

**NORTH CAROLINA DEPARTMENT OF
TRANSPORTATION**



REQUEST FOR QUALIFICATIONS

DESIGN, BUILD, FINANCE, OPERATE AND MAINTAIN

T.I.P Project I-5718

I-77 South Express Lanes Project

Mecklenburg County, North Carolina

August 15, 2025

Addendum No. 1: Issued October 10, 2025

Addendum No. 2: Issued November 14, 2025

Advertisement Date

TABLE OF CONTENTS

1.	INTRODUCTION	1
1.1	Request for Qualifications.....	1
1.2	Legal Authorization.....	1
1.3	Overview	2
1.4	Definitions and Interpretations	4
2.	DESCRIPTION OF THE OPPORTUNITY AND SCOPE OF WORK.....	4
2.1	Objectives	4
2.2	CRTPO Engagement.....	4
2.3	Contract Structure	6
2.4	Payment Structure.....	6
	2.4.1 Revenue Risk Project	6
	2.4.2 Public Funding.....	7
	2.4.3 Project Financing.....	7
2.5	Technical Requirements.....	8
	2.5.1 Design and Construction Standards	8
	2.5.2 Toll Collection System Development and Operations and Maintenance8	
	2.5.3 Alternative Technical Concepts	8
2.6	Project Status and Other Issues	8
	2.6.1 Conceptual Design	8
	2.6.2 Environmental Status and Permitting.....	9
	2.6.3 Traffic Operations Review and Traffic Data	9
	2.6.4 Developer Permitting.....	9
	2.6.5 Right of Way Acquisition.....	10
	2.6.6 Utility Coordination	10
	2.6.7 Railroad Coordination.....	11
	2.6.8 Intergovernmental Arrangements	11
	2.6.9 Quality Management	12
2.7	Other General Requirements.....	12
	2.7.1 Federal Requirements	12
	2.7.2 Disadvantaged Business Enterprise (DBE) Program Requirements ...	12
3.	DESCRIPTION OF PROCUREMENT PROCESS	13
3.1	General	13
	3.1.1 SOQ Evaluation and Shortlisting	13
	3.1.2 Request for Proposals	13
3.2	Procurement Schedule	13
3.3	Optional Industry Forum	14
3.4	Questions and Requests for Clarification.....	14
	3.4.1 Submission.....	14
	3.4.2 Responses	16
3.5	Reference Information Documents	16

3.6	Addenda.....	17
3.7	Key Personnel.....	17
3.7.1	SOQ Key Personnel	17
3.8	Limitations on Proposer Team Membership	18
3.8.1	Prequalification and Licenses	18
3.8.2	Participation on More Than One Proposer Team.....	18
3.8.3	Organizational Conflicts and Ineligible Firms	19
3.9	Changes in Proposer Organization and SOQ Key Personnel	21
3.10	Payment for Work Product.....	22
3.11	Policy Regarding Communications and Contact	22
3.11.1	Respondent Representative	22
3.11.2	Restricted Communications	22
3.12	Public Records Act	23
3.13	Debriefings with Unsuccessful Respondents	24
4.	SOQ CONTENT AND SUBMITTAL REQUIREMENTS	25
4.1	General	25
4.2	Format.....	25
4.2.1	Electronic Files	25
4.2.2	General Requirements	26
4.2.3	Marketing Materials	26
4.3	Contents and Organization	26
4.4	SOQ Submission Requirements	27
4.4.1	Time and Manner of SOQ Submittal.....	27
4.4.2	Respondent Access to Procurement Portal	27
4.4.3	Submission of SOQ	27
4.5	References.....	28
4.6	Placeholders.....	29
4.7	Changes in the Respondent's Approach to Project Delivery	29
5.	EVALUATION PROCESS AND CRITERIA.....	29
5.1	Responsiveness Review	29
5.2	Pass/Fail Review	30
5.3	Scored Evaluation Criteria	31
5.3.1	Technical Qualifications and Capability	31
5.3.2	Project Finance Qualifications and Capability	38
5.4	Clarifications.....	40
5.5	Right to Exclude	41
5.6	SOQ Evaluation Procedure	41
6.	PROTEST PROCEDURES	42
6.1	Applicability	42
6.2	Required Early Communication for Certain Protests.....	42
6.3	Deadlines for Protests	42

6.4	Content of Protest	43
6.5	Filing of Protest	43
6.6	Comments from Other Respondents	43
6.7	Burden of Proof	43
6.8	Decision on the Protest	43
6.9	Protestant's Payment of Costs.....	44
6.10	Rights and Obligations of Proposers	44
7.	NCDOT RESERVED RIGHTS.....	44

Appendices

Appendix 1	Definitions
Appendix 2	SOQ Submittal Requirements
Appendix 3	CRTPO Priority Terms

Forms

Form A-1	RFQ Questions
Form A-2	Procurement Portal Access Request
Form A-3	Transmittal Letter
Form A-4	Statement of Qualifications Certification
Form A-5	Confidential Contents Index
Form B	Information Regarding Respondent, Equity Members, and Major Non-Equity Members
Form C-1	Major Team Member Certification
Form C-2	Major Team Member Disclosure
Form D-1	Technical Experience – Equity Member(s)
Form D-2	Technical Experience – Lead Contractor
Form D-3	Technical Experience – Lead Designer
Form D-4	Technical Experience – Lead Operations & Maintenance Firm
Form E-1	Financial Officer Certificate
Form E-2	Equity Member Experience
Form E-3	Equity Member Investment Track Record
Form F	SOQ Key Personnel Resume Form

1. INTRODUCTION

1.1 Request for Qualifications

The North Carolina Department of Transportation ("**NCDOT**"), an agency of the State of North Carolina, hereby requests Statements of Qualifications ("**SOQs**") from companies, teams, joint ventures, partnerships or consortia submitting compliant SOQs in response to this RFQ ("**Respondents**") desiring to develop an express lanes facility (such express lanes, the "**I-77 South Express Lanes**") and other related improvements, State Transportation Improvement Program (STIP) Project I-5718 (the "**Project**").

The Project is located in the Charlotte Metropolitan area and spans approximately 11 miles, from the vicinity of the South Carolina State Line to I-277 (Belk Freeway)/NC 16 (Brookshire Freeway), and will be developed pursuant to a comprehensive agreement (the "**Comprehensive Agreement**") to be entered into in accordance with:

- (i) the North Carolina General Statutes § 136-18(39); and
- (ii) NCDOT's Public-Private Partnership Policy & Procures (dated April 3, 2024) and Public-Private Partnership Guidelines (dated August 2025) (together the "**P3 Policy and Guidelines**").

Under the Comprehensive Agreement, the Developer will be required to design, construct, finance, operate, maintain and toll the Project.

1.2 Legal Authorization

NCDOT is issuing this Request for Qualifications ("**RFQ**") for the Project in accordance with the N.C.G.S. § 136-18(39) and (39a) and the P3 Policy and Guidelines. N.C.G.S. § 136-18(39) and (39a) and the P3 Policy and Guidelines grant NCDOT the authority to enter into a partnership agreement with private entities to develop, design, construct, maintain, and/or operate toll facilities.

Respondents determined to be most qualified by NCDOT in response to this RFQ (each, a "**Shortlisted Proposer**") will be invited to submit detailed proposals ("**Proposals**") in response to a Request for Proposals ("**RFP**"). NCDOT is authorized to issue the RFP pursuant to the N.C.G.S. § 136-18(39) and (39a) and the P3 Policy and Guidelines.

The Charlotte Regional Transportation Planning Organization ("**CRTPO**") is the metropolitan planning organization for the Charlotte urban area and is one of NCDOT's key stakeholders in the Project. Pursuant to N.C.G.S. § 136-89.183(a)(2), a toll project must be approved by the affected metropolitan planning organization for tolling. In accordance with N.C.G.S. § 136-89.183(a)(2) and the P3 Policy and Guidelines, the Project was approved in writing by CRTPO on April 16, 2014. Further, CRTPO requested that NCDOT move forward with a P3 delivery for the Project on October 16, 2024.

1.3 Overview

At the request of CRTPO, NCDOT seeks to expand highway capacity and improve access along the I-77 corridor in the Charlotte Metropolitan area through the development and operation of the Project.

The I-77 corridor is the major north-south Interstate in the region. Other interstates in the vicinity of the Project include I-85, I-485, and I-277. Additional major highways include US 74 and US 29. Refer to Figure 1 for a map outlining the Project limits. NCDOT continues to develop plans for the wider express lanes expansion of other areas of its road network as referred to in the Fast Lanes Study, and more information is expected to be shared in the RFP.

Within the anticipated Project limits, there are:

- thirteen (13) interchanges;
- four (4) grade separations, including one greenway crossing; and
- four (4) railroad bridges.

The segment of I-77 from the South Carolina state line to W. Morehead Street is currently a six-lane divided freeway with a posted speed limit of 55 mph. From W. Morehead Street to I-277/NC 16 (Brookshire Freeway), it expands to an eight-lane divided freeway, also with a 55 mph speed limit.

The Project scope includes:

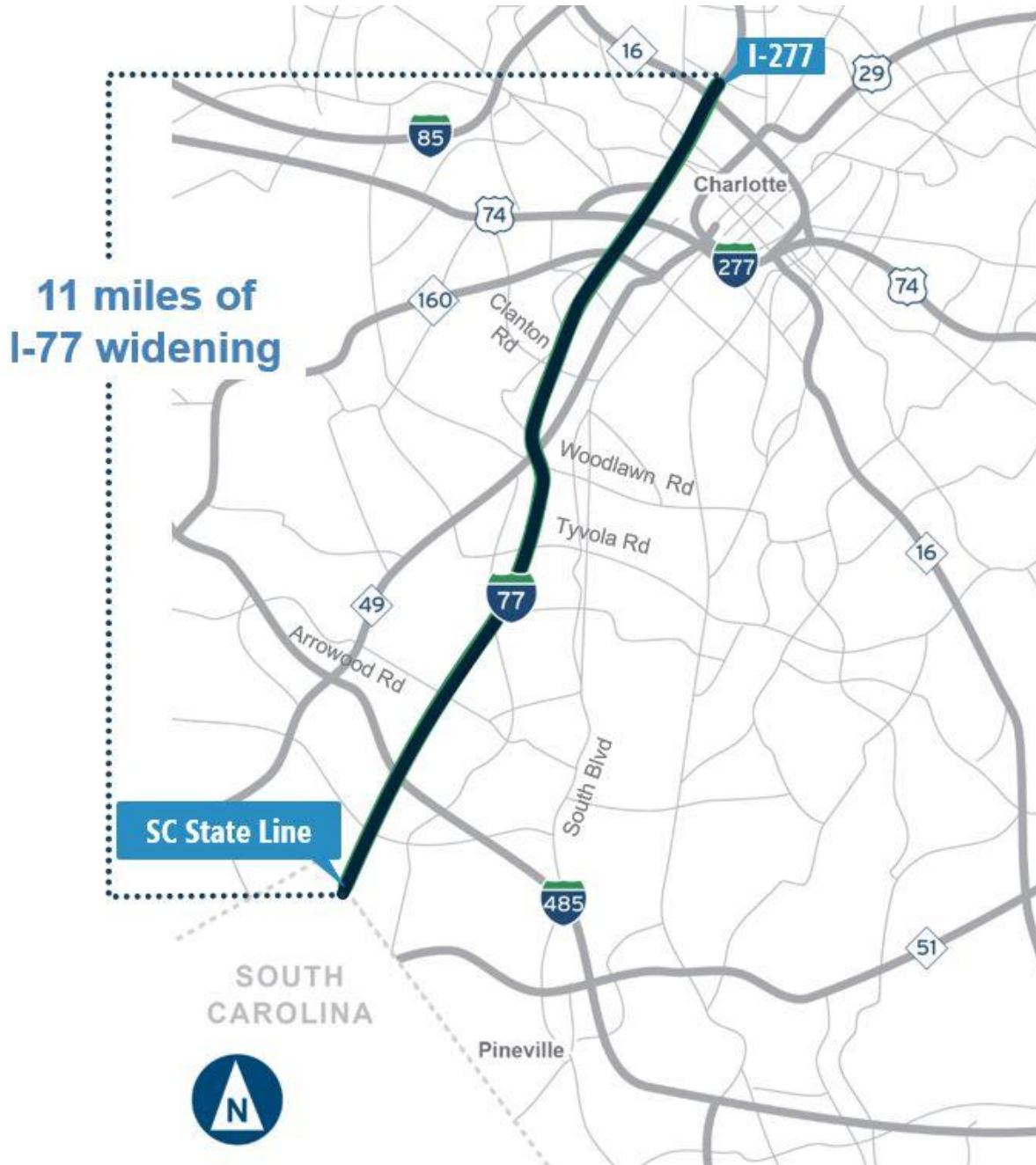
- adding two (2) new express lanes in each direction (with shoulders) between the South Carolina State Line to I-277 (Belk Freeway)/NC 16 (Brookshire Freeway);
- reconstructing interchanges and non-interchange bridges within the Project limits; and
- adding new access points and direct connectors to the I-77 South Express Lanes.

Other key transportation assets in the region include:

- Charlotte-Douglas International Airport – located approximately four miles west of the Project;
- North Carolina State Ports Authority's inland terminal – located west of I-77, north of I-85 and east of I-485; and
- Norfolk Southern's intermodal facility – located on N. Tryon Street, north of Uptown Charlotte.

More information about the Project is available at: <https://www.ncdot.gov/projects/i-77-south-express-lanes>.

Figure 1: Project Limits



1.4 Definitions and Interpretations

Capitalized terms used in this RFQ and not otherwise defined shall have the meanings given in Appendix 1 (Definitions). Unless otherwise specified, references to Sections, Appendices, and Forms are to Sections of this RFQ and Appendices and Forms attached to this RFQ. All times in this RFQ refer to the prevailing time in Raleigh, North Carolina.

2. DESCRIPTION OF THE OPPORTUNITY AND SCOPE OF WORK

2.1 Objectives

NCDOT seeks to accomplish the following objectives, through NCDOT's procurement and implementation of the Project:

- Increase traveler safety, improve travel time reliability and manage congestion.
- Improve traffic flow and manage congestion on I-77 from the South Carolina State Line to I-277/NC (Brookshire Freeway), where the highway is currently nearing or exceeding capacity.
- Accelerate the delivery of the Project and optimize state / regional / local public funding contributions using the design, construct, finance, operate and maintain model.
- Align toll rates and establish toll rate parameters based on actual Project utilization and corridor conditions to establish a fair, responsive, and flexible pricing system that adapts dynamically to traffic volumes, corridor performance, and evolving community needs.
- Engage communities and minimize any disruption the Project may have on residents and local businesses during the construction phase.
- Ensure best-in-class operations and maintenance of the Project by promoting continuous integration of technology improvements and evolving industry best practices throughout the Project term.
- Enhance economic competitiveness of the region.
- Retain the flexibility to deliver future capacity expansions on the I-77 corridor to address long-term mobility needs and capacity requirements.

2.2 CRTPO Engagement

Once it was resolved that the Project would proceed under the P3 delivery model, NCDOT and CRTPO formed a working group to identify CRTPO priorities for the Project and to develop key contract terms to address those priorities.

This collaborative effort ensures that the Project will meet the needs of the communities along the corridor, and throughout the region, while promoting safety and accessibility. In addition, this process involved consultation with the P3 market to ensure a balance between the working group's priorities and the operational and financial viability of the Project.

The key terms developed by CRTPO and NCDOT through the working group process are set out in Appendix 3 (CRTPO Priority Terms) ("**CRTPO Priority Terms**"). The CRTPO Priority Terms are indicative terms for the Comprehensive Agreement.

The CRTPO Priority Terms cover the following aspects of the Project:

- **Item 1 (Toll Rates):** establish parameters for setting toll rates to align toll rates with express lane utilization and corridor conditions of the Project.
- **Item 2 (Capacity Expansions):** to help ensure long-term mobility throughout the region, implement a mechanism for delivery of a future capacity expansion for the Project when certain conditions are met.
- **Item 3 (Operations Review and Amendment):** to ensure industry standards and best practices are maintained, require the periodic review and adjustment of the O&M KPIs throughout the life of the Project.
- **Item 4 (HOV 3+):** permit declared HOVs, with a minimum of three occupants, toll-free use of the I-77 South Express Lanes.
- **Item 5 (Large Commercial Vehicles):** permit large commercial vehicles, up to and including FHWA Class 10, to use the I-77 South Express Lanes at a premium.
- **Item 6 (Toll Discount for Low-Income Residents):** establish a toll discount program for low-income residents.
- **Item 7 (Markings/Lighting on Express Lanes Facility):** require high-visibility road markings and reflective signage while ensuring adequate lighting throughout the corridor to enhance safety during nighttime and low-visibility conditions.
- **Item 8 (Corridor Access for Emergency Vehicles):** permit emergency response vehicles toll-free use of the I-77 South Express Lanes.
- **Item 9 (Transit Usage of Express Lanes for Free):** permit transit vehicles toll-free use of the I-77 South Express Lanes.
- **Item 10 (Performance Reporting):** set parameters around regular reporting detailing performance of the I-77 South Express Lanes.

- **Item 11 (Transparent Toll Rates):** provide easily accessible, user-friendly platforms to help drivers better anticipate costs before entering the I-77 South Express Lanes.
- **Item 12 (Toll Rates During Emergency Declarations):** require provisions regulating toll rates during emergencies.
- **Item 13 (Real-Time Road Condition Updates for the Express Lanes):** require implementation of smart technology to share live updates on traffic conditions, incidents, and lane availability to help drivers make informed decisions.
- **Item 14 (Real-Time Transit Information System for the Express Lanes):** use smart technology to share real-time updates on travel time and speeds with NCDOT and transit agencies, to benefit transit users.
- **Item 15 (DBE Outreach):** require DBE outreach and involvement in accordance with State and federal law.

2.3 Contract Structure

NCDOT intends to enter into a Comprehensive Agreement with the Developer that will set forth, among other things, the obligations of the Developer including the design, construction, financing, operation, and maintenance of the Project. The term of the Comprehensive Agreement is expected to include a design and construction period followed by a 50-year operations, maintenance, and tolling period commencing from substantial completion.

The Comprehensive Agreement will grant the Developer the right to receive tolls from I-77 South Express Lanes users. It is also anticipated that the Comprehensive Agreement will require the Developer to share certain excess toll revenues with NCDOT.

In addition to the CRTPO Priority Terms, certain indicative terms for the Comprehensive Agreement ("**CA Indicative Terms**") will be made available on the Procurement Website as a Reference Information Document shortly after the issuance of this RFQ.

The full form of the Comprehensive Agreement will be included in the RFP.

2.4 Payment Structure

2.4.1 Revenue Risk Project

The principal source of funding that will be available to the Developer is expected to be toll revenues from users of the I-77 South Express Lanes.

NCDOT anticipates that the North Carolina Turnpike Authority ("**NCTA**") will be responsible for providing commercial back-office services, including the collection of tolls

and customer service operations for the I-77 South Express Lanes. All toll transactions for the Project will be processed through NCTA's commercial back-office.

NCDOT will make regular payments to the Developer in amounts equal to the transponder toll rate for each complete and valid transaction transmitted to NCDOT for processing and collections by the NCTA-managed commercial back office, less the applicable account transaction and variable fees.

The CA Indicative Terms shall provide an overview of certain anticipated terms relating to tolls.

2.4.2 Public Funding

NCDOT may make public funds available to the Developer to subsidize the costs of designing and constructing the Project and acquiring right of way. NCDOT has identified in the 2026-2035 STIP a total of \$600 million as available for development of the Project. Further details regarding the maximum amount, timing, and form of any public subsidy will be provided in the RFP.

2.4.3 Project Financing

The Developer will be responsible for financing the Project. NCDOT is pursuing, on behalf of the Developer to be identified through the procurement, allocations from federal financing programs, notably Transportation Infrastructure Finance and Innovation Act ("**TIFIA**") credit assistance and USDOT Private Activity Bonds ("**PABs**").

NCDOT intends to submit a letter of interest for a TIFIA loan on behalf of the Developer to be identified through the procurement. NCDOT intends to make any TIFIA loan available to Shortlisted Proposers for use in their plans of finance and will transfer the loan application to the Developer to finalize. The Developer will be solely responsible for entering into a TIFIA loan credit agreement and satisfaction of related requirements. The timing and form in which the TIFIA loan will be incorporated into the procurement process will be described in the RFP.

In addition to potential TIFIA credit assistance, NCDOT intends to submit an application for a PABs allocation for use by the Shortlisted Proposers in their plans of finance.

Use of a TIFIA loan or PABs, if available, in a Shortlisted Proposer's plan of finance is optional and entirely at the Shortlisted Proposer's discretion.

Further information regarding the process for obtaining a TIFIA loan commitment or a PABs allocation, to the extent a PABs allocation is available for the Project, will be provided to Shortlisted Proposers in the RFP.

2.5 Technical Requirements

2.5.1 Design and Construction Standards

The Comprehensive Agreement will require the Developer, upon receiving a notice to proceed from NCDOT, to cause the Project to be designed and constructed to standards and specifications designated in the Comprehensive Agreement. Additional details regarding coordination requirements, existing contractors and adjacent projects will be set forth in the RFP.

NCDOT anticipates including in the RFP a set of Project-specific special provisions, technical standards and specifications, and a baseline Project definition.

2.5.2 Toll Collection System Development and Operations and Maintenance

It is anticipated that the design, installation, and integration of the toll collection system for the Project, as well as toll collection system operations and maintenance (including back-office functions), will be included in Developer's scope of work. Developer will be required to coordinate system design and toll collection operations and integrate with other facilities that may be identified in the RFP.

The I-77 South Express Lanes will be tolled. The RFP will set forth the toll collection system requirements and specifications, including performance metrics, interoperability requirements and business rules. It is anticipated that the Project will utilize dynamic tolling set to a specified level of service. Additional details shall be set forth in the RFP.

NCDOT/NCTA will retain collections risk with respect to all valid transactions transmitted to NCTA for processing. Further details will be set out in the CA Indicative Key Terms.

2.5.3 Alternative Technical Concepts

The RFP may permit Shortlisted Proposers to propose, for NCDOT's consideration, alternative technical concepts, exceptions and deviations from certain standards and requirements. The alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All alternative technical concepts will be kept confidential until any release of such confidentiality in accordance with the terms of the RFP. All requests for deviations shall follow the requirements set forth in the RFP and the Comprehensive Agreement. Respondents should note, however, that there may be restrictions on deviations from federally mandated design and construction standards.

2.6 Project Status and Other Issues

2.6.1 Conceptual Design

NCDOT has commenced conceptual design for the Project in conjunction with the National Environmental Policy Act (NEPA) process. The RFP will provide further information to

Shortlisted Proposers regarding the conceptual design, including electronic design files, design assumptions, and other relevant materials. Further details regarding the conceptual design being used for the NEPA process will be made available as part of the Reference Information Documents.

2.6.2 Environmental Status and Permitting

NCDOT is preparing an Environmental Assessment for the Project in accordance with NEPA and applicable FHWA requirements. The Environmental Assessment is expected to be published for public review in Spring 2026, with a NEPA decision by FHWA expected in Winter 2026/2027. NCDOT anticipates issuance of a Finding of No Significant Impact for the Project.

The Environmental Assessment and related technical reports will be made available on the Project website: <https://www.ncdot.gov/projects/i-77-south-express-lanes> for review by Respondents.

2.6.3 Traffic Operations Review and Traffic Data

NCDOT has made available, as a Reference Information Document, the following traffic data for the corridor of the I-77 South Express Lanes Project (the "**I-77 South Traffic Data**"):

- (i) average annual daily traffic between each major access point;
- (ii) traffic count data along the corridor for the I-77 South Express Lanes Project (highway, ramp, and arterial counts) at 127 locations;
- (iii) travel time runs along the corridor across five locations; and
- (iv) streetlight O/D analysis, including the I-77 mainline and all ramps between the North Carolina State Border and the Brookshire Freeway.

2.6.4 Developer Permitting

NCDOT is coordinating with environmental agencies during the environmental review process in anticipation of submitting permit applications after the NEPA decision for the following permits:

- (i) US Army Corps of Engineers Section 404 Individual Permit; and
- (ii) North Carolina Department of Environmental Quality Division of Water Resources Section 401 Water Quality Certification.

The Developer will be responsible for all other permits or approvals necessary to construct and operate the Project, including any modifications to permits previously obtained by NCDOT. In those instances, where NCDOT must legally be the permittee, the Developer

will be responsible for preparing all necessary materials to support the issuance of a permit and ensure compliance with the respective permit terms.

2.6.5 Right of Way Acquisition

NCDOT anticipates commencing during the procurement the acquisition of certain right of way necessary to construct the conceptual design to which NCDOT does not already have access. Further details regarding the respective obligations of NCDOT and the Developer with respect to the acquisition of right of way not previously acquired by NCDOT will be provided in the RFP.

2.6.6 Utility Coordination

NCDOT has begun identifying existing utility facilities along and across the anticipated alignment that may be impacted by construction of the Project. As part of this effort, NCDOT is contacting the relevant utility owners to determine the general location of these facilities and the anticipated level of impact from the Project. These utility owners are shown below.

Utility Owners	
AT&T Mobility (Power/Fiber Optic)	Lumen / Level 3 (Fiber Optic)
AT&T Distribution (Fiber Optic/Copper Telecommunications)	North Carolina Department of Transportation (Power, Fiber Optic, Traffic Signals and Lighting)
AT&T Transmission (Long Distance Fiber Optic/Copper)	North Carolina Department of Transportation Traffic Survey Group (Copper and Traffic Signals)
Charter Communications (Cable TV)	Piedmont Natural Gas Company (Natural Gas)
City of Charlotte (Water and Sewer)	Prince Telecom LLC (Fiber Optic)
City of Charlotte Department of Transportation (Traffic and Fiber Optic)	RST Global Communications (Fiber Optic)
Cogent Communications (Fiber Optic)	Segra (Fiber Optic)
Conterra Ultra Broadband (Fiber Optic)	Springboard Telecom LLC / Comporium (Fiber Optic)
Crown Castle (Fiber Optic)	Verizon / MCI (Fiber Optic)

Utility Owners	
Delta Forensic Engineering Inc. (Fiber Optic)	Verizon Wireless (Fiber Optic/Small Cell)
Duke Energy (Power and Transmission)	Windstream Enterprise / Wholesale (Fiber Optic)
Hyper Networks (Fiber Optic)	Zayo Fiber Solutions (Fiber Optic)
Google Fiber (Fiber Optic)	

Additional documentation with respect to existing utilities and preliminary coordination efforts with utility owners will be provided as part of the RFP.

2.6.7 Railroad Coordination

NCDOT has identified four (4) railroad bridges crossing the I-77 South Express Lanes that may be impacted by construction of the Project of which:

- (i) three (3) are owned by Norfolk Southern Corporation; and
- (ii) one (1) is owned by CSX Transportation.

NCDOT has initiated discussions with the rail owners regarding construction activities anticipated to take place over, under or adjacent to rail owner's tracks. NCDOT anticipates that, in order to accommodate the Project, two (2) of the railroad bridges owned by Norfolk Southern Corporation will need to be replaced, along with the railroad bridge owned by CSX Transportation.

Additional documentation with respect to the relevant railroad facilities will be provided as part of the RFP.

2.6.8 Intergovernmental Arrangements

NCDOT has initiated discussions with affected government agencies, counties, and municipalities that have oversight or adjacency to elements of the Project regarding any coordination that may be required prior to the start of construction activities or during delivery of the Project, including the City of Charlotte and the South Carolina Department of Transportation.

Additional documentation with respect to the intergovernmental arrangements will be provided as part of the RFP.

2.6.9 Quality Management

The Developer will be responsible for managing quality control and quality assurance for the Project, which will include ensuring that the Project work is carried out on-time and in accordance with the terms of the Comprehensive Agreement and the Developer's accepted quality management plans.

As part of the quality management for the Project, NCDOT or a consultant engaged by NCDOT will provide oversight of the Project work performed by the Developer to verify compliance with the terms of the Comprehensive Agreement and the Developer's accepted quality management plans.

Further details on the Developer's quality management responsibilities and obligations will be provided as part of the RFP.

2.7 Other General Requirements

2.7.1 Federal Requirements

Respondents are advised that the RFP will be drafted based on the assumption that the Project and the plan of finance for the Project are eligible for, and may utilize, federal-aid funds and/or federal credit assistance. Therefore, the RFP and the Comprehensive Agreement must conform to requirements of applicable federal law, regulations and policies. NCDOT reserves the right to modify the procurement process described herein to address any concerns, conditions or requirements of federal agencies, including FHWA.

2.7.2 Disadvantaged Business Enterprise (DBE) Program Requirements

NCDOT has established a Disadvantaged Business Enterprise ("**DBE**") program in accordance with regulations of USDOT, 49 CFR Part 26. It is the policy of NCDOT that DBEs, as defined in 49 CFR Part 26, and other small businesses, be able to compete fairly in contracts financed in whole or in part with public funds.

NCDOT's updated directory of DBEs can be viewed at the following web site: <https://www.ebs.nc.gov/VendorDirectory/default.html>.

Consistent with this policy, NCDOT does not allow any person or business to be excluded from participation in, denied the benefits of, or otherwise be discriminated against in connection with the award and performance of any federal-aid contract because of sex, race, religion, or national origin.

In this regard, Respondents are to take all necessary and reasonable steps (in accordance with 49 CFR Part 26) to ensure that DBEs have ample opportunities to compete for, and participate in, work associated with the Comprehensive Agreement.

Any assigned DBE goal will be provided in the RFP.

3. DESCRIPTION OF PROCUREMENT PROCESS

3.1 General

3.1.1 SOQ Evaluation and Shortlisting

NCDOT will evaluate the SOQs it receives in response to this RFQ according to the process and criteria outlined in Section 5 (Evaluation Process and Criteria). NCDOT will establish a shortlist of those Respondents considered most qualified to receive and respond to the RFP. NCDOT will post a notice of shortlisting to the Procurement Website and send an email notification to each Respondent.

3.1.2 Request for Proposals

Shortly after the selection of Shortlisted Proposers, NCDOT intends to release a draft RFP to the Shortlisted Proposers for review and comment. The draft RFP will include instructions to proposers, the Comprehensive Agreement, technical requirements, and other Project documents. Following the receipt of written comments, NCDOT intends to schedule confidential one-on-one meetings to discuss issues and comments identified by the Shortlisted Proposers. Additional details regarding the RFP process will be made available to the Shortlisted Proposers.

Subject to Section 7 (NCDOT Reserved Rights), after consideration of input from the Shortlisted Proposers, NCDOT intends to issue a final RFP to the Shortlisted Proposers for the solicitation of Proposals. Following the receipt, review, and evaluation of Proposals by NCDOT, NCDOT anticipates selecting the Shortlisted Proposer that offers the best overall value to the State as the preferred Shortlisted Proposer to enter into the Comprehensive Agreement. Best value will be achieved through a combination of the Shortlisted Proposer's evaluated technical proposal and evaluated financial proposal. Details of the evaluation approach, including the relative weighting between technical and financial elements, will be set out in the RFP.

3.2 Procurement Schedule

NCDOT intends to conduct the first step of the procurement process for shortlisting Respondents in accordance with the following schedule. All times shown below are the prevailing local times in Raleigh, North Carolina.

Milestone	Date
Issue RFQ	August 15, 2025
Optional Industry Forum	September 2, 2025 (1:00-3:00 PM)

Milestone	Date
Deadline to Submit Questions (First Round)	September 19, 2025 (2:00 PM)
Deadline to Submit Questions (Second Round)	October 31, 2025 (2:00 PM)
Deadline to Request Access to Procurement Portal	December 5, 2025 (2:00 PM)
SOQ Due Date	December 19, 2025 (11:00 AM)
Announcement of Shortlisted Proposers	February 20, 2026
Anticipated Date for NCDOT to Issue Draft RFP	March 13, 2026

This schedule is subject to modification at the sole discretion of NCDOT. Respondents will be notified of any change by an addendum to this RFQ, which will be posted on Procurement Website.

NCDOT intends to issue a draft RFP shortly after selection of the Shortlisted Proposers. NCDOT anticipates awarding and executing the Comprehensive Agreement in June 2027 and reaching financial close by May 2028.

3.3 Optional Industry Forum

NCDOT intends to hold an optional industry forum immediately prior to the 2025 N.C. Transportation Summit at the Raleigh Convention Center, North Carolina (500 S Salisbury Street, Raleigh, NC 27601 in room 302 A/B), on the date and time specified in Section 3.2 (Procurement Schedule). Attendance at the optional industry forum is not mandatory and interested parties shall remain eligible to submit an SOQ regardless of attendance.

All interested parties must register for the event, either upon arrival at the event or through pre-registration using this link:

<https://forms.office.com/pages/responsepage.aspx?id=31F2etC5mkSFw-zCbNftGUwWhIFsY0JLmw9fcZWKAGZUN1dVQ0IYNFBRWDIDUzg1UkFHNjVPNUIZNi4u&route=shorturl>

3.4 Questions and Requests for Clarification

3.4.1 Submission

Respondents may submit written questions and requests for clarification ("**RFQ Questions**") to the NCDOT contact listed below (the "**NCDOT Project Manager**"), by no

later than the dates (and prior to the times) shown in Section 3.2 (Procurement Schedule). Respondents should refer to Section 3.12 (Public Records Act) for details regarding the applicability of the Public Records Act to RFQ Questions. No telephone or oral requests will be considered. Respondents must submit RFQ Questions to the NCDOT Project Manager at the email address below:

Attn: Carly Swanson

Email Address: I-77Procurement@ncdot.gov

Respondents must ensure that all RFQ Questions:

- (i) are submitted using Form A-1 (RFQ Questions) in English (United States) and in PDF and Microsoft Word format, with the email subject line and document file name to both being with "I-77 South Express Lanes – RFQ Questions";
- (ii) are sequentially numbered, as set forth in Form A-1 (RFQ Questions);
- (iii) identify the relevant RFQ section number and page number or, if it is a general question, indicate so;
- (iv) do not disclose the Respondent's identity in the body of the RFQ Questions;
- (v) state clearly why the RFQ Question has been asked; and
- (vi) address a single issue per RFQ Question.

Respondents will be limited to 20 RFQ Questions for the first round of RFQ Questions, and 15 RFQ Questions for the second round of RFQ Questions. A new limit, if specified by NCDOT, will apply to each addendum to the RFQ. Comments or questions relating to typographical or other errors in the RFQ will not be counted towards the RFQ Question limit. Respondents must not include multi-part questions in Form A-1 (RFQ Questions). If an RFQ Question has more than one subpart, each subpart of such question will be considered a separate question for the purpose of the RFQ Question limit. NCDOT may disregard any questions received in excess of the specified limits. NCDOT may, in its sole discretion, change the maximum number of RFQ Questions for future versions of the RFQ by addendum to this RFQ in accordance with Section 3.6 (Addenda).

Respondents may only submit RFQ Questions in respect of the RFQ and may not submit any questions in respect of any Reference Information Documents (including, without limitation, the CRTPO Priority Terms and CA Indicative Terms). NCDOT will disregard any RFQ Questions received in relation to any Reference Information Documents.

No RFQ Questions to any person other than the NCDOT Project Manager will be considered. RFQ Questions from a Respondent should be submitted only by a single representative of that Respondent, and must include the requestor's name, address, telephone and e-mail, and Respondent that they represent.

3.4.2 Responses

NCDOT intends to provide non-binding written responses to RFQ Questions that are material and are not otherwise adequately addressed in the RFQ, subject to such RFQ Questions being submitted to NCDOT prior to the submission deadline specified in Section 3.2 (Procurement Schedule).

In preparing responses to RFQ Questions, NCDOT may rephrase any RFQ Question(s) as it deems appropriate and may consolidate similar comments. NCDOT may also create and answer questions independently of the Respondents' questions. NCDOT may issue multiple sets of responses at different times during the procurement process. Such responses are provided for informational purposes only and will not amend or be considered part of this RFQ, except to the extent they are specially incorporated in any Addenda.

Responses to RFQ Questions will be posted on the Procurement Website.

Respondents bear the responsibility to review and be familiar with all RFQ Questions, any NCDOT responses, and any other information posted by NCDOT, if any, through the SOQ Due Date. NCDOT bears no responsibility to any Respondent for such Respondent's failure to receive information or review information posted on the Procurement Website.

3.5 Reference Information Documents

NCDOT has assembled a set of Reference Information Documents relating to the Project. NCDOT will make certain Reference Information Documents available to prospective Respondents at this RFQ stage via the Procurement Website, including, but not limited to:

- CRTPO Priority Terms (see Appendix 3);
- CA Indicative Terms;
- I-77 South Traffic Data; and
- certain design information.

Additional Reference Information Documents will be made available to Shortlisted Proposers in conjunction with the issuance of the RFP, including certain traffic and revenue information for I-77 North.

At any time during the procurement process, the need to issue one or more modifications or supplements to the Reference Information Documents may arise following interaction with the industry or in the event the underlying conditions of the Project change or more information becomes available. Prospective Respondents are encouraged to check the Procurement Website frequently before submitting their SOQ.

The Reference Information Documents and references to any website, including the Procurement Website and the Procurement Portal in this RFQ are provided for reference and background information only. The information contained in the Reference Information Documents or set forth in any referenced website, including the Procurement Website and the Procurement Portal, reflects information as of any date or time identified therein. NCDOT intends to provide accurate and complete information to the extent possible but cannot guarantee the accuracy or completeness of any of the information on the Procurement Website or the Procurement Portal. To the extent that any such information on the Procurement Website or the Procurement Portal, or as otherwise made available to Respondents, is inconsistent with the RFQ, Respondents should rely on the information contained in the RFQ.

The statements made in the Reference Information Documents or in any referenced website, including the Procurement Website and the Procurement Portal, that are not purely historical are forward-looking statements, including NCDOT's expectations, intentions, or strategies regarding the future. These statements are based on information currently available to NCDOT. NCDOT assumes no obligation to update any such forward-looking statements.

3.6 Addenda

NCDOT reserves the right to revise this RFQ at any time before the SOQ Due Date by issuing Addenda to this RFQ. NCDOT will post any Addenda to this RFQ on the Procurement Website.

Respondents are encouraged to monitor the Procurement Website for information concerning this procurement as teams responding to this RFQ will be required to acknowledge in Form A-3 (Transmittal Letter) that they have received and reviewed all materials posted thereon.

NCDOT bears no responsibility to any Respondent for such Respondent's failure to receive information or review information posted on the Procurement Website.

3.7 Key Personnel

3.7.1 SOQ Key Personnel

The Key Personnel that must be nominated in the SOQ are set out in:

- (a) Section B (Technical SOQ Key Personnel Qualifications) of the Volume 2 Information; and
- (b) Section E (Financial SOQ Key Personnel Qualifications) of the Volume 3 Information,

collectively, the "**SOQ Key Personnel**".

3.8 Limitations on Proposer Team Membership

3.8.1 Prequalification and Licenses

Detailed prequalification requirements will be provided in the RFP. More information about the NCDOT's prequalification requirements and process are available at: <https://connect.ncdot.gov/business/Prequal/Pages/default.aspx>.

NCDOT will require that each Lead Contractor and Lead Designer for each Shortlisted Proposer, including any Lead Contractor or Lead Designer submitting as a consortium, partnership, or any other form of a joint venture, must be prequalified with NCDOT by no later than the date specified in the RFP.

NCDOT will not execute any contracts or approve subcontracts with contractors that are domestic or foreign corporations, limited liability companies, limited partnerships, or limited liability partnerships who are not registered and in good standing with the North Carolina Secretary of State or have not received a valid Certificate of Authority.

3.8.2 Participation on More Than One Proposer Team

To ensure a fair, competitive procurement process, except as expressly permitted in the RFP or this Section 3.8.2, during the course of the procurement:

- (a) any member of one Respondent team, including any SOQ Key Personnel, is prohibited from participating, in any capacity, on another Respondent team; and
- (b) any Affiliate of a member of one Respondent team is prohibited from participating, in any capacity, on another Respondent team.

However, in order to prevent teams from limiting access to smaller firms and key professional services, Equity Members and Major Non-Equity Members are forbidden from entering into exclusive arrangements, prior to the announcement of Shortlisted Proposers, with:

- (a) subcontractors that will perform construction work and suppliers of construction materials and commodities;
- (b) more than one toll collection system integrator and operator; and
- (c) more than one traffic and revenue advisor and more than one financial advisor.

NCDOT may disqualify any Respondent or disqualify a Respondent team member from participating in a Respondent team if that Respondent or Respondent team member fails to comply with the prohibition contained in this Section 3.8.2 from further participation as a Respondent or a Shortlisted Proposer for the Project.

If NCDOT does not select a Respondent as a Shortlisted Proposer or a Shortlisted Proposer withdraws from the procurement and is deemed to no longer be a Shortlisted Proposer, the members (and any of their Affiliates) of the unsuccessful Respondent team or former Shortlisted Proposer, which includes Major Team Members and Key Personnel, are free to participate, in any capacity, on a Shortlisted Proposer team, subject to the requirements of Section 3.9 (*Changes in Proposer Organization and SOQ Key Personnel*), Section 3.8.3 (*Organizational Conflicts and Ineligible Firms*), and any subsequent requirements set out in the RFP.

3.8.3 Organizational Conflicts and Ineligible Firms

It is NCDOT's policy that any person under contract, or previously under contract, with NCDOT to prepare preliminary plans, planning reports or other project development products for the Project will not be allowed to participate in any capacity on a Respondent's team. In addition to the foregoing, the organizational conflict of interest rules found in 23 CFR § 636, Subpart A, including 23 CFR § 636.116, also apply to this procurement. 23 CFR § 636.103 defines an "organizational conflict of interest" as follows:

Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage.

Acting for any state or local governmental entity during the RFP period in respect of any interface with the Project may constitute an organizational conflict of interest.

In accordance with NCDOT's policy and the organizational conflict of interest rules found in 23 CFR § 636.116, exceptions may be granted by NCDOT, upon written request from such person, if it is determined that the person's involvement is in the best interest of the public and does not constitute an unfair advantage. NCDOT encourages firms that have only performed limited scope assisting NCDOT in relation to the Project to seek an exception. NCDOT may also determine that it can grant an exception where (i) the role of a person or firm was limited to the provision of preliminary design, reports, or similar "low level" documents that may be incorporated into the RFQ or RFP but did not include assistance in the development of instructions to Respondents or evaluation criteria; or (ii) all documents and reports delivered to NCDOT by the person or firm are made available to all Respondents or Shortlisted Proposers, as applicable. Respondents seeking such exception shall submit such written request as soon as possible because NCDOT shall not extend the SOQ Due Date or be responsible for any inability or failure to respond prior to the SOQ Due Date to any such request.

Respondent shall provide information concerning organizational conflicts of interest and disclose all relevant facts concerning any past, present or currently planned interests which may present an organizational conflict of interest. Respondent shall state how its

interests or those of any of its Major Team Members or any other team member, including the interests of any chief executives, directors or key personnel thereof, may result in, or could be viewed as, an organizational conflict of interest.

Respondent is prohibited from teaming with, receiving any advice or discussing any aspect relating to the Project or the procurement of the Project with any person or entity with an organizational conflict of interest, including, but not limited to:

- Ashurst LLP
- Clearbox Forecast Group PLLC
- Hinde Engineering Inc.
- HNTB
- Kimley Horn & Associates Inc.
- Kittelson & Associates
- KPMG
- Mead & Hunt Inc.
- RS&H Architects, Engineers, Planners Inc.
- Surveying and Mapping LLC
- Stantec Consulting Services Inc.
- Three Oaks Engineering Inc.
- Hardesty & Hanover LLP
- VIAS Infrastructure PLLC

Such persons and entities are also prohibited from participating as a Respondent, Major Team Member, or any other team member, including their respective agent or consultant.

By submitting its SOQ, each Respondent agrees that, if an organizational conflict of interest is thereafter discovered, the Respondent must make an immediate and full written disclosure to NCDOT that includes a description of the action that the Respondent has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Respondent knew, or should have known about, but failed to disclose is determined to exist during the procurement process, NCDOT may, at its discretion, disqualify the Respondent. If an organizational conflict of interest that the Respondent knew, or should have known about, but failed to disclose exists and the Respondent has entered into a Comprehensive Agreement as Developer, NCDOT may, at its sole

discretion, terminate the Comprehensive Agreement. In either case, NCDOT reserves all legal rights and remedies.

Respondents are also advised that NCDOT's guidelines in this RFQ are intended to augment applicable federal and state law, including federal organizational conflict of interest laws and rules and the laws and rules relating to NEPA. Such applicable law will also apply to Respondent and teaming and may preclude certain firms and their entities from participating on a Respondent's team.

3.9 Changes in Proposer Organization and SOQ Key Personnel

If, following submission of an SOQ, a Shortlisted Proposer seeks the addition, removal, or substitution of a Major Team Member, or any other team members, or the replacement of an SOQ Key Personnel, the Shortlisted Proposer must receive NCDOT's prior written approval of the proposed change. In respect of the proposed new member or individual, the Shortlisted Proposer must submit with its request all of the information that is required by this RFQ in respect of the Major Team Member, other team member, or SOQ Key Personnel (as applicable). NCDOT may, in its sole discretion, accept, reject, or seek additional information regarding, a Shortlisted Proposer's request and expects to base its decision on whether:

- (a) the change results in an actual or potential organizational conflict of interest;
- (b) the Shortlisted Proposer's team as a whole still meets the minimum criteria contained in this RFQ;
- (c) the change renders the Shortlisted Proposer's team as a whole materially less qualified to develop the Project; or
- (d) NCDOT would still have shortlisted the Respondent if such change had occurred before the Shortlisted Proposer submitted its SOQ.

While NCDOT recognizes that Respondents may be impacted by personnel availability and scheduling conflicts, Respondents are urged to designate and proffer as SOQ Key Personnel only those individuals they reasonably believe will be available for, and they intend to assign to work in, the relevant SOQ Key Personnel role. By listing individuals as SOQ Key Personnel, the Respondent agrees to make the individuals listed in its SOQ available to perform the applicable role described in Section B (Technical SOQ Key Personnel) of the Volume 2 Information and Section E (Financial SOQ Key Personnel) of the Volume 3 Information.

Procedures concerning changes to the Shortlisted Proposer or Key Personnel will be provided in the RFP and may supplement or amend the procedures outlined in this section. Respondents are advised, however, that change requests will be subject to NCDOT's prior approval. Changes to the Shortlisted Proposer or Key Personnel without NCDOT's prior approval may result in disqualification of the Respondent or the Shortlisted Proposer.

3.10 Payment for Work Product

NCDOT anticipates paying each unsuccessful Shortlisted Proposer submitting a Proposal responsive to the RFP a stipulated amount that correlates to the value of the work product contained in its Proposal not to exceed \$12.5 million. Terms regarding such payment for work product will be included in the RFP.

There will be no payment to Respondents that are not determined to be a Shortlisted Proposer.

3.11 Policy Regarding Communications and Contact

3.11.1 Respondent Representative

The individual(s) identified on Form A-2 (Procurement Portal Access Request) shall be the only point(s) of contact for the Respondent, which shall be superseded thereafter by the individual(s) identified on Respondent's Form A-3 (Transmittal Letter) (the "**Respondent Representative**").

A Respondent is only required to identify one Respondent Representative on Form A-2 (Procurement Portal Access Request) and Form A-3 (Transmittal Letter), but may identify a maximum of two (2) Respondent Representatives.

3.11.2 Restricted Communications

The following rules of contact shall apply during the procurement process, which begins upon the date of issuance of this RFQ and will be completed with the execution of the Comprehensive Agreement. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, email, or other communication.

Except as specifically permitted by this RFQ, Respondents, Major Team Members, any other team members, and their respective agents and consultants, are not permitted to contact or communicate either directly or indirectly regarding the subject matter of this RFQ, with:

- (a) Representatives of NCDOT, NCTA and their respective boards;
- (b) any entity that is conflicted in accordance with Section 3.8.3 (Organizational Conflicts and Ineligible Firms);
- (c) any political subdivision of the State, local government body, locality within the State, or public agency that, in each case, has an interest in the Project (including, but not limited to, the Charlotte Department of Transportation, the Charlotte Regional Transportation Planning Organization, and the Charlotte Area Transit System);

- (d) Build America Bureau;
- (e) any person in the office of the Governor of the State; or
- (f) the Federal Highway Administration.

Any verified allegation that a Respondent or Major Team Member or any other team member or an agent or consultant of the foregoing has attempted to, or has made such contact or otherwise attempted to influence the evaluation, ranking and selection of Shortlisted Proposers may be cause for NCDOT, in its sole discretion, to disqualify the Respondent from submitting an SOQ, to disqualify the Major Team Member from participating in a Respondent team, to disallow any such other team member, agent or consultant from further participation with the Respondent's team, or to discontinue further consideration of such Respondent.

Following the selection of the Shortlisted Proposers, NCDOT may permit certain communications and contacts. The RFP will specify the rules and parameters of such permitted communications and contacts for Shortlisted Proposers. Shortlisted Proposers will be required to sign and return a binding acknowledgement of such rules and parameters by the date specified in the RFP.

Any official information regarding the Project will be disseminated from NCDOT. Any official correspondence will be in writing and issued by the NCDOT Project Manager or NCDOT's State Contract Officer. NCDOT will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified.

By submitting an SOQ, the Respondent and each Major Team Member acknowledges and agrees to be bound by the requirements regarding communication set out in this Section 3.11.2 and the same shall apply until release of the RFP and the Shortlisted Proposers return of the acknowledgement of the RFP rules and parameters as set out in this Section 3.11.2.

3.12 Public Records Act

Respondents are encouraged to familiarize themselves with the North Carolina Public Records Act, North Carolina General Statute § 132-1 et seq. ("**Public Records Act**"). In the event the Respondent submits any documents which the Respondent believes are not subject to disclosure pursuant to the Public Records Act, it must identify such documents by submitting Form A-5 (Confidential Contents Index) and conspicuously mark each identified document as "CONFIDENTIAL" or "CONFIDENTIAL TRADE SECRETS" in the header or footer of each such page affected. Blanket designations are not acceptable. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for NCDOT to treat the entire SOQ as public information.

NCDOT will not advise a submitting party as to the nature or content of documents entitled to protection from disclosure under the Public Records Act or other applicable laws, as to

the interpretation of such laws, or as to definition of trade secret. Nothing contained in this provision shall modify or amend requirements and obligations imposed on NCDOT by the Public Records Act or other applicable law. The provisions of the Public Records Act or other laws shall control in the event of a conflict between the procedures described above and the applicable law.

Information submitted by Respondents may be made available to FHWA representatives. NCDOT intends to follow procedures established by FHWA to avoid disclosure, to the extent possible, of such information under the Freedom of Information Act.

In the event of any proceeding or litigation concerning the disclosure of any material submitted by the submitting party, NCDOT will be the custodian retaining the material until otherwise ordered by a court or such other authority having jurisdiction with respect thereto, and the submitting party will be responsible for otherwise prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that NCDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by NCDOT in connection with any litigation, proceeding, or request for disclosure shall be reimbursed and paid by Respondent objecting to disclosure. Each Respondent shall be responsible for all of its own costs in connection with any litigation, proceeding, or request for disclosure.

In no event shall NCDOT, or any of its agents, representatives, consultants, directors, officers or employees be liable to a Respondent, any Major Team Member, or any other team member, including their respective agent or consultant, for the disclosure of all or a portion of a SOQ submitted in accordance with this RFQ.

3.13 Debriefings with Unsuccessful Respondents

Each Respondent not selected as a Shortlisted Proposer may request a debriefing by written request to the NCDOT Project Manager as specified in Section 3.4.1 (Submission). Such request must be received no later than twenty (20) days after publication of the list of Shortlisted Proposers. Any debriefings will be held at NCDOT's sole and absolute discretion. Debriefings shall be provided at a time and date to be notified by NCDOT in response to a request. NCDOT will select individuals it considers familiar with the rationale for the selection of the Shortlisted Proposers to conduct the debriefings.

Debriefings shall:

- (a) be limited to discussion of the unsuccessful Respondent's SOQ and may not include specific discussion of a competing SOQ;
- (b) be factual and consistent with the evaluation of the unsuccessful Respondent's SOQ; and

- (c) provide information on areas in which the unsuccessful Respondent's SOQ had weaknesses or deficiencies.

Debriefing may not include discussion or dissemination of the thoughts, notes, or rankings of individual members or committees evaluating the SOQ.

4. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

NCDOT expects SOQs submitted in response to this RFQ to provide sufficient information about the requested items to allow NCDOT to evaluate Respondents and determine whether Respondents are qualified to submit Proposals based on the criteria set forth herein.

SOQs shall be submitted exclusively in the English (United States) language inclusive of English units of measure, and cost terms in United States of America dollar (USD) denominations.

4.2 Format

4.2.1 Electronic Files

Each Respondent must submit:

- (a) one (1) electronic file for each volume, in read-only format using a searchable, bookmarked PDF that allows content-copying and contains no additional materials (other than any form, letter, or statement containing signatures, in which case the PDF need not be searchable, except where such form is specified in the instructions that it must be submitted in searchable PDF format), with no file to exceed 150 MB (as required in the RFQ, documents must additionally be provided in the native format prescribed (e.g., Microsoft Word, Microsoft Excel, etc.));
- (b) each volume labeled using the following naming convention:
 - (i) for Volume 1: "I-5718_[Respondent Name]_SOQ Vol-1_Administrative Submittal.pdf";
 - (ii) for Volume 2: " I-5718_[Respondent Name]_SOQ Vol-2_Technical Submittal.pdf"; and
 - (iii) for Volume 3: " I-5718_[Respondent Name]_SOQ Vol-3_Financial Submittal.pdf"; and
- (c) one (1) separate electronic copy in searchable PDF format for each volume (with no file to exceed 150 MB), labeled "I-5718_[Respondent-Name] SOQ Vol-[#]_Copy-of-Nonconfidential-Portion.pdf", that redacts any trade secret,

proprietary information, or other confidential information exempted from disclosure under the Public Records Act.

Documents submitted in Microsoft Word or Microsoft Excel format must precisely match the document provided in PDF format in accordance with (a) above in terms of format and content (but excluding signatures and/or seals). If NCDOT discovers a discrepancy in such documents, NCDOT reserves the right in its sole discretion to accept, reject, or seek additional clarification regarding such submissions.

4.2.2 General Requirements

(a) General Formatting Requirements

SOQ submittals must be prepared on 8.5" x 11" sized pages with white background, except for organizational charts, tables, schematics, graphics or other drawings, which Respondents may present on 11" x 17" sized pages with white background. Text may be single-spaced. Arial or Times New Roman font in at least 12-point type must be used, except for tables, organizational charts and graphics, which may be prepared in Arial or Times New Roman font in 10-point type.

(b) Volume 1 Requirements

The Volume 1 Information shall have all pages numbered sequentially and shall not exceed the page limits specified in Appendix 2 (SOQ Submittal Requirements), Section 1 (Organization of SOQ). Each printed side shall be considered one (1) page.

(c) Volume 2 Requirements

The Volume 2 Information shall have all pages numbered sequentially and shall not exceed the page limits specified in Appendix 2 (SOQ Submittal Requirements), Section 1 (Organization of SOQ). Each printed side shall be considered one (1) page.

(d) Volume 3 Requirements

The Volume 3 Information shall have all pages numbered sequentially and shall not exceed the page limits specified in Appendix 2 (SOQ Submittal Requirements), Section 1 (Organization of SOQ). Each printed side shall be considered one (1) page.

4.2.3 Marketing Materials

Standard corporate brochures, awards, and marketing materials should not be included in an SOQ, and NCDOT will not evaluate such materials.

4.3 Contents and Organization

Respondents must organize their SOQs in the order set forth in Appendix 2 (SOQ Submittal Requirements), Section 1 (Organization of SOQ). If a Respondent is compelled

to include material in addition to the information specifically requested, the Respondent shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limits set forth in Appendix 2 (SOQ Submittal Requirements), Section 1 (Organization of SOQ), as applicable. Each volume may be subdivided as needed. Dividers do not count as pages with respect to page limits noted herein.

4.4 SOQ Submission Requirements

4.4.1 Time and Manner of SOQ Submittal

The SOQ shall be submitted electronically on or before the time prescribed on the SOQ Due Date through the Procurement Portal in accordance with this RFQ.

4.4.2 Respondent Access to Procurement Portal

Respondents must complete Form A-2 (Procurement Portal Access Request) in order to receive the credentials necessary to submit SOQs and interact with NCDOT via the Procurement Portal. Respondents must submit a completed Form A-2 (Procurement Portal Access Request), prior to the deadline set forth in Section 3.2 (Procurement Schedule), to the NCDOT Project Manager at the email address set forth in Section 3.4.1 (Submission). Once received, NCDOT will endeavor to provide access to the Procurement Portal to Respondents within two (2) business days of the deadline for submission of Form A-2 (Procurement Portal Access Request) set forth in Section 3.2 (Procurement Schedule).

4.4.3 Submission of SOQ

All packages constituting the SOQ must be uploaded separately and be individually labeled as described in Section 4.2.1 (Electronic Files).

The SOQ shall be uploaded to the relevant folder location on the Procurement Portal no later than the specified time on the SOQ Due Date.

When the entire SOQ has been uploaded to the Procurement Portal, the Respondent must notify the NCDOT Project Manager at the email address set forth in Section 3.4 (Questions and Requests for Clarification). If any portion of an SOQ is password protected, the Respondent shall include the password in the email to the NCDOT Project Manager.

A Respondent's Major Team Member may submit its Form E-1 (Financial Officer Certificate), including audited financial statements, directly to the NCDOT Project Manager, rather than including it in the Respondent's SOQ. If a Major Team Member plans to submit directly, the Respondent's Authorized Representative must email the NCDOT Project Manager to confirm:

- (a) the Major Team Member's name; and

- (b) the name, title, and contact information of the individual authorized to make the submission.

The Major Team Member's authorized representative must email the Form E-1 (Financial Officer Certificate), including audited financial statements, to the NCDOT Project Manager no later than the specified time on the SOQ Due Date. If any portion of the Form E-1 (Financial Officer Certificate), including audited financial statements, is password protected, the Major Team Member's authorized representative shall include the password in a separate email to the NCDOT Project Manager.

Acknowledgment of receipt of the entire SOQ will be evidenced by the issuance of a receipt by a member of NCDOT staff via email to the Respondent's Representative shown on Form A-2 (Procurement Portal Access Request).

Except as explicitly provided in this Section 4.4.3 (Submission of SOQ), NCDOT will not accept any SOQs, or components thereof, submitted by facsimile, as hard copy, or as attachments to an email.

NCDOT will not accept any SOQs submitted after the specified time on the SOQ Due Date. Any SOQs received after such time and date will be rejected without opening, consideration, or evaluation. Respondents are solely responsible for ensuring that NCDOT receives their SOQs by the specified time on the SOQ Due Date. NCDOT will not be responsible for delays in submitting SOQs caused by technical difficulties or any other circumstance or occurrence beyond the control of NCDOT. Respondents are encouraged to familiarize themselves with the uploading and deleting interfaces within the Procurement Portal in advance of the SOQ Due Date.

4.5 References

Respondents are responsible for verifying that the reference information included on all SOQ forms is accurate and up to date. All references should be verified in advance.

No reference may be used who:

- (a) has a conflict of interest, as further described in Section 3.8.3 (Organizational Conflicts and Ineligible Firms);
- (b) is a board member, Secretary, Deputy Secretary, Chief Operating Officer, Chief Financial Officer, Chief Engineer, or Deputy Chief Engineer of NCDOT; or
- (c) is a member of NCTA's board of directors, Director of Innovative Delivery or Director of Innovative Finance of NCTA.

NCDOT reserves the right to contact references and obtain feedback, and such feedback may be taken into account by NCDOT in evaluating SOQs.

4.6 Placeholders

If a Respondent does not include information or materials in its SOQ that are described in the relevant submittal requirements in Appendix 2 (SOQ Submittal Requirements) because the required information or materials are not applicable to that Respondent, the Respondent must include in the relevant section in its SOQ a statement to the following effect: "Section[s] [] of the Volume [1] [2] [3] Submittal Requirement[s] do[es] not apply because [Respondent to insert brief explanation]."

Respondents may not substitute a placeholder in place of the SOQ Key Personnel commitments provided under Section B (Technical SOQ Key Personnel Qualifications) of the Volume 2 Information and Section E (Financial SOQ Key Personnel Qualifications) of the Volume 3 Information.

4.7 Changes in the Respondent's Approach to Project Delivery

NCDOT understands that as Shortlisted Proposers and NCDOT continue their individual and collective efforts to analyze and develop optimal development and financing plans for the Project, it is likely that the approaches to development will change and evolve. NCDOT wishes to encourage that evolution and continued focus by Shortlisted Proposers on the best transportation solutions for the Project. Accordingly, it is NCDOT's intention to use the Project Delivery Narrative only for purposes of evaluating the SOQs.

Shortlisted Proposers may modify, alter and enhance their respective approaches to financing, development, design, construction, operations and maintenance in conjunction with their Proposals, subject to compliance with the requirements of the RFP. Shortlisted Proposers may not, however, change their approach to the Project in a way that renders the SOQ a misrepresentation of the Shortlisted Proposer's intentions and capabilities.

5. EVALUATION PROCESS AND CRITERIA

5.1 Responsiveness Review

Each SOQ will be reviewed for:

- (a) conformance to the RFQ instructions regarding organization and format; and
- (b) the responsiveness of the Respondent to the requirements set forth in this RFQ.

NCDOT may, at any time during its evaluation of the SOQ, in its sole discretion, submit written questions or requests for clarification to the Respondent (in accordance with Section 5.4 (Clarifications)) and waive minor nonconformities, irregularities, and apparent clerical mistakes.

NCDOT may, in its sole discretion, exclude those SOQs that are not responsive to this RFQ from further consideration. NCDOT also may exclude from consideration any

Respondent whose SOQ contains a material misrepresentation, as determined by NCDOT.

5.2 Pass/Fail Review

Following or in conjunction with evaluation of each SOQ for responsiveness, NCDOT will evaluate each SOQ based upon the following pass/fail criteria:

- (a) The SOQ contains all of the Volume 1 Information, Volume 2 Information and Volume 3 Information (including all completed Forms) or a relevant placeholder in accordance with Section 4.6 (Placeholders).
- (b) Each member of the Lead Contractor has provided evidence, satisfactory to NCDOT, that it can comply with the bonding requirements by providing a surety letter in accordance with the requirements in Section E (Surety Letters) of the Volume 1 Information.
- (c) Neither the Respondent nor any other entity referenced in Form C-1 (Major Team Member Certification) as required by this RFQ is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the federal government or any state government.
- (d) Each of the Equity Member(s), Lead Contractor(s), or Financially Responsible Parties demonstrate overall financial strength and capability of the Respondent to carry out the Project responsibilities for a project of this scale, as evidenced by the financial statements, Form E-1 (Financial Officer Certificate), and other information provided by the Respondent, as determined by NCDOT in its sole discretion.
- (e) Each of the Equity Member(s) or their Financially Responsible Parties demonstrates the capacity to raise an equity amount of at least equal to \$1 billion or a proportionate amount consistent with each Equity Member's likely ownership percentage in the Developer for the Project, as evidenced by the financial statements, Form E-1 (Financial Officer Certificate), the Equity Funding Letter(s), and other information provided by the Respondent.
- (f) The information disclosed in Form C-1 (Major Team Member Certification) of the Volume 1 Information does not materially or adversely affect the Respondent's ability to carry out the Project responsibilities potentially allocated to it, as determined by NCDOT in its sole discretion.

Only once NCDOT determines that an SOQ is responsive and has passed all of the "pass/fail" criteria, an SOQ will be evaluated qualitatively under Section 5.3 (Scored Evaluation Criteria).

5.3 Scored Evaluation Criteria

Each responsive SOQ passing all of the "pass/fail" qualification requirements set forth above in Section 5.2 (Pass/Fail Review) will be evaluated and scored according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is described in Sections 5.3.1 and 5.3.2 below, and is summarized as follows:

Evaluation Criteria	Maximum Points
Technical Qualifications and Capability (a) Technical/Project Delivery Experience of the Equity Members and Major Non-Equity Members (b) Technical SOQ Key Personnel Experience (c) Management Approach and Team Structure Narrative and Organizational Charts (d) P3 Project Stakeholder Experience and Engagement Narrative (e) Project Delivery Narrative	600
Project Finance Qualifications and Capability (a) Financing Experience of the Equity Member(s) (b) Equity Member(s) Investment Track Record (c) Experience of Project Finance Manager (d) Project Financing Narrative	400
Total	1,000

5.3.1 Technical Qualifications and Capability

The background and experience of the Respondent, individual team members, and Technical SOQ Key Personnel in developing, designing, constructing, operating, and maintaining comparable projects will be evaluated in accordance with the criteria in this Section 5.3.1. The evaluation criteria in subsection (a) are of equal importance to the evaluation criteria in subsection (b), and of greater importance than the evaluation criteria in subsections (c), (d) and (e) which are of equal importance.

- (a) Technical/Project Delivery Experience of the Equity Members and Major Non-Equity Members

The extent to which each Equity Member and each Major Non-Equity Member (as applicable) demonstrates the qualifications listed below, as evidenced by the information provided in Section A of the Volume 2 Information (as applicable), as described below. If one team member will serve in more than one of the following roles, the Respondent may combine narratives within the applicable page limits set forth in Section 1 (Organization of SOQ) of Appendix 2 (SOQ Submittal Requirements).

- (i) Equity Member(s) will be evaluated on:
 - (1) Depth of experience of the Equity Member(s) expected to lead the Project's development in developing and managing public-private partnership projects (i.e., design-build-finance-operate-maintain project) from contract award through the ramp-up of operations, including managing the design and construction phases of such projects.
 - (2) Depth of experience of the Equity Member(s) expected to lead the Project's development in developing express lanes and/or other toll facility projects, including experience with: (A) performing the traffic and revenue analysis necessary for arranging financing; (B) managing toll collection system design and installation; and (C) managing toll systems integration.
- (ii) Lead Contractor will be evaluated on:
 - (1) The extent to which the Lead Contractor demonstrates that it satisfies or exceeds the requirements for relevant technical capability through experience in the construction of:
 - (A) at least two (2) transportation projects of a similar complexity and scope (with preference given to projects in North America), each with a value greater than \$250 million (or \$500 million, in the case of such transportation project undertaken as part of a joint venture), completed or substantially completed in the last ten (10) years; and
 - (B) at least one (1) transportation project of a similar complexity and scope (with preference given to a project in North America) with a value greater than \$250 million (or \$500 million, in the case of such transportation project undertaken as part of a joint venture) that has received a "notice to proceed with major construction" in the last ten (10) years.

For both Section 5.3.1(a)(ii)(1)(A) and (B) above, the relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction or construction management experience and, if the Lead Contractor is a joint venture, the experience must be from one or more joint venture member(s) that will be responsible for at least thirty percent (30%) of the Lead Contractor's potential construction and/or management of construction work for the Project.

- (2) The extent to which the Lead Contractor demonstrates it has, in a lead contractor role, completed or substantially completed work performed by design-build contracting and/or design-build-finance-operate-maintain contracting, or any variation thereof, that included a design-build component.
- (3) The extent to which the Lead Contractor demonstrates successful (i.e., delivered on schedule and within budget) experience in managing construction projects of a similar size and complexity (e.g., multiple stakeholders (railroads, utilities, authorities), environmental constraints, etc.).
- (4) The extent to which the Lead Contractor demonstrates experience in delivering scope in a more efficient way in a limited funds environment through innovative means, including alternative technical concepts.
- (5) The extent to which the Lead Contractor demonstrates experience in successfully constructing express lanes and/or other toll facility projects, including toll collection system design and installation and toll systems integration.
- (6) The extent to which the Lead Contractor demonstrates experience in successful (i.e., safe, efficient, innovative) traffic management during project construction, including developing and implementing worker safety programs for work areas featuring live traffic and complex traffic management, and interfacing with other related projects during project construction.
- (7) The extent to which the Lead Contractor demonstrates successful experience with projects in urban locations, heavy congestion, and complex traffic and maintenance of traffic requirements.

(iii) Lead Designer will be evaluated on:

- (1) The extent to which the Lead Designer satisfies or exceeds the requirements for relevant technical capability, through experience in the: final design of at least one (1) transportation project of a similar complexity and scope with a construction value of \$200 million or more (or \$500 million in case of the design of such transportation project was undertaken as part of a joint venture) for which final design was completed within the last ten (10) years.

For the above-referenced Lead Designer evaluation criteria, the relevant experience must be on projects where the Lead Designer held a minimum thirty percent (30%) of the responsibility for the listed design and engineering experience. If the Lead Designer is a joint venture, the experience must be from one or more joint venture member(s) that will perform at least thirty percent (30%) of the Lead Designer's potential engineering work for the Project.

- (2) The extent to which the Lead Designer demonstrates successful experience with design-build contracting and/or design-build-finance-operate-maintain contracting, or any variation thereof that included a design-build component.
 - (3) The extent to which the Lead Designer demonstrates successful experience in the design of express lanes and/or other toll facility projects of a similar complexity and scope that included integrated design and right of way services.
 - (4) The extent to which the Lead Designer demonstrates successful experience in the design of express lanes and/or other toll facility projects of a similar complexity and scope that included toll collection system design and toll systems integration.
 - (5) The extent to which the Lead Designer demonstrates successful experience in design coordination for express lanes projects of a similar complexity and scope with multiple stakeholders and complex environmental coordination.
 - (6) The extent to which the Lead Designer demonstrates successful experience delivering scope in a more efficient way in a limited funds environment through innovative means, including alternative technical concepts.
- (iv) Lead Operations & Maintenance Firm and/or its current employees (the experience of the Lead Operations & Maintenance Firm will be deemed to include any experience that its O&M Manager garnered during their previous employment at other firms) will be evaluated on:

- (1) The extent to which the Lead Operations & Maintenance Firm satisfies or exceeds the requirements for roadway operations and maintenance experience, including the operation and maintenance of roadside tolling equipment and tolling systems, on facilities of a similar complexity and scope.

For the above-referenced Lead Operations & Maintenance Firm evaluation criteria, the relevant experience must be on projects where the Lead Operations & Maintenance Firm had primary responsibility for the listed operations, maintenance, and tolling experience. Where the relevant experience was garnered by the O&M Manager during the O&M Manager's previous employment, the previous employer must have had primary responsibility for the listed operations and maintenance experience, and the O&M Manager must have been materially involved in the performance of such operations and maintenance experience. If the Lead Operations & Maintenance Firm is a joint venture, the experience must be from one or more joint venture member(s) that will perform the Lead Operations & Maintenance Firm's potential operations and maintenance work for the Project.

- (2) The extent to which the Lead Operations & Maintenance Firm and/or its current employees demonstrate successful experience with design-build-finance-operate-maintain contracting for facilities of a similar complexity and scope, including roadway operations, maintenance of traffic, incident management, routine maintenance, major maintenance, and lifecycle maintenance for civil works and equipment.
- (3) Reserved.
- (4) The extent to which the Lead Operations & Maintenance Firm and/or its current employees demonstrate successful experience in toll operations for express lanes and/or dynamically-priced toll roads of similar complexity and scope, including the deployment and operation and maintenance of roadside tolling equipment and tolling systems, and tolling operations back office.
- (5) The extent to which the Lead Operations & Maintenance Firm and/or its current employees demonstrate successful experience with projects in urban locations, heavy congestion, and complex maintenance of traffic requirements.
- (6) The extent to which the Lead Operations & Maintenance Firm and/or its current employees demonstrate successful experience in

managing operations and maintenance interfaces with operators of adjacent roadways/facilities.

If the Respondent intends for operations and maintenance of the roadway infrastructure and the operations and maintenance of the roadside toll collection system and related equipment to be performed by different firms, the Respondent should separately identify each firm and their respective areas of responsibility and related experience.

(b) Technical SOQ Key Personnel Experience

Depth of experience of the Respondent's Technical SOQ Key Personnel, as evidenced by the information provided in Section B(1) of the Volume 2 Information, as described below:

- (i) Developer Project Manager will be evaluated on:
 - (1) Length and depth of experience in managing long-term concession agreements of similar complexity and scope to the Project; and
 - (2) Experience in developing and administering long-term agreements that required coordination with concurrent construction projects in the vicinity undertaken by other parties.
- (ii) Construction Manager will be evaluated on:
 - (1) Length and depth of experience in managing construction projects of similar complexity and scope to the Project.
 - (2) Experience in coordination with relevant regulatory agencies, including projects with environmental constraints in which challenges were successfully overcome.
 - (3) Experience in completing projects that required coordination with concurrent construction projects in the vicinity undertaken by other parties; and
 - (4) Experience with projects in urban locations, heavy congestion, and complex maintenance of traffic requirements.
- (iii) Design Manager will be evaluated on:
 - (1) Length and depth of experience in managing the design of transportation projects of similar complexity and scope to the Project;

- (2) Length and depth of experience in managing design-build or public-private partnership projects; and
 - (3) Evidence of design or design management experience of projects with challenges similar to those of the Project, including multiple engineering disciplines including highway, bridge, drainage, and tolling, and coordination with the concurrent design of other projects.
- (iv) O&M Manager will be evaluated on:
- (1) Experience in operations and maintenance of significant highway projects with multiple travel lanes and major interchanges or other challenges similar to those of the Project, including those related to express lanes and/or other toll facility projects, such as tolling and incident management and successful interface management with other projects.

(c) Management Approach and Team Structure Narrative and Organizational Charts

Management and Approach and Team Structure Narrative and Organizational Charts will be evaluated based on the Respondent team's demonstration of:

- (i) how Respondent will operate institutionally, particularly in light of the complexity of public-private partnership project development and the ambitious schedule for the Project;
- (ii) specific examples of the Respondent's team members' experience working together successfully as an integrated team on other projects; and
- (iii) the Respondent team's stability and capability functioning as a well-integrated, design-build-finance-operate-maintain team that will effectively manage all assigned project risks, resolve issues at the project level, and work with NCDOT to achieve timely delivery of a high-quality project.

(d) P3 Project Stakeholder Experience and Engagement Narrative

The P3 Project Stakeholder Experience and Engagement Narrative will be evaluated in accordance with the criteria in this Section 5.3.1(d):

- (i) The extent to which the P3 Project Stakeholder Experience and Engagement Narrative demonstrates an understanding of community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government priorities for the Project, including community sensitivity to tolling, and identifies potential solutions for transparent engagement with the community, including intended users of

the I-77 South Express Lanes and the I-77 corridor, and local government regarding the Project;

- (ii) The extent to which the P3 Project Stakeholder Experience and Engagement Narrative articulates the Respondent's approach to engaging with the community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government across all phases of the Project and related work required to successfully deliver the Project using the public-private partnership delivery method; and
- (iii) The extent to which the P3 Project Stakeholder Experience and Engagement Narrative demonstrates the Respondent's experience in managing public outreach and communications with the community, including the users of such projects, and local government during the development and operations of an express lanes and/or other toll facility project of similar size and complexity to the Project.

(e) Project Delivery Narrative

The Project Delivery Narrative will be evaluated in accordance with the criteria in this Section 5.3.1(e):

- (i) The extent to which the Project Delivery Narrative demonstrates a full understanding of the scope of work and complexity of the Project, and a considered approach to designing, constructing, operating and maintaining projects;
- (ii) The extent to which the Project Delivery Narrative demonstrates an understanding of Project risks, and potential solutions to address each risk (regardless of which party bears responsibility for a particular risk), which may arise during all Project phases, including design, construction, and operation and maintenance;
- (iii) The extent to which the Project Delivery Narrative articulates the Respondent's approach to performing the traffic and revenue analysis and related development work required to successfully deliver the Project using the public-private partnership delivery method; and
- (iv) The extent to which the Project Delivery Narrative articulates the Respondent's approach to managing all-electronic tolling systems.

5.3.2 Project Finance Qualifications and Capability

The Respondent's financial experience and capability will be evaluated and scored in accordance with the criteria in this Section 5.3.2. The evaluation criteria of subsections (a)

through (d) are listed in order of importance, with subsection (a) of greatest importance and subsection (d) of least importance.

(a) Financing Experience of the Equity Member(s)

Experience of the Equity Member(s), as evidenced by the information provided in Section C of the Volume 3 Information, as described below:

- (i) Demonstrated success in reaching financial close of express lanes and/or other toll revenue facility design-build-finance-operate-maintain projects;
- (ii) Experience in structuring and securing equity commitments for demand risk projects, including from internal sources, investment funds, or other external sources; and
- (iii) Experience in structuring and raising debt financing for demand risk projects, including TIFIA credit instruments and PABs, as well as other sources of funding (such as bank debt and/or private placements).

(b) Equity Member(s) Investment Track Record

Equity Member(s) track record of submittal proposals on projects for which it has been shortlisted, as evidenced by the information provided in Section D of the Volume 3 Information.

(c) Experience of Project Finance Manager

Depth of experience of the Respondent's Project Finance Manager, as evidenced by the information provided in Section E of the Volume 3 Information, as described below:

- (i) Length and depth of experience in financing demand risk projects, in particular, experience with express lanes facility projects and other toll facility projects;
- (ii) Experience in closing transactions utilizing TIFIA credit instruments, tax exempt PABs, bank debt, taxable bonds, and other relevant financing and funding tools;
- (iii) Demonstrated ability to develop finance plans and secure debt and equity financing for projects with credit characteristics similar to the Project; and
- (iv) Experience securing credit ratings necessary for Project debt.

(d) Project Financing Narrative

The Project Financing Narrative will be evaluated in accordance with the criteria in this Section 5.3.2(d):

- (i) Demonstrated knowledge and understanding of the current project financing markets, including TIFIA and PABs, with specific reference to the availability of project financing for a demand risk transportation project of the proposed scope and complexity of the Project;
- (ii) A comprehensive understanding of the tools, requirements, and critical considerations involved in developing and implementing a financing plan for the Project if selected as a Shortlisted Proposer;
- (iii) An understanding of federal credit processes and approach to work with the Build America Bureau, if selected as the preferred Shortlisted Proposer, to execute a TIFIA loan agreement for the Project (if the Respondent intends to pursue a TIFIA loan) and utilize a PABs allocation (if the Respondent intends to utilize any PABs allocation made available);
- (iv) A demonstrated practicable approval process for making equity investments in similar projects; and
- (v) The adequacy and availability of the Respondent's resources to develop and execute a financial plan on a timely basis and ability to overcome challenges that may cause delays in achieving financial close for the Project, including managing other developer commitments and implementing alternative plans for resource allocation.

5.4 Clarifications

NCDOT may, at any time during its evaluation of an SOQ, in its sole discretion:

- (a) Submit written questions or requests for clarification to the Respondent regarding its SOQ or related matters (including requesting a Respondent to verify or certify certain aspects of its SOQ);
- (b) Contact references included in the SOQ; or
- (c) Visit facilities and clients associated with the Respondent, Equity Members, or Major Non-Equity Members that are mentioned in the SOQ.

The scope, length and topics to be addressed in any such clarification response requested under this Section 5.4(a) shall be prescribed by, and subject to, the discretion of NCDOT.

Any written questions or requests for clarification submitted by NCDOT to a Respondent will be sent by email from the NCDOT Project Manager to the Respondent Representative. The Respondent must provide their response by email from the Respondent Representative to the NCDOT Project Manager or by such other means as NCDOT may request.

Respondents are solely responsible for ensuring that NCDOT receives their responses by the time and date specified in NCDOT's clarification request. Any responses received after such time and date will be rejected and will not be considered, except to the extent that NCDOT agrees to an extension request or otherwise exercises any discretion available to it under Section 7 (NCDOT Reserved Rights).

5.5 Right to Exclude

NCDOT may, at any time, and in its sole discretion, cease evaluating an SOQ and exclude the applicable Respondent from further consideration in the procurement if NCDOT determines, in its sole discretion, that:

- (a) the SOQ fails to satisfy one or more of the "pass/fail" criteria in Section 5.2 (Pass/Fail Review), regardless of whether the initial review and/or evaluation described in Sections 5.1 (Responsiveness Review) and 5.2 (Pass/Fail Review) identified the relevant failure or not;
- (b) the SOQ is non-responsive, whether or not NCDOT submitted any request for clarification under Section 5.4 (Clarifications), and regardless of whether the initial review and/or evaluation described in Sections 5.1 (Responsiveness Review) and 5.2 (Pass/Fail Review) identified any portion of the SOQ as non-responsive; or
- (c) the SOQ contains a material misrepresentation.

5.6 SOQ Evaluation Procedure

NCDOT anticipates utilizing one or more committees to review and evaluate the SOQs in accordance with the above criteria and to make recommendations to NCDOT based upon such analysis. NCDOT also anticipates utilizing one or more committees to review and evaluate proposals received in response to the RFP. These committees may be comprised of subject matter experts from NCDOT.

As part of the evaluation and shortlisting process, NCDOT may consider:

- (i) information obtained via past performance on NCDOT projects;
- (ii) verifiable personal experience of evaluation personnel; and
- (iii) other publicly available information.

The evaluation and ranking of SOQs are subject to the sole discretion of NCDOT, NCDOT staff, and such professional and other advisors as NCDOT may designate. NCDOT will, in accordance with this RFQ, evaluate, score, and rank SOQs, and make the final determinations of Shortlisted Proposers in its sole discretion and in the best interests of the Project and the State. The score assigned to an SOQ against any of the evaluation criteria in Section 5 (Evaluation Process and Criteria) will not carry over to the evaluation of a Shortlisted Proposer's Proposal.

By submitting its SOQ, each Respondent acknowledges and agrees that the evaluation, scoring, and ranking of SOQs for shortlisting purposes are to be conducted in accordance with North Carolina General Statutes § 136-18(39) et seq. and the P3 Policy and Guidelines, which, in each case, involve the qualitative judgment and discretion of NCDOT. By submitting its SOQ, Respondents acknowledge that, in exercising such qualitative judgment and discretion, NCDOT may determine that the SOQ qualifies as non-responsive in accordance with Section 5.1 (Responsiveness Review) or should be awarded a lower score in SOQ evaluation.

6. PROTEST PROCEDURES

6.1 Applicability

This Section 6 sets forth the exclusive protest remedies available with respect to this RFQ. These provisions prescribe the exclusive procedures for protests regarding:

- (a) allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed NCDOT's authority;
- (b) a determination as to whether an SOQ is responsive to the requirements of the RFQ; and
- (c) short-listing determinations.

6.2 Required Early Communication for Certain Protests

Protests concerning the issues described in this Section 6.1(a) may be filed only after the Respondent has informally discussed the nature and basis of the protest with NCDOT, following the procedures prescribed in this Section 6.2. Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the address specified in this Section 6.5. The written request shall include an agenda for the proposed one-on-one meeting. NCDOT will meet with the Respondent as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, NCDOT may, in its sole discretion, make appropriate revisions to the RFQ documents by issuing addenda.

6.3 Deadlines for Protests

- (a) Protests concerning the issues described in Section 6.1(a) (Applicability) must be filed as soon as the basis for the protest is known, but no later than twenty (20) calendar days prior to the SOQ Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than five (5) business days after the addendum is issued.

- (b) Protests concerning the issues described in Section 6.1(b) (Applicability) must be filed no later than five (5) business days after receipt of the notification of non-responsiveness.
- (c) Protests concerning the issues described in Section 6.1(c) (Applicability) must be filed no later than ten calendar (10) days after the earliest of the notification of the short-list and the public announcement of the short-list.

6.4 Content of Protest

Protests shall completely and succinctly state the grounds for protest, its legal authority, and its factual basis, and shall include all factual and legal documentation in sufficient detail to establish the merits of the protest. The protest shall also include the name and address of the protestor and the RFQ or project number. Statements shall be sworn and submitted under penalty of perjury.

6.5 Filing of Protest

Protests shall be filed by hand delivery on or before the applicable deadline to NCDOT's State Contract Officer at 1020 Birch Ridge Drive Door #16, Raleigh, NC 27610, with a copy mailed to the NCDOT Contract Standards and Development, 1591 Mail Service Center, Raleigh, NC 27699-1591, as soon as the basis for protest is known to the Respondent. For any protests filed after the SOQ Due Date, the Respondent filing the protest shall concurrently send a copy of the protest to the other Respondents whose addresses may be obtained by contacting the NCDOT Project Manager.

6.6 Comments from Other Respondents

Other Respondents may file statements in support of or in opposition to the protest within seven (7) days of the filing of the protest. NCDOT shall promptly forward copies of all such statements to the protestant. Any statements shall be sworn and submitted under penalty of perjury.

6.7 Burden of Proof

The protestant shall have the burden of proving its protest. NCDOT may, in its sole discretion, discuss the protest with the protestant and other Respondents. No hearing will be held on the protest. The protest shall be decided on the basis of written submissions.

6.8 Decision on the Protest

NCDOT's State Contract Officer shall issue a written decision regarding the protest within thirty (30) days after the filing of the detailed statement of protest. If necessary to address the issues raised in a protest, NCDOT may, in its sole discretion, make appropriate revisions to this RFQ by issuing an addendum.

The written decision of NCDOT's State Contract Officer shall be final and non-appealable.

6.9 Protestant's Payment of Costs

If a protest is denied, the Respondent filing the protest shall be liable for NCDOT's costs reasonably incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by NCDOT as a consequence of the protest.

6.10 Rights and Obligations of Proposers

Each Respondent, by submitting its SOQ, expressly recognizes and agrees to the limitation on its rights to protest provided in this Section 6, and expressly waives all other rights and remedies that may be available to the Respondent under law. These provisions are included in this RFQ expressly in consideration for such waiver and agreement by the Respondents. If a Respondent disregards, disputes, or does not follow the exclusive protest remedies provided in this section, it shall indemnify and hold NCDOT and its officers, employees, agents, and consultants harmless from and against all liabilities, fees and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Respondent's actions. Each Respondent, by submitting an SOQ, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

7. NCDOT RESERVED RIGHTS

In connection with this procurement, NCDOT reserves to itself all rights (which rights shall be exercisable by NCDOT in its sole discretion) available to it under the P3 Policy and Guidelines and applicable law, including without limitation, with or without cause and with or without notice, the right to:

- (a) modify the procurement process to address applicable law and/or the best interests of NCDOT and the State of North Carolina;
- (b) modify the scope of the Project during the procurement process;
- (c) develop the Project in any manner that it, in its sole discretion, deems necessary;
- (d) withdraw this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by NCDOT of a Comprehensive Agreement, without incurring any cost obligations or liabilities, except as otherwise provided in this Section 7 of the RFQ;
- (e) issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP;
- (f) not short-list any Respondent responding to this RFQ;
- (g) not issue an RFP;

- (h) reject any and all submittals, responses and SOQs received at any time;
- (i) modify all dates set or projected in this RFQ;
- (j) terminate evaluations of responses received at any time;
- (k) issue addenda, supplements and modifications to this RFQ;
- (l) appoint evaluation committees to review SOQs, make recommendations and seek the assistance of outside technical, financial and legal experts and consultants in SOQ evaluation;
- (m) make independent calculations with respect to numbers and calculations submitted in an SOQ for the purpose of its evaluation;
- (n) revise the evaluation criteria or methodology by issuing an addendum prior to the SOQ Due Date;
- (o) require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ;
- (p) seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ;
- (q) add or delete Respondent or Proposer responsibilities from the information contained in this RFQ or any subsequent RFP;
- (r) negotiate with a Proposer without being bound by any provision in its proposal;
- (s) waive deficiencies in a SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to a SOQ;
- (t) disqualify any Respondent that changes its submittal without NCDOT approval;
- (u) disqualify any Respondent under this RFQ, the RFP or during the period between the RFQ or RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from NCDOT;
- (v) add to the short-list of Proposers any Respondent that submitted an SOQ in order to replace a previously Shortlisted Proposer that withdraws or is disqualified from participation in this procurement;
- (w) adjust the terms of (or not pursue) federal programs, or adjust the terms of (or not pursue) other financing or public funding for the Project on behalf of the Respondents, or otherwise;
- (x) not issue a notice to proceed after execution of the Comprehensive Agreement;

- (y) finance, design, develop, construct, operate, maintain and/or toll some or all of the Project in any manner that NCDOT in its sole discretion, deems necessary, including by itself or through another state or local government entity or entities, or with a third party of NCDOT's choice;
- (z) disclose information submitted to NCDOT as permitted by applicable law or this RFQ;
- (aa) exercise its discretion in relation to the matters that are subject of this RFQ as it considers necessary or expedient in light of all circumstances prevailing at the time that NCDOT considers to be relevant;
- (bb) exercise any other right reserved or afforded to NCDOT under this RFQ, the P3 Policy and Guidelines or applicable laws and regulations; and
- (cc) modify electronic document file names.

This RFQ does not commit or bind NCDOT to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Section 3.10 (*Payment for Work Product*), NCDOT assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All of such costs shall be borne solely by each Respondent.

Except as expressly set forth in Section 3.10 (*Payment for Work Product*), in no event will NCDOT be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as the Comprehensive Agreement has been authorized and executed by NCDOT and then, only to the extent provided in the Comprehensive Agreement.

APPENDIX 1

DEFINITIONS

Capitalized terms used in this RFQ and not otherwise defined shall have the meanings given below.

"Affiliate" means, with respect to any person, any entity which, directly or indirectly, through one or more intermediaries: (i) has a ten percent (10%) or more voting or economic interest in such person; or (ii) controls, is controlled by or is under common control with such person.

"CA Indicative Terms" is defined in Section 2.3 (Contract Structure).

"Comprehensive Agreement" is defined in Section 1.1 (Request for Qualifications).

"CRTPO" means the Charlotte Regional Transportation Planning Organization.

"CRTPO Priority Terms" is defined in Section 1.2 (CRTPO Engagement).

"DBE" is defined in Section 2.7.2 (Disadvantaged Business Enterprise (DBE) Program Requirements).

"Developer" means the entity identified or otherwise established by the Shortlisted Proposer selected by NCDOT in accordance with the RFP, and who thereafter executes the Comprehensive Agreement with NCDOT. The Developer will have primary responsibility for the design, construction, financing, operation, and maintenance of the Project.

"Disclosure Affiliate" is defined in Form C-1 (Major Team Member Certification).

"Equity Funding Letter" means the letter described in Section B of the Volume 3 Information.

"Equity Member" means each member of a Respondent's team that will contribute equity to the Developer as part of such Respondent's financing plan for the Project. If the Equity Member is or will be an investment fund, the Equity Member shall include each general partner.

"Fast Lanes Study" means technical, financial, and institutional feasibility study of dedicated managed lanes conducted by CRTPO, CDOT, NCDOT, SCDOT, and regional partners and available at: <https://crtpo.org/resources/fast-lanes/>.

"FHWA" means the Federal Highway Administration.

"Financial Advisor" means the member(s) of the Respondent team responsible for developing the financial model and structuring and implementing a financing plan for the Project.

"Financially Responsible Party" means each parent company, Affiliate, or other entity that is proposed by the Respondent to support and guarantee the obligations of an Equity Member or any Major Non-Equity Member.

"I-77 South Express Lanes" is defined in Section 1.1 (Request for Qualifications).

"I-77 South Traffic Data" is defined in Section 2.6.3 (Traffic Operations Review and Traffic Data).

"IFRS" means International Financial Reporting Standards.

"Key Personnel" means the SOQ Key Personnel, and any other key personnel as may be specified in the RFP.

"Lead Contractor" means each entity, whether a single entity or a joint venture (incorporated or unincorporated), partnership, or limited liability company, primarily responsible for construction of the Project. If the Lead Contractor is or will be a consortium, partnership, or any other form of joint venture, the Lead Contractor shall include each member of the consortium, partnership or joint venture.

"Lead Designer" means each entity, whether a single entity or a joint venture (incorporated or unincorporated), partnership, or limited liability company, that holds a minimum of thirty percent (30%) of the responsibility for the design and engineering of the Project. If the Lead Designer is or will be a consortium, partnership, or any other form of joint venture, the Lead Designer shall include each member of the consortium, partnership or joint venture.

"Lead Operations & Maintenance Firm" means each entity, whether a single entity or a joint venture, partnership, or limited liability company, primarily responsible for the long-term operations and maintenance of the Project, including the operation and maintenance of roadside tolling equipment and tolling systems. If the Lead Operations & Maintenance Firm is or will be a consortium, partnership, or any other form of joint venture, the Lead Operations & Maintenance Firm shall include each member of the consortium, partnership or joint venture.

"Major Non-Equity Members" means (i) the Lead Contractor, (ii) the Lead Designer, and (iii) the Lead Operations & Maintenance Firm.

"Major Team Member" each Equity Member, each Major Non-Equity Member and each Financially Responsible Party (if any) that is a part of a Respondent's team.

"N.C.G.S." means the North Carolina General Statutes.

"NCDOT" means the North Carolina Department of Transportation.

"NCDOT Project Manager" is defined in Section 3.4.1 (Submission).

"NCTA" means the North Carolina Turnpike Authority.

"NEPA" means the National Environmental Policy Act of 1969, as amended.

"P3 Policy and Guidelines" is defined in Section 1.1 (Request for Qualifications).

"PABs" is defined in Section 2.4.3 (Project Financing).

"Procurement Portal" means the I-77 South Express Lanes electronic procurement document management system.

"Procurement Website" means the website for the Project located at: <https://www.ncdot.gov/projects/i-77-south-express-lanes/Pages/i-77-south-procurement.aspx>.

"Project" are defined in Section 1.1 (*Request for Qualifications*).

"Project Finance Manager" means the relevant SOQ Key Personnel position described in Section C of the Volume 3 Information.

"Proposals" is defined in Section 1.2 (*Legal Authorization*).

"Public Records Act" is defined in Section 3.12 (*Public Records Act*).

"Reference Information Documents" means the documents described in Section 3.5 (*RFQ Reference Information Documents*).

"Representative" means any officer, official, administrator, staff, member and/or manager (if applicable), director and/or share- or stockholder (if applicable), partner (if applicable), principal, agent, employee, consultant, or other representative of a person, or the successors or permitted assigns of each of them.

"Respondent" is defined in Section 1.1 (*Request for Qualifications*).

"Respondent Representative" is defined in Section 3.11.1 (*Respondent Representative*).

"RFP" is defined in Section 1.2 (*Legal Authorization*).

"RFQ" is defined in Section 1.2 (*Legal Authorization*).

"RFQ Questions" is defined in Section 3.4.1 (*Submission*).

"Shortlisted Proposers" is defined in Section 1.2 (*Legal Authorization*).

"SOQ" is defined in Section 1.1 (*Request for Qualifications*).

"SOQ Due Date" means the "SOQ Due Date" shown in Section 3.2 (*Procurement Schedule*).

"SOQ Key Personnel" is defined in Section 3.7.1 (*SOQ Key Personnel*).

"State" means the State of North Carolina.

"TIFIA" is defined in Section 2.4.3 (*Project Financing*).

"U.S. GAAP" means Generally Acceptable Accounting Principles.

"USDOT" means the United States Department of Transportation.

"Volume 1 Information" means all of the Administrative Submittal components listed in the table in Appendix 2 (SOQ Submittal Requirements), Section 2 (Administrative Submittal).

"Volume 2 Information" means all of the Technical Submittal components listed in the table in Appendix 2 (SOQ Submittal Requirements), Section 3 (Technical Submittal).

"Volume 3 Information" means all of the Financial Submittal components listed in the table in Appendix 2 (SOQ Submittal Requirements), Section 4 (Financial Submittal).

APPENDIX 2

SOQ SUBMITTAL REQUIREMENTS

1. ORGANIZATION OF SOQ

Respondents are required to assemble their SOQs in the order prescribed and following the outline form contained in the table below. Sections that are exempt from the page count are marked as "Exempt" below. For documents that must be completed for multiple people or projects (e.g., Project Descriptions), the page limit indicates the maximum number of pages for each document. Instructions and notes on the Forms must not be deleted. Instructions and notes do not count towards the applicable page limits set out in the following table.

SOQ Organization		Form	Page Limit
Volume 1 – Administrative Submittal			Total: Exempt
Section A	Transmittal Letter	Form A-3	Exempt
	Statement of Qualifications Certification	Form A-4	Exempt
Section B	Confidential Contents Index	Form A-5	Exempt
Section C	Information Regarding Respondent, Equity Members, and Major Non-Equity Members	Form B	Exempt
	(a) The Respondent		Exempt
	(b) Equity Members		Exempt
	(c) Major Non-Equity Members		Exempt
Section D	(1) Major Team Member Certification	Form C-1	Exempt
	(2) Major Team Member Disclosure	Form C-2	Exempt
Section E	Surety Letters		Exempt
Volume 2 – Technical Submittal			Total: 75 pages
Section A	Technical/Project Delivery Experience of the Equity Members and Major Non-Equity Members		
	(1) Technical Experience – Equity Member(s)	Form D-1	Exempt
	(2) Technical Experience – Lead Contractor	Form D-2	Exempt
	(3) Technical Experience – Lead Designer	Form D-3	Exempt
	(4) Technical Experience – Lead Operations & Maintenance Firm	Form D-4	Exempt
	(5) Project Descriptions		2 pages per project (for a total of 40 pages)
Section B	Technical SOQ Key Personnel		
	(1) Technical SOQ Key Personnel Qualifications	Form F	3 pages per resume (for a

			total of 12 pages)
	(2) Express Commitment Regarding Technical SOQ Key Personnel		Exempt
Section C	Management Approach and Team Structure Narrative		5
	(a) Organizational Chart(s)		5
Section D	P3 Project Stakeholder Experience and Engagement Narrative		5
Section E	Project Delivery Narrative		8
Volume 3 – Financial Submittal			Total: 30 pages
Section A	Financial Officer Certificate(s)	Form E-1	Exempt
Section B	Equity Funding Letter(s)		Exempt
Section C	Financing Experience of the Equity Member(s)	Form E-2	2 pages per project (for a total of 20 pages)
Section D	Equity Member(s) Investment Track Record	Form E-3	Exempt
Section E	Financial SOQ Key Personnel Experience		
	(1) Financial SOQ Key Personnel Qualifications	Form F	3
	(2) Express Commitment Regarding Financial SOQ Key Personnel		Exempt
Section F	Project Financing Narrative		7

2. ADMINISTRATIVE SUBMITTAL

The Volume 1 Information shall contain the following:

Section A Transmittal Letter, Statement of Qualifications Certification

(1) Transmittal Letter (Form A-3)

The Respondent must submit a completed Form A-3 (Transmittal Letter) executed by the Respondent Representative in accordance with the instructions on the Form.

(2) Statement of Qualifications Certification (Form A-4)

The Respondent must submit a completed Form A-4 (Statement of Qualifications Certification) in accordance with the instructions on the Form.

Section B Confidential Contents Index (Form A-5)

If the Respondent wishes to keep from disclosure any information set forth in the SOQ that it believes to be confidential, a trade secret, or proprietary information, the Respondent must complete and submit Form A-5 (Confidential Contents Index).

Respondent's Form A-5 (Confidential Contents Index) and any such confidential material identified therein must be completed and submitted in accordance with the instructions on the Form and Section 3.12 (Public Records Act).

Section C Information Regarding Respondent, Equity Members, and Major Non-Equity Members

The Respondent must submit a completed Form B (Information Regarding Respondent, Equity Members, and Major Non-Equity Members) for the Respondent, each Equity Member, each Major Non-Equity Member, and any Financially Responsible Party, in accordance with the instructions on the Form.

Section D Certification

Respondent must submit PDF scanned copies of the executed originals of the following forms, in accordance with the instructions on each Form.

(1) Major Team Member Certification (Form C-1)

(2) Major Team Member Disclosure (Form C-2)

Section E Surety Letters

Respondent must provide evidence, satisfactory to NCDOT, in the form of a letter from a surety, stating that each member of the Lead Contractor is capable of obtaining a performance bond and a payment bond, each in an amount at least equal to \$1.2 billion. The surety or insurance

company providing such letter must be licensed in the State of North Carolina and rated in one of the two top categories by two nationally recognized rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poors Ratings Group) or at least A-: VIII or better according to A.M. Best's Financial Strength Rating and Financial Size, and must indicate the relevant rating in the letter.

The letter shall be addressed to:

North Carolina Department of Transportation
Attn: Carly Swanson
1 S. Wilmington Street (Delivery)
Raleigh, NC 27601

The letter must specifically state that the surety has read this RFQ and evaluated each member of the Lead Contractor's backlog and work-in-progress in determining their respective bonding capacity. In instances where Form E-1 (Financial Officer Certificate) contains descriptions of proposed or anticipated changes in the financial condition of the Lead Contractor, or any member thereof, or any other entity for which financial information is submitted as required hereby for the next reporting period, the surety letter must provide a certification that the surety's analysis specifically incorporates a review of the factors surrounding such changes and identifies any special conditions which may be imposed before issuance of surety bonds for the Project. Further, each Respondent must state specifically in its response to this Section E whether or not the requirement set forth in the immediately preceding sentence applies.

If a Respondent or Lead Contractor, as applicable, is a joint venture, partnership, limited liability company, or other association, separate letters for one or more of the Equity Members of the Respondent or the individual equity participants of the Lead Contractor, as applicable, are acceptable, as is a single letter covering all Equity Members or equity participants, as applicable.

NCDOT has not yet determined the specific amount or form of security that it will require for the Project. Respondents are advised that the RFP may require payment, performance, and/or guaranty amounts in excess of the amount referenced above. NCDOT shall delineate such requirements, which will be consistent with applicable law, in the RFP.

3. TECHNICAL SUBMITTAL

The Volume 2 Information shall contain the following:

Section A Technical / Project Delivery Qualifications

(1) **Technical Experience – Equity Member(s) (Form D-1)**

The Respondent must submit a completed Form D-1 (Technical Experience – Equity Member(s)) in accordance with the instructions on the Form.

(2) **Technical Experience – Lead Contractor (Form D-2)**

The Respondent must submit a completed Form D-2 (Technical Experience – Lead Contractor) in accordance with the instructions on the Form.

(3) **Technical Experience – Lead Designer (Form D-3)**

The Respondent must submit a completed Form D-3 (Technical Experience – Lead Designer) in accordance with the instructions on the Form.

(4) **Technical Experience – Lead Operations & Maintenance Firm (Form D-4)**

The Respondent must submit a completed Form D-4 (Technical Experience – Lead Operations & Maintenance Firm) in accordance with the instructions on the Form.

(5) **Project Descriptions**

The SOQ shall include project descriptions for each project listed on Forms D-1 (Technical Experience – Equity Member(s)), D-2 (Technical Experience – Lead Contractor), D-3 (Technical Experience – Lead Designer), and D-4 (Technical Experience – Lead Operations & Maintenance Firm). The description should, at a minimum, give an overview of the project and explain why the experience gained on the project is relevant to the evaluation criteria provided in Section 5 (Evaluation Process and Criteria) of the RFQ. The project description for each project shall not exceed two (2) pages.

For projects/contracts listed for design firms that were traditional consultant/engineering services contracts as opposed to, for example, public-private partnership contracts, the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.

For project experience provided in any SOQ to be considered responsive, Forms D-1 (Technical Experience – Equity Member(s)), D-2 (Technical Experience – Lead Contractor), D-3 (Technical Experience – Lead Designer), and D-4 (Technical Experience – Lead Operations & Maintenance Firm) shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the engineering,

construction, or operations and maintenance experience was or is respectively an Equity Member, Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm itself, or a subsidiary or an Affiliate of such Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm, Equity Member, or a parent company of an Equity Member. If the entity that performed the relevant engineering, construction, or operations and maintenance work is not an Equity Member (or parent company of an Equity Member), Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm itself, the Respondent should state the name of the subsidiary, Affiliate, or parent company, as applicable, that performed the relevant work and its relationship to the Equity Member, Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm and whether any Technical SOQ Key Personnel were involved as part of the performance of the relevant work. As noted in this RFQ, and notwithstanding the foregoing, the experience of the Lead Operations & Maintenance Firm will be deemed to include any experience that the O&M Manager garnered during their previous employment at other firms.

The project descriptions should be provided in the following order:

- Equity Member(s)
- Lead Contractor
- Lead Designer
- Lead Operations & Maintenance Firm

Section B Technical SOQ Key Personnel

(1) Technical SOQ Key Personnel Qualifications

Respondents are required to provide separate resumes for all Technical SOQ Key Personnel, whose qualifications and experience will be evaluated as described in Section 5 (Evaluation Process and Criteria) of the RFQ. Technical SOQ Key Personnel must be employed by: (i) the Equity Member, Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm itself; (ii) a controlled subsidiary of such Equity Member, Lead Designer, Lead Contractor, or Lead Operations & Maintenance Firm; or (iii) a parent company of an Equity Member.

Resumes shall be completed using Form F (SOQ Key Personnel Resume Form). One (1) copy of Form F (SOQ Key Personnel Resume Form) should be used for each of the SOQ Key Personnel described herein and only one individual shall be designated to fill each position. The format and appearance of the SOQ Key Personnel Resume Form should not be modified. The SOQ Key Personnel Resume Forms shall not exceed three (3) pages for each of the SOQ Key Personnel.

Form F (SOQ Key Personnel Resume Form) should contain references for all project experience listed therein.

For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to Volume 2, Section A, the Respondent may, but is not required to, include the relevant project reference on Form F (SOQ Key Personnel Resume Form).

Technical SOQ Key Personnel are listed as follows:

Position	Description	Minimum Qualification
Developer Project Manager	Responsible to lead the Developer's team and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer.	<ul style="list-style-type: none"> Employee of the Developer (including secondment on a full-time basis). No less than two (2) years in an executive position within a public-private partnership special purpose entity or similar project-specific organization, including serving as a board member overseeing a public-private partnership special purpose entity or similar project-specific organization (such organization having life-cycle risks on a project post-substantial completion and having ultimate financial responsibility for the effective performance of the project after construction). No less than five (5) years of experience post-award that included design and construction in a commercial or technical role in at least one (1) highway transportation infrastructure project procured using the design-build or public-private partnership delivery method. Experience may be cumulative across multiple projects.
Construction Manager	Responsible for ensuring that the Project is constructed in accordance with the Project	<ul style="list-style-type: none"> Employee of the Lead Contractor (including secondment on a full-time basis).

	<p>requirements. Must be assigned to the Project full time and be co-located/on-site until final acceptance/final completion of the Project.</p>	<ul style="list-style-type: none"> • No less than seven (7) years of highway transportation infrastructure project management or construction management experience. • Served as project manager or construction manager on at least two (2) highway transportation infrastructure projects involving interchange, roadway, and bridge elements of similar complexity and scope as the Project and procured using the design-build or public-private-partnership delivery method.
Design Manager	<p>Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Located on-site whenever design activities are being performed, including design activities related to field design changes. The Design Manager must be a registered professional engineer in the State.</p>	<ul style="list-style-type: none"> • No less than ten (10) years of experience as an engineer of record or lead designer. • Served as project manager, design manager or lead designer for final design on at least two (2) transportation projects involving both bridge and roadway elements of similar complexity and scope as the Project and procured using the design-build or public-private partnership delivery method. • Professional engineer prior to the SOQ Due Date and licensed in the State no later than the date to be specified in the RFP.
O&M Manager	<p>Responsible for operation and maintenance of the Express Lanes, including for ensuring that long-team life-cycle efficiencies are included in design and construction activities.</p>	<ul style="list-style-type: none"> • Employee of the Lead Operations & Maintenance Firm (including secondment on a full-time basis). • No less than seven (7) years of roadway operations and maintenance experience.

		<ul style="list-style-type: none"> • Served as operations and maintenance lead on at least two (2) highway transportation infrastructure projects involving interchange, roadway, and bridge elements of similar complexity and scope as the Project. • Experience with operations and maintenance on tolling projects is preferable but not required.
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(2) **Express Commitment Regarding Technical SOQ Key Personnel**

An express, written statement (signed by, and on the letterhead of, the entity employing the relevant individual) committing that the technical SOQ Key Personnel designated in the SOQ for the positions or roles described in Volume 2, Section B shall be available to serve the role so identified in connection with the Project. While NCDOT recognizes personnel availability and scheduling issues impact the Respondents, Respondents are urged to identify and provide only personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior NCDOT approval, in its sole discretion. Failure to obtain NCDOT approval for such changes may result in disqualification of the Respondent by NCDOT.

The Respondent must submit a PDF scanned copy of each signed express commitment statement.

Section C Management Approach and Team Structure Narrative and Organizational Charts

(1) **Management Approach and Team Structure Narrative and Team Narrative**

The Management Approach and Team Structure Narrative is intended to provide Respondents an opportunity to describe the Respondent's teaming arrangements and its management structure.

Respondents must submit a narrative of not more than five (5) pages describing, at a minimum, the following topics:

- (a) How the Respondent will operate institutionally, particularly in light of the complexity of public-private partnership project development and the ambitious schedule for the Project.

- (b) Specific examples of the Respondent's team members experience working together successfully as an integrated team on other projects.
- (c) The Respondent team's stability and capability functioning as a well-integrated, design-build-finance-operate-maintain team that will effectively manage all assigned project risks, resolve issues at the project level, and work with NCDOT to achieve timely delivery of a high-quality project.

(2) **Organizational Charts**

Respondent must submit organizational charts of not more than five (5) pages which supports the Respondent's Management Approach and Team Structure Narrative and includes, at a minimum:

- (a) an organizational chart showing the Respondent's Equity Member(s), Major Non-Equity Members and any Financially Responsible Party, and if there is more than one Equity Member, the percentage of each Equity Member's interest in the Respondent; and
- (b) an organizational chart showing the Respondent's management structure and "chain of command" with SOQ Key Personnel shown together with any other relevant personnel the Respondent wishes to identify at this time, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, operating and maintaining the Project. For each of the SOQ Key Personnel, include the name of the role and the name of the individual.

Respondents may submit separate organizational charts for the construction period and the operation and maintenance period of the Project, if needed.

Section D P3 Project Stakeholder Experience and Engagement Narrative

The P3 Project Stakeholder Experience and Engagement Narrative is intended to provide Respondents an opportunity to demonstrate their proposed approach to engagement with the community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government for the Project and demonstrate experience with managing public outreach and communications with the community and local government on similar projects. The P3 Project Stakeholder Experience and Engagement Narrative will be evaluated in accordance with the criteria described in Section 5 (Evaluation Process and Criteria) of the RFQ, and should include, at a minimum, a discussion of the following topics:

- (1) Describe the Respondent's knowledge and understanding of community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government priorities for the Project, including as they are addressed in the CRTPO Priority Terms and community sensitivity to tolling.

- (2) Identify potential solutions for transparent engagement with the community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government regarding the Project.
- (3) Describe approach to engaging with the community, including intended users of the I-77 South Express Lanes and the I-77 corridor, and local government across all phases of the Project and related work to successfully deliver the Project using the public-private partnership delivery method.
- (4) Describe experience in managing public outreach and communications with the community, including users of such projects, and local government during development and operations of an express lanes and/or other toll facility project of similar size and complexity to the Project.

The P3 Project Stakeholder Experience and Engagement Narrative shall not exceed five (5) pages.

Section E Project Delivery Narrative

The Project Delivery Narrative is intended to provide Respondents an opportunity to demonstrate their proposed approach to developing and delivering the Project, including an understanding of the Project scope and risks. The Project Delivery Narrative will be evaluated in accordance with the criteria described in Section 5 (*Evaluation Process and Criteria*) of the RFQ, and should include, at a minimum, a discussion of the following topics:

- (1) Describe Respondent's understanding of the scope of work and complexity of the Project, and Respondent's approach to designing, constructing, operating and maintaining projects utilizing an integrated team approach.
- (2) Identify and discuss the top Project risks and potential solutions to address each risk, including:
 - (a) risks with consequences arising during design;
 - (b) risks with consequences arising during construction; and
 - (c) risks with consequences arising during the operations and maintenance period.
- (3) Describe Respondent's approach to traffic and revenue forecasting and analysis, including internal expertise in traffic and revenue forecasting, as well as the identity and experience of the Respondent's traffic and revenue advisor(s).
- (4) Describe Respondent's approach to managing all-electronic tolling systems.

The Project Delivery Narrative shall not exceed eight (8) pages.

4. FINANCIAL SUBMITTAL

The Volume 3 Information shall contain the following:

Section A Financial Officer Certificate(s)

Complete a separate Form E-1 (Financial Officer Certificate) for each Equity Member, Lead Contractor, and Financially Responsible Party (if any). Each Form E-1 (Financial Officer Certificate) should be signed by the chief financial officer (or equivalent) of each entity listed above and dated not earlier than fourteen (14) days prior to the SOQ Due Date. The Respondent must submit a PDF scanned copy of the signed Form E-1 (Financial Officer Certificate).

Each audited financial statement provided as part of Form E-1 (Financial Officer Certificate) must meet the following requirements:

- (i) **Required Components:** As used in this RFQ, "financial statements" includes: (1) opinion letter (auditor's report); (2) balance sheet; (3) income statement; (4) statement of cash flow; and (5) footnotes to the balance sheet, income statement, and statement of cash flow.
- (i) **U.S. GAAP/IFRS:** Financial statements must be prepared in accordance with U.S. GAAP or IFRS. If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or IFRS. A restatement of the financial information in accordance with U.S. GAAP or IFRS is not required.
- (ii) **U.S. Dollars:** Financial statements must be provided in U.S. dollars, if available. If financial statements are not available in U.S. dollars, the Respondent must include summaries of the income statements, balance sheets, and statement of cash flow for the applicable time periods converted to U.S. dollars, with an explanation as to how they were converted, including date, value, and source of exchange rates.
- (iii) **Audited:** Financial statements must be audited by an independent party qualified to render audit opinions (e.g., a certified public accountant). If audited financial statements are not available for an entity, the SOQ must include unaudited financial statements for such entity, certified as true, correct, and accurate by the chief executive officer, chief financial officer, treasurer, or a duly authorized representative of that entity; and
- (iv) **English:** Financial statement information must be provided in English. If audited financial statements are prepared in a language other than English, the Respondent must provide a certificate of translation with the translated financial statements.

If a Financially Responsible Party is a parent company of an entity for which a statement of support is provided in Form E-1, provide financial statements on a consolidated basis, only for each parent company entity (not for both the parent company and its subsidiary).

If an entity is performing more than one role as part of the Respondent team, provide only one set of financial statements and clearly state the roles the entity is performing.

If an entity for whom financial statements are submitted files reports with the U.S. Securities and Exchange Commission, then the entity must provide electronic links to the most recently filed Forms 10-K and 10-Q for all such reporting entities and any Form 8-K filed in the twelve (12) months preceding issuance of this RFQ.

Section B Equity Funding Letter(s)

An Equity Funding Letter must be provided by each Equity Member that is not supported by an associated Financially Responsible Party. If an Equity Member is supported by an associated Financially Responsible Party, then an Equity Funding Letter must be provided by each such Financially Responsible Party. The Equity Funding Letter will be used as supporting evidence of the Equity Member's ability to fund the equity investment in the Project. The Respondent must submit a PDF scanned copy of the signed Equity Funding Letter.

The Equity Funding Letter shall be addressed to:

North Carolina Department of Transportation
Attn: Carly Swanson
1 S. Wilmington Street (Delivery)
Raleigh, NC 2760

If the Equity Member is an investment fund, then the Equity Funding Letter must be signed by the fund's authorized signatory, and must include the following:

- (i) an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project;
- (ii) the name and ownership structure of the investment fund that will ultimately carry the equity investment in the Project, including an organization chart which shows the ultimate beneficial owner of the investment fund and each Affiliate of the investment fund;
- (iii) supplemental information to the financial statements of the investment fund cited in (ii) above to positively demonstrate existing or committed capital capacity for the Project of at least \$1 billion, or a proportionate amount consistent with the Equity Member's likely ownership percentage, including any equity commitment made by the investment fund after the period covered by such financial statements (additionally, the letter shall indicate whether any foreseeable conditions, including

but not limited to other investment opportunities pursued by the Equity Member, or its Affiliates, that may impact its ability to make the relevant equity investment); and

- (iv) provide assurances that the Project meets all of the investment policy requirements of the investment fund and is consistent with its investment objectives.

The Equity Funding Letter must describe any and all equity commitments incurred by the Equity Member after the period(s) covered by the financial statements required to be submitted as part of Volume 3, Section A.

If the Equity Member intends to fund its equity commitment through use of internal resources (e.g., a corporate entity supplying its own capital), the Equity Funding Letter must be signed by the chief investment officer, the chief financial officer, or the chief executive officer, and must include the following:

- (i) an overview of the approval process required to commit to and fund the required equity commitment, including identifying and describing any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals;
- (ii) identify where and how the equity commitment will be sourced and a narrative description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member pursues simultaneously;
- (iii) supplemental information to the financial statements to positively demonstrate existing or committed capital capacity for the Project of at least \$1 billion, or a proportionate amount consistent with the Equity Member's likely ownership percentage, including any equity commitment made by the Equity Member after the period covered by such financial statements (additionally, the letter must indicate whether any foreseeable conditions, including but not limited to other investment opportunities pursued by the Equity Member, or its Affiliates, may impact its ability to make the relevant equity investment); and
- (iv) provide assurances that the Project meets all corporate strategy and investment policy requirements.

If an Equity Member intends to fully or partially rely on third-party institutional investors to fund the equity investment for the Project and to meet the financial capacity requirements of this RFQ, the Respondent must provide either from each third party or, if a fund, the manager of such funds, an Equity Funding Letter that includes the following:

- (i) the corporate name of the third-party institutional partners;

- (ii) an overview of the approval process required to commit to and fund the required equity commitment, including identifying and describing of any required board;
- (iii) identify where and how the equity commitment will be sourced and a narrative description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member pursues simultaneously;
- (iv) provide supplemental information to the financial statements to positively demonstrate existing or committed capital capacity for the Project of at least \$1 billion, or a proportionate amount consistent with the Equity Member's likely ownership percentage, including any equity commitment made by such third-party after the period covered by such financial statements (additionally, the letter shall indicate whether any foreseeable conditions, including but not limited to other investment opportunities pursued by the Equity Member, or its Affiliates, may impact its ability to make the relevant equity investment); and
- (v) provide assurances that the Project meets all corporate strategy and investment policy requirements.

The Equity Funding Letter must describe any and all equity commitments incurred by the Equity Member after the period(s) covered by the financial statements required to be submitted as part of Volume 3, Section A.

Section C Financing Experience – Equity Member(s) (Form E-2)

The Respondent must submit a completed Form E-2 (Equity Member Experience) in accordance with the instructions on the Form.

Section D Equity Member(s) Investment Track Record (Form E-3)

The Respondent must submit a completed Form E-3 (Equity Member Investment Track Record) in accordance with the instructions on the Form.

Section E Financial SOQ Key Personnel Experience

(1) Financial SOQ Key Personnel Qualifications

Respondents are required to provide a separate resume for the person identified as the financial SOQ Key Personnel whose qualifications and experience will be evaluated as described in Section 5 (Evaluation Process and Criteria) of the RFQ. The financial SOQ Key Personnel must be employed by an Equity Member, a parent company or controlled subsidiary of an Equity Member, or an external Financial Advisor.

The resume shall be completed using Form F (SOQ Key Personnel Resume Form). One (1) copy of Form F (SOQ Key Personnel Resume Form) should be used the SOQ Key Personnel described herein and only one individual shall be designated to fill this position. The format and appearance of the SOQ Key Personnel Resume Form should not be

modified. The SOQ Key Personnel Resume Forms shall not exceed three (3) pages for each SOQ Key Personnel.

Form F (SOQ Key Personnel Resume Form) should contain references for all project experience listed therein.

For projects/contracts listed for financial firms that were not involved in similar public-private partnership contracts, the information sought above shall be limited only to the applicable financing contract.

For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to Volume 3, Section C, the Respondent may, but is not required to, include the relevant project reference on Form F (SOQ Key Personnel Resume Form).

Financial SOQ Key Personnel are listed as follows:

Position	Description	Minimum Qualification
Project Finance Manager	The member of the Respondent, including employees of its external Financial Advisors, principally responsible for developing the financial model in conformity with the Comprehensive Agreement terms, and structuring and implementing a financing plan for the Project.	Served as project finance manager (or equivalent role) on at least one (1) highway transportation infrastructure project that: (i) has reached financial close and (ii) been structured as a revenue/demand-risk, design-build-finance-operate-maintain transaction; and (iii) has similar complexity and scope as the Project.

(2) Express Commitment Regarding Financial SOQ Key Personnel

An express, written statement (signed by, and on the letterhead of, the entity employing the relevant individual) committing that the financial SOQ Key Personnel designated in the SOQ for the positions or roles described in Volume 3, Section E shall be available to serve the role so identified in connection with the Project. While NCDOT recognizes personnel availability and scheduling issues impact the Respondents, Respondents are urged to identify and provide only personnel that they believe will be available for, and intend to assign to work on, the Project for the positions identified. Procedures concerning changes of such personnel will be set forth in the RFP; however, requests to implement such changes will be subject to prior NCDOT approval, in its sole discretion. Failure to obtain NCDOT approval for such changes may result in disqualification of the Respondent by NCDOT.

The Respondent must submit a PDF scanned copy of each signed express commitment statement.

Section F Project Financing Narrative

The Project Financing Narrative is intended to provide Respondents an opportunity to demonstrate their knowledge and understanding of the tools, requirements, and critical considerations involved in developing and implementing a plan of finance for the Project. The Project Financing Narrative will be evaluated in accordance with the criteria described in Section 5 (Evaluation Process and Criteria) of the RFQ, and should provide a summary of the major factors that will be considered in the development of a finance plan for the Project, including at a minimum a discussion of the following topics:

- (1) Broadly describe the finance plan structure Respondent may develop for the Project, including a discussion of expected debt financing sources and their availability for the Project.
- (2) Describe the debt-to-equity ratios and other preliminary financial terms the Respondent believes will be necessary to secure a financing package for the Project.
- (3) Discuss the sources of equity Respondent intends to secure for the Project, the risks of securing such commitments and the status of any anticipated or known commitments.
- (4) Describe Respondent's approach and the benefits to obtaining different sources of debt financing, issues related to combining different sources and schedule implications.
- (5) Describe Respondent's approach to securing credit ratings and Respondent's views on the anticipated key credit strengths and weaknesses of the Project.
- (6) Provide a description and discussion of the availability of security, bonding, insurance or parent guarantees that may be required successfully to finance the Project.
- (7) Provide an overview of the key milestones and potential challenges in reaching financial close and proposed strategies to mitigate such challenges.
- (8) Describe Respondent's approach to engaging with the Build America Bureau regarding TIFIA credit support (if the Respondent intends to pursue TIFIA credit support for the Project).
- (9) Describe Respondent's approach to engaging with NCDOT during the RFP process to prepare a competitive proposal if designated as a Shortlisted Proposer.

The Project Financing Narrative shall not exceed seven (7) pages.

APPENDIX 3

CRTPO PRIORITY TERMS

#	Topic	Key Term
1.	Toll Rates	<p>Developer will be permitted to adjust the toll rate to manage congestion on the Express Lanes to maintain traffic at or above a set traffic speed.</p> <p>Developer shall be subject to the following limitations on the toll rate that will be determined based on current traffic volume/speed:</p> <p><u>Utilization Toll Rate ("UTR"):</u> The UTR is a maximum toll rate that will apply at times when traffic on the Express Lanes is low (i.e. below an identified number of vehicles per hour).</p> <p><u>Operational Toll Rate ("OTR"):</u> After traffic reaches the UTR upper threshold, the maximum toll rate shall be capped by the OTR until either a specified traffic volume threshold or a minimum traffic speed threshold is reached.</p> <p><u>Toll Increases Beyond the OTR:</u></p> <p>After the specified OTR traffic volume / minimum traffic speed threshold is reached, Developer will be permitted to raise tolls above the OTR, but only in accordance with parameters set out in the Agreement.</p> <p>Parameters could include factors such as:</p> <ul style="list-style-type: none">• Incremental toll rate caps based on traffic volumes (if speed remains above the OTR threshold).• For tolls charged above a specified toll rate ("Rate Share Threshold" or "RST"), a requirement to share with NCDOT a percentage of the difference between the RST and the toll charged. [Note: <i>this mechanism reduces the financial incentive for Developer to charge above the RST. Similar to a hard cap, the RST will be set in excess of the OTR.</i>]

UTR, OTR and RST will all be subject to annual escalation.
[Note: indices to be determined].

Toll Multipliers: Toll rates will be subject to toll multipliers based on vehicle class/size.

2. Capacity Expansions Capacity Expansions

In order to keep pace with travel demand and ensure long-term mobility, NCDOT may, in its absolute discretion, deliver a capacity expansion to I-77 South if certain conditions are met ("**Capacity Expansion**").

[Note: such conditions to be determined e.g., time elapsed, traffic, speed, volume, revenue, average toll rates.]

If NCDOT wishes to use this mechanism, NCDOT must first offer Developer the opportunity to submit a proposal to deliver the Capacity Expansion itself as an additional express lane or other Capacity Expansion. The Agreement will include requirements for submission, review and discussion and conditions for rejection of Developer's Proposal.

If NCDOT rejects Developer's change proposal, or Developer fails to submit a change proposal, NCDOT may deliver a Capacity Expansion (which may be a general purpose lane or other Capacity Expansion) at its own cost.

Competing Facilities

Subject to the above carveout, the agreement will have market standard provisions limiting NCDOT's right to deliver an expansion of the corridor that would compete with the project Express Lanes for traffic ("**Competing Facility**") without compensating Developer for any negative impact to the project financials.

3. Operations Review and Amendment

The Agreement will include a mechanism for a periodic (e.g. every [●] years) review of operating requirements / KPIs, against then prevailing industry standards accepted across similar contracts (including to determine any improvement in technology or in accepted industry best practice).

	<p>The mechanism will include a process for consultation between NCDOT and Developer as to how to adjust the Agreement to implement improved prevailing industry standards (including adopting new technology, if applicable) and the timeframe for implementation (with major technology improvements implemented in the next renewal cycle).</p>
<p>4. HOV 3+</p>	<p>High Occupancy Vehicles (HOVs) will be permitted to use the Express Lanes without paying a toll.</p> <p>The HOV requirement will be a minimum of three occupants while using the Express Lanes and a User must declare or otherwise indicate HOV status.</p>
<p>5. Large Commercial Vehicles</p>	<p>Large commercial vehicles up to and including FHWA Class 10 will be permitted to use the Express Lanes.</p> <p>Large commercial vehicles will be subject to toll rate multipliers that will be stipulated in the Agreement.</p> <p>Developer will be required to publish a schedule of the applicable toll rate multipliers, and the Agreement will limit how often toll rate multipliers can be changed.</p>
<p>6. Toll Discount for Low-Income Residents</p>	<p>Developer will be required to implement and administer a discount program to provide eligible Users with a number of free or discounted trips on the Express Lanes per month/year. Eligible Users will be registered vehicle owners who are low income, e.g. those who receive assistance from USDA's Food and Nutrition Service.</p> <p>To allow Developer to model and commit to the program, the program will target a financial impact of \$1,000,000 per year, escalated. Developer will not be entitled to a NCDOT Compensation Event if that amount is exceeded; however, if that amount is exceeded, Developer will be permitted to adjust the program to ameliorate the financial impact.</p> <p>Developers will be required to include in their Proposal a description of their proposed program and details of how they would implement and administer the program, including how they would ameliorate the financial impact if the \$1,000,000 per year is exceeded. The Instructions to Proposers will allocate a</p>

specified number of technical points to the Proposers plan for implementation and administration of the program.

- | | |
|---|--|
| 7. Markings/Lighting on Express Lanes Facility | Developer will be required to: <ul style="list-style-type: none">• implement high-visibility signage and pavement markings for the Project, consistent with NCDOT and Federal interstate standards;• replace or refresh signage and pavement markings based on specified timeframes;• implement base lighting requirements for the Project and prepare lighting analyses to determine what additional lighting (if any) is necessary to meet NCDOT and Federal interstate standards; and• maintain operability of lighting during O&M period. |
| 8. Corridor Access for Emergency Vehicles | Emergency vehicles will: <ul style="list-style-type: none">(a) be exempt from the toll when using the facility to perform their duties; and(b) not be charged any incidental charges (e.g., administrative fees, fees for customary incidental services). |
| 9. Transit Usage of Express Lanes for Free | <p>Transit Vehicles will:</p> <ul style="list-style-type: none">(a) be exempt from the toll; and(b) not be charged any incidental charges (e.g., administrative fees, fees for customary incidental services). <p>"Transit Vehicle" will include non-profit transit agency buses and non-profit transit agency micro-transit operated by the recognized transit agency in the Charlotte Area, Charlotte Area Transit System (CATS), or its successor.</p> |
| 10. Performance Reporting | Developer will be required to provide monthly and annual reporting including: <ul style="list-style-type: none">(a) operations and maintenance reports (monthly and annually); |
-

(b) electronic toll collection system activity report (monthly); and

(c) traffic and revenue reports (monthly and annually).

The above reports will address (among other things):

(i) traffic volumes split by Express Lanes and General Purpose Lanes;

(ii) traffic volumes split by vehicle type in the Express Lanes; and

(iii) revenue by type.

The contract will expressly stipulate that NCDOT may disclose the information in (i)-(iii), and that Developer cannot assert that it is confidential, trade secrets, or proprietary information.

11. Transparent Toll Rates

Developer will be required to provide and maintain user-facing, public access platforms, including mobile apps and other relevant technologies meeting then-current industry standards, which use historical toll data to facilitate predictive pricing.

Developer will be required to provide an accessible API or equivalent dataset or data structure containing the same information.

12. Toll Rates During Emergency Declarations

Suspension of Tolls During Emergency/Disaster

In the *limited* circumstances below, NCDOT may suspend tolls on the facility if NCDOT or the State designates the facility:

(a) as a route to respond to a disaster proclaimed by the Governor or his/her designee (i.e. evacuation route or route to provide emergency services);

(b) as a route to respond to a Presidential Disaster Proclamation (i.e. evacuation route or route to provide emergency services);

(c) for immediate use as an evacuation route from an Emergency; or

-
- (d) as a route to respond to an Emergency (i.e. to provide emergency services).

NCDOT will have no liability to compensate Developer for the suspension of tolls, provided that NCDOT:

- (i) also suspends tolls on other NCDOT operated or controlled facilities that are situated to directly facilitate travel from the evacuation area/disaster; and
- (ii) lifts suspension as soon as the need to use the facility for evacuation or disaster response ceases,

(otherwise, Developer can claim compensation for increased costs and loss of toll revenue).

Temporary Cap on Tolls During Emergency/Disaster

In the *limited* circumstances below, NCDOT may require Developer to **cap** toll rates on the facility if any of the following cause a temporary increase in traffic on the facility:

- (a) an Emergency;
- (b) a disaster proclaimed by the governor or his/her designee; or
- (c) a disaster that is subject to a Presidential Disaster Proclamation.

NCDOT will have no liability to compensate Developer for capping tolls, provided that NCDOT:

- (i) caps tolls on other NCDOT operated or controlled facilities that also experience an increase in traffic due to the disaster/Emergency; and
- (ii) lifts the caps promptly after the increase in traffic due to the disaster/Emergency ceases,

(otherwise, Developer can claim compensation for increased costs and loss of toll revenue).

Developer Relief from Performance Requirements During Emergency

Developer is relieved of its obligation to meet operating speed performance requirements during any period where NCDOT has:

- (a) suspended tolls; or
- (b) capped tolls,

in respect of a declared disaster or Emergency, both as set out above.

Relevant definitions

"Emergency" means an unplanned event within the project right of way that threatens property, the environment, safety of users, or is otherwise recognized as an emergency by a governmental entity.

"Presidential Disaster Declaration" means a declaration of a major disaster by the President of the United States triggering assistance from the Federal Emergency Management Agency.

13. Real-Time Road Condition Updates for the Express Lanes

Developer will be required to implement on-road Intelligent Transportation Systems (ITS) and Automated Traffic Management Systems (ATMS) to ensure real-time information sharing with the public and NCDOT, including:

- (a) use of dynamic message signs to notify users of current toll rates, travel conditions, and travel times;
- (b) real-time delivery directly to NCDOT of ITS and ATMS data (including CCTV camera feeds, travel conditions, toll pricing, and travel speeds and times) for use in regional traffic management and public information dissemination; and
- (c) reasonable updates to the ITS and ATMS based on evolving technology.

14. Real-Time Transit Information System for the Express Lanes

Developer will be required to implement the ITS and ATMS to deliver real-time road conditions (including toll rates, travel conditions, and travel speeds and times) to be distributed to NCDOT and other transit agencies, which may then be distributed to transit users.

15. DBE Outreach

Developer will be required under the Agreement to comply with DBE requirements in accordance with, and subject to, State and Federal law.

The DBE goal will be defined as % of design and construction work payable under the contract.

As part of the DBE requirements, Developer will submit an open-ended DBE performance plan with its proposal.

The open-ended DBE performance plan will be required to describe, among other topics, the processes Developer will use to satisfy the DBE requirements, including its plan for outreach prior to construction, as follows:

- (a) development of a proactive outreach program for DBEs;
 - (b) collaboration with NCDOT to utilize applicable and relevant resources from its existing DBE program;
 - (c) conducting mandatory outreach events directed at DBE firms after execution of the contract; and
 - (d) assistance for DBEs in identifying subcontracting opportunities on the Project.
-

FORM A-1
RFQ QUESTIONS

INSTRUCTIONS:

- (a) The Respondent must submit one (1) copy of this Form A-1 by the deadline set out in Section 3.2 (Procurement Schedule).
- (b) Submit this form in English (United States), in searchable PDF and in Microsoft Word file format.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

NAME OF RESPONDENT: _____

Address: _____

Telephone Number: _____

E-mail Address: _____

No.	RFQ Section & Page #	Issue	RFQ Question / Reason for RFQ Question
1.			
2.			
3.			
4.			
5.			

FORM A-2

PROCUREMENT PORTAL ACCESS REQUEST

INSTRUCTIONS:

- (a) The Respondent must submit one (1) copy of this Form A-2 by the deadline set out in Section 3.2 (Procurement Schedule).
- (b) Submit this form in searchable PDF file format.
- (c) The Respondent Representative(s) of the Respondent must sign this Form A-2.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Attn: Carly Swanson

Subject: Procurement Portal Access Request
I-77 South Express Lanes

Name of Respondent: _____ Date: _____

Telephone: _____

Address: _____

City, State, Zip: _____

(or international address, if applicable)

We request access to the Procurement Portal for in order to upload the Respondent's SOQ. Please provide log-in credentials to the following Representatives:

Name: _____

Company: _____

Email Address: _____

Telephone Number: _____

[We identify the following person as the Respondent's "**Respondent Representative**", the single point of contact for Respondent, who is making this request. We acknowledge that communications from NCDOT will be directed to the Respondent Representative and communications from the Respondent Representative will be deemed valid and binding upon the Respondent.]¹

By: _____ Print Name: _____

Title: _____ Date: _____

Telephone: _____ Email address: _____

¹ **Note to Respondents:** This provision must be used if there is only one Authorized Representative.

--- OR ---

[We identify the following persons as each a "**Respondent Representative**", the only points of contact for Respondent, who is making this request. We acknowledge that communications from NCDOT will be directed to both Respondent Representatives and communications from either Respondent Representative will be deemed valid and binding upon the Respondent.]²

By: _____

Print Name:

Title:

Date:

Telephone:

Email address:

² **Note to Respondents:** This provision must be used if there are two Authorized Representatives.

FORM A-3
TRANSMITTAL LETTER

INSTRUCTIONS:

- (a) The Respondent must submit a PDF scanned copy of the signed Form A-3.
- (b) The Respondent Representative must sign the Transmittal Letter on behalf of the Respondent.
- (c) An authorized Representative of each Equity Member and each Major Non-Equity Member must sign the certification set out at the end of the Transmittal Letter.
- (d) All signature blocks on this Form A-3 may be modified to properly reflect the authority of the person signing. Multiple pages may be used for the signature blocks of each Equity Member and each Major Non-Equity Member (as may be required).

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Respondent Name: _____

SOQ Submission Date: _____

Attn: Carly Swanson

1. Introduction

The undersigned ("**Respondent**") submits this Statement of Qualifications ("**SOQ**") in response to that certain Request for Qualifications dated as of August 15, 2025, together with amendments (the "**RFQ**"), issued by the North Carolina Department of Transportation ("**NCDOT**") to deliver the I-77 South Express Lanes (the "**Project**"), through a Comprehensive Agreement. Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

2. Enclosures

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

Volume 1: Administrative Submittal;

Volume 2: Technical Submittal; and

Volume 3: Financial Submittal.

3. Respondent Acknowledgements, Representations and Warranties

- (a) The Respondent acknowledges receipt, understanding, and full consideration of all materials relating to the RFQ posted on the Procurement Website, including all posted RFQ Questions and answers.
- (b) Respondent acknowledges receipt, understanding and full consideration of all of the addenda to the RFQ as follows:

[list all addenda to this RFQ]

- (c) The Respondent represents and warrants that it has read the RFQ, including any and all addenda and any and all answers to any RFQ Questions, and agrees to comply with the contents and terms of the RFQ.
- (d) The Respondent understands that NCDOT is not bound to shortlist any Respondent and may reject any and all SOQs received.
- (e) The Respondent further understands that all costs and expenses incurred by the Respondent in preparing this SOQ will be borne solely by the Respondent.

- (f) The Respondent agrees that NCDOT will not be responsible for any errors, omissions, inaccuracies, or incomplete statements in this SOQ.
- (g) The Respondent warrants that the representations, certifications, statements, disclosures, authorizations and commitments made, and information contained, in the SOQ are correct, complete, and not materially misleading.
- (h) The Respondent Representative named below is authorized by each Major Non-Equity Member to sign this Transmittal Letter on behalf of the Respondent and each Major Non-Equity Member, and to act on behalf of each Major Non-Equity Member. The Respondent acknowledges that NCDOT is relying on the Respondent's representation to this effect.
- (i) The Respondent warrants that the representations, certifications, statements, disclosures, authorizations and commitments made, and information contained, in the SOQ (including, in Form B (Information Regarding Respondent, Equity Members, and Major Non-Equity Members), Form C-1 (Major Team Member Certification), Form C-2 (Major Team Member Disclosure), Form D-2 (Technical Experience – Lead Contractor), Form D-3 (Technical Experience – Lead Designer), Form D-4 (Technical Experience – Lead Operations & Maintenance Firm), and Form E-1 (Financial Officer Certificate)) with respect to each Major Non-Equity Member have been authorized by the applicable Major Non-Equity Member, and is or are correct, complete and not materially misleading.

4. **Equity Member Acknowledgements, Representations and Warranties**

Under penalty of perjury, each of the undersigned certifies on behalf of the entity for which they sign that:

- (a) the Respondent Representative named below is authorized by the relevant entity to sign this Transmittal Letter on behalf of the Respondent and the entity for which they sign, and to act on behalf of the Equity Member;
- (b) they are authorized to act on behalf of the entity for which they sign and acknowledge that NCDOT is relying on their representation to this effect; and
- (c) the representations, certifications, statements, disclosures, authorizations and commitments made, and information contained, in the SOQ (including, in Form B (Information Regarding Respondent, Equity Members, and Major Non-Equity Members), Form C-1 (Major Team Member Certification), Form C-2 (Major Team Member Disclosure), Form D-1 (Technical Experience – Equity Members), Form E-1 (Financial Officer Certificate), Form E-2 (Equity Member Experience), and Form E-3 (Equity Member Investment Track Record)) with respect to such entity have been authorized by such entity, and is or are correct, complete and not materially misleading.

[insert Equity Member name]

By: _____³

Printed Name: [insert name]

Title: [insert title]

5. **Governing Law**

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

6. **Respondent Representative**

Respondent Representative name: _____

Respondent Representative's contact
information, including title, firm name,
telephone number and email address: _____

By executing this form, the Respondent confirms that the Representative named above ("**Respondent Representative**") is authorized to:

- (a) act on behalf of the Respondent and each of the Equity Member(s) and Major Non-Equity Members; and
- (b) act as the single point of contact for the Respondent.

The Respondent acknowledges that communications from the Respondent Representative will be deemed valid and binding upon the Respondent.

³ **Note to Respondents:** For any Equity Member that is a joint venture, the Equity Member should include a signature from each joint venture member.

Respondent's State or Country of Incorporation/Formation/Organization: _____

Respondent's business address:

(No) (Street) (Floor or Suite)

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

SIGNED FOR AND ON BEHALF OF:⁴

[Option 1: Sample signature block for corporation or limited liability company]

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

[Option 2: Sample signature block for partnership or Joint Venture]

[Insert Respondent's name]

By: *[Insert general partner's or member's name]*

By: _____

Print Name: _____

Title: _____

[Add signatures of additional general partners or members as appropriate]

[Option 3: Sample signature block for attorney in fact]

[Insert Respondent's name]

By: _____

Print Name: _____

Attorney in Fact

[Option 4: Sample signature block for a Respondent not yet formed as a legal entity]

[Insert team member entity name], on behalf of itself and the other team members
expected to be a part of *[Insert Respondent's expected name]*

By: _____

Print Name: _____

Title: _____

⁴ **Note to Respondents:** insert appropriate signature block from the Options provided.

FORM A-4

STATEMENT OF QUALIFICATIONS CERTIFICATION

INSTRUCTIONS:

- (a) The Respondent must submit a PDF scanned copy of Form A-4 signed by the Respondent Representative identified in Form A-3 (Transmittal Letter).
- (b) The Respondent shall complete Form A-4 by providing the correct SOQ Page Reference and checking the box to certify that each component has been provided.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

The undersigned certifies (through each checkbox in the far-right column of the below table) on behalf of the Respondent and each Major Team Member that its SOQ includes each of the following SOQ components in the number specified below and signed by the applicable party:

Statement of Qualifications Component	Form (if any)	RFQ Cross-reference	SOQ Page Reference	Certified
Transmittal Letter	Form A-3	Volume 1, Section A(1)		<input type="checkbox"/>
Statement of Qualifications Certification	Form A-4	Volume 1, <u>Section</u> A(2)		<input type="checkbox"/>
Respondent Representative's signature	Form A-3	Volume 1, Section A(1)		<input type="checkbox"/>
Confidential Contents Index	Form A-5	Volume 1, Section B		<input type="checkbox"/>
Information Regarding Respondent, Equity Members, and Major Non-Equity Members	Form B	Volume 1, Section C		<input type="checkbox"/>
Major Team Member Certification	Form C-1	Volume 1, Section D(1)		<input type="checkbox"/>
Major Team Member Disclosure	Form C-2	Volume 1, Section D(2)		<input type="checkbox"/>
Surety Letter(s)		Volume 1, Section E		<input type="checkbox"/>
Technical Submittal				<input type="checkbox"/>
Technical Experience – Equity Member(s)	Form D-1	Volume 2, Section A(1)		<input type="checkbox"/>
Technical Experience – Lead Contractor	Form D-2	Volume 2, Section A(2)		<input type="checkbox"/>
Technical Experience – Lead Designer	Form D-3	Volume 2, Section A(3)		<input type="checkbox"/>
Technical Experience – Lead Operations & Maintenance Firm	Form D-4	Volume 2, Section A(4)		<input type="checkbox"/>

Statement of Qualifications Component	Form (if any)	RFQ Cross-reference	SOQ Page Reference	Certified
Project Descriptions		Volume 2, Section A(5)		<input type="checkbox"/>
Technical SOQ Key Personnel Qualifications	Form F	Volume 2, Section B(1)		<input type="checkbox"/>
Express Commitment Regarding Technical SOQ Key Personnel		Volume 2, Section B(2)		<input type="checkbox"/>
Management Approach and Team Structure Narrative		Volume 2, Section C(1)		<input type="checkbox"/>
Organizational Charts		Volume 2, Section C(2)		<input type="checkbox"/>
P3 Project Stakeholder Experience and Engagement Narrative		Volume 2, Section D		<input type="checkbox"/>
Project Delivery Narrative		Volume 2, Section E		<input type="checkbox"/>
Financial Submittal				<input type="checkbox"/>
Financial Officer Certificate(s)	Form E-1	Volume 3, Section A		<input type="checkbox"/>
Equity Funding Letters		Volume 3, Section B		<input type="checkbox"/>
Financing Experience of the Equity Member(s)	Form E-2	Volume 3, Section C		<input type="checkbox"/>
Equity Member(s) Investment Track Record	Form E-3	Volume 3, Section D		<input type="checkbox"/>
Financial SOQ Key Personnel Qualifications	Form F	Volume 3, Section E(1)		<input type="checkbox"/>

Statement of Qualifications Component	Form (if any)	RFQ Cross-reference	SOQ Page Reference	Certified
Express Commitment Regarding Financial SOQ Key Personnel		Volume 3, Section E(2)		<input type="checkbox"/>
Project Financing Narrative		Volume 3, Section F		<input type="checkbox"/>

Signature page immediately follows

Signature of Respondent Representative

Respondent Representative:	
Signature:	
Date:	

FORM A-5

CONFIDENTIAL CONTENTS INDEX

INSTRUCTIONS:

- (a) Pursuant to the North Carolina's Public Records Act, North Carolina General Statute § 132 et seq., Respondents may request NCDOT to keep confidential a trade secret, proprietary information, or other confidential information exempted from disclosure.
- (b) For such information to be excluded from disclosure requirements under the Public Records Act, the Respondent must make a written request to NCDOT by submitting an executed version of this Form A-5:
 - (i) invoking such exemption upon submission of the materials for which protection from disclosure is sought;
 - (ii) identifying the specific data or other materials for which protection from disclosure is sought, including the section and page numbers within the SOQ at which such items are located; and
 - (iii) stating the reasons why protection is necessary.

Blanket designations that do not identify the specific information shall not be acceptable and may be cause for NCDOT to treat the entire SOQ as public information.

- (c) If applicable, the Respondent must submit a PDF scanned copy of Form A-5 signed by the Respondent Representative identified in Form A-3 (Transmittal Letter).
- (d) In no event shall such list be binding on NCDOT, determinative of any issue relating to confidentiality or a request under the Public Records Act (as described in Section 3.12 (Public Records Act) of the RFQ) or override or modify the provisions of the Public Records Act or NCDOT's responsibilities thereunder.
- (e) In accordance with Section 3.12 (Public Records Act), the confidential material submitted must be conspicuously marked "CONFIDENTIAL" or "CONFIDENTIAL TRADE SECRETS" in the header or footer of each such page affected. NCDOT will not advise a submitting party as to the nature or content of documents entitled to protection from disclosure under the Public Records Act or other applicable laws, as to the interpretation of such laws, or as to definition of trade secret.

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

Respondent Name: _____

SECTION/TITLE	PAGE NUMBER(S)	REASON(S) FOR WITHHOLDING FROM DISCLOSURE

By: _____

Title: _____

Date: _____

FORM B

INFORMATION REGARDING RESPONDENT, EQUITY MEMBERS, AND MAJOR NON-EQUITY MEMBERS

INSTRUCTIONS:

- (a) The Respondent must submit one (1) PDF scanned copy of this Form B for the Respondent, each Equity Member, each Major Non-Equity Member, and any Financially Responsible Party, containing the applicable information, as follows:

(i) **Respondent**

Identify the legal name of the Respondent.

- If the name is a "doing business as" or "DBA," identify underlying names.
- If the Respondent entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name, if any, or a temporary name for the Respondent and describe the expected timing for creating a legal entity for Respondent.

Identify a sole point of contact (a real person) and include the following information: name, title, address, telephone number, fax number, and email address.

Identify the legal name and nature of the Respondent and the state within which it was organized, or for Respondents that have not formed a legal entity yet, identify the proposed legal name and nature of the Respondent and the state within which the Respondent expects to organize the entity.

(ii) **Equity Members**

Identify each Equity Member and for each such Equity Member, identify the entity's role and the entity's legal nature and state within which it was organized.

(iii) **Major Non-Equity Members**

Identify each Major Non-Equity Member and for each such Major Non-Equity Member, identify the entity's role and the entity's legal nature and state within which it was organized.

(iv) **Financially Responsible Party**

Identify each Financially Responsible Party and for each such Financially Responsible Party, identify the entity's role and the entity's legal nature and state within which it was organized.

- (b) If the entity completing this Form B is a Joint Venture or newly formed entity (formed within the past two years), complete a separate Form B for each member or partner and attach it to the SOQ.

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Name of Respondent: _____

Entity (check one box for entity completing Form B, as applicable):

☐ Respondent; ☐ Equity Member; ☐ Lead Contractor; ☐ the Lead Designer; ☐ Lead Operations & Maintenance Firm; or ☐ Financially Responsible Party for [*Respondent to provide*]

Name of Entity Completing Form B: _____

Anticipated equity interest in the Respondent (if applicable): _____

Year Established: _____ State of Organization: _____

Federal Tax ID No. (if applicable): _____

Telephone No.: _____

North American Industry Classification Code (if applicable): _____

Name of Official Representative Executing this Form B:

Individual's Title: _____

Email Address: _____

Type of Business Organization (check one):

- ☐ Corporation
- ☐ Partnership
- ☐ Joint Venture
- ☐ Limited Liability Company
- ☐ Other: [*Respondent to provide*]

Part A:

Business Address: _____

Headquarters: _____

Office Working on the Project: _____

Contact Telephone Number: _____

Part B:

Explain the scope that the entity completing this Form B will be responsible for:

Explain the scope that the entity completing this Form B will be responsible for:

Part C:

If the Entity completing this Form B is a Joint Venture or newly formed entity, or a member or partner of a JV or newly formed entity, identify the JV or newly formed entity and all other members or partners:

Name:

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

FORM C-1

MAJOR TEAM MEMBER CERTIFICATION

INSTRUCTIONS:

- (a) Submit one copy of this Form C-1 for each Major Team Member. If the entity completing this Form C-1 is a joint venture or newly formed entity (formed within the past two years), complete a separate Form C-1 for each member or partner and attach it to the SOQ.
- (b) Submit this form in Microsoft Word format and searchable PDF format. The Microsoft Word format does not require a signature of the authorized Representative of the Major Team Member. However, the name and title of the authorized Representative of the Major Team Member included in such Microsoft Word format must be the same as the name and title on the searchable PDF of the SOQ.
- (c) If the answer to any question is yes, complete Form C-2 (Major Team Member Disclosure).

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NAME OF RESPONDENT:

Name of Major Team Member:

The term "**Disclosure Affiliate**" as used in this certification includes, subject to the limitations in the following paragraphs, parent company(ies), subsidiaries, organizations under common ownership, joint venturers, partners, and other financially liable parties for the Major Team Member.

For the purposes of this certification, disclosure is only required with respect to Disclosure Affiliates who have either:

- (i) engaged in business or investment in North America at any point in the last five years; or
- (ii) been directly involved in the debt or equity financing, credit assistance, design, construction, management, or maintenance of any reference project included as part of the Respondent's SOQ.

For joint ventures or partners, disclosure is only required as to activities of joint ventures and partnerships involving the Major Team Member as a joint venture or partner, as applicable, and not to activities of joint venturers or partners that do not involve the Major Team Member.

For financially liable parties, disclosure is only required to the extent such party has specifically and contractually acted as a financial guarantor for the Major Team Member.

For any entity which is determined to be a Disclosure Affiliate in accordance with the above requirements, the Major Team Member must disclose information for the full time period indicated in questions (1) through (15) for such Disclosure Affiliate.

1. Has the firm or any Disclosure Affiliate or any current officer, been indicted, convicted, pled nolo contendere, or received probation before judgment (under North Carolina or any other federal, state, or municipal law) of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations (including attempt and conspiracy) or any other felony or misdemeanor related to competitive bidding within the past 10 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (1) 'Bribery' of Form C-2 (Major Team Member Disclosure).

2. Has the firm or any Disclosure Affiliate sought protection under any provision of any bankruptcy act within the past 10 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (2) 'Bankruptcy' of Form C-2 (Major Team Member Disclosure).

3. During the last ten 10 years, has the firm or any Disclosure Affiliate had any license, credential, or registration revoked or suspended?

☐ Yes ☐ No

* If the answer is yes, complete Row (3) 'Licenses' of Form C-2 (Major Team Member Disclosure).

4. Has the firm or any Disclosure Affiliate been disqualified, removed, debarred, suspended from performing work for, or found not to be a responsible bidder by, the federal government, any state or local government, or any foreign governmental entity within the past 10 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (4) 'Disqualification' of Form C-2 (Major Team Member Disclosure).

5. Has the firm or any Disclosure Affiliate been found liable in a civil suit or found guilty in a criminal action for bid fixing, any deceptive show of competition, or otherwise taken any action in restraint of free competitive bidding in connection with any contract for which an accompanying statement of qualifications, proposal, bid, or offer is submitted within the past 20 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (5) 'Bid Fixing' of Form C-2 (Major Team Member Disclosure).

6. Has the firm or any Disclosure Affiliate been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past 20 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (6) 'Misrepresentation' of Form C-2 (Major Team Member Disclosure).

7. Within the last 10 years, has any construction project performed or managed by the firm or any Disclosure Affiliate involved serious, repeated or multiple failures to comply with safety rules, regulations, or requirements during the course of construction? Select not applicable if the applicable member's role does not involve performance or management of construction projects.

☐ Yes ☐ No ☐ Not applicable

* If the answer is yes, complete Row (7) 'Safety' of Form C-2 (Major Team Member Disclosure).

8. Within the last 10 years, has the firm or any Disclosure Affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable North Carolina governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar North Carolina law?

☐ Yes ☐ No

* If the answer is yes, complete Row (8) 'Discrimination' of Form C-2 (Major Team Member Disclosure).

9. Within the last 10 years, has the firm or any Disclosure Affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the North Carolina Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☐ No

* If the answer is yes, complete Row (9) 'Wages' of Form C-2 (Major Team Member Disclosure).

10. Has the firm or any Disclosure Affiliate been determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to have defaulted under, or otherwise be liable for a material breach of, its contract during the last 10 years with respect to a public infrastructure project?

☐ Yes ☐ No

* If the answer is yes, complete Row (10) 'Material Breach' of Form C-2 (Major Team Member Disclosure).

11. Has the firm or any Disclosure Affiliate been involved in any arbitration, litigation, dispute review board or other dispute resolution proceeding occurring during the last 10 years adverse to any public owner involving an amount in excess of \$5,000,000 and related to performance on public infrastructure projects?

☐ Yes ☐ No

* If the answer is yes, complete Row (11) 'Litigation' of Form C-2 (Major Team Member Disclosure).

12. Has a surety completed any work on behalf of the firm or any Disclosure Affiliate with respect to a public infrastructure project during the last 10 years?

☐ Yes ☐ No

* If the answer is yes, complete Row (12) 'Surety' of Form C-2 (Major Team Member Disclosure).

13. Has the firm or any Disclosure Affiliate been terminated for cause during the last 10 years with respect to a public infrastructure project?

☐ Yes ☐ No

* If the answer is yes, complete Row (13) 'Termination' of Form C-2 (Major Team Member Disclosure).

14. With respect to each of Questions 1-12 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm or any Disclosure Affiliate that could result in the firm or such Disclosure Affiliate being found liable, guilty or in violation of the matters referenced in Questions 1-12 above or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☐ No

* If the answer is yes, complete Row (14) 'Proceedings' of Form C-2 (Major Team Member Disclosure).

15. During the last 10 years, has the firm or any Disclosure Affiliate withdrawn or failed to submit a proposal, after shortlisting or pre-qualification, from a DB, DBF, DBFM or DBFOM procurement of public infrastructure projects in North America that later resulted in an executed agreement?

☐ Yes ☐ No

* If the answer is yes, complete Row (15) 'Bid Withdrawal' of Form C-2 (Major Team Member Disclosure).

AUTHORIZED REPRESENTATIVE OF THE MAJOR TEAM MEMBER

Under penalty of perjury, I certify that the foregoing is true, correct, complete and not materially misleading, and that I am the Authorized Representative of the Major Team Member:

[insert name of Major Team Member]

By: _____

Print Name: _____

Title: _____

Date: _____

FORM C-2

MAJOR TEAM MEMBER DISCLOSURE

INSTRUCTIONS:

- (a) Submit one copy of this Form C-2 for each Major Team Member if the answer to any question on Form C-1 (Major Team Member Certification) for such Major Team Member is "yes". If the entity completing this Form C-2 is a joint venture or newly formed entity (formed within the past two years), complete a separate Form C-2 for each member or partner and attach it to the SOQ.
- (b) Submit this form in Microsoft Word format and searchable PDF format. The Microsoft Word format does not require a signature of the authorized Representative of the Major Team Member. However the name and title of the authorized Representative of the Major Team Member included in such Microsoft Word format must be the same as the name and title on the searchable PDF of the SOQ.
- (c) In respect of any 'yes' responses in Form C-1 (Major Team Member Certification) for the Major Team Member:
 - (i) in column (2), provide a full response to the question posed and the information required as indicated in column (1) (including, in respect of any "yes" response to questions 7, 10, 11, 12, 13, and 15 in Form C-1 (Major Team Member Certification), provide the owner contact information (telephone number and email)). Such disclosure may reference any supporting document(s).
 - (ii) in column (3), provide a full explanation of why, in the Respondent's view, the disclosure does not materially adversely affect the Respondent's ability to carry out the Project responsibilities potentially allocated to the relevant Major Team Member.
- (d) In respect of any 'no' or 'not applicable' responses in Form C-1 (Major Team Member Certification) for the Major Team Member, in column (2), insert 'not applicable'.
- (e) In the event that two or more Major Team Members are providing a disclosure in respect of the same Disclosure Affiliate, the full details of the disclosure in column (2) and the explanation in column (3) need only be provided in this Form C-2 of one of the relevant Major Team Members (being the "primary disclosure"); the other relevant Major Team Members may then cross-refer to the primary disclosure in respect of that Disclosure Affiliate.

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NAME OF RESPONDENT:

NAME OF MAJOR TEAM MEMBER:

(1) Certification Question and Information Required	(2) Disclosure	(3) Explanation
(1) Bribery Provide a full explanation		
(2) Bankruptcy Provide a full explanation		
(3) Licenses As to each such revocation or suspension, state the name of the issuing entity or agency, the date(s), including end dates, if any, of the revocation or suspension, the grounds on which the revocation or suspension were based, and other information for NCDOT to consider		
(4) Disqualification Provide a full explanation		
(5) Bid Fixing Provide a full explanation		

<p>(6) Misrepresentation</p> <p>As to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry</p>		
<p>(7) Safety</p> <p>Identify the firm or Disclosure Affiliate and the project(s), provide an explanation of the circumstances, and provide owner contact information, including current telephone and email address.</p>		
<p>(8) Discrimination</p> <p>Provide a full explanation</p>		
<p>(9) Wages</p> <p>Provide a full explanation</p>		
<p>(10) Material Breach</p> <p>Identify (for each instance) the entity determined liable and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and email address.</p>		

<p>(11) Litigation</p> <p>Provide a brief description (including the resolution) of each qualifying arbitration, litigation, dispute review board or other dispute resolution proceeding. For each instance, identify an owner's Representative with a current telephone and email address.</p>		
<p>(12) Surety</p> <p>Provide (for each instance) an explanation of the circumstances, the project name and an owner's Representative with a current telephone and email address.</p>		
<p>(13) Termination</p> <p>Identify (for each instance) the entity terminated for cause and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and email address.</p>		
<p>(14) Proceedings</p> <p>Explain and provide the information requested as to such similar items in Questions 1-12 above</p>		
<p>(15) Bid Withdrawal</p> <p>Provide (for each instance) an explanation of the circumstances, including the reason for the withdrawal, the project name and the contact information for an owner's Representative with a current telephone and email address.</p>		

AUTHORIZED REPRESENTATIVE OF THE MAJOR TEAM MEMBER

Under penalty of perjury, I certify that the foregoing is true, correct, complete and not materially misleading, and that I am the Authorized Representative of the Major Team Member:

[insert name of Major Team Member]

By: _____

Print Name: _____

Title: _____

Date: _____

FORM D-1

TECHNICAL EXPERIENCE – EQUITY MEMBER(S)

INSTRUCTIONS:

- (a) List on this Form D-1 the experience of the Equity Member(s) expected to lead the Project's development in (i) developing and managing public-private partnership projects (i.e., design-build-finance-operate-maintain project) from contract award through the ramp-up of operations, including developing and managing the design and construction phases of such projects, and (ii) developing express lanes and/or other toll facility projects, including experience with: (A) performing the traffic and revenue analysis necessary for arranging financing; (B) managing toll collection system design and installation; and (C) managing toll systems integration.
- (b) Only one (1) Form D-1 may be submitted reflecting all relevant experience of the Equity Member(s).
- (c) List no more than five (5) projects on this Form D-1. NCDOT will not take into consideration any projects listed above this cap.
- (d) Submit this form in Microsoft Word format and searchable PDF format.

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EQUITY MEMBER	OWNER INFORMATION	PROJECT NAME, LOCATION, & DESCRIPTION	CONTRACT STRUCTURE	PROJECT COST ^{(1) (2)}	PROJECT START/END DATE & PARTICIPATION START/END DATE ⁽⁴⁾	DESCRIPTION OF INVOLVEMENT IN PROJECT DEVELOPMENT & MANAGEMENT ⁽⁵⁾
Sample Entry [Company A]	[State Department of Transportation]	[XYZ P3 Project, City, State, 35-mile 2+2 express lanes built in the median of a major existing highway in a high density urban area]	[DBFOM or other structure]	[\$500 million USD]	[January 1, 2020 to December 31, 2070]	[•]

NOTES:

- (1) Project cost should be in thousands of U.S. dollars. Identify exchange rates of amounts in other currencies using the exchange rates as of the date of issuance of the RFQ, including the rate used and the source thereof. You may include such description as a footnote.
- (2) Project cost means the total dollar value of the design and construction cost budgeted or, if the project is complete, the total dollar value of the design and construction cost of the completed project.

- (3) Reserved.
- (4) Project Start refers to the date of Financial Close. The Project End means the latter of Substantial Completion or the actual or anticipated end of the Concession Term.
- (5) Include a 2-3 sentence summary of the project development and management experience represented by such project in the above table. Separately, attach a maximum two (2) page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM D-2

TECHNICAL EXPERIENCE – LEAD CONTRACTOR

INSTRUCTIONS:

- (a) List on this Form D-2 the experience of the Lead Contractor where the Lead Contractor held a minimum 30% of the ultimate responsibility for the listed project. If the Lead Contractor is a joint venture, the experience listed must be from one or more joint venture member(s) that will be responsible for at least 30% of the Lead Contractor's potential construction and/or management of construction work for the Project.
- (b) Include at least two transportation projects of similar complexity and scope to the Project (with preference given to projects in the United States) in which the Lead Contractor's work involved transportation infrastructure projects having a construction value in excess of \$250 million (or \$500 million, in the case of such transportation infrastructure project undertaken as a joint venture) completed or substantially completed in the last ten (10) years.
- (c) Include at least one transportation project of a similar complexity and scope to the Project (with preference given to a project in North America) with a value greater than \$250 million (or \$500 million, in the case of such transportation project undertaken as part of a joint venture) that has received a "notice to proceed with major construction" in the last ten (10) years.
- (d) Only one (1) Form D-2 may be submitted reflecting all relevant experience of the Lead Contractor(s).
- (e) List no more than five (5) projects total on this Form D-2. NCDOT will not take into consideration any projects listed above this cap.
- (f) Submit this form in Microsoft Word format and searchable PDF format.

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COMPANY NAME	OWNER INFORMATION	PROJECT NAME, LOCATION, & DESCRIPTION	CONTRACT STRUCTURE	PROJECT COST ^{(1) (2)}	START/END	LEVEL OF COMPANY'S PARTICIPATION ^{(3) (4)}
Sample Entry [Company A]	[State Department of Transportation]	[XYZ P3 Project, City, State, 35-mile 2+2 express lanes built in the median of a major existing highway in a high density urban area]	[DB, DBF, DBFOM, or other structure]	[\$100,000 USD]	[January 1, 2022 to December 31, 2023]	[\$50,000 / 50% -- bridges, walls, and structures]

NOTES:

- (1) Project cost should be in thousands of U.S. dollars. Identify exchange rates of amounts in other currencies using the exchange rates as of the date of issuance of the RFQ, including the rate used and the source thereof. You may include such description as a footnote.
- (2) Project cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show Company's participation in terms of money and percentage of work. Include a brief summary of the role the Company played in the listed project scope of work.

(4) Attach a maximum two (2) page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM D-3

TECHNICAL EXPERIENCE – LEAD DESIGNER

INSTRUCTIONS:

- (a) List on this Form D-3 the experience of the Lead Designer where the Lead Designer held a minimum 30% of the ultimate responsibility for the design and engineering for the listed project. If the Lead Designer is a joint venture, the experience listed must be from one or more joint venture member(s) that will be responsible for at least 30% of the Lead Designer's potential design and engineering work for the Project.
- (b) Include at least one transportation project of similar complexity and scope to the Project in which the Lead Designer's work involved final design of a transportation infrastructure project having a construction value in excess of \$200 million (or \$500 million, in the case of such transportation infrastructure project undertaken as a joint venture) for which final design was completed in the last ten (10) years.
- (c) Only one (1) Form D-3 may be submitted reflecting all relevant experience of the Lead Designer(s).
- (d) List no more than five (5) projects total on this Form D-3. NCDOT will not take into consideration any projects listed above this cap.
- (e) Submit this form in Microsoft Word format and searchable PDF format.

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COMPANY NAME	OWNER INFORMATION	PROJECT NAME, LOCATION, & DESCRIPTION	CONTRACT STRUCTURE	PROJECT COST ^{(1) (2)}	START/END DATES	LEVEL OF COMPANY'S PARTICIPATION ^{(3) (4)}
Sample Entry [Company A]	[State Department of Transportation]	[XYZ P3 Project, City, State, 35-mile 2+2 express lanes built in the median of a major existing highway in a high density urban area]	[DB, DBF, DBFOM, or other structure]	[\$100,000 USD]	[January 1, 2022 to December 31, 2023]	[\$50,000 / 50% -- bridges, walls, and structures]

NOTES:

- (1) Project cost should be in thousands of U.S. dollars. Identify exchange rates of amounts in other currencies using the exchange rates as of the date of issuance of the RFQ, including the rate used and the source thereof. You may include such description as a footnote.
- (2) Project cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show Company's participation in terms of money and percentage of work. Include a brief summary of the role the Company played in the listed project scope of work.

- (4) Attach a maximum two page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM D-4

TECHNICAL EXPERIENCE – LEAD OPERATIONS & MAINTENANCE FIRM

INSTRUCTIONS:

- (a) List on this Form D-4 the experience of the Lead Operations & Maintenance Firm where the Lead Operations & Maintenance Firm had primary responsibility for the listed operations, maintenance, and tolling experience. If the Lead Operations & Maintenance Firm is a joint venture, the experience must be from one or more joint venture member(s) that will perform the Lead Operations & Maintenance Firm's potential operations and maintenance work for the Project.
- (b) If Equity Members intend to self-perform some of the long-term operations and maintenance of the Project, including any operation and maintenance of roadside tolling equipment and tolling systems, such Equity Members may present experience where they had primary responsibility for the listed operations, maintenance, and tolling experience (as applicable).
- (c) If the Respondent intends for operations and maintenance of the roadway infrastructure and the operations and maintenance of the roadside toll collection system and related equipment to be performed by different firms, the Respondent should separately identify each firm and their respective areas of responsibility and related experience as part of the narrative submitted with this Form D-4.
- (d) For any experience listed on this Form D-4 that was garnered by the O&M Manager during the O&M Manager's previous employment, the previous employer must have had primary responsibility for the listed operations and maintenance experience, and the O&M Manager must have been materially involved in the performance of such operations and maintenance experience.
- (e) Include projects demonstrating roadway operations and maintenance experience (include the operation and maintenance of roadside toll collection systems) on facilities of a similar complexity and scope to the Project.
- (f) Only one (1) Form D-4 may be submitted reflecting all relevant experience of the Lead Operations & Maintenance Firm(s).
- (g) List no more than five (5) projects total on this Form D-4. NCDOT will not take into consideration any projects listed above this cap.
- (h) Submit this form in Microsoft Word format and searchable PDF format.

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COMPANY NAME ⁽¹⁾	OWNER INFORMATION	PROJECT NAME, LOCATION, & DESCRIPTION	CONTRACT STRUCTURE	PROJECT COST ^{(2) (3)}	START/END DATES	LEVEL OF COMPANY'S PARTICIPATION ^{(4) (5)}
Sample Entry [Company A]	[State Department of Transportation]	[XYZ P3 Project, City, State, 35-mile 2+2 express lanes built in the median of a major existing highway in a high density urban area]	[DB, DBF, DBFOM, or other structure]	[\$100,000 USD]	[January 1, 2022 to December 31, 2023]	[\$5,000 / 50% --of O&M budget]

NOTES:

- (1) The Company name should be the Lead Operations & Maintenance Firm or the prior employer of the O&M Manager, as applicable.
- (2) Project cost should be in thousands of U.S. dollars. Identify exchange rates of amounts in other currencies using the exchange rates as of the date of issuance of the RFQ, including the rate used and the source thereof. You may include such description as a footnote.
- (3) Project cost means the total operations and maintenance costs budgeted or, if the operations and maintenance services are complete, the total operations and maintenance cost of the completed operations and maintenance services. In the case of a multi-year operations and maintenance contract, Project costs refers to the total budgeted value of operations and maintenance

services over all years, including operations and routine and major/life-cycle maintenance. The basis for such costs may be costs in bid year, current year, or NPV dollars. The basis used (including any discount rate) should be included as a footnote.

- (4) Show Company's participation in terms of money and percentage of work. Include a brief summary of the role the Company played in the listed project scope of work.
- (5) Attach a maximum two page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM E-1

FINANCIAL OFFICER CERTIFICATE

INSTRUCTIONS:

- (a) The Respondent must submit one (1) PDF scanned copy of this Form E-1 for each Equity Member, the Lead Contractor, and Financially Responsible Party (if any).
- (b) Each Financial Officer Certificate should be signed by the chief financial officer, treasurer or equivalent officer of each entity listed above, and dated not earlier than 14 calendar days prior to the SOQ Due Date.

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I, [Name], the [Title] of [Name of Equity Member, Lead Contractor, or Financially Responsible Party]⁵ (the "**Company**"), do hereby certify as of [Date]⁶ that:

- (a) This certificate is being executed and delivered in connection with the Statement of Qualifications (the "**SOQ**") submitted by [Respondent Name] (the "**Respondent**") in response to the Request for Qualifications to design, construct, finance, operate, and maintain the I-77 South Express Lanes (the "**Project**") dated August 15, 2025 (as may be amended or supplemented from time to time, the "**RFQ**"), issued by the North Carolina Department of Transportation ("**NCDOT**").
- (b) As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the Company in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to NCDOT pursuant to the requirements of the RFQ with the intent and understanding that they will be relied upon by NCDOT as a basis for the evaluation of the SOQ contemplated by the RFQ.
- (c) **[Financially Responsible Party Support:** It is the intent of the Company to support [name of Equity Member or Lead Contractor] with the financial, human resources, and other resources needed by it to satisfy its obligations successfully with respect to the Project, if the Respondent was selected by NCDOT to serve as the Developer.]⁷
- (d) **Audited Financial Statements:** The audited financial statements provided by the Company in the SOQ for the fiscal years ended [●], [●] and [●], [and the interim financial statements for the following periods [●] and [●].]⁸ are complete and correct copies thereof. Where the Company has provided unaudited financial results, such financial results present fairly, in all material respects, the financial position and results of operations and cash flows of the Company, [the Financially Responsible Party and its consolidated subsidiaries, including the [name of Equity Member and Lead Contractor]⁹ as of such dates and for such periods. The Company has no

⁵ **Note to Respondents:** Each of the Equity Member(s) and the Lead Contractor(s) must provide its own separate certificate. If any such firm is proposing a Financially Responsible Party and consolidated financial statements are provided by the Financially Responsible Party, on behalf of itself and such entity, then such entity may (but is not required to) submit one consolidated Financial Officer Certificate for the Financially Responsible Party and such entity. If an Equity Member or Lead Contractor and its respective Financially Responsible Party are submitting separate financial statements, then each of the Financially Responsible Party and the entity for which it is financially responsible must submit separate Financial Officers Certificates. If an Equity Member or Lead Contractor has no Financially Responsible Party, then all references to "Financially Responsible Party" should be deleted from the executed Financial Officers Certificate.

⁶ **Note to Respondents:** Date must not be earlier than 14 calendar days prior to the SOQ Due Date.

⁷ **Note to Respondents:** Delete if there is no Financially Responsible Party.

⁸ **Note to Respondents:** Delete if there are no interim financial statements.

⁹ **Note to Respondents:** Delete if there is no Financially Responsible Party.

material contingent liabilities or unusual forward or long-term commitments not disclosed therein].¹⁰

- (e) **Off-Balance Sheet Liabilities:** The Company does not have any off-balance sheet liabilities of more than \$10 million, other than as described in Annex A hereto attached.¹¹
- (f) **Company Information Summary:** Attached hereto as Annex B is a completed Company Information Summary relating to the Company. All information provided in the attached Annex B is complete and correct to the best of my knowledge.
- (g) **Bankruptcy/insolvency proceedings:** [There has been no Insolvency Event relating to the Company or any person or entity which, directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, the Company which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).] / [Attached hereto as Annex C is a detailed description of all Insolvency Events relating to the Company or any person or entity which, directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with, the Company which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).]¹²
- (h) For the purposes of this certification, "Insolvency Event" means any voluntary or involuntary bankruptcy, insolvency, liquidation, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding, under any applicable law, in any jurisdiction.
- (i) **Material Changes in Financial Condition:** [No material change in the financial condition of the Company has occurred, or is projected to occur, as applicable: (i) within the most recently completed three fiscal years that is not reflected in its audited financial statements; (ii) since the date of its audited financial statements for its most recently completed fiscal year; or (iii) during the next fiscal quarter

¹⁰ **Note to Respondents:** For entities that do not prepare audited financial statements, Respondents should submit a question to NCDOT outlining proposed information that such entity would provide similar to audited financial statements to seek confirmation from NCDOT of whether such proposed information is acceptable. Information a Respondent considers to be confidential should be submitted in accordance with the RFQ and will be subject to the limitations and conditions set forth therein.

¹¹ **Note to Respondents:** Mark Annex A as "not applicable" if there is no off-balance sheet liability to disclose. If off-balance sheet liabilities are described in the financial statements referred to in paragraph (d), please cite relevant notes where described.

¹² **Note to Respondents:** Complete the appropriate certification. Delete the sentence that is not applicable. Mark Annex C as "not applicable" if there is no Insolvency Event to disclose.

following the date of the SOQ.] [Attached hereto as Annex D is a detailed description of Material Changes in the Financial Condition of the Company.]¹³

- (j) Cash Balances and Credit Facilities: Attached hereto as Annex E is a disclosure of available cash balances and credit facilities and any limitations thereof as it relates to support for the Project, for the most recent three fiscal years. Identify where any available cash balances and credit facilities are presented in the provided audited financial statements.

Capitalized terms used but not defined herein shall have the meanings set forth in the RFQ.

IN WITNESS WHEREOF, the undersigned is the chief financial officer, treasurer or equivalent officer of the entity to which this certificate relates, and has duly executed this certificate as of the date first written above.

By: _____

Name: _____

Title: _____

¹³**Note to Respondents:** Complete the appropriate certification. Delete the sentence that is not applicable. Mark Annex D as "not applicable" if there is no material change in financial condition to disclose.

ANNEX A TO FINANCIAL OFFICER CERTIFICATE

OFF-BALANCE SHEET LIABILITIES

[Company to provide details]

ANNEX B TO FINANCIAL OFFICER CERTIFICATE
COMPANY INFORMATION SUMMARY

Company Name: [_____]

Designate whether Equity Member, Lead Contractor or Financially Responsible Party

SHAREHOLDER¹⁴	INTEREST (%)
[Shareholder name]	
[No current shareholders, equity members partners or equivalent have a holding of 15% or greater]	

RATING AGENCY¹⁵	CURRENT RATING
[Rating agency name]	
[Debt of the Company is not rated by any major credit rating agency]	
[Company has no debt]	

¹⁴**Note to Respondents:** List current shareholders, equity members partners, or equivalent holding a 15% or greater interest in the Company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity. Delete rows that do not apply.

¹⁵**Note to Respondents:** If applicable, list all credit ratings available for the Company and attach a copy of the most recent rating report or other evidence of rating. Delete rows that do not apply.

ANNEX C TO FINANCIAL OFFICER CERTIFICATE
INSOLVENCY EVENTS

[Company to provide details]

ANNEX D TO FINANCIAL OFFICER CERTIFICATE
MATERIAL CHANGES IN FINANCIAL CONDITION

[Company to provide details]

INSTRUCTIONS:

If applicable, the completed Annex D should include the following details regarding material changes in the Company's financial condition:

- (i) a description of each material change, actual and projected, and any related changes or disruptions in executive management;
- (ii) actual and projected impacts on the affected entity's organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive proposal;
- (iii) a detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead, including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term; and
- (iv) a detailed explanation of whether each material change is expected to impact the Developer's ability to satisfy the obligations under the Project Agreement, and if so, how these material adverse changes are being mitigated.

Estimates of the impact on revenues, expenses, and the change in equity should be provided separately for each material change. **References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.** Where a material change will have a negative financial impact, the affected entity should describe measures that would be undertaken to insulate the Project from any recent material changes and those currently in progress or reasonably anticipated in the future. If its financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity should describe measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Below is a list of examples of what NCDOT considers to be a material change in financial condition:

- (i) a change in the tangible net worth of 10% or more of net assets;
- (ii) a sale, merger or acquisition exceeding 10% of the value of net assets prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Financially Responsible Party;

- (iii) a change in credit rating for the affected entity or its parent company or Financially Responsible Party;
- (iv) inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Financially Responsible Party that has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations or additional credit support from shareholders or other third parties;
- (v) in the current and three most recent completed fiscal years, the affected entity or its parent company or Financially Responsible Party (i) incurred a net operating loss, (ii) sustained charges exceeding 5% of the then net assets due to claims, changes in accounting, write-offs or business restructuring, or (iii) implemented a restructuring/reduction in labor force exceeding 5% of employees or involved the disposition of assets exceeding 10% of the then-net assets; and
- (vi) other events known to the affected entity that represent a material change in financial condition over the past three years, or which may be pending for the next reporting period.

At the discretion of NCDOT, any failure to disclose a prior or pending material change may result in disqualification from the procurement process.

ANNEX E TO FINANCIAL OFFICER CERTIFICATE
CASH BALANCES AND CREDIT FACILITIES

[Company to provide details]

FORM E-2

EQUITY MEMBER EXPERIENCE

INSTRUCTIONS:

- (a) List the Equity Member's experience in (i) successful structuring and achieving financial close on a diverse range of financing structures for projects of a similar scope and complexity, and (ii) achieving financial close with federal credit support (such as PABs and TIFIA) as well as other sources of financing (such as equity, bank debt, and private placements).
- (b) If using experience of an entity other than an Equity Member, please describe the relationship of such entity to the respective Equity Member, and include an explanation of how the experience relates to the Equity Member on this Project. Include such description as a footnote on this Form.
- (c) Only one (1) Form E-2 may be submitted reflecting all relevant experience of the Equity Member(s).
- (d) List no more than ten (10) projects on this Form E-2. NCDOT will not take into consideration any projects listed above this cap.
- (e) All values should be stated in U.S. dollars using the conversion rate as of the date of issuance of the RFQ. Please make note of the date, source of the rate and rate used. You may include such description as a footnote on this Form E-2.
- (f) Submit this form in Microsoft Word format and searchable PDF format.

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RESPONDENT MEMBER(1)	PROJECT NAME, LOCATION & DESCRIPTION	CONTRACT STRUCTURE, PAYMENT MECHANISM & DESCRIPTION OF REVENUE SOURCE(S)	DATE OF FINANCIAL CLOSE, PROJECT TERM	PROJECT MILESTONES & CURRENT STATUS	PROJECT SIZE(2) & TOTAL SOURCES & USES VALUE(3)	DEBT AMOUNT BY SOURCE	TOTAL EQUITY AMOUNT & % OF COMPANY'S EQUITY SHARE
Sample Entry [Company A]	[XYZ P3 Project, City, State, 35-mile 2+2 express lanes built in the median of a major existing highway in a high density urban area]	[DBFOM Milestone payments during construction, toll revenues]	[Date, 50-year term]	[NTP on date Anticipated substantial completion on date Currently under construction]	[Project size: \$900 million Total sources & uses: \$1,000 million]	[\$300 million TIFIA Loan; \$400 million PABs]	[\$300 million, 30% equity share]

NOTES:

- (1) If using experience of an entity other than an Equity Member, please describe the relationship of such entity to the respective Equity Member, and include an explanation of how the experience relates to the Equity Member on this Project. Include such description as a footnote on this Form.
- (2) Total dollar value of design and construction costs. Use nominal value.
- (3) Project size means the total dollar value of all sources and uses, including all private debt, equity, and public funding during construction or, if applicable, any private debt or equity secured by the Equity Member on any secondary transaction.
- (4) Attach a maximum two (2) page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM E-3

EQUITY MEMBER INVESTMENT TRACK RECORD

INSTRUCTIONS:

- (a) Respondent should complete a separate row of this Form E-3 for each Equity Member or each Affiliate. Add more rows to the table, as needed.
- (b) Only one (1) Form E-3 may be submitted reflecting the track record for all Equity Members and Affiliates (as applicable).
- (c) Submit this form in Microsoft Word format and searchable PDF format.

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EQUITY MEMBER OR AFFILIATE NAME	PROJECTS FOR WHICH EQUITY MEMBER WAS SHORTLISTED IN NORTH AMERICA ⁽¹⁾	PROPOSAL SUBMISSIONS ⁽²⁾	WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT ⁽³⁾	PROJECTS THAT REACHED FINANCIAL CLOSE IN NORTH AMERICA ⁽⁴⁾	NUMBER OF PROJECTS THAT REACHED FINANCIAL CLOSE GLOBALLY ⁽⁵⁾
<i>[Name of Equity Member or Affiliate 1]</i>					
<i>[Name of Equity Member or Affiliate 2]</i>					

NOTES:

- (1) **PROJECTS FOR WHICH EQUITY MEMBER WAS SHORTLISTED IN NORTH AMERICA** - List the names of projects and the names of their procuring agencies in which the Equity Member or its Affiliate, in its capacity as potential equity investors in a project, was shortlisted or otherwise invited to submit a proposal. Each project listed should: (a) have had an initial release of the related request for proposals within the past ten years; (b) been procured by a public sector owner in North America; (c) required private financing; and (d) be a transportation infrastructure project with a construction value of more than \$400 million (USD).
- (2) **PROPOSAL SUBMISSIONS** – With respect to the projects listed in response to item (1): (a) list the projects that have not yet required final financial proposals to be submitted; and (b) list the projects where the Equity Member (individually or as a member of a team) submitted compliant, final technical and financial proposals.

- (3) **WITHDRAWALS FROM, OR OTHER CHANGES IN, PROCUREMENT** - List each project that was included in response to item (1) but not included in the response to item (2). For each such project, provide a brief explanation for why an Equity Member did not submit compliant final technical and/or financial proposals or for not remaining engaged in the procurement process for that project as an equity investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached in a separate sheet, if necessary. The number of projects included in response to item (1) must equal to the sum of the number of projects listed under item (2) and item (3).
- (4) **PROJECTS THAT REACHED FINANCIAL CLOSE IN NORTH AMERICA** - List the projects in which the Equity Member was an equity investor at the time of the respective financial close date. Each project listed should have: (a) reached financial close within the past ten years; (b) been procured by a public sector owner in North America; and (c) be a transportation infrastructure project with a construction value of more than \$400 million (USD). Provide the current status of all such projects; if substantial completion was/or is expected to be delayed, please provide an explanation.
- (5) **NUMBER OF PROJECTS THAT REACHED FINANCIAL CLOSE GLOBALLY** - Provide the number of projects globally (inclusive of those in North America): (a) that achieved financial close within the past 10 years; (b) that were procured by a public sector owner; (c) required private financing; (d) for which the Equity Member was an equity investor at the time of financial close; and (e) were for transportation infrastructure with a construction value of more than \$400 million (USD).

FORM F

SOQ KEY PERSONNEL RESUME FORM

Brief Resume of SOQ Key Personnel for the Project.	
a.	Name & Current Title:
b.	SOQ Key Personnel Position on Project:
c.	Name of Firm with which you are now associated:
d.	<div>Years' experience: With this Firm ____; Years With Other Firms ____ Years</div> <div><i>Please list chronologically (most recent experience first) your employment history, position, general responsibilities, and duration of employment. Experience in the last fifteen (15) years should be given preference (NOTE: If you have less than 15 years experience, please list the experience for those years you have worked. Project specific experience shall be included in Section (g) below):</i></div>
e.	Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization:
f.	Active Registration: Year First Registered/ Discipline/State Registration #:
g.	<div>References</div> <div><div>1.</div><div>Name of Project:</div><div>Start/Finish Dates of Project:</div><div>Reference Name:</div><div>Reference Email:</div><div>Reference Telephone:</div></div> <div><div>2.</div><div>Name of Project:</div><div>Start/Finish Dates of Project:</div><div>Reference Name:</div></div>

Reference Email:

Reference Telephone:

3. Name of Project:

Start/Finish Dates of Project:

Reference Name:

Reference Email:

Reference Telephone:

h. Document the extent and depth of your experience and qualifications relevant to the Project.

1. *Note your specific responsibilities and authorities for each project, not those of the firm.*

2. *Note whether experience is with current firm or with other firm.*

3. *Provide beginning and end dates for each project.*

List at least three (3), but no more than five (5) relevant projects* for which you have performed a similar function.

* On-call contracts with multiple task orders (on multiple projects) may not be listed as a single project.

- i. **For SOQ Key Personnel required to be on site full time, provide a current list of assignments, role, and the anticipated duration of each assignment.**