

REQUEST FOR PROPOSALS

Michigan Department of Transportation

**Develop, Design, Construct, Finance, Operate, and
Maintain the Fisher Freeway Downtown Crossing (FFDC)
through a Master Developer Agreement**

Metro Region

Control Section: 82195



November 4, 2016

Original Issue

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1.0 INTRODUCTION

The Michigan Department of Transportation (MDOT) hereby invites Proposers to respond to this Request for Proposals (“RFP”) to serve as the Master Developer in connection with the Fisher Freeway Downtown Crossings (“FFDC”) project.

The FFDC project is intended to develop and improve pedestrian and non-motorized crossings over the Fisher Freeway to better connect Downtown Detroit and its existing entertainment district south of the freeway with the emerging, high density, multi-use developments in southern Midtown, including but not limited to District Detroit. These emerging developments are anticipated to generate significant increases in pedestrian and non-motorized crossing volumes, both on a regular and daily basis, as well as at peak times associated with special events on both sides of the freeway.

As defined in this RFP, responding parties will provide a Proposal describing their Proposing Team and providing other requested information. MDOT will evaluate Proposals and select one Proposer. Information submitted in the Proposal will be utilized in negotiations with the apparent successful Proposer to finalize the scope and budget provisions of the Master Development Agreement (MDA) between the Master Developer and MDOT.

1.1 Procurement Process

This RFP is issued to help select a Master Developer who will partner with MDOT in the development, design, financing, construction, and maintenance of the FFDC. However, the initial scope of work primarily relates to the first phase of the FFDC project (“Phase 1”) (as described in more detail in Section 2.2). The MDA is anticipated to be amended following the completion of Phase 1 work. At the conclusion of Phase 1, MDOT expects to negotiate an amendment to the MDA for Phase 2 activity. The amendment will define the scope, budget, and compensation arrangements, financial plan, risk allocation, and the resources/skills that must be contained within the Master Developer team for Phase 2 as described in Section 3.1.

1.2 Project Goals

The Michigan Department of Transportation (MDOT) seeks to engage with a development partner to explore opportunities and potentially implement feasible strategies to meet the following goals:

- Increase the capacity, determine the need and location for pedestrian and non-motorized crossing of the Fisher Freeway in the downtown area.
- Improve safety for existing and new pedestrian and non-motorized crossings of the Fisher Freeway in the downtown area.
- Encourage a more walkable environment over and around the Fisher Freeway that is consistent with the urban street network and its adjacent land uses.

Through the MDA, as amended from time to time, MDOT and the Master Developer will fulfil two objectives of the FFDC project, namely:

- Phased realization of a fully integrated pedestrian and non-motorized crossings over the Fisher Freeway, as defined through performance specifications developed by the MDOT; and
- Phased realization of ancillary uses such as commercial and retail development, and civic functions for the proposed FFDC site and adjacent areas.

1.3 Definitions

“AASHTO” means American Association of State Highway and Transportation Officials

“Addenda” or **“Addendum”** means any document issued by MDOT in connection with this RFP after its date of issuance reflecting any modification, supplement, amendment or other revision to this RFP and the RFP process.

“CFR” means Code of Federal Regulations

“District Detroit” is a five section community connecting Midtown to Downtown with businesses, restaurants, parks, homes, and future home of the Detroit Red Wings.

“Downtown Detroit” means the central business district and a residential area of the city of Detroit, Michigan, United States. Downtown Detroit is bordered by M-10 (Lodge Freeway) to the west, the Interstate 75 (I-75, Fisher Freeway) to the north, I-375 (Chrysler Freeway) to the east, and the Detroit River to the south.

“EPA” means the U.S. Environmental Protection Agency

“Equity Member” means a member or joint venture participant of a Proposer Team that will directly or indirectly contribute equity to the Master Developer as part of the financial plan for the FFDC project.

“FHWA” means the Federal Highway Administration.

“HUD” means the U.S. Department of Housing and Urban Development

“Major Equity Member” means (i) any Equity Member of a Proposer Team that has contributed, or is projected in the relevant Proposal to contribute, directly or indirectly, fifty percent (50%) or more of the equity of such Proposer Team or (ii) if there is no such Equity Member, then each Equity Member of a Proposer Team that has contributed, or is projected in the relevant Proposal to contribute, directly or indirectly, one third (33 1/3%) or more of the equity of such Proposer Team.

“Major Technical Sub-consultants” mean the sub-consultants retained by the Master Developer to provide (i) engineering services and (ii) site planning services as described under Section 2.7.1.

“Master Developer” the Proposer determined by MDOT to have submitted the highest ranked Proposal that thereafter executes the Master Development Agreement. “Master Developer” also shall apply to a single purpose entity established by the highest ranked Proposer to execute the MDA.

“Master Development Agreement” or **“MDA”** means the contemplated Master Development Agreement between the Master Developer and MDOT (or other applicable entity designated by MDOT and the other FFDC Stakeholders) to implement the FFDC project and perform the Phase 1 agreed upon services. Phase 2 of FFDC development will be implemented pursuant to amendments, replacements, restatements, supplements and/or additional agreements related to or in lieu of the MDA.

“Member” or **“Team Member”** means any company, joint venture, partnership, limited liability company or consortia identified in a Proposal as being part of the Proposer Team.

“Midtown” is a mixed-use area consisting of a business district, cultural center, a major research university, and several residential neighborhoods, located along the east and west side of Woodward Avenue north of Downtown Detroit between the New Center area. The

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community area of neighborhoods is bounded by the Chrysler Freeway (I-75) on the east, the Lodge Freeway (M-10) on the west, the Edsel Ford Freeway (I-94) on the north, and the Fisher Freeway (I-75) on the south.

“New Center” means the commercial and residential district uptown in the city of Detroit, Michigan, United States. New Center is centered just west of the intersection of Woodward Avenue and Grand Boulevard, and is approximately bounded by the Virginia Park on the north, the Edsel Ford Freeway (I-94) on the south, John R Street on the east, and the Lodge Freeway on the west.

“Other Technical Sub-consultants” means the sub-consultants retained by the Master Developer to provide additional services, as described under Section 2.7.2

“P3” means Public-Private Partnership.

“Project” means the contract opportunity described within this RFP to participate with MDOT in developing, designing, constructing, financing, operating, and maintaining of the FFDC through a Master Developer Agreement.

“Proposal” is a Proposing Team’s response to this RFP submitted to MDOT and received in conformance with RFP requirements.

“Proposer” or **“Proposer Team”** means: (i) companies, (ii) joint ventures, (iii) partnerships, (iv) limited liability companies, or (v) consortia comprised of (i), (ii), (iii), (iv) or (v), formed or to be formed, which is submitting a Proposal in response to this RFP.

“USDOT” means the United States Department of Transportation.

“Website” means the project website found at: www.michigan.gov/ic, click on Fisher Freeway Downtown Crossing (FFDC).

2.0 PROJECT INFORMATION; RFP PROCESS

2.1 Project Description

MDOT desires to procure the services of a Master Developer, to assist with the planning, development, and design (Phase 1), and possibly proceed to the construction, operation, and maintenance (Phase 2) of the FFDC.

MDOT's primary objective of this project is to provide sufficient usable space to accommodate pedestrian and non-motorized users, facilitating movement and activity along the local urban surface street transportation network over and across the freeway. The secondary objective is to provide associated development and services as part of or adjacent to these crossings that is consistent with and complementary to the surrounding land uses, such that the look and feel of the environment is less focused on crossing the freeway and more on a walkable, urban setting. Such associated development may include commercial and private enterprise, which in turn could provide a revenue stream that offsets some costs for any public infrastructure improvements.

The focus of the FFDC project centers on the Woodward Avenue (M-1) crossing over the Fisher Freeway, however, MDOT is interested in Proposers' concepts and implementation strategies for the entire area from Third Avenue to Brush Street, as indicated in Figure 1 and Figure 2. Proposers' concepts may include the provision of improvements to existing crossings or the addition of new crossings. Proposals that include a complete "cap" or "tunnel" for the Fisher Freeway will not be accepted, due to the changes such features would induce on the routing of hazardous materials to other portions of Detroit's transportation network.

All proposed work shall conform to current MDOT, FHWA, and AASHTO practices, guidelines, policies, and standards.

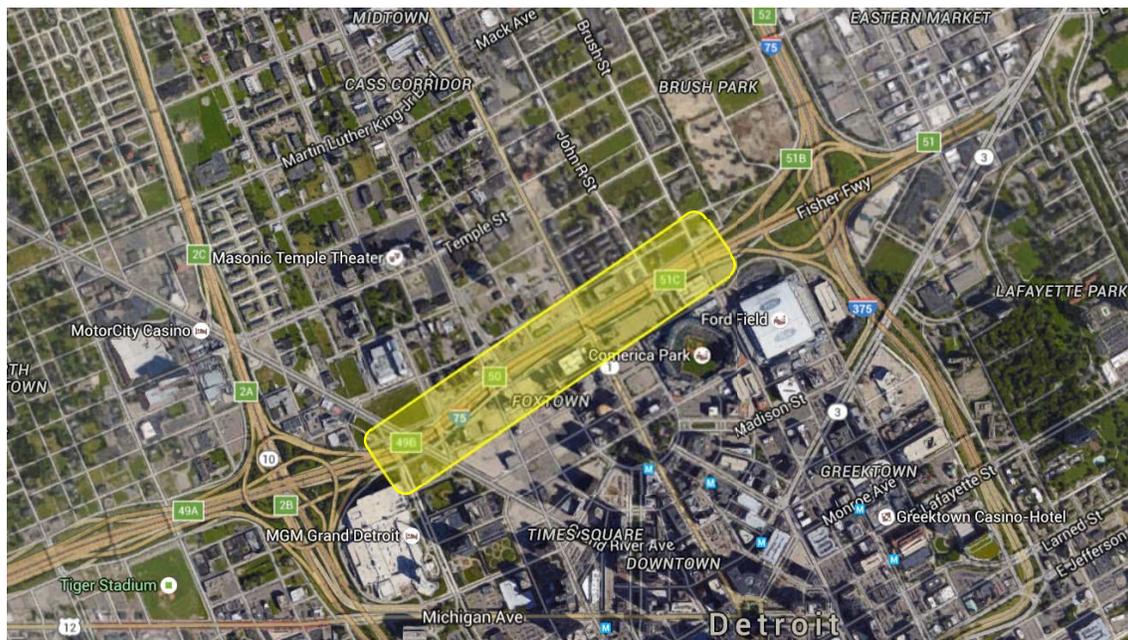


Figure 1. FFDC Vicinity Map

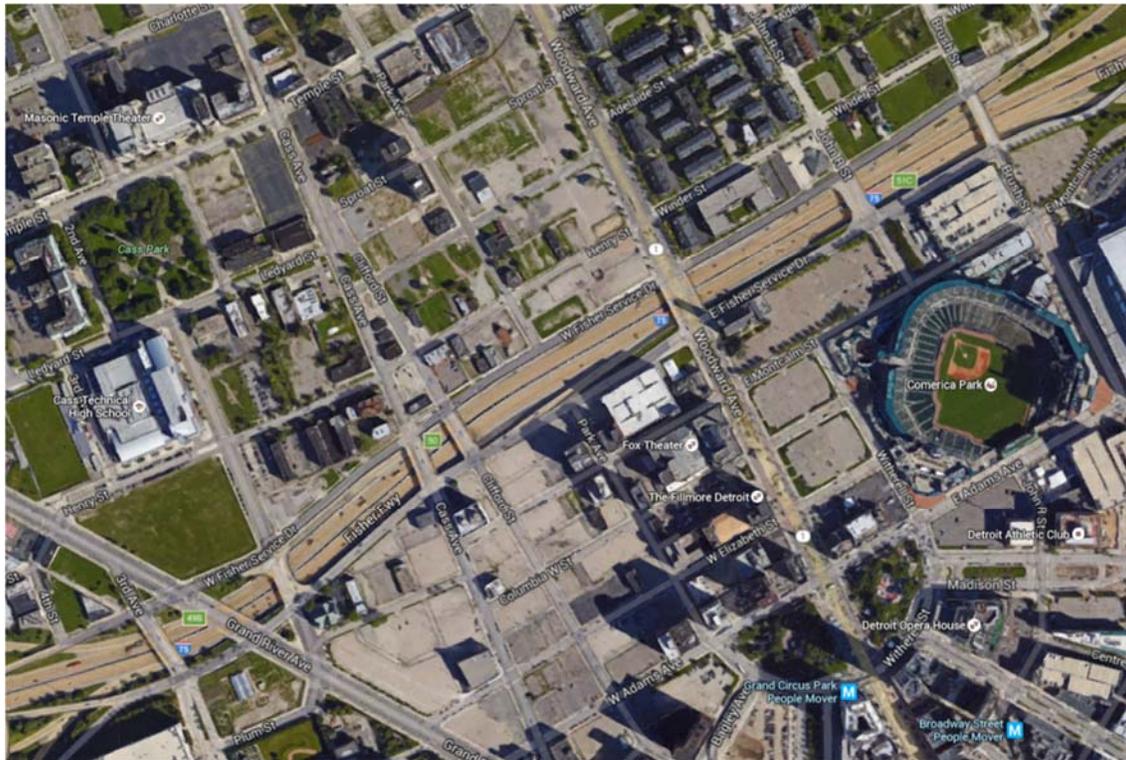


Figure 2. FFDC Project Area Map

The project site is adjacent to many public and private institutions including:

Wayne State University; Detroit Institute of Arts and the Museum of Contemporary Art Detroit; Downtown Detroit; Midtown Detroit; District Detroit; and New Center

The Master Developer will share certain risks with MDOT and potentially other FFDC Stakeholders for various aspects of the FFDC project. A certain level of public funding may be available, but is not guaranteed. Airspace Agreement (Lease)

If the proposal includes the use of airspace above I-75 for non-highway uses, or commercial activities and is located within the MDOT right of way boundaries, an airspace agreement (lease) will need to be developed and approved by the MDOT and the FHWA. Airspace leases may be granted as long as such uses will not interfere with the construction, operation or maintenance of the state facilities; anticipated future transportation needs; or the safety and security of the state facilities for both highway and non-highway users. MDOT/FHWA will determine the fair market value of airspace. MDOT will assess a fee for airspace leases, and the income received from the airspace leases will be used for Title 23 (Transportation) purposes.

Additional restrictions include but are not limited to:

Airspace shall not be used for the manufacture or storage of flammable, explosive, or hazardous material or for any occupation which is deemed by the MDOT or the FHWA to be hazard to highway or non-highway users. This would include the use/storage of gas in the airspace under, above or near the highway facility.

The design, occupancy, and use of any structure over or under a highway facility shall not interfere with the use, safety, appearance, or the enjoyment of the facility nor produce fumes, vapors, odors, drippings, droppings, or discharges of any kind.

On-premise signs, displays, or devices indicating ownership and type of on-premise activities may be erected. However, no signs or advertisements shall be visible to the motoring public on roads, including but not limited to I-75.

Proposers are also required to comply with the Code of Federal Regulations (CFR), and should be familiar with the requirements identified in Title 23, Part 710 as well as the Airspace Guidelines, which can be found here: http://www.fhwa.dot.gov/real_estate/right-of-way/corridor_management/airspace_guidelines.cfm.

2.2 Scope of Services

MDOT anticipates that the performance of these predevelopment and design activities may extend over a 12 month period; however the actual duration may vary depending upon the scope of work to be performed and requirements of the environmental and entitlement processes, as well as any changes in law which may be necessary to advance the work contemplated under Phase 1. The actual scope will be determined upon negotiations/discussions with the Proposer selected by MDOT. All design requirements shall comply with FHWA, AASHTO, and MDOT design requirements, standards and special details. Approval for any variances to design requirements/standards will be subject to MDOT and FHWA approval. At a minimum, however, the following work is anticipated to be performed under Phase 1 of the FFDC project through the MDA.

- Prepare structure study
- Prepare a conceptual design level document for the architecture, landscape architecture and engineering of the FFDC, in sufficient detail to satisfy NEPA and other environmental requirements. The structural study and conceptual design shall be developed in collaboration with MDOT and stakeholders. Approval of the structure study and conceptual design by the MDOT and FHWA shall be obtained prior to proceeding with the design. The conceptual design level documents shall include but is not limited to:
 - Precedent imagery of similar spaces;
 - Street level plan; Elevations; and Cross - Sections.
- Initiate environmental, contamination and historical reviews to define the environmental requirements going forward, develop buildout alternatives, and provide factual inputs for NEPA process.
- While leading the NEPA process, initiate a community relations / information program involving adjacent communities and FFDC Stakeholders.
- Inventory existing utilities and undertake preliminary analysis of potential contamination; identify utility improvements required to support the conceptual design scheme; identify potential remediation needs.
- Prepare an initial program of ancillary uses contemplated in the conceptual design – provide a preliminary market analysis of the proposed real estate development components including phasing, pricing range (including market rent projections), market absorption assumptions for various uses, and other pertinent data.
- Identify potential development constraints that impacted the conceptual design and should be considered, and potentially mitigated, by MDOT before moving to Phase 2
- Prepare rough order of magnitude cost projections for required infrastructure improvements, including demolition and site preparation, foundations and structural

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elements, street, pedestrian facilities and utility improvements, landscaping, professional service fees, and other costs as anticipated.

- Prepare a master schedule for the FFDC through the initial phase of site preparation / construction, and a conceptual schedule for full buildout, assuming a target FFDC completion date no later than November 30, 2018.
- Prepare a near term financial plan for Phase 2 of FFDC development based upon cost inputs reflecting the conceptual design and a pro forma long range plan for the full buildout of the FFDC indicating the mix of public and private funding anticipated for both construction and future operations and maintenance (including periodic capital renewals and replacements).
- Prepare a traffic impact study, and traffic management plan (including pedestrians and non-motorized users).
- Be responsible for project utility coordination.
- The Master Developer must adhere to all applicable OSHA and MIOSHA safety standards, including the appropriate traffic signs for the activities and conditions for this job and perform field operations in accordance with the Department's Personal Protective Equipment (PPE) policy as stated in the MDOT Guidance Document #10118.
- Prepare and submit a construction permit to MDOT to perform work within the ROW. Approval from MDOT will be required before any work (design/construction) can be performed.
- Complete the design and provide design plans of this project including but not limited to the following:
 - a) Perform design surveys.
 - b) Prepare required plans, typical cross-sections, details, and specifications required for design and construction.
 - c) Compute and verify all plan quantities.
 - d) Prepare staging plans and special provisions for maintaining traffic during construction.
 - e) Provide solutions to any unique problems that may arise during the design of this project.
 - f) The Master Developer may be required to provide Design Services during the construction phase of this project.
 - g) Maintain a Design Project Record in ProjectWise, which includes a history of significant events (changes, comments, etc.) which influenced the development of the plans, dates of submittals and receipt of information.
 - h) If excavation is required, submit the excavation locations which may contain contamination. The Project Manager then can proceed in requesting a Project Area Contamination Survey (PACS).
 - i) The Master Developer shall prepare and submit in ProjectWise (in PDF format) a CPM network for the design and construction of this project.
 - j) The Master Developer shall record the minutes and submit in ProjectWise (in PDF format), for all project related meetings to the MDOT Project Manager within two weeks of the meeting.

- k) The Master Developer will provide to MDOT, by entering into MDOT ProjectWise at the scheduled submittal dates, electronic documents (in PDF format) of the required specifications and plan set materials for distribution by MDOT for all reviews for this project.
- l) Prepare and submit electronically (native format or PDF) into MDOT ProjectWise, any information, calculations, or drawings required by MDOT for acquiring any permit (ie. NPDES, DEQ, etc), approvals (i.e. county drain commission) and related mitigation. MDOT will submit permit requests.
- m) Attend any project-related meetings as directed by the MDOT Project Manager.
- n) Attend information meetings (i.e., public hearings, open houses, etc.) with the public and public officials to assist in responding to concerns and questions. May require the preparation of displays such as maps, aesthetic renderings, marked-up plans, etc.
- o) The Master Developer shall be responsible for obtaining and showing on the plans the location and names of all existing utilities within the limits of the project. The location of utilities should include x, y and z coordinates. They will also be responsible for developing a utility matrix, identifying utility conflicts and required relocations. In the course of resolving utility conflicts, the Master Developer shall make modifications to the plans or design details and provide assistance as directed by the MDOT Utility Coordinator and/or Project Manager. The Master Developer shall attend any utility meetings called to ensure that the concerns are addressed on the plans involving utilities. The Master Developer shall assist in the review of utility permit requests to ensure compatibility with the project.
- p) The Master Developer shall be responsible for all traffic control required to perform the work in Phase 1.

Following completion of the Phase 1 work, Phase 2 will include such tasks as: construction, operation, and maintenance if project financing is secured.

2.3 Property Status

A map of the property that is currently owned by MDOT, which focuses on the I-75/Woodward area of the FFDC project is displayed below.



Figure 3. Limited Access ROW within the Fisher Freeway is bound approximately by the lines shown in red. A detailed ROW survey will be required to fully define the ROW.

2.4 Project Environmental Status

The Master Developer will be responsible to coordinate with MDOT and provide information required to obtain any National Environmental Policy Act (“NEPA”) clearances and any/all environmental certifications, permits or other relevant documentation.

Prior to beginning the environmental clearance process with MDOT, the Master Developer shall identify all environmental issues, and develop constraint maps. They will be required to meet with MDOT environmental staff as necessary to complete the NEPA process.

In addition, the Master Developer will be responsible for conducting a historical review/report, and contamination survey for submission to MDOT for their review and approval.

2.5 Procurement Schedule

MDOT is conducting the procurement process in accordance with the following schedule:

Phase 1 – Request for Proposals

Issuance of RFP – November 3, 2016

Inquiry/Clarification Submittal Deadline – December 5, 2016; 4 PM EST

Proposal Due Date – December 9, 2016; 1 PM EST

Identification of a Preferred Proposer – January 2017

Negotiations with Preferred Proposer complete – February 2017

Finalization and execution of Master Development Agreement – April 2017

This schedule is preliminary, and is subject to modification in RFP addenda at the sole discretion of MDOT.

2.6 Inquiries and General Information

Information regarding this RFP, including addenda to the RFP, questions and answers, and project specific information, will be posted to the Website.

All questions regarding the Project must be submitted by e-mail to the MDOT Project Manager listed below and clearly indicate on the subject line that the material relates to the FFDC project. Questions must be received by the date and time indicated in Section 2.5. MDOT will answer all such questions on the MDOT website as soon as possible after receipt of the questions. The name of any entity submitting questions will not be disclosed. The employees and representatives of the Proposer Team may not contact any MDOT staff (including members of the selection team) other than the MDOT Project manager or her designee to obtain information on the Project. Disallowed contact may result in disqualification.

MDOT PROJECT MANAGER:

Bonnie Yu, P.E.
Detroit Transportation Service Center
Michigan Department of Transportation
1060 West Fort Street
Detroit, MI 48226
yub@michigan.gov
(313) 965-5412

Addenda to the RFP

MDOT reserves the right to issue addenda to this RFP at any time before the Proposal Due Date. MDOT will post any addenda to this RFP on the Website. It will be the Proposers full and sole responsibility for monitoring the Website for information concerning the FFDC project and verifying that all the Addenda have been incorporated within their Proposal.

News Releases

Any news releases pertaining to this RFP or the Project will not be made without prior written MDOT approval, and then only in accordance with the explicit written instructions from MDOT. MDOT reserves the right to revise this RFP at any time before the Proposals are due. Such revisions, if any, will be announced by addenda to this RFP.

Disclosure

Except as otherwise stated, all information in a Proposing Team's Proposal and any contract resulting from this RFP are subject to disclosure under the provisions of the "Freedom of Information Act," 1976 Public Act No. 442, as amended, MCL 15.231, et seq.

Respondents are advised that MDOT may utilize federal funds for the FFDC project. Applicable federal law will govern the FFDC project's procurement and contract documents.

2.7 Prequalification and Technical Requirements

2.7.1 Major Technical Sub-Consultants

A Proposer should possess the following MDOT prequalifications within its primary team or through sub consultants at the time of its Proposal submission:

PRIMARY PREQUALIFICATION CLASSIFICATION:

Design – Bridges

Design – Bridges: Complex

Design – Buildings

Design – Traffic Work Zone Maintenance of Traffic

2.7.2 Other Technical Sub-Consultants

In order to successfully complete the Phase 1 work scope, the Master Developer may mobilize additional technical resources through Other Technical Sub-consultants equipped with the following skills:

- Capabilities to undertake the assemblage of land in accordance with state and federal statutes; however, the relevant public agencies will have sole discretion in approving and implementing the acquisition of parcels, air rights or other property interests through the exercise of eminent domain. The Master Developer may include firms experienced in the conduct of mapping, surveys, appraisals, legal descriptions and title searches, utility and contamination surveys. Where MDOT deems condemnation to be required, the Master Developer will provide technical support for implementation of the eminent domain process.
- Legal expertise to provide support for redevelopment and land assemblage activities, integrate the requirements of the Detroit City Code with respect to the mix of uses that will be permitted on the site that are not directly related to the FFDC transit use, as well as to assure compliance with applicable federal, state, and local funding requirements.
- Financial planning expertise.
- Community relations and outreach capabilities to manage interaction with the public and stakeholder organizations in advancing the planning process, as well as undertaking environmental studies and required public involvement.

RECOMMENDED SECONDARY PREQUALIFICATION CLASSIFICATION:

Design – Geotechnical: Advanced
Design – Hydraulics I
Design – Roadway: Complex
Design – Traffic: Capacity & Geometric Analysis
Design – Traffic: Pavement Markings
Design – Traffic: Safety Studies
Design – Traffic: Signal
Design – Traffic: Signal Operations
Design – Traffic: Signing - Freeway
Design – Traffic: Signing - Non-Freeway
Design – Traffic: Work Zone Mobility & Safety
Design – Utilities: Municipal
Design – Utilities: Roadway Lighting
Design – Utilities: Subsurface Utility Engineering
Landscape Architecture
Design: Project Development Studies
Surveying: Right of Way
Surveying: Road Design
Surveying: Structure
Environmental: Archaeology – Historic
Environmental: Historic Assessment
Construction Engineering: Bridges & Ancillary Structures

2.8 Participation on More than One Proposer Team

To ensure a fair procurement process, Major Equity Members and Major Technical Sub-consultants of a given Proposer Team are forbidden from participating, in any capacity, on another Proposer Team during the course of the procurement. This prohibition extends to affiliated entities of Equity Members and Major Technical Sub-consultants, as well as to potential joint venture partners within Major Equity Members or Major Technical Sub-consultants holding minority interests. MDOT reserves the right to disqualify any Proposer that fails to comply with this prohibition.

2.9 Conflicts of Interest

The Proposing Team shall accept responsibility for being aware of the requirements of 23 Code of Federal Regulations (CFR) 636.116 and include a full disclosure of all potential organizational conflicts of interest.

All Major and Other Technical Sub-consultants will be subject to MDOT's Conflict of Interest policy and must be eligible to provide services in Michigan and in accordance with the requirements of the Phase 1 MDA funding sources. In addition, the Master Developer shall

comply with the requirements in the selection of Other Technical Sub-consultants. Agreements with sub-consultants must not conflict with the terms and conditions of the MDA.

The Proposer Team shall complete and include Form 1 “Conflict of Interest Statement” with the Proposal. The Proposer Team will certify via Form 1 that they have read and understand MDOT’s policy regarding conflict of interest and 23 CFR 636.116, and that each member of the Proposer Team (including the Proposer Team, proposed consultants, contractors and subcontractors, and their respective chief executives, and directors) has done the same. The Proposer Team shall either certify that they and each team member have no conflict of interest with the Project, or shall describe the conflict as provided.

The Proposer Team agrees to make an immediate and full written disclosure to MDOT if an organizational conflict of interest is discovered after the Master Developer is selected. The disclosure must include a description of the action that the Proposer Team has taken or proposes to take to avoid or mitigate such conflict. If an organizational conflict of interest is determined to exist, MDOT may, at its discretion, cancel the contract for the Project. If the Proposer Team was aware of an organizational conflict prior to the selection and did not disclose the conflict to MDOT, MDOT may terminate the contract for default.

2.10 Changes to Organizational Structure

In the event that a Proposer 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, the Proposer shall obtain MDOT’s written approval of the proposed change and provide MDOT with sufficient details of the proposed change so as to facilitate MDOT’s consideration thereof. MDOT Form 5100G, Changes to Key Personnel, shall be submitted to MDOT’s Project Manager for approval. To qualify for MDOT approval, the written request must document that the proposed removal, replacement or addition will be equal to or better than the team provided in the Proposal. MDOT may in its sole discretion accept, reject, or seek additional information regarding a Proposer’s request to change its team, and will base its decision on whether the Proposer as a whole still meets or exceeds the minimum criteria contained in this RFP. If a Proposer seeks to add one or more new Equity Members, Major Technical Sub-consultants, or Other Technical Sub-consultants to its team, the proposed new member shall provide all of the information that is required in this RFP regarding Equity Members, Major Technical Sub-consultants, or Other Technical Sub-consultants of a Proposer Team. MDOT may revoke an awarded contract if the Team Members identified in the Proposal are removed, replaced or added without MDOT’s prior written approval.

2.11 Equal Employment Opportunity

The Proposer Team will be required to follow both State of Michigan and Federal Equal Employment Opportunity (EEO) policies.

2.12 Disadvantaged Business Enterprises

It is the policy of MDOT to promote and encourage the use of small business enterprises, Disadvantaged Business Enterprises, (referred to herein as “DBEs”), as well as local labor and resources, consistent with applicable laws and regulations. Therefore, MDOT encourages all DBEs and local labor and resources to participate in the business activities of MDOT as service providers, vendors, contractors, subcontractors, advisors, and consultants, even if there is not a specific requirement for DBE participation. This desire on the part of MDOT is not intended to restrict or limit competitive bidding or to increase the cost of work. MDOT supports a healthy free market system that seeks to include responsible businesses and provides ample opportunity for business growth and development. MDOT has

established a DBE program in accordance with regulations of the DOT, 49 CFR Part 26. In this regard, the Proposer Team will take all necessary and reasonable steps in accordance with 49 CFR Part 26 to ensure that DBEs have the maximum opportunity to compete for and perform the contract.

The Michigan Department of Transportation will monitor and assess the overall DBE participation and/or good faith effort in promoting equity and opportunity in accordance with the Department of Transportation Disadvantaged Business Program Plan. MDOT may require a percentage of the work to be completed by DBE firms. Any such requirement will be identified in Phase 2 and the MDA.

For more information on the MDOT DBE Program please contact:

Office of Business Development
Detroit Operations & Service Center (DOSC)
1060 W. Fort Street, 2nd
Detroit, Michigan 48226
Toll Free: 1-866-DBE-4009

2.13 Policy Regarding Communications and Contact

Proposers are required to conduct the preparation of their Proposal with professional integrity and free of lobbying activities. Proposers and their respective agents and consultants are not permitted to contact or communicate with, directly or indirectly with MDOT, regarding the subject matter of this RFP after the issuance date of this RFP, except as specifically permitted herein or approved in advance by MDOT. Any verified allegation that a 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 Proposers may be cause for MDOT to disqualify the Proposer Team from submitting a Proposal, 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 Proposal.

Following the selection of the preferred Master Developer, MDOT anticipates that certain communications and contacts will be permitted. To the extent any Proposer intends at any time to initiate contact with the general public, other agencies or authorities regarding the FFDC project, the nature of such intended contact and the substance thereof must be approved in writing by MDOT prior to the commencement of such activities. All communications or questions to MDOT shall be addressed to the MDOT Project Manager.

2.14 Reference Information Documents

The Reference Information Documents (“RID”) provided by MDOT as part of the RFP will not form part of the MDA. MDOT makes no representation, warranty, or guarantee as to the Reference Information Documents’ accuracy, completeness, or pertinence, and shall not be responsible for such or for any interpretations thereof or conclusions drawn therefrom.

The RID will be made available to the Proposer by the MDOT Project Manager or designee, in order to provide the Proposer with Project-related information in MDOT’s possession, whether or not such information may be accurate, complete, pertinent, or of any value. Each Proposer shall use or elect to not use such information at its own risk and is solely responsible for its own independent due diligence in connection with the preparation and submission of its Proposal.

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RID and the information contained therein provided by MDOT do not abrogate each bidder's responsibility for further verifications and inquiries as are necessary to properly address preparation of the Proposal or performance of the work.

3.0 DELIVERY OF THE PROJECT

3.1 Master Developer Description

It is envisioned that the Master Developer will be a single entity with demonstrated experience in delivering complex, mixed use projects that are integrated with active transportation systems. In order to meet MDOT's expectations for prior experience, it is anticipated that Proposers seeking designation as the Master Developer may be joint ventures; however, a single firm with the requisite background may propose on its own.

The Master Developer will be expected to directly invest in Phase 1 and no compensation will be provided by MDOT for Phase 1 activities. For Phase 2, if offered, the Master Developer will be expected to directly invest and/or raise equity for the FFDC development. Proposers may, at their option, include Equity Members in their Master Developer entity that have a record of equity investment in transportation or social infrastructure projects delivered under P3 contractual arrangements, or may add such Equity Members with the consent of MDOT when future phases of work involving P3 project delivery at the FFDC are contemplated. Similarly, equity investors in the commercial development aspects of the FFDC may, with the consent of MDOT, be added to implement such projects during Phase 2 of FFDC work.

If offered, Phase 2 of the FFDC development is expected to involve a different blend of public / private risk allocation, and unique sources and uses of funds. The current procurement is intended to secure the Master Developer that will eventually undertake Phase 2; however, the initial work scope, and composition of the Master Developer team will only address the Phase 1 predevelopment and design activities. Proposers seeking the Master Developer designation are required to assemble the specific skills required to implement the Phase 1 work scope, either from their own staff or through the use of technical advisors and consultants (Major Technical Sub-consultants as defined in Section 2.7.1). As described in Section 2.7.2, additional lower tier technical sub-consultants (Other Technical Sub-consultants), may be added to the Proposer Team and/or Master Developer's team subsequent to the execution of the MDA with the prior approval of MDOT.

As the FFDC evolves through Phase 2 of implementation, new skills and capabilities may be added to the Master Developer team, or potentially to the Master Developer entity itself, subject to approval by MDOT and the process detailed in the MDA. Future augmentation of the team to perform subsequent phases of work may be undertaken using competitive procurements (either price based, professional services / qualifications based, or aesthetic / design competition) managed by the Master Developer and adhering to MDOT-prescribed procurement requirements reflecting the sources of funds to be utilized. MDOT seeks to preserve price competition in the implementation of Phase 2 of FFDC development, particularly construction, under the overall direction and management of the Master Developer.

Firms identified in the Proposal for work in Phase 2 will not be taken into consideration for evaluation purposes under this RFP, and will not be accorded any preference, right of first refusal, or "sole source" designation for future work by MDOT. The Master Developer may undertake the future competitive procurements to secure such services and products, as prescribed by MDOT and in accordance with the MDA, as well as within the guidelines, regulations, and requirements associated with the sources of funding used to pay for the work.

3.2 Financial Considerations

No “price” for the full FFDC buildout can be determined at this stage because the scope, timing, and design of the FFDC concept will be defined as a result of the Phase 1 work. The plan of finance for the FFDC is therefore subject to variation over time depending upon the scope and nature of the activities moving into an active stage of development. For example:

Commitment of federal and stakeholder grants may be used for predevelopment tasks, land acquisition and site remediation, initial site improvements, and the transportation facilities themselves;

Grants may be used to fund ongoing expenses; and the Master Developer will be expected to comply with the requirements of various sources of public funds supporting development of the FFDC (ie: TEDF, TAP grants, TIGER and FASTACT grants).

Phase 1 of the Master Developer’s scope will be approached as a professional services engagement under the MDA. MDOT and the other FFDC Stakeholders are expected to serve as applicants for additional grant funding in the future, as necessary and reasonable and support the Master Developer’s efforts to implement the agreed upon plan of finance. MDOT and the other FFDC Stakeholders may provide additional funds or value to fulfil federal matching requirements. However, the Master Developer will be responsible for integrating other potential sources of funding into an overall plan of finance which recognizes and complies with the constraints and limitations on the use of such federal funds as set forth in statutes and program guidelines of the federal funding programs that are utilized. The Master Developer will be solely responsible for determining and obtaining a plan of finance that optimizes the value of the inclusion of these federal funds. The relevant federal requirements will be incorporated as an attachment to the MDA. Phase 2 will not proceed until funding or an agreed upon plan of finance is secured before the completion of Phase 1.

Additionally:

Where loans under current and/or future federal statutes are incorporated into the Master Developer’s plan of finance, the Master Developer (or a special purpose vehicle created by the Master Developer) will serve as the borrower. MDOT will not incur indebtedness of any kind on behalf of the Master Developer. The Master Developer will be responsible for compliance with all agreements and reporting requirements associated with such loans. If required by federal statute or guideline, MDOT may serve as the applicant for such loan; however, in no instance will MDOT act as the borrower.

4.0 PROPOSAL CONTENT AND SUBMITTAL REQUIREMENTS

This section describes the specific information that must be included in the Proposal. Proposals must follow the outline of this section. Proposer Teams shall provide brief, concise information that addresses the requirements of the Project consistent with the evaluation criteria described in this RFP. Submit only one Proposal describing the qualifications for a given team, regardless of the number of entities on the team. Do not submit additional Proposals for each Team Member.

4.1 Description of Process

Interested proposers shall prepare a Proposal for submission to MDOT. MDOT will rank the Proposers based upon their Proposals. The highest-ranked Proposer will then be invited to submit a fee proposal. All content included in the submitted Proposal can be considered a commitment. If MDOT is unable to reach agreement with the highest ranked Proposer, negotiations will be initiated with the next highest ranked Proposer – and the subsequent next highest ranked Proposer if need be – until MDOT is able to negotiate an acceptable MDA.

4.2 Description of Proposal Contents

4.2.1 Administrative Submission for Proposal

- a) Executive Summary – a two (2) page statement highlighting the experience, qualifications, and capabilities of key Members of the Proposer Team.
- b) Structure of the Proposer Team (20 Page Limit, Resumes and MDOT forms will not count against the page limit):
 - i. Table of Organization of the Master Developer and Proposer Team showing the relationship between the entities comprising the Equity Members and the Major Equity Member, and between the Equity Members and the Major Technical Sub-consultants.
 - ii. Executed teaming agreement in conformance with the Table of Organization between the Proposer Team Members shall be provided. If the entities making up the Proposer Team have not executed a teaming agreement, the Proposal shall contain a summary of key terms of the anticipated agreement.
 - iii. Joint venture agreement, if applicable, between Equity Members of the Master Developer entity. If the entities making up the Proposer Team have not executed a joint venture agreement, the Proposal shall contain a summary of key terms of the anticipated agreement.
 - iv. Joint venture agreement, if applicable, between Members of any Major Technical Subcontractor entity. If the entities making up the Proposer Team have not executed a joint venture agreement, the Proposal shall contain a summary of key terms of the anticipated agreement.
 - v. Table of Organization showing key staff contacts within the Proposer's FFDC project management team.

4.2.2 Experience and Qualifications Submission for Proposal

4.2.2.1 Master Developer Equity Members

- a) Description of no more than two (2) projects demonstrating the experience required in Section 5.3.(a).
 - i. Each project description will be a maximum of two (2) narrative pages and two (2) pages of photographs or site plans.

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- ii. The project description will provide an overview of the key features of the project and how it relates to the FFDC, the timeline for its development and implementation, the major sources and uses of funds for its financing, the role of the Equity Member(s) (including its percentage of ownership), and evidence of the equity investment made by an Equity Member in the private development (non-transportation) component of the project and, if applicable, the transportation related facilities.
 - iii. Two (2) references must be provided for each project, with at least one (1) reference from a public agency involved in sponsoring the project and one reference involved in the debt or equity financing of the private development (non-transportation) component of the project and/or the transportation related facilities if applicable.
- b) Resumes (maximum two (2) pages each) for no less than two (2) individuals employed by the Equity Members of the Proposer who will be responsible for managing performance of the Proposer's work efforts under the MDA Phase 1 work scope.
- i. Two (2) references must be provided for each individual, with at least one (1) from a public agency.
 - ii. Proposer shall acknowledge that at least one (1) of the two (2) individuals presented will be available on a fulltime basis for managing the FFDC Phase 1 work scope and to serve as the primary point of contact for MDOT.

4.2.2.2 Major Technical Sub-consultants

- a) Description of no more than two (2) projects for each of the Major Technical Sub-consultants (Engineering Services, Site Planning) demonstrating the experience required in Section 5.3.(b)
- i. Each project description will be a maximum of two (2) narrative pages and two (2) pages of photographs or site plans.
 - ii. The project description will provide a description of the role played by the Major Technical Sub-consultant (including a percentage of the work performed), an overview of the key features of the project and its parallels to the FFDC, the timeline for its implementation, and any innovations introduced in response to unique technical challenges.
 - iii. If the Major Technical Consultant is a joint venture, the role of the majority owner of the joint venture, including the percentage of work performed in the projects provided, must be described.
 - iv. Two (2) references must be provided for each project, with at least one (1) reference from public agencies (e.g., federal, state or local governmental agencies) involved in sponsoring the project.
- b) Resumes (maximum two (2) pages each) for two (2) individuals employed by each of the Major Technical Sub-consultants who will be responsible for managing performance of work efforts under the Phase 1 Master Development Agreement.
- i. Two (2) references must be provided for each individual, with at least one (1) from a public agency involved in sponsoring the Project.

- ii. Proposer shall acknowledge that at least one (1) of the two (2) individuals presented will be available on a full-time basis for managing the FFDC Phase 1 work scope and coordinating with the FFDC Technical Committee.

4.2.2.3 Other Technical Sub-consultants Information

- a) A maximum two (2) page description for each firm the Proposer identifies as an Other Technical Sub-consultant in the Proposal that highlights the firm's experience and capabilities in performing work comparable to that which is anticipated under the Phase 1 FFDC work scope. Two (2) references shall be furnished, preferably from public agencies capable of attesting to the Other Technical Sub-consultant's excellence in performing comparable tasks to those anticipated under the Phase 1 FFDC work scope.
- b) A detailed description, if applicable, of the specific additional technical skills not otherwise identified as Other Technical Sub-consultants in (i) above the Proposer expects to engage prior or subsequent to the execution of the Master Development Agreement and the process it expects to follow to engage such services with the approval of MDOT.

4.2.3 FFDC Vision Statement

A maximum ten (10) page statement demonstrating the understanding of the FFDC and a vision for its full buildout. In addition, a maximum of five (5) pages of graphics or images may be provided in support of the narrative. The statement should demonstrate familiarity with local sub-area plans and emphasize key challenges and opportunities anticipated in realizing the FFDC based upon current conditions. The challenges and opportunities may be physical/spatial, market related, operational, financial, phasing-related, institutional, community -related, or others, and are left to the Proposer to prioritize. The Proposer should identify any innovative actions it would undertake, as well as unique in-house or technical skills it would deploy, to successfully realize the FFDC.

4.2.4 FFDC Business Case

A maximum three (3) page statement demonstrating the conceptual business case that will be used by the proposer, the indicative sources & uses of funds that will make the project financially viable and how they intend to leverage private monies to reduce the use of public funds.

4.2.5 Phase 1 Work Scope and Schedule

Proposers shall submit a work scope for the Phase 1 tasks and work activities, which is consistent with the minimum requirements set out in Section 2.2, and leading to a defined set of deliverables in draft and final forms. Additional work activities the Proposer believes are necessary to successfully complete its Phase 1 work scope may be included. The list of deliverables shall include associated scheduled completion dates. No cost or budget information shall be included.

5.0 EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness

Proposals will be reviewed for: (a) conformance to the RFP regarding organization and format, and (b) the responsiveness of the Proposal to the requirements set forth in this RFP. Submissions that MDOT, at its sole discretion, determines are nonresponsive to this RFP may be excluded from further consideration. Proposers will be advised regarding a determination of non-responsiveness. MDOT may also exclude from consideration any Proposer who MDOT determines included a material misrepresentation in its Proposal. MDOT may, at its sole discretion, request clarifications of the information submitted in the Proposal. MDOT, at its sole discretion, may waive minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the Proposal.

MDOT requires Proposals submitted in response to this RFP to provide sufficient information about the requested items to allow the proposal evaluation team to evaluate and competitively rank the Proposers for purposes of selecting a Master Developer based on the criteria set forth herein.

5.2 Introduction (Pass/Fail)

Provide a letter stating the business name, address, business type (e.g., corporation, partnership or joint venture) and the roles of the Proposer Team and each known Member. Identify one contact person and his or her address, telephone and fax numbers, and e-mail address. This person shall be the single point of contact on behalf of the Proposer Team's organization, responsible for correspondence to and from the organization and MDOT. MDOT will send all Project-related communications to this contact person. Authorized representatives of the Proposer Team must sign the letter. If the Proposer Team is a joint venture, the joint venture members must sign the letter. If the Proposer Team is not yet a legal entity, the known Members must sign the letter. **The letter must certify the truth and correctness of the contents of the Proposal.**

This information will be used to identify the Proposer Team and its designated contact, and will be reviewed for completeness. It will not be scored as part of the qualitative assessment of the Proposal.

5.3 Scoring Criteria

Proposers will be requested to submit a Proposal containing, at a minimum, the information as described in Section 4.2. MDOT will evaluate the Proposal and select the Master Developer according to the criteria and weightings set forth below. MDOT encourages Proposers to structure their submittals in an organized way to demonstrate the quality and strength of their team.

- a) Equity Members' Relevant Project and Personnel Experience submitted (40 points)
 - i. Comparability of the project experiences provided by the Equity Members to the FFDC and extent to which those experiences involve the following:
 - A. Planning, development, design, construction, funding and financing, leasing and property management of newly constructed, or substantially rehabilitated mixed use developments in an urbanized setting that is integrated with active rail and bus facilities, or air rights above such facilities, that is comparable in scale and/or complexity to the FFDC. MDOT and the FFDC Stakeholders are particularly interested in project experience which demonstrates the

- successful integration of transportation activity and related transit oriented development, as well as an understanding of the pedestrian flows and vertical circulation requirements associated with intensive mass transit usage.
- B. One or more projects that have involved redevelopment site planning and land assembly in an urban setting.
 - C. Mixed use development involving integration of public and private funding sources and/or publicly provided or publicly funded infrastructure such as roadways, structural platforms, open space amenities, parking facilities, and civic spaces.
 - D. Presence or familiarity with the Detroit real estate development market is encouraged. Local experience is not required, particularly if the Proposer is able to demonstrate successful experience from the early planning/development stage onwards with projects that are similar to the FFDC in scale and the integration of multiple transport modes and mixed use development in an urban setting.
 - E. Note that one project may satisfy multiple criteria. If an Equity Member's project experience provided was contracted as part of a joint venture or a teaming with another firm, the effective percentage of the Equity Member's participation will be taken into consideration.
- ii. Current stage of development of the project experiences cited by the Equity Members – projects demonstrating successful operation will be scored more highly than those not yet completed.
 - iii. Successful experience with development, environmental, land acquisition, and financial planning requirements and other federal grant and loan programs as evidenced by the project examples provided.
 - iv. Successful experience with the full range of development related financing tools as evidenced by the project examples provided.
 - v. Depth of experience and qualifications of the personnel to be assigned to the FFDC by the Major Equity Member, including their role in the project examples provided.
- b) Major Technical Sub-consultants' Relevant Project and Personnel Experience (20 points)
- i. Comparability of the project experiences provided by the Major Technical Sub-consultants to the FFDC.
 - ii. Depth of experience and qualifications of the personnel to be assigned to the FFDC by the Major Technical Sub-consultants, including their role in the project examples provided.
- c) Demonstration of FFDC Project Understanding (40 points)
- i. Quality of the FFDC Vision Statement as reflected in its demonstration of :
 - A. Insights into current issues.
 - B. Suitability of alternative design, engineering, transportation, phasing, legal, and financial alternatives raised for consideration to actual issues affecting implementation of the FFDC.
 - ii. Completeness of the proposed Phase 1 work scope in addressing key tasks and issues, a logical sequence of work tasks resulting in a comprehensive and a well

organized set of deliverables, and a realistic schedule for completion of work products.

- iii. Cohesion, stability and likelihood of success of the proposed team and organization structure, as evidenced by the Equity Members and Major Technical Sub-consultants' previous successful ventures, including, if applicable, prior experience working together as a team, in delivering mixed use projects comparable in size and complexity to the FFDC. The extent to which the team has assembled or can quickly mobilize all necessary resources to successfully deliver the Phase 1 work scope identified in its Proposal will also be considered. A clear communication plan and description of the organization of team should also be provided.
- iv. Relevance and quality of the Other Technical Sub-consultants selected to supplement the Equity Members and Major Technical Consultants, the extent to which the Proposer intends to select Other Technical Consultants prior or subsequent to the execution of the MDA, and the degree to which any special skills or capabilities are incorporated in order to address unique challenges or opportunities identified by the Proposer. If the Other Technical Sub-consultants have not been identified a clear description of the Proposers plan the will implement to select these team members should be provided.
- v. Ability to express ideas and effectively communicate the vision for the FFDC, as well as demonstrate an understanding of the key issues, challenges, and opportunities for a successful FFDC project.

5.4 Proposal Evaluation

The qualitative evaluation score will be determined as follows:

- The MDOT Selection Committee will review each RFP identifying significant and minor strengths and weaknesses of the Proposer.
- Strengths and weaknesses are defined as follows:

Strengths – That part of the Proposal which ultimately represents a benefit to the Project and is expected to increase the Proposer's ability to meet or exceed the Project Goals. A minor strength has a slight positive influence on the Proposer's ability to meet or exceed the Project Goals, while a significant strength has a considerable positive influence on the Proposer's ability to meet or exceed the Project Goals.

Weaknesses – That part of the Proposal which detracts from the Proposer's ability to meet the Project Goals or may result in an inefficient or ineffective performance. A minor weakness has a slight negative influence on the Proposer's ability to meet the Project Goals, while a significant weakness has a considerable negative influence on the Proposer's ability to meet the Project Goals.

Based on the identified strengths and weaknesses, the MDOT Selection Committee will select an objective rating and select a percent of maximum score in the identified range.

The following rating system will be used in determining the value for each Scoring Element of the Proposal:

- **Excellent (81-100 % of points possible):** The Proposal is considered to significantly exceed the RFP requirements / objectives in a beneficial way (providing advantages,

benefits, or added value to the project) and provides a consistently outstanding level of competency. In order for the Proposal to meet the minimum criteria to be scored as Excellent, it must be determined to have more than one significant strength, additional minor strengths and no appreciable weaknesses. There is a high expectation that the team as proposed, would be successful in delivering the Project to the owner's satisfaction, and would most likely exceed all Project Goals.

- **Very Good (61-80 % of points possible):** The Proposal is considered to exceed the RFP requirements / objectives in a beneficial way (providing advantages, benefits, or added value to the project) and offers a generally better than acceptable competency. In order for the Proposal to meet the minimum criteria for consideration to be scored as Very Good, it must be determined to have at least one significant strength, additional minor strengths and no significant weaknesses. The greater the significance of the strengths and/or the number of strengths, and the fewer the minor weakness will result in a higher score. It is expected that the team as proposed, would be successful in delivering the Project to the owner's satisfaction, and will most likely meet and/or exceed all Project Goals.
- **Good (41-60 % of points possible):** The Proposal is considered to meet the RFP requirements / objectives and offers an acceptable level of competency. In order for the Proposal to meet the minimum criteria for consideration to be scored as Good, it must be determined to have several strength(s), even though minor and/or significant weaknesses exist. The greater the significance of the strengths and/or the number of strengths, and the fewer the minor or significant weakness will result in a higher score. It is expected that the team as proposed, will be able to deliver the Project and meet the Project Goals.
- **Fair (21-40 % of points possible):** The Proposal is considered to contain several minor and/or significant weaknesses, some minor strengths and no significant strengths. The greater the strengths and fewer the minor or significant weakness will result in a higher score. It is expected that the team as proposed, should be able to deliver the Project but may not be able to meet some of the Project Goals.
- **Poor (0-20 % of points possible):** The Proposal is considered to contain significant weaknesses and no appreciable strengths. The Proposal demonstrates a low probability of meeting the RFP requirements and may be determined to be non-responsive. The fewer the minor or significant weakness will result in a higher score. It is unlikely that the team as proposed would be able to deliver the Project to the owner's satisfaction.

A score will be calculated for each Qualitative Evaluation Criteria by multiplying the percentage of maximum score by the points available.

MDOT reserves the right to conduct an independent investigation of any information, including prior experience, identified in the RFP by contacting project references, assessing public information, contacting independent parties or other means. MDOT further reserves the right to request additional information from a Submitter during the evaluation of the RFP.

The Preferred Proposer will be the firm whose verified experience and qualifications, as presented in response to this RFQ and reference checks, in the opinion of MDOT, as offering the most experience, expertise, and value to MDOT and the Project.

The following sections describe requirements that all Proposer Teams must satisfy in submitting Proposals. Failure of any Proposer Team to submit their Proposal as required by this RFP may result in its rejection.

5.5 Due Date, Time and Location

Proposals are due on December 9, 2016 at 1 PM EST. MDOT will reject any Proposal that fails to meet the deadline or delivery requirement without consideration or evaluation.

Proposer Teams shall provide Proposals in one or more bookmarked portable document files (PDFs), maximum file size fewer than 15 MB delivered via email to the MDOT Project Manager as set forth below:

Bonnie Yu, P.E., Project Manager

Email: yub@michigan.gov

The subject line of the email must be as follows:

“FFDC Proposal”

5.6 Format

All Proposals must comply with the following:

- a) All PDF pages shall be 8½” x 11” except for organizational charts, which may be 11” x 17”.
- b) Font must be a minimum of 12 points.
- c) All pages must be numbered continuously throughout and in the format of “Page 1 of _”, including resumes and forms.
- d) PDF files should contain bookmarks for the Proposal sections.

Each submittal shall be organized in accordance with the order set forth below and contain the requested information; shall be written in the English language only, and shall provide financial documents and other references in United States Dollar denominations. No elements of the Proposal shall contain any direct or indirect price information for the services being performed.

- a) Section 1 – Administrative – to include items set forth in Section 4.2.1; and
- b) Section 2 – Experience and Qualifications Submission for Proposers as described in Section 4.2.2
 - i. Subsection 4.2.2.1 – Information for Equity Members
 - ii. Subsection 4.2.2.2 – Information for Major Technical Sub-consultants
 - iii. Subsection 4.2.2.3 – Information for Other Technical Sub-consultants
- c) Section 3 – FFDC Vision Statement as described in Section 4.2.3
- d) Section 4 – Phase 1 Work Scope and schedule as described in Section 4.2.4
- e) MDOT Form 5100D; and
- f) Form 1 “Conflict of Interest Statement; and
- g) Form 2 “Acknowledgment of Receipt of Addenda”

In addition to providing names, positions, agencies, addresses, and phone numbers for each reference in the text portion of the Proposal for each firm identified by the Proposer, all project, individual, and general references shall be summarized in a listing in table format that also provides the nature of the reference and the project, firm, or person with whom it is associated (as shown below).

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| Subject of Reference (project, firm, or individual) | Name of Reference | Position | Agency | Address | Phone Number | Email |
|--|-------------------|----------|--------|---------|--------------|-------|
| | | | | | | |
| | | | | | | |
| | | | | | | |

6.0 MDOT RESERVED RIGHTS

6.1 Reserved Rights

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

- a) Develop the FFDC project in any manner that it, in its sole discretion, deems necessary.
- b) Cancel this RFP in whole or in part at any time prior to the execution by MDOT (or any entity designated by it) of the MDA, without incurring any cost, obligations or liabilities.
- c) Issue a new RFP after withdrawal of this RFP.
- d) Reject at any time any and all submittals, responses, and Proposals.
- e) Modify all dates set or projected in this RFP.
- f) Terminate at any time evaluations of Proposals.
- g) Issue to the Website addenda, supplements and modifications to this RFP.
- h) Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its Proposal and require additional evidence of qualifications to perform the work described in this RFP.
- i) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFP.
- j) Add or delete Master Developer responsibilities from the information contained in this RFP.
- k) Waive administrative and otherwise immaterial deficiencies in Proposal or permit clarifications or supplements to a Proposal.
- l) Disqualify any Proposer who changes its Proposal without MDOT approval.
- m) Accept, reject, or seek additional information regarding a Proposer request to change its team (including substitutions and additions).
- n) Direct a Proposer to remove, add, or procure any Other Technical Sub-consultant role.
- o) Disqualify any Proposer who (or whose Team Member), in MDOT's sole determination, does not comply with the requirements set forth under this RFP.
- p) Not issue a notice to proceed after execution of the MDA.
- q) Exercise any other right reserved or afforded to MDOT under this RFP and applicable law, including waiving deficiencies in a Proposal or accepting and reviewing a non-conforming Proposal.

This RFP does not commit MDOT to enter into the MDA. MDOT and the State assume no obligations, responsibilities, and/or 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 RFP. All of such costs shall be borne solely by each Proposer.

In no event shall MDOT be bound by, or liable for, any obligations with respect to the FFDC project until such time (if at all) as the MDA, has been executed and authorized by MDOT (or any designee of MDOT) and, then, only to the extent set forth therein.

6.2 Right to Submitted Materials

All proposals, responses, inquiries, or correspondence relating to or in reference to this RFP and all reports, charts, displays, schedules, exhibits, graph, maps, and other documents provided by the Proposers will become the property of MDOT and may be subject to

disclosure due to the Freedom of Information Act (FOIA). MDOT shall have the right to use any ideas presented in the Proposals, whether the Proposals are selected or rejected.

6.3 Disclaimer

The information contained herein is provided solely for the convenience of Proposers. It is the responsibility of all Proposers to assure themselves that information contained herein is accurate and complete. MDOT does not provide any assurance as to the accuracy of any information in this RFP. Any reliance on the contents of this RFP or any communications with MDOT shall be at the Proposer's own risk. MDOT shall not have any liability or obligation with respect to this RFP, or the selection and award process contemplated hereunder. All costs incurred by a Proposer in preparing and responding to this RFP are the sole responsibility of the Proposer. By making their submittals, all Proposers to this RFP fully acknowledge all provisions of this Disclaimer and agree to be bound by its terms.

ATTACHMENT A - FORMS

FORM 1 CONFLICT OF INTEREST STATEMENT

_____ (Proposer Team) certifies that it has read and understands the following:

The PROPOSER TEAM, its team members, and its Affiliates agree not to have any public or private interest, and shall not acquire directly or indirectly any such interest in connection with the project, that would conflict or appear to conflict in any manner with the performance of the services under this Contract. The PROPOSER TEAM and its team members are aware of and understand the requirements of 23 CFR, subsection 636.116. "Affiliate" means a corporate entity connected to the PROPOSING TEAM through common ownership. "Team member" means any known entity the PROPOSER TEAM intends to be in a contractual relationship with to complete the work associated with the project. The PROPOSER TEAM, its team members, and its Affiliates agree not to provide any services to any entity that may have an adversarial interest in the project, for which it has provided services to the DEPARTMENT. The PROPOSER TEAM, its team members, and its Affiliates agree to disclose to the DEPARTMENT all other interests that the PROPOSER TEAM, its team members, or sub consultants have or contemplate having during each phase of the project. The phases of the project include, but are not limited to, development, design, construction, financing, operation, and maintenance. In all situations, the DEPARTMENT will decide if a conflict of interest exists. If the PROPOSER TEAM, its team members, and its Affiliates choose to retain the interest constituting the conflict, the DEPARTMENT may terminate the Contract for cause in accordance with the provisions stated in the Contract.

- Certification for Subject Project: Based on the foregoing, the PROPOSER TEAM certifies that no conflict exists with the subject project for it, or any of its team members and/or Affiliates

- Disclose of Conflict with Subject Project: Based on the foregoing, the PROPOSER TEAM certifies that a potential conflict does or may exist with the subject project for it, and/or any of its team members and/or Affiliates. The attached sheets describe the potential conflict

This form, and any attachments, must be certified by a person from the PROPOSER TEAM who has contracting authority.

Certified by: Printed Name: _____
Signature: _____
Title: _____
Company Name: _____
Date: _____

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FORM 2 ACKNOWLEDGMENT OF RECEIPT OF ADDENDA

Project: _____

Name of Proposer: _____

Receipt is hereby acknowledged of the following addenda by MDOT to this RFP by entering "YES" or "NO" below and indicating the date received:

| <u>Addendum No.</u> | <u>Received</u> | <u>Date Received:</u> |
|---------------------|-----------------|-----------------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(Printed Name)

(Signature)

(Title)

(Company Name)

(Date)