of "Key Personnel" described under RFQ Part B, Page 39, C-7.b, states, "A statement indicating that the individual is currently employed by a Major Participant". Can the individuals for the positions of "Lead Quality Manager", "Lead Construction Quality Manager", and "Lead Maintenance Manager" be filled by an individual which is employed by a named subcontractor listed on "Form D"

A75. The specified Key Personnel should be employed by a Major Participant.

Q76. Please confirm with respect to Volume F, that is will be acceptable for firms to include their Financial Statements in seal envelopes, included in Vol F, to address matters of confidentiality and protection of commercially sensitive nature? Please confirm that such items will not be disclosed? Otherwise please confirm how MDOT would propose Respondents manage this issue?

A76. MDOT will shortly provide (through RFQ addendum) additional instruction regarding how bidders can submit information that they think is confidential.

Q77. Please confirm in Form F2 that respondents are required to provide a narrative description for the 7 projects included in this Form and not the "five" described in note 6? Please confirm that a narrative description is required for all projects included in Form F2

A77. MDOT confirms this is seven (7). The RFQ will be updated accordingly.

Q78. The seventh column of Form H1, requests that the Respondent state "the % of Works Completed by May 2013". Please confirm that May 2013 is the correct date intended for this column/question?

A78. MDOT confirms this is Nov 2018. The RFQ will be updated accordingly.

Q79. Form-C Certification – Item 11 requires that all the Major Participants list projects for the last ten (10) years that include dispute resolution in excess of 2% of the contract value. We anticipate that this could be overly cumbersome due to the low specified threshold when generic analysis would require a listing, for example, of a $20,000 dispute on a $1,000,000 contract.

We request that MDOT review this question and the thresholds required. May we suggest that Item 11 mirror the information required in RFQ, Part B D-4, "…for all projects listed on Forms F1, F2 and F3…"

A79. In order to address the concerns noted, MDOT confirms that this requirement is for projects with a capital value of $100m or greater.

Q80. D-4 Requires that the Respondent provide; "…list claims in excess of $1,000,000 for all projects listed on Forms F1, F2 and F3…" and further states, "A dispute becomes a claim when the Contractor submits a Notice of Intent to File a Claim for MDOT projects."

This definition of when a dispute becomes a claim is contrary to the MDOT specifications in the sense that the 2012 Standard Specifications requires "Notice of Intent" on multiple issues (not only claim issues) otherwise the contractor waives their rights to compensation and/or extension of time. These issues may include but may not be limited to; Sections 103.02, 103.03, 104.10 and 108.09.

Most notices of intent do not contain a dollar figure, only provide notice to the engineer of possible issues developing on project.

Please review the definition of when a dispute becomes a claim – such as; "When it was necessary for claims in amounts in excess of $1,000,000 to proceed through the designated methods of dispute resolution as defined by the terms and conditions of a contract resolving the claim."

A80. For the purposes of responding to this RFQ and in reference to Michigan DOT projects, a dispute becomes a claim when the Contractor submits a formal claim package to the Engineer in accordance with MDOT Claims Procedure.

Q81. Section 6.1 Responsiveness states: "In order for project experience provided in any SOQ to be considered responsive, Forms F1, F2, F3, H1 and H2 shall list only projects for which the entity (company, joint venture, partnership or consortium) providing the engineering, construction, maintenance or equity investment experience is respectively the Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm or Equity Member, itself, or a Controlled Subsidiary of such Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm or Equity Member."

Section 6.2.1 (e) states, "The Lead Engineering Firm satisfies the minimum threshold (as evidenced in submission of completed Form F1) for technical capability as having completed final design of at least two Transportation Projects in the United States of similar scope and complexity that reached completion or substantial completion within the last ten (10) years at the time of the SOQ submittal and either the Lead Engineering Firm or an identified sub-consultant to the Lead Engineering Firm has completed the final

design of at least two soft ground Tunneling Projects with a finished diameter greater than 10-feet and total length of tunnel greater than 10,000-feet."

Section 6.2.1 (f) states, "The Lead Contractor satisfies the minimum threshold (as evidenced in submission of completed Form F2) for construction capability as having completed construction of at least two Transportation Projects in the United States of similar scope and complexity that reached completion or substantial completion within the last ten (10) years at the time of the SOQ submittal and either the Lead Contractor or an identified sub-contractor to the Lead Contractor has completed a soft ground Tunneling Project with a finished diameter greater than 10-feet and total length of tunnel greater than 10,000-feet.

Form F1 states in note 2) "Only list projects on which the Lead Engineering Firm, a Controlled Subsidiary of such Lead Engineering Firm or its nominated sub consultants (as necessary) worked within the past ten (10) years."

Form F2 states in note 2) "Only list projects on which the Lead Contractor, a Controlled Subsidiary of such Lead Contractor or nominated sub contractors (as necessary) worked within the past ten (10) years."

Question: Section 6.2.1 and Forms F1 and F2 seem to conflict with Section 6.1 Responsiveness in regards to using sub-consultants and/or sub-contractors for these Forms. Please clarify that the use of sub-consultants and sub-contractors on Forms F1 and F2 will be responsive.

A81. The intention is to allow sub consultant experience on forms F1 and F2 in order to be able to cover the required tunneling experience. RFQ section 6.1 will be updated accordingly. See response to Question 28.

Q82. Section 5.3 (a) states to submit, "One original signed SOQ, eight (8) paper copies of the SOQ Volumes A-E and four (4) paper copies of Volume F.

Section 5.4 states, "All eight copies of the SOQs must be received by 1 p.m., Eastern Time, on the SOQ due date indicated in Section 4.3, and must be delivered to…"

Question: Section 5.4 conflicts with Section 5.3. Is it MDOT's intent that the respondent deliver 1 signed original copy and 8 paper copies of SOQ Volumes A-E for a total of 9? Should the signed original include an additional copy of Volume F for a total of 5 or is 4 copies of Volume F sufficient?

A82. Confirm that one original and eight paper copies for a total of nine. Confirm that only a total of four copies of Volume F (the original plus three others) are required.

Q83. Form H1, column #7 states, "% OF WORKS COMPLETED BY MAY 2013".

Question: Should this date be the date that the SOQ is due or December 2017?

A83. Per previous question response, this is a typographical error and should read November 2017.

Q84. Please clarify Question #18 response from the November 6th, 2017 Questions and Answers. Although Section 5.2 SOQ Format states, "All pages shall be 8 ½" x 11", printed on both sides.", Part B, Volume A, page 36, A-2 Executive Summary specifically says, "An Executive Summary not exceeding five (5) single-sided pages".

Question: Should the executive summary in Part A-2 be single sided and all other pages be double sided?

A84. Unless otherwise stated, a page is intended to mean one side of a piece of paper. As per the RFQ the executive summary should be single sided with all other pages double sided.

Q85. Please clarify Question #18 response from the November 6th, 2017 Questions and Answers. The answer can be interpreted that all "page count maximums" need to be doubled due to printing on both sides of a "page of paper". Please confirm that maximum page counts for each section are for a single printed side of a page and not a "page of paper" (i.e. both sides of the paper, thus doubling the maximum number of "pages" for each section). Please confirm this example: section B-1 with a maximum number of ten (10) pages would be 5 sheets of paper printed on both sides, thus, 10 pages of text.

A85. Unless otherwise stated, a page is intended to mean one side of a piece of paper. A two page limit, printed on double sided paper would be one piece of paper. A two page limit, printed on single sided paper would be two pieces of paper.

Q86. Part A, Section 7.2. This section references substitution of "team members" of the Respondent will need authorization. "Team Member" is not a defined term in the SOQ. All other uppercase entities here are defined. Are "Team Members" considered all other members mentioned in the SOQ? Please define Team Member.

A86. Respondent team members are intended to include key sub-contractors that are not otherwise included in the Respondent Team or Major Participants. For example this would include any nominated sub contractors whose experience has been applied in the projects listed in Forms F1, F2 and F3.

Q87. Section 2.7 indicates that the project website includes Project Areas Contamination Survey information and reports completed in 2003.

We cannot seem to find that document on the project website. Will this document be posted and when will it be available?

A87. These documents will be posted to the website.

Q88. In the table of Form H-1, the title of one of the columns is "% OF WORKS COMPLETED BY MAY 2013". Please confirm May 2013 is intended to be the reference date to be used or clarify which other date MDOT would like the respondent to consider.

A88. Per previous question response, this is a typographical error and should read November 2017.

Q89. Table C-1 in Part B of the RFQ state that the Lead Design Quality Manager and Lead Construction Quality Manager shall report to the "Lead Independent Quality Manager;" however, the "Lead Independent Quality Manager" is not defined anywhere in the RFQ. Please confirm that the "Lead Independent Quality Manager" is the same position as the "Lead Quality Manager" in Table C-1

A89. The reference to Lead Independent Quality Manager is erroneous. This will be replaced Lead Quality Engineer, which is defined. This will be updated in the RFQ.

Q90. Part B, Volume A, Item A-5 of the RFQ states that "A certification from a duly authorized representative of the Respondent that each of its Major Participants required to be prequalified with MDOT in accordance with Part A, Section 4.9 is or will become prequalified prior to short-listing of

Respondents." Please update this section to match Part A, Section 4.9 (MDOT Contractor and Engineering Firm Prequalification Requirements) stating "The Respondent must meet the following prequalification requirements by the time of RFP Submission."

A90. Prequalification is required at RFP submission. The RFQ will be updated to reflect this.

Q91. Please clarify whether agreements or heads of terms (as the case may be) between the Lead Contractor (DBJV) and Lead Engineering Firm have to be included as part of the Submittal of Qualifications.

A91. MDOT confirms that this agreement is not required at RFQ stage, but will likely be required at the RFP submission.

Q92. RFQ, Part A, Section 5.2 indicates that "All pages shall be 8 ½" x 11", printed on both sides", which is understood as an instruction to have all pages printed double sided.

Q&A18 appears to introduce the concept of how pages are counted and suggests that two sides will be counted as one page.

For absolute clarity, would MDOT please confirm which the requirement of the SOQ is:

1. Double-sided pages will count as two (2) pages
2. Double-sided pages will count as one (1) page.

A92. Unless otherwise stated, a page is intended to mean one side of a piece of paper. A double sided printed page would count as 2 pages. A single sided printed page would count as 1 page.

Q93. RF RFQ, Part B, Section A-2 requires the identification of a single contact person, however, Form B appears to request contact details for the Respondent as well as the Major Participants.

Would MDOT please confirm if Form B should provide a single contact person only, or if contact details for each Major Participant are also required?

A93. Please provide both a single Respondent contact, as well as a nominated contact for each of the major participants.

Q94 Is there any intention to preclude sub-contractors or second-tier sub-contractors of the Freeway Lighting Partners from bidding on this project?

A94 No this is not the intention.

Q95 On behalf of the Oakland Corridor Partners, I note in Q&A #6 Question 20, there was an acknowledgement that the date for submission of questions was to be extended to Nov 15th, in the next addendum. We now have Addendum 3, but the RFI date for submitting RFI's remains Nov 6th. Can you please confirm that we will be able to submit additional questions until November 14th. Can you also please confirm per the schedule that you intend to issue answers to all questions by Nov 17th? If there is a revised deadline please confirm the date?

A95 Questions submitted up until November 14th will be answered. Answers will be provided by Nov 17th.

Q96 Part A Section 4.9 requires the prequalification requirements to be met by the time of RFP Submission. This contradicts with Part B A-5. Q&A 3 reiterates the intent for the requirements to be met by RFP Submission. Could MDOT please amend Part B A-5 in the next Addendum?

A95 Pre-qualifications are to be met by RFP submission. The RFQ will be updated accordingly.

Q97 Please confirm that it is permissible for the Lead Quality Manager and Lead Construction Quality Manager to potentially be employees of a sub-contractor to a Major Participant?

A97 The specified Key Personnel should be employed by a Major Participant.