INTEGRATED PREMIUM TRANSIT SYSTEM

REQUEST FOR QUALIFICATIONS TO

DESIGN, BUILD, OPERATE AND MAINTAIN
AN INTEGRATED PREMIUM TRANSIT SYSTEM FOR THE DISTRICT OF COLUMBIA

(DCKA-2014-Q-0022)

DISTRICT DEPARTMENT OF TRANSPORTATION

ADDENDUM NO. ~~3~~ 4

ISSUED
~~March 18, 2014~~ March 31, 2014

Statements of Qualification

Due 2:00 p.m. Eastern Time on April 11, 2014
District Department of Transportation
55 M Street SE, 4th Floor
Washington, DC 20003

TABLE OF CONTENTS

Table of Contents i

Definitions ..... iv~~iv~~

Acronyms and Abbreviations ..... viii~~viii~~

PART A BACKGROUND AND INSTRUCTIONS A-1

1 EXECUTIVE SUMMARY A-1
2 DESCRIPTION OF OPPORTUNITY A-1
2.1 The Opportunity A-1
2.2 Integrated Premium Transit System Description ..... A-2~~2~~
2.3 Approach to Proposed Contracting Opportunity ..... A-9~~9~~
2.4 Streetcar Vehicles ..... A-11~~11~~
2.5 Project Planning and Environmental Status ..... A-11~~11~~
2.6 Funding Sources ..... A-13~~13~~
2.7 Real Estate and "Right-of-Way" (ROW) Acquisition (if necessary) ..... A-13~~13~~
2.8 DDOT Technical Requirements, Utility Investigation and Relocation, Railroad Coordination and Fare Collection System ..... A-13~~13~~
2.9 Additional DBOM Contract Requirements ..... A-14~~14~~
3 DESCRIPTION OF PROCUREMENT PROCESS ..... A-17~~17~~
3.1 Statutory Authority ..... A-17~~17~~
3.2 Overall Process ..... A-17~~17~~
3.3 Payment for Work Product ..... A-17~~17~~
3.4 Procurement Schedule ..... A-18~~18~~
3.5 Pre-SOQ Workshop ..... A-18~~18~~
3.6 Designated Project Representative; Questions and Requests for Clarification; Addenda A-19~~19~~
4 SOQ CONTENT AND SUBMITTAL REQUIREMENTS ..... A-21~~21~~
4.1 General ..... A-21~~21~~
4.2 Format ..... A-21~~21~~
4.3 Contents and Organization ..... A-22~~22~~
4.4 SOQ Submittal Requirements ..... A-22~~22~~
5 EVALUATION PROCESS AND CRITERIA ..... A-23~~23~~
5.1 Responsiveness ..... A-23~~23~~
5.2 Pass/Fail Review ..... A-24~~24~~
5.3 Qualifications Evaluation Criteria and Weighting ..... A-24~~24~~
5.4 Changes in Responding Team Organization and Key Personnel ..... A-30~~30~~
6 COMMUNICATIONS, PUBLIC INFORMATION, AND ORGANIZATIONAL CONFLICTS OF INTEREST ..... A-31~~31~~
6.1 Improper Communications and Contacts ..... A-31~~31~~
6.2 Public Information Act and Disclosure Requirements ..... A-32~~32~~
6.3 Conflicts of Interest ..... A-33~~33~~
7 PROTEST PROCEDURES ..... A-34~~34~~
8 DDOT RESERVED RIGHTS ..... A-35~~35~~
9 DISCLAIMER ..... A-37~~37~~

PART B . QUALIFICATION SUBMITTAL B-11

VOLUME 1 ..... B-11

1 GENERAL INFORMATION B-11
1.1 Form A - Transmittal Letter B-11
1.2 Table of Contents B-11
1.3 Confidential Contents Index B-11
1.4 Executive Summary B-11
2 TEAM MEMBER BACKGROUND AND EXPERIENCE B-22
2.1 The Responding Team B-22
2.2 Major Team Members B-22
2.3 Management Structure B-22
2.4 Organizational Charts B-22
2.5 Relevant Experience B-22
2.6 DBE Workforce Development B-33
2.7 Rolling Stock Procurement Experience B-33
2.8 Understanding of Project Goals and Risks B-33
2.9 Ability to Meet DDOT's Goals B-33
3 KEY PERSONNEL BACKGROUND AND EXPERIENCE B-33
4 APPENDIX A B-44
4.1 Form B – Information Regarding Major Team Members B-44
4.2 Form C - Certification B-44
5 APPENDIX B B-55
5.1 Teaming Agreements B-55
6 APPENDIX C – PROJECT REFERENCES B-66
6.1 Form D-1 – Project References B-66
7 APPENDIX D – KEY PERSONNEL B-66
7.1 Form D-2 – Information Regarding Key Personnel B-66
7.2 Key Personnel Resumes B-66
8 APPENDIX E - LEGAL QUALIFICATIONS B-77
8.1 Legal Issues B-77
8.2 Legal Liabilities B-77
8.3 Legal Proceedings B-77

VOLUME 2 ..... B-88

1 FINANCIAL INFORMATION B-99
1.1 Form E - Financial Information Summary B-99
1.2 Financial Statements B-99
1.3 Confidentiality B-1010
1.4 Parent Company and Financially Responsible Party Letters of Support B-1010
1.5 Surety Letter/ Letters of Credit B-1010
1.6 Credit Ratings B-1111
1.7 Material Changes in Financial Condition B-1111

PART C FORMS and EXHIBITS ..... C-i~~i~~

FORM A TRANSMITTAL LETTER ..... A-1~~1~~

FORM B INFORMATION REGARDING RESPONDING TEAM AND MAJOR TEAM MEMBERS ..... B-1~~1~~

FORM C CERTIFICATION ..... C-1~~1~~

FORM D-1 PROJECT REFERENCES ..... D1-1~~1~~

FORM D-2 INFORMATION REGARDING KEY PERSONNEL ..... D2-1~~1~~

FORM E FINANCIAL INFORMATION SUMMARY FOR MAJOR TEAM MEMBERS ..... E-1~~1~~

EXHIBIT 1 ..... 1-1~~1~~

EXHIBIT 2(A) PROJECT MANAGEMENT TEAM AND CONFLICTED PARTIES ..... 2a-1~~1~~

EXHIBIT 2(B) UTILITY RELATED ENTITIES ..... 2b-1~~1~~

DEFINITIONS

Term	Definition
Affiliate	Means, in respect of any Person, parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint venture members and partners, and other Persons financially liable or responsible for such Person.
Agent	Any person or entity contracted by the District Department of Transportation (DDOT) to act on behalf of the DDOT and operate in every manner the Districts Integrated Premium Transit (IPT) and components of the IPT.
Anacostia SE/SW Corridor	A streetcar line comprised of four Streetcar Segments located in the southwest of the District as described in Part A, 2.2.1.
Authorized Representative	The contact identified to act for a Responding Team pursuant to Part B, Volume 1, Section 2.1.
Bus Components	The acquisition and/or lease, operation and maintenance of buses together with related facilities and services satisfying the bus requirements for the IPT, as described in Part A, Section 2.2.2, Section 2.3.1.3 and Section 2.3.2.3.
DBOM Contract	An agreement for the design, build, operation and maintenance of Phase 1 of the IPT as described in Part A, Section 2.3.1.
DC Circulator	A local transit facility passenger bus service which provides a network of fixed-route bus services solely within the District branded "DC Circulator".
DC Circulator Transit Development Plan	The DC Circulator Transit Development Plan, completed by DDOT in April 2011, which outlines the projected service needs for the DC Circulator for the next 10 years.
DC Streetcar	A local fixed guideway transit network offering rail passenger service, within the District, operated by, or on behalf of, the District government.
D/B Payments	Milestone payments made to Developer as compensation for the Developer's work to design and build Phase 1 upon the achievement of certain construction milestones.
DDOT	The District Department of Transportation or its agents, acting through the DDOT Project Director and, when specified, the Contracting Officer.
Developer	The party appointed as developer under the DBOM Contract to implement the Project.
District	The District of Columbia.
IPT Program	The design, build, operation and maintenance of the IPT as set forth in Part A, Section 2.2.
IPT System or IPT	An integrated transit system comprised of any or all of the DC Streetcar system, bus service operated or managed by, or on behalf of, the District government consistent with the Washington Metropolitan Area Transit Regulation Compact (D.C. Official Code §§ 9-1103.01, 9-1103.02, and 9-

Term	Definition
	1107.01), and facilities appurtenant to the DC Streetcar system and such bus service, including buildings, other structures, and parking areas, as such system is described in Part A, Section 2.2.
Journeyman	Someone who has completed an apprenticeship and is fully educated in a trade or craft, but not yet a master.
Key Personnel	Persons performing the roles set forth in Part B, Volume 1, Section 3.
Lead D/B Contractor	The lead design-build contractor, whether a single entity or a joint venture, primarily responsible for the construction of the Project, which may be the same entity as the Lead Engineering Firm or Lead O&M Firm.
Lead Engineering Firm	The design professional, whether a single entity or a joint venture, primarily responsible for the design and engineering of the Project, which may be the same entity as the Lead D/B Contractor or Lead O&M Firm.
Lead O&M Firm	The operations and maintenance provider, whether a single entity or a joint venture, primarily responsible for the maintenance and operation of the Project, which may be the same entity as the Lead D/B Contractor or Lead Engineering Firm.
Major Team Members	The following team members: (i) the Lead Engineering Firm, (ii) the Lead D/B Contractor, and (iii) the Lead O&M Firm.
National Capital Service Area	The area within the District which includes the principal federal monuments, the White House, the Capitol Building, the United States Supreme Court Building, and the federal executive, legislative and judicial office buildings located adjacent to the National Mall and the Capitol Building, as described in Section 739(a) and (f) of the DC Home Rule Act.
Non-Regional Buses	A local transit facility passenger bus service, currently managed by WMATA on behalf of DDOT, which provides a network of fixed-route bus service solely within the District, separate and apart from DC Circulator.
North-South Line	A streetcar line comprised of three Streetcar Segments located on a north-south axis in the District as described in Part A 2.2.1.
Off-wire	Streetcar operations powered without use of an overhead catenary.
One City Line	A seven mile, east-west streetcar line comprised of three Streetcar Segments located on an east-west axis in the District as described in Part A, Section 2.2.1.
O&M Payments	Periodic scheduled payments to Developer as compensation for Developer's work operating and maintaining Phase 1.
Organizational Conflict of Interest	As described in Part A, Section 6.3.
Other Identified Team Member	Any other team member that is not a Major Team Member and that the Responding Team wishes to identify in its SOQ pursuant to Part B, Volume 1, Section 2.2.

Term	Definition
Other Personnel	Any other personnel playing a material role in a Responding Team that are not Key Personnel and that the Responding Team wishes to identify in its SOQ pursuant to Part B, Volume 1, Section 7.2.
Person	Any individual, corporation, partnership, joint venture, limited liability partnership, limited liability company, trust, joint stock company, unincorporated association or other entity or governmental authority.
Phase 1	The first stage of the IPT as described in Part A, Section 2.3.1.
Phase 2	The second stage of the IPT as described in Part A, Section 2.3.2 and to be further identified and developed.
Preferred Responding Team	A Responding Team selected by DDOT to finalize a DBOM Contract for award and execution.
Priority System	22-mile streetcar network that will build upon two Streetcar Segments currently under construction and be placed into revenue service as described in Part A, Section 2.2.1.
Priority System Streetcar Segment	A Streetcar Segment that forms part of the Priority System.
Project	The design, build, operation and maintenance of Phase 1 under the DBOM Contract
Proposal	A detailed proposal submitted by a Short-listed Responding Team in response to the RFP.
Regional Routes	Buses that are on major arterials that cross jurisdictional boundaries.
Request for Qualifications or RFQ	This request for qualifications, including all schedules and exhibits hereto and all documents, whether attached or incorporated by reference, utilized by DDOT for soliciting interested parties to apply for selection as a Short-listed Responding Team.
Responding Team	A team submitting an SOQ that includes the Lead D/B Contractor, Lead Engineering Firm and Lead O&M Firm.
Responding Team Affiliate	Has the meaning described in Part B, Volume 1, Section 8.2.
RFQ Procurement Contact	Means the Person specified in Part A, Section 3.6.1 or such other person as may be selected by DDOT from time to time and notified on the Website.
Streetcar Segments	A division, portion, or section of the IPT, as specified in Part A, Section 2.2.1.
Short-listed Responding Team	Each Responding Team selected by DDOT to respond to the RFP.
SOQ Due Date	The due date for SOQ submission as specified in Part A, Section 3.4.
Statement of Qualifications or SOQ	A qualification statement issued in response to this RFQ.
Transit Project	Any proposed or existing undertaking that facilitates public transportation utilizing local or regional multi-occupancy-vehicle passenger service.

Term	Definition
Transportation Project	Any proposed or existing undertaking that facilitates any mode of transportation.
Viewshed or Vistas	Area of land, water, or other environmental element that is visible to the human eye from a fixed vantage point.
Website	DDOT's website at www.ocp.dc.gov.
Washington Metropolitan Area Transit Authority	The regional transit authority, created by interstate compact between the District, State of Maryland and Commonwealth of Virginia for Metrorail, Metrobus and MetroAccess services in the national capital area.

ACRONYMS AND ABBREVIATIONS

Acronym	Meaning
AILS	Anacostia Initial Line Segment
CBE	Certified Business Enterprise
CFO	Chief Financial Officer
CMAQ	Congestion Mitigation and Air Quality Improvement
D/B	Design-Build
DBE	Disadvantaged Business Enterprises
DBFOM	Design-Build-Finance-Operate-Maintain
DBOM	Design-Build-Operate-Maintain
DC	District of Columbia
DCEPA	District of Columbia Environmental Policy Act
DDOT	District of Columbia Department of Transportation
EA	Environmental Assessment
EEO	Equal Employment Opportunity
FHWA	Federal Highway Administration
FTA	Federal Transit Administration
GAAP	Generally Accepted Accounting Principles
IFRS	International Financial Reporting Standards
IPT	Integrated Premium Transit
JBAB	Joint Base Anacostia Bolling
MWUCP	Metropolitan Washington Uniform Certification Program
NEPA	National Environmental Policy Act
O&M	Operations and Maintenance
PPRA	Procurement Practices Reform Act
RFP	Request for Proposals
RFQ	Request for Qualifications
ROW	Right of Way
SOQ	Statements of Qualifications
TSP	Training Services Provisions
USDOT	United States Department of Transportation
WMATA	Washington Metropolitan Area Transit Authority

PART A BACKGROUND AND INSTRUCTIONS

1 EXECUTIVE SUMMARY

The Integrated Premium Transit system (IPT) is an integrated transit system for the District of Columbia that includes the Streetcar Segments and Bus Components described below in Part A, Section 2.2. The District Department of Transportation (DDOT) is issuing this Request for Qualifications (RFQ) to identify entities capable of delivering the Design, Build, Operation and Maintenance of the IPT in its entirety in various stages as outlined in this RFQ.

2 DESCRIPTION OF OPPORTUNITY

2.1 The Opportunity

DDOT is pleased to present this RFQ to entities interested in submitting Statements of Qualification (SOQs) to design, build, operate and maintain transit facilities and related equipment and services for an integrated premium transit system as further described below. DDOT has concluded that accessing private-sector innovation through a DBOM Contract is a way to ensure cost-effective and expedited delivery of the IPT in the best interest of the District.

In choosing to deliver the IPT through a DBOM, DDOT seeks to achieve the following goals:

- Quality – delivery of safe, high quality, fully operational and integrated transportation system that provides a high quality, sustainable, customer experience for DDOT's patrons;
- Affordability – development of an IPT within DDOT's financial capability, that delivers realization of efficiencies and savings and containment of design, build, operations and maintenance costs;
- Competitive Environment – delivery of best value and best in class transportation through an open competitive selection process;
- Schedule – delivery of projects within or ahead of the DDOT's IPT Program schedule; and
- Innovation – delivery of innovation including alternative design and delivery concepts. DDOT is interested in such concepts in an effort to ensure maximum efficiency and value as well as integration of transit modes.

The IPT is being proposed to address transportation needs within the District and to support economic development. After final completion, the IPT will:

- Link neighborhoods with a modern, convenient and attractive transportation alternative;
- Provide quality service to attract and drive both increased and new transit ridership;
- Offer a broader range of transit options for District residents and tourists visiting the District;
- Reduce short inner-city auto trips, parking demand, traffic congestion, and air pollution; and
- Facilitate and encourage economic development and affordable housing options along streetcar corridors.

As part of the IPT Program, new transit facilities and services will be added and existing facilities and services will be modified to meet existing and forecasted ridership demands and economic growth within the District.

The IPT is expected to be developed in a number of "Phases" with each Phase being comprised of "Streetcar Segments" and "Bus Components", as described below. The specific limits of the IPT will be further specified in

the Request for Proposals (RFP) which will be issued to Short-listed Responding Teams. However, for purposes of this RFQ, the IPT should be considered to encompass, at a minimum, the Streetcar Segments of the Priority System and the Bus Components described in Part A, Section 2.2.

Based upon responses to the RFP, DDOT intends to select a single Short-listed Responding Team as Developer that is capable of:

- Designing, building, operating, and maintaining Phase 1 of the IPT. The selected Developer will develop, design, build, operate, and maintain Phase 1, which is ready for immediate development, through a DBOM Contract. For purposes of clarity, the DBOM contracting opportunity is described in more detail below in Section 2.3.1; and
- Operating and maintaining Phase 2 of the IPT. The selected Developer will operate and maintain the streetcar program associated with Phase 2, the design and construction of which will be procured separate from this DBOM contract. The selected Developer will operate and maintain the bus program associated with Phase 2, as described in more detail below in Section 2.3.2;

Key characteristics of the opportunity include:

- Strong public and local-government support. The IPT improvements will provide needed capacity to address significant transportation needs, provide significant travel time savings, and generate significant economic benefits for the region. There is a clear recognition of the need for the IPT and strong support among local governments and elected officials for rapid implementation.
- Funding. The District has identified and allocated local and Federal funding for Phase 1 of the IPT (i.e. the work to be carried out under the DBOM Contract).
- DDOT is advancing the planning and environmental reviews associated with the IPT. DDOT has completed substantial planning and environmental review efforts and has funded and scheduled additional efforts. See Part A, Section 2.6 for additional details on the status of planning/environmental efforts.

2.2 Integrated Premium Transit System Description

The IPT includes the Streetcar Segments and Bus Components needed for connectivity, mobility, and safety within the District. The IPT incorporates DC Streetcar and Bus Components along with related operations and facilities which presently are managed and operated separately through multiple partnerships. The IPT and the IPT Program will include the following:

- Design, construction, operation and maintenance of at least 22 miles of dual/single track streetcar fixed guideway, related electrical equipment and other related infrastructure (and potentially up to 15 additional miles of fixed track for a total of approximately 37 miles in future phases as envisioned in the "DC's Transit Future System Plan, Final Report" dated April 2010, as set forth at http://dc.gov/DC/DDOT/About+DDOT/Publications/DC+Transit+Future);
- Provision, operation and maintenance of a sufficient number of streetcars for the DC Streetcar system. DDOT currently projects approximately 62 vehicles for the Priority System providing 124 hours of operation per week with planned 10-minute headways. The projections includes the existing railcar fleet of 6 vehicles;
- The initial DC Streetcar operation in certain areas will be required to operate Off-wire to preserve historic and culturally significant Viewsheds and Vistas within the area known as the National Capital Service Area. DDOT anticipates Off-wire running distances of two to three

miles may be necessary to appropriately preserve these Viewsheds and Vistas. Longer term, the District envisions and intends to transition to a completely Off-wire solution;

- Design, construction, equipment, operation, and maintenance of necessary maintenance and storage facilities for DC Streetcar. The Developer may utilize the existing facilities, including the car barn and training center at Spingarn, the South Capitol Street car barn and commissioning facility and the related lead track connections and access roads;
- Provision and operation of sufficient buses to deliver the "Bus Components" of the IPT (as described below); and
- Design, construction, equipment, operation and maintenance of necessary bus maintenance and storage facilities.

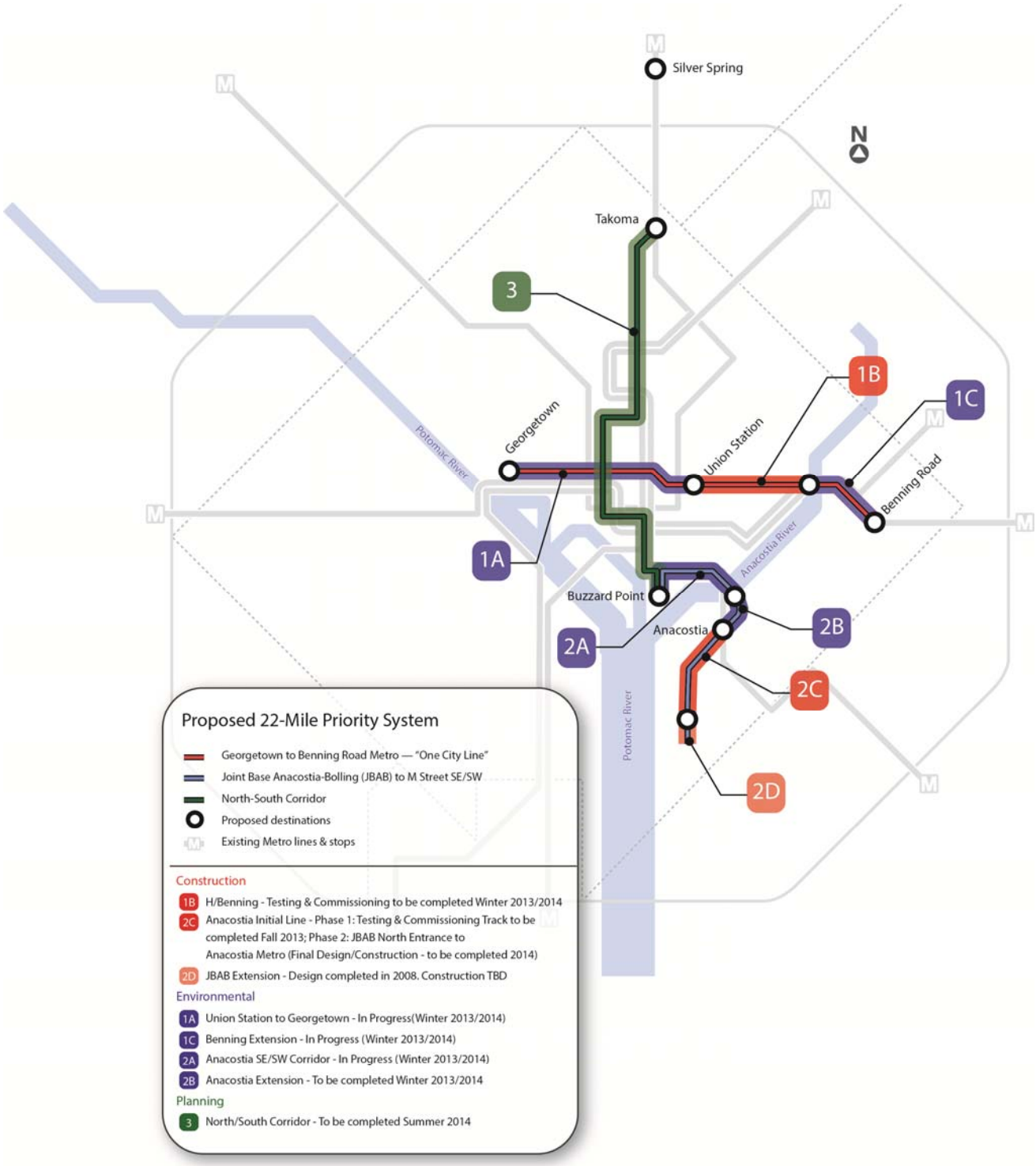
2.2.1 Streetcar Segments

The Streetcar Segments of the IPT include the 22-mile Priority System identified by DDOT. The Priority System forms part of the District's longer term vision for a 37-mile streetcar network as articulated in the "DC's Transit Future System Plan, Final Report" dated April 2010 (Responding Teams should refer to http://dc.gov/DC/DDOT/About+DDOT/Publications/DC+Transit+Future for further information). This 22-mile Priority System will expand upon two Streetcar Segments (H/Benning and AILS, see below) currently under construction and which will be operated and maintained under the DBOM Contract. While many of the elements of the 22-mile Priority System closely match the 37-mile vision, some alterations to routes may ultimately be included in the IPT.

The 22-mile Priority System comprises the Streetcar Segments illustrated in Figure 2.1. The descriptions below are intended to be general in nature. Some alignment details may change during the ongoing planning and environmental review process.

1. One City Line: An approximately seven-mile East-West line that will provide much needed connection between the east and west areas of the District and comprised of the following Streetcar Segments:
   a. Segment 1A (Union Station to Georgetown): An extension west from Union Station to Georgetown along H Street and K Street NW;
   b. Segment 1B (H/Benning): The initial H/Benning line currently under construction including a car barn/yard and maintenance facility; and
   c. Segment 1C (Benning Extension): An extension east along Benning Road to the Minnesota Avenue and Benning Road Metro Stations.
2. Anacostia SE/SW Corridor: A line linking the southwest of the District (M Street SE/SW to Anacostia) including the following Streetcar Segments:
   a. Segment 2A (M Street SE/SW Extension): An extension across the 11th Street local bridge west along M Street SE/SW and Maine Avenue SW, with a spur to Buzzard's Point;
   b. Segment 2B (Anacostia Extension): A connection through historic Anacostia, from the Anacostia Metro Station to the 11th Street bridge;
   c. Segment 2C (Anacostia Initial Line Segment (AILS)): The Anacostia Initial Line Segment under construction, from Anacostia Metro Station to the South Capitol Street car barn including the testing, commissioning and maintenance facilities; and
   d. Segment 2D (Joint Base Anacostia Bolling (JBAB) Extension): A connection from AILS to Joint Base Anacostia Bolling.
3. North-South Line: A line extending from the southwest waterfront on Buzzard Point north along 7th Street, 14th Street, and Georgia Avenue to the Takoma Metro Station.

Figure 2.1 22-Mile Priority System



For additional general Project related reference materials, interested Persons should refer to www.dcstreetcar.com/projects.

The corridors that comprise the IPT were chosen due to their anticipated performance in achieving the overall goals outlined in *DC's Transit Future System Plan*. From an access and mobility standpoint, the chosen corridors provide key links between highly developed activity centers in the District and areas that currently do not have direct fixed guideway links to such centers. The IPT will also provide links that complement Metrorail service by providing overlapping service in order to relieve current bottlenecks and provide alternate links between Metro corridors. These new links will serve to enhance performance by adding capacity and providing a mode alternative for local trips within the District. The Priority System will also provide links between developed activity centers and priority economic development areas. By linking these economic development areas to current trip demand generating areas of the District, the Priority System will enhance these economic development areas by making them more attractive locations to live, work and play. Finally, by introducing streetcar technology to corridors which are currently heavily subscribed with other transportation modes, the Priority System is anticipated to shift users onto a potentially cleaner and more sustainable transit alternative.

Revenue service on the 22-mile Priority System is expected to be provided during the following hours:

- Monday through Thursday, 6:00 AM to 12:00 AM (midnight);
- Friday, 6:00 AM to 2:00 AM;
- Saturday, 8:00 AM to 2:00 AM; and
- Sundays and holidays, 8:00 AM to 10:00 PM.

DDOT anticipates service will be provided with 10-minute headways.

2.2.2 Bus Components

The IPT is expected to include two "Bus Components": DC Circulator services and other Non-Regional Bus services within the District currently operated by the Washington Metropolitan Area Transit Authority (WMATA). The ultimate aim of the IPT Program is to combine and coordinate these Bus Components with the DC Streetcar system and other elements of the IPT, resulting in an integrated premium transit system within DC.

2.2.2.1 DC Circulator Bus Component

The scope of the Bus Components of the IPT Program includes performing on-going bus operations and maintenance associated with the DC Circulator system for the five current routes and the planned route on the National Mall, which is expected to become operational prior to selection of the Preferred Responding Team, (as set forth in the DC Circulator Transit Development Plan, defined below). The six routes and service levels for the five existing routes are illustrated in Figure 2.2 and Table 2.1, respectively. The planned National Mall route is expected to attract approximately 3 million riders annually. Additionally, the scope will include accommodation of future planned growth, as identified in the DC Circulator Transit Development Plan that DDOT completed in April 2011 (the DC Circulator Transit Development Plan), which will be described in more detail in the RFP documentation. The IPT Program will include measures for fleet augmentation, vehicle replacement and other capital purchases as required.

The DC Circulator bus system commenced service in 2005, and has grown from an initial two routes to a more extensive network of five routes as shown in Figure 2.2. The DC Circulator is known for its brand, including:

- Distinctive, comfortable buses;
- High-frequency service (10-minute headways during all hours of operation);
- Easy to understand routes; and
- Simple, affordable fare structure.

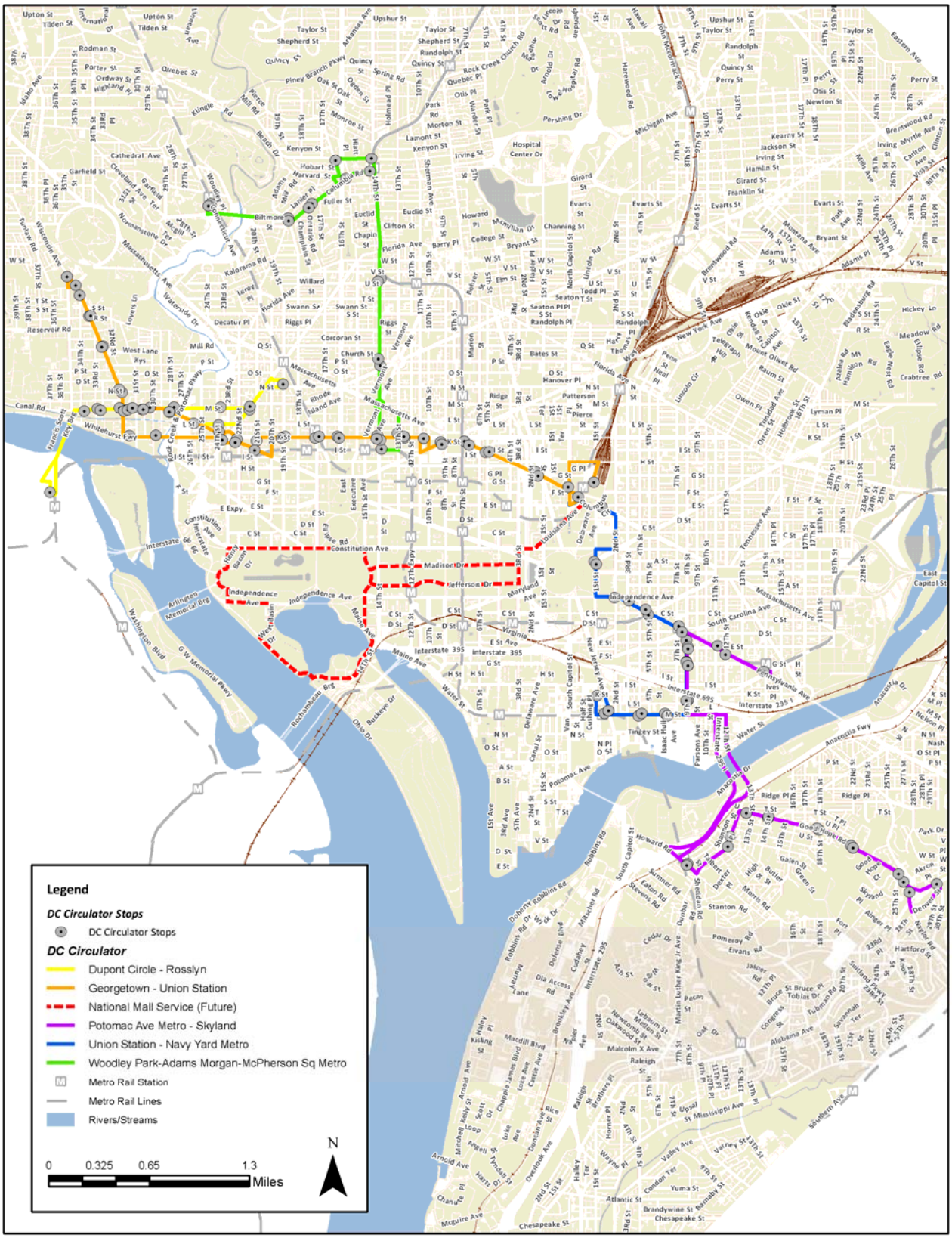
In 2011, DC Circulator provided more than 5.77 million trips and over 180,000 annual revenue hours of service; with a fleet of 49 buses. DC Circulator is the fourth largest bus system in the region in terms of ridership. This success has led to increased demand for additional DC Circulator service, which the DC Circulator Transit Development Plan considers in outlining the projected service needs for the next 10 years. DDOT recognizes that there may be some overlap in service between DC Circulator and DC Streetcar along certain of the planned corridors. DDOT anticipates an in-depth ridership study will be performed as part of the DBOM activities before implementing any potential service changes to DC Circulator operations due to the introduction of DC Streetcar. The DC Circulator Transit Development Plan anticipates an additional 102 peak vehicles and 557,163 annual revenue hours of service in its FY 2012 – FY 2020 service expansion plan. The current route network is shown in Figure 2.2. For further information, refer to www.dccirculator.com.

Table 2.1 DC Circulator Bus Routes

Route	Service Days	Annual Revenue Hours	Daily Riders
Georgetown – Union Station	W, Sa, Su	73,086	6,068
Woodley Pk – Adams Morgan – McPherson Sq. Metro	W, Sa, Su	37,123	4,591
Union Station – Navy Yard	W, (W, Sa summers)	24,270	1,639
Dupont Cir – Georgetown – Rosslyn	W, Sa, Su	25,687	2,418
Potomoc ave Metro Skyland via Barracks Row	W, (W, Sa summers)	23,058	1,377
TOTAL DC CIRCULATOR		183,224	16,092

April 2012-Mar 2013

Figure 2.2 DC Circulator Bus Routes



2.2.2.2 Non-Regional Bus Component

The scope of the IPT Program is expected to include performing on-going bus operations and maintenance associated with the services currently operated as the WMATA Non-Regional Bus network noted in Table 2.2.

WMATA's bus services are categorized as "regional routes" (i.e., generally those on major arterials that cross jurisdictional boundaries) and "non-regional routes" (i.e., those contained within the District and not subsidized by other jurisdictions). The non-regional routes provide a local circulation function, as compared to regional trips. The 20 WMATA routes classified as non-regional routes, provide approximately 400,000 hours of service (refer to: http://www.wmata.com/about_metro/docs/2012_Budget_Book_20110921.pdf). The IPT Program is expected to include non-regional routes only.

Table 2.2 Non-Regional Bus Routes

DC ROUTES	LINE NAME	Service Days	Projected Annual Platform Hours	FY 2012 Weekday Riders
B8, 9	FORT LINCOLN SHUTTLE	W (Sat, Hol)	6,225	539
D2	GLOVER PARK-DUPONT CIRCLE	W, Sa, Su	18,173	1,832
D4	IVY CITY-FRANKLIN SQUARE	W, Sa, Su	18,284	1,150
D8	HOSPITAL CENTER	W, Sa, Su	39,955	4,406
E6	CHEVY CHASE	W (Sat, Hol)	5,804	450
H6	BROOKLAND-FORT LINCOLN LOOP	W, Sa, Su	19,278	1,363
H8, 9	PARK RD-BROOKLAND	W, Sa, Su	31,439	3,712
K2	TAKOMA-FORT TROTTEN	W (Sat, Hol)	4,048	347
M2	FAIRFAX VILLAGE-NAYLOR ROAD	W (Sat, Hol)	1,842	124
M4	NEBRASKA AVE	W, Sa, Su	10,278	1,045
M6	FAIRFAX VILLAGE	W, Sa, Su	14,462	1,681
M8, 9	CONGRESS HEIGHTS SHUTTLE	W (Sat, Hol)	7,752	863
P6	ANACOSTIA-ECKLINGTON	W, Sa, Su	42,814	2,672
U4	SHERIFF RD-RIVER TERRACE	W, Sa, Su	11,945	1,169
U5, 6	MAYFAIR-MARSHALL HEIGHTS	W, Sa, Su	28,557	3,323
U8	CAPITOL HEIGHTS-BENNING HEIGHTS	W, Sa, Su	34,873	5,144
W2, 3	UNITED MEDICAL CENTER-ANACOSTIA	W, Sa, Su	37,136	2,529
W6, 8	GARFIELD-ANACOSTIA LOOP	W, Sa, Su	29,089	2,170
X8	MARYLAND AVE	W, Sa, Su	8,670	1,157
SCHOOL	VARIOUS	W	6,419	
TOTAL DC NON-REGIONAL			377,043	35,676

Source: FY2013 Approved Budget

*Adjustments to projected service hours of that fiscal year.

Additional information is available at www.wmata.com.

2.3 Approach to Proposed Contracting Opportunity

DDOT intends, through this procurement, to enter into a DBOM Contract that includes the DBOM opportunity for Phase 1 (see Part A, Section 2.3.1 below) as well as a DBOM expanded opportunity for Phase 2 that includes the operations and maintenance of Phase 2 and, potentially, additional future phases of the IPT(see Part A, Section 2.3.2 below).

DDOT is adopting a multi-phase approach for the IPT because the Streetcar Segments and Bus Components have different schedules for receipt of planning and environmental clearances and, consequently will be ready for development at different times. For purposes of clarity, these contracting opportunities are described separately below.

2.3.1 The DBOM Opportunity (Phase 1)

The DBOM Contract will be an agreement between DDOT and the Developer obliging the Developer to design, build, operate, and maintain certain Streetcar Segments and Bus Components and granting the Developer the exclusive right and obligation to operate and maintain the Phase 1 assets for a fixed period. The term of the DBOM Contract will be further described in the RFP, but the DBOM Contract is expected to be a long-term agreement of up to 30 years, subject to certain termination options. The DBOM Contract will, among other things, specify standards relating to the design, construction, operation, maintenance and safety of the Phase 1 assets that the Developer will be required to meet.

2.3.1.1 Overall Program

DDOT anticipates that the improvements and services to be completed and rendered by the Developer under the DBOM Contract with respect to Phase 1 will include:

2.3.1.2 Phase 1 Streetcar Segments

- Design and build of the following Streetcar Segments:
  - One City Line – Segment 1A (Georgetown to Union Station)
  - One City Line – Segment 1C (Benning Extension)
  - Anacostia SE/SW Corridor – Segment 2A (M Street SE/SW Extension)
- Operation and maintenance of the following Streetcar Segments (currently being constructed by DDOT) beginning shortly after execution of the DBOM Contract:
  - One City Line – Segment 1B (H/Benning)
  - Anacostia SE/SW Corridor – Segment 2B (Anacostia Extension)
  - Anacostia SE/SW Corridor – Segment 2C (AILS)
- Operation and maintenance of the following Streetcar Segments when they are placed into revenue service:
  - One City Line – Segment 1A (Georgetown to Union Station)
  - One City Line – Segment 1C (Benning Extension)
  - Anacostia SE/SW Corridor – Segment 2A (M Street SE/SW Extension)
- Operation and maintenance of six streetcar vehicles owned by the District, as well as the three additional cars that will be procured prior to NTP;
- Procurement of any additional streetcar vehicles required to operate the above streetcar services;
- Operation and maintenance of existing 2-car barn and training center including the lead track connections, and access roads;
- Design, construction, equipping, operation and maintenance of streetcar maintenance and storage facilities required for the operations, storage and maintenance of the streetcar vehicles and related transportation services; and

- All operation and maintenance services for the above.

2.3.1.3 Phase 1 Bus Components

- Procurement of (via acquisition and/or lease), operation and maintenance of DC Circulator buses, including any additional bus vehicles required to operate the DC Circulator bus system;
- Design, construction, operation and maintenance of any bus maintenance and storage facilities required for the operations, storage and maintenance of the DC Circulator bus vehicles and related transportation services; and
- Accommodation of future planned growth as identified in the DC Circulator Transit Development Plan, including fleet augmentation, vehicle replacement and other capital purchases as required.
- Analysis of the potential conversion of some or all of the Non-Regional Bus service to a single brand DC Circulator service, including bus fleet, fare collection, route identifications, bus stops, etc.;

2.3.2 The DBOM Expanded Opportunity (Phase 2)

2.3.2.1 Overall Program

DDOT anticipates expanding the DBOM Contract to include the Phase 2 operations and maintenance of the Phase 2 Streetcar Segments and Bus Components, likely using the pricing mechanism to be established in the DBOM for Phase 1 services.

DDOT anticipates procuring the design and construction of the Phase 2 Streetcar Segment 2D and Segment 3 in a separate procurement. DDOT will be responsible for obtaining the environmental approvals and preparing the preliminary design, which will be used as the design basis for this work. DDOT intends the IPT Developer to be eligible to pursue this Phase 2 Streetcar design and construction.

2.3.2.2 Phase 2 Streetcar Segments

- Operation and maintenance of the following Streetcar Segments when they are placed into revenue service:
    - Anacostia SE/SW Corridor – Segment 2D (JBAB)
    - North-South Line – Segment 3 (Note, Segment 3 may be further subdivided as environmental clearance is obtained.)
- Procurement of any streetcar vehicles required to operate the above Streetcar Segments;
- Design, construction, operation and maintenance of all streetcar maintenance and storage facilities required for the operations, storage and maintenance of the streetcar vehicles and related transportation services; and
- All operations and maintenance services for the above.

2.3.2.3 Phase 2 Bus Components

- Operation and maintenance of some or all of the Non-Regional Bus Component described in Part A, Section 2.2.2.2;
- Design, construction, operation and maintenance of all facilities required for the operations, storage and maintenance of the bus vehicles and related transportation services; and
- All operations and maintenance services for the above.

2.4 Streetcar Vehicles

DDOT intends that the acquisition of light rail vehicles and their required long-term maintenance and refurbishment will be the Developer's responsibility. To ensure best value for the District, one of the goals for this procurement is to promote appropriate competition among vehicle suppliers. While the DDOT recognizes that there may be benefits in permitting exclusivity arrangements between Responding Teams and vehicle suppliers during the RFP phase, allowing vehicle suppliers to be exclusive to a Responding Team at the RFQ stage may reduce competition to the detriment of the District. Therefore, DDOT will not permit exclusivity arrangements between a vehicle supplier and a Responding Team for the provision of vehicles at the RFQ stage and qualifications of any proposed vehicle suppliers will not be taken into account in the SOQ evaluation process. This approach will maximize competition among the limited number of vehicle suppliers until after the Responding Teams are shortlisted.

Short-listed Responding Teams will be required to identify, and submit to DDOT for approval, at least one entity that will be primarily responsible for the supply of light rail vehicles, including any ancillary equipment and any light rail vehicle replacements or additions, for the Project as part of such Short-listed Responding Team. Additional information relating to the process for approval, evaluation and scope of work of the vehicle supplier will be set forth in the RFP.

DDOT recognizes that some vehicle suppliers also perform functions other than providing vehicles, such as system integration, operations, and/or maintenance activities. Therefore, at the RFQ phase, a vehicle supplier is permitted to be identified and participate as a member of a Responding Team for functions other than providing vehicles.

2.5 Project Planning and Environmental Status

DDOT is performing transit planning and environmental reviews under the District of Columbia Environmental Policy Act (DCEPA) and/or the National Environmental Policy Act (NEPA), as applicable, for each Priority System Streetcar Segment, in conjunction with the preliminary design efforts. In general, a planning, feasibility or alternatives analysis study is followed by an environmental assessment (EA) in accordance with DCEPA and/or NEPA as appropriate. (See Figure 2.1 for illustration map of line location). The current status for the Priority System Streetcar Segments is summarized in Table 2.3:

Table 2.3 Streetcar Environmental Status

Line/Segment	Current Status	Next Action	In Progress
One City Line - Georgetown Waterfront to Benning Road			
Segment 1A: Union Station-Georgetown	Alternatives Analysis Complete	Environmental Assessment (EA)	Winter 2013/2014
Segment 1B: H/Benning (under construction)	DC EISF Complete* - Testing and Commissioning	Revenue Service	Spring 2014
Segment 1C: Benning Extension	Planning Study Complete	EA	Winter 2013/2014
Anacostia SE/SW Corridor			
Segment 2A: M Street SE/SW Extension	Planning Study Complete	EA	Winter 2013/2014
Segment 2B: Anacostia Extension	EA in progress	Preliminary Engineering	TBD
Segment 2C: AILS (under construction)	DC EISF in progress – Testing and Commissioning	Revenue Service	Fall 2014
Segment 2D: JBAB Extension	Design Completed	Construction	TBD
North-South Line (Buzzard Point to Takoma/Silver Spring)			
Segment 3	Planning Study	EA	TBD

*District of Columbia Environmental Impact Screening Form

2.6 Funding Sources

The IPT Program will utilize both District and Federal funds. DDOT is preparing the financial plan for Phase 1, based upon a Design-Build-Operate and Maintain delivery structure, which will include D/B Payments in respect of the works and periodic scheduled payments for operation and maintenance.

In the FY2013 to FY2018 Capital Improvement Plan, the District approved $196 million for the IPT Program. The FY2014 to FY2019 Capital Improvement Plan presented by the Mayor in April 2013 increased the District's capital funding for the IPT Program by an additional $204 million, to a total of $400 million. Additionally, the Mayor's FY2014 Budget, passed by Council in June, establishes a "Pay-as-you-go Capital Account", which will be funded with 25% of the District's incremental local funds revenues in excess of the base year (FY2016). The funds in the Pay-as-you-go Capital Account have been legislatively dedicated to DC Streetcar until the construction of the DC Streetcar system is complete. Note that District contributions are subject to appropriation in accordance with the District's annual budgeting and appropriations process.

For information purposes, DDOT has identified the following potential funding sources for the IPT Program:

- Ongoing District appropriations for operation and maintenance expenses;
- Certain Federal program funds such as FHWA, CMAQ, National Park Service, FTA Urbanized Area and State of Good Repair formula funds; and
- IPT generated revenues, including streetcar and bus farebox, advertising and ancillary revenues.

2.7 Real Estate and "Right-of-Way" (ROW) Acquisition (if necessary)

2.7.1 Linear Public Space (ROW)

DDOT anticipates most of the Streetcar Segments of the IPT will operate in the public space under the jurisdiction of DDOT, but the IPT may require the acquisition of new right-of-way (ROW). DDOT intends to retain responsibility for any ROW acquisition it determines is necessary for completion of the IPT. Further details will be set forth in the RFP.

2.7.2 Land for Facilities

DDOT may assist the Developer in siting any necessary bus or streetcar maintenance and storage facilities or other facilities, potentially including the use of the District's eminent domain powers. Further details shall be provided in the RFP.

2.8 DDOT Technical Requirements, Utility Investigation and Relocation, Railroad Coordination and Fare Collection System

2.8.1 Technical Requirements

Project-specific technical requirements will be provided in the final RFP. A draft RFP will be issued to Short-listed Responding Teams for industry review and input.

The RFP may permit Responding Teams to propose, for DDOT consideration, alternative technical concepts, exceptions, and deviations from certain of these standards. The alternative technical concept process, including any constraints or parameters on potential submissions, shall be set forth in the RFP. All requests for deviations shall follow the requirements set forth in the RFP.

2.8.2 Utility Investigation and Relocation

DDOT expects the Developer to be responsible for performing or causing necessary utility relocations/adjustments to be performed in accordance with a relocation/adjustment plan and for the costs

associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs.

2.8.3 Fare Collection System and Integration

Design and installation of the fare collection system for the Streetcar Segments and the Bus Components of the IPT will be included in the Developer's scope of work. The Developer will be required to coordinate system design and fare collection operations to be interoperable with WMATA and the existing DC Circulator system.

It is anticipated that the fare system will be a 100% electronic system. The RFP will establish the fare collection system requirements, including fare policy, fare rate regulations and methodology, interoperability requirements and business rules.

2.8.4 Other Due Diligence Activities

DDOT is currently assessing what, if any, additional site and due diligence information will be provided during the RFP process.

2.9 Additional DBOM Contract Requirements

2.9.1 Federal Requirements

Responding Teams are advised that the RFP will be drafted based on the assumption that the IPT and the IPT Program will remain eligible for federal-aid funds. Accordingly, the procurement documents and DBOM Contract will conform to requirements of applicable federal law and USDOT regulations, including, without limitation, Buy America requirements, Title VI of the Civil Rights Act of 1964, as amended, regarding Equal Employment Opportunity (EEO) and Title 49 Code of Federal Regulations Part 26, as amended, regarding Disadvantaged Business Enterprises (DBEs). DDOT reserves the right to modify the procurement process described herein to address any concerns, conditions, or requirements of USDOT. Responding Teams shall be notified of any such modifications as provided in Part A, Section 3.6.

2.9.2 DBE Requirements

DDOT must ensure that Disadvantaged Business Enterprises (DBEs) as defined in 49 CFR § 26, as amended, have the maximum opportunity to participate in federally-funded design/construction projects. The DBE participation goal for this procurement is identified as 25%. Responding Teams are encouraged to actively and aggressively take all necessary and reasonable steps to ensure that DBEs have every opportunity to compete for and perform services on this Project. It is each Responding Team's responsibility to seek out DBEs as potential subcontractors and to select those portions of the work or material needs consistent with available DBE subcontractors and suppliers so as to facilitate DBE participation. Any exclusivity agreement between a Responding Team and a DBE is prohibited.

Should you require assistance to seek-out DBEs please contact:

Endrea Frazier
DBE Compliance
DC Streetcar
100 M Street, SE, Suite 305
Washington, DC 20003
E-mail: endrea.frazier@legiondesign.com
Phone: (202) 365-8686

In the event a Short-listed Responding Team has determined that it is unable to meet the DBE goals set for this procurement, that Short-listed Responding Team shall provide complete information and documentation regarding its "good faith efforts" towards achieving the DBE goal (49 CFR §26.53(b.2)). Additional details regarding what constitutes "good faith efforts" and what documentation shall be provided to demonstrate "good faith efforts" will be included in the RFP.

If a firm is not DBE certified, the firm must become certified with the Metropolitan Washington Uniform Certification Program (MWUCP) prior to the Proposal submission date to be set forth in the RFP. Any firm that is currently certified in its home state as a DBE and wishes to apply for certification as a DBE with the MWUCP should contact the DDOT Office of Civil Rights.

If a firm is not currently certified as a DBE, the firm must complete a Uniform Certification Application and provide all supporting documents. These documents can be retrieved at the following website; http://ddot.dc.gov/node/540802.

For additional information contact:

Linda A. Fennell, MPP, CAAP
District Department of Transportation
Business Opportunity and Workforce Development Center
2311 Martin Luther King, Jr. Avenue, SE
Washington, DC 20020
Phone: (202) 645-8620

2.9.3 Training Services Provision

In accordance with 23 CFR, Appendix B to Subpart A, Part 230, as amended, and as part of the Developer's equal employment opportunity affirmative action program, DDOT requires that Training Services Provisions (TSP)/Employee Training Requirements shall be provided as follows:

- The Developer shall provide on-the-job training aimed at developing full Journeymen in the type of trade or job classification involved.
    - The Developer will enter into an approved Apprenticeship Program as defined and overseen by the District of Columbia Department of Employment Services. Details may found at http://does.dc.gov/
- The number of trainees to be trained under the TSP is anticipated to be 100. The final number of trainees will be determined by the DDOT Office of Civil Rights and indicated in the RFP.
- In the event the Developer subcontracts a portion of the DBOM work, it shall determine how many, if any, of the trainees are to be trained by the subcontractor, provided however, that the Developer shall retain the primary responsibility for meeting the training requirements of the TSP. The Developer shall also ensure that the TSP is made applicable to such subcontractor.
- When feasible, twenty-five percent (25%) of apprentices or trainees in each occupation shall be in their first year of apprenticeship of training.
- Training and upgrading of minorities and women toward Journeyman status is a primary objective of the TSP. Accordingly, the Developer shall make every effort to enroll minority and women trainees to the extent that such persons are available within a reasonable area of recruitment.

- Responding Teams are encouraged to actively and aggressively take all necessary and reasonable steps to ensure the TSP goal is met or exceeded for this Project.
- In the event a Short-listed Responding Team has determined that it is unable to meet the trainee/apprenticeship goal set for this Project, that Short-listed Responding Team shall provide complete information and documentation regarding its "good faith efforts" towards achieving the trainee/apprenticeship goal. Additional details regarding what constitutes "good faith efforts" and what documentation shall be provided to demonstrate "good faith efforts" will be included in the RFP

.

3 DESCRIPTION OF PROCUREMENT PROCESS

3.1 Statutory Authority

DDOT is issuing this RFQ in accordance with the provisions of the Procurement Practices Reform Act of 2010 (the PPRA found at http://ocp.dc.gov/publication/procurement-practices-reform-act-2010, the District of Columbia Municipal Regulations found at http://ocp.dc.gov/external-link/27-dcmr and other applicable provisions of law. DDOT is the agency of the District exercising governmental functions for this Project.

3.2 Overall Process

The procurement involves a two-stage process: This RFQ followed by an RFP.

DDOT will evaluate, in accordance with criteria outlined herein, the SOQs it receives in response to this RFQ and expects to short-list up to four (4) qualified Responding Teams for the opportunity to receive and respond to the RFP.

If only one responsive SOQ is received, DDOT may either (a) proceed with the procurement and request a Proposal from the sole Short-listed Responding Team or (b) terminate this procurement.

Following the selection of the Short-listed Responding Teams, DDOT anticipates releasing a draft RFP for industry review (by Short-listed Responding Teams). Following receipt of written comments, DDOT may schedule one-on-one or group meetings to discuss issues and comments identified by the Short-listed Responding Teams. Specific details concerning the industry review process will be made available to the Short-listed Responding Teams following the announcement of the Short-List.

The industry review process will include disclosure of materials and communications with DDOT that are confidential and Short-listed Responding Teams will be required to execute a confidentiality agreement, the form of which will be provided following short-listing.

After consideration of industry input, DDOT intends to issue a final RFP to the Short-listed Responding Teams.

Following receipt and evaluation of Proposals, DDOT may, in its discretion, select a Preferred Responding Team, based on the evaluation criteria set forth in the RFP, to finalize a DBOM Contract for award and execution. The DDOT reserves the right to carry out further short listing of Responding Teams following the issuance of the RFP and to issue, in its sole discretion, a request for "best and final offers" from such further Short-listed Responding Teams.

3.3 Payment for Work Product

Subject to the limitations of the PPRA and any other applicable law, DDOT expects to offer to pay a stipend of up to $1,000,000 to each unsuccessful Short-listed Responding Team that submits a Proposal in response to the RFP that complies with the requirements of the RFP, which amount is in no way intended to compensate such unsuccessful Short-listed Responding Team for the total cost of preparing a detailed Proposal. Payment shall be provided in return for the transfer and assignment to DDOT of certain rights to intellectual property, ideas, techniques, concepts, and approaches included in the unsuccessful Short-listed Responding Team's Proposal. Additionally, short-listed Responding Teams may be entitled to a portion of the stipend in the event of Project cancellation prior to the execution of the DBOM Contract, but in no event prior to issuance of an RFP. As with the stipend for unsuccessful bidders, payment shall be provided in return for the transfer and assignment to DDOT of certain rights to intellectual property, ideas, techniques, concepts, and approaches included in any Responding Team's work product.

Specific provisions regarding the amount and payment of the stipulated amount shall be included in the RFP.

No payment shall be made in connection with this RFQ.

3.4 Procurement Schedule

DDOT anticipates carrying out the procurement of Phase 1 in accordance with the following schedule:

Table 3.1 RFQ Schedule

EVENT	DATE
IPT Request for Qualifications (RFQ) issued	January 31, 2014
Pre-SOQ Workshop	February 18, 2014 1:30 p.m.
Deadline for questions and requests for clarification relating to the RFQ	March 7, 2014 2:00 p.m. (local time)
Deadline for issuance of last RFQ addendum	March 28, 2014
Deadline for questions and requests for clarification relating to amendment documents	Three days after the date of issuance of the RFQ amendment (but no later than the SOQ Due Date), 2:00 p.m. (local time)
SOQ Due Date	April 11, 2014 2:00 p.m. (local time)
Anticipated announcement of Short-Listed Responding Teams	May 6, 2014
Issue Draft RFP for Industry Review	May 6, 2014

The schedule is subject to modification at the sole discretion of DDOT

3.5 Pre-SOQ Workshop

DDOT intends to hold a pre-SOQ workshop in Washington, DC at 1:30 p.m. on February 18, 2014 at Old Council Chambers, 441 4th Street NW, First Floor, Washington, DC 20001. DDOT will provide notification of the workshop date, time and location on www.ocp.dc.gov and www.dcstreetcar.com. Attendance at this workshop is not mandatory and interested parties shall remain eligible to submit an SOQ if they do not attend the workshop. Those planning on attending the workshop are encouraged to make arrangements as soon as possible to ensure travel and accommodation availability. All costs incurred by a Responding Team in attending any such workshop shall be solely for the account of such Responding Team and will not be reimbursed by DDOT. To accommodate interested parties unable to attend the pre-SOQ workshop in person, DDOT intends, but shall not be obligated, to record the pre-SOQ workshop and make it accessible via webcast. Responding Teams who do not attend or view the pre-SOQ workshop shall be deemed to have waived any and all right of protest they may have on the basis of not having received information provided in the pre-SOQ workshop.

3.6 Designated Project Representative; Questions and Requests for Clarification; Addenda

3.6.1 RFQ Procurement Contact

In order to facilitate receipt, processing, and response, Responding Teams must submit all questions and requests for clarification in writing to the RFQ Procurement Contacts as follows:

District of Columbia Department of Transportation

Name:	William (Pete) Teague DDOT Resource Allocation & Contract Officer
Additional Copy to:	Jeralyn Johnson DDOT Contract Specialist
Address:	Office of Contracting DDOT/ Office of Contracting and Procurement 7th Floor 55 M Street, SE Washington, DC 20003
Email:	ddot-ipt@dcstreetcar.com

Responding Teams are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project.

3.6.2 Questions and Requests for Clarification

No telephone or oral requests will be considered. Contact with District employees other than the above mentioned RFQ Procurement Contact will disqualify Responding Teams from further consideration. Questions may be submitted only by the Responding Team's Authorized Representative, and must include the requestor's name, address, telephone and facsimile numbers together with the name of the Responding Team he/she represents.

Questions and comments, including requests for clarification or interpretation, shall: (i) be sequentially numbered; (ii) specifically reference the relevant RFQ section and page number, unless such request is of general application (in which case the request for clarification shall so note); and (iii) not disclose the Responding Team's identity in the body of the question.

DDOT will provide responses to Responding Teams' clarification requests and comments within a reasonable time following receipt, subject to the cut-off date for submission of questions set forth in Part A, Section 3.4 above. DDOT intends to post responses to all questions and requests for clarifications on the following websites: www.ocp.dc.gov (the Website) and www.dcstreetcar.com.

DDOT may also create and answer questions independent of the Responding Teams. DDOT contemplates issuing multiple sets of responses at different times during the RFQ process.

Unless otherwise stated by DDOT, the last date for submitting questions and comments on this RFQ shall be the date specified in Part A, Section 3.4.

DDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date and will post any addenda at the following Websites: www.ocp.dc.gov AND www.dcstreetcar.com. In issuing an addendum shortly before the SOQ Due Date, DDOT shall consider and determine, in its sole discretion, whether an extension of the SOQ Due Date is warranted.

Responding Teams should monitor the Websites for information concerning this procurement and will be required to acknowledge in their transmittal letter (Form A) that they had access to all relevant materials posted thereon.

4 SOQ CONTENT AND SUBMITTAL REQUIREMENTS

4.1 General

The RFQ stage of the procurement process is intended to enable Responding Teams to demonstrate their qualifications to implement the Project. Responding Teams should include information which demonstrates the experience and qualifications required by this RFQ.

SOQs submitted in response to this RFQ shall provide enough information about the requested items so as to allow DDOT to evaluate, competitively rank and score the Responding Teams based on the criteria set forth herein. However, Responding Teams are not required to submit Project-specific design or engineering recommendations as part of the SOQ.

DDOT reserves the right to conduct an independent review of any information included in the SOQ by contacting project references, contacting independent parties, using public information, or other means. DDOT also reserves the right to request additional information or seek clarification from a Responding Team to aid in the evaluation of that Responding Team's SOQ.

SOQs shall be submitted exclusively in the English language inclusive of English (non-metric) units of measure, and cost terms in United States of America dollar denominations rounded to the nearest dollar.

4.2 Format

Each Responding Team shall submit one (1) original and eight (8) copies (for a total of 9 hard copies) of its SOQ Volume 1 and one (1) original and two (2) copies (for a total of 3 hard copies) of its SOQ Volume 2 in loose-leaf three ring binders as set forth in Part B. The submittal shall be contained in sealed containers. The original must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 8/3 on its spine. The Responding Team's name and the volume number must also be clearly marked on the spine. In addition to the hard copy volumes, each Responding Team must submit one (1) digital copy (CD/DVD or USB flash drive) of their SOQ submittal containing an electronic copy of the SOQ in pdf format, searchable to the extent feasible.

Submittals must be prepared on 8-1/2" x 11" sized white paper. Volume 1 (as described in Part B) shall have all pages sequentially numbered and shall not exceed 60 pages (exclusive of the cover, dividers, the transmittal letter (Form A), the Table of Contents, the Confidential Contents Index, the Executive Summary and Appendices A through E (as described in Part B, Volume 1, Sections 4-8)). Double-sided printing is encouraged. Each printed side shall be considered one page. The font size in Volume 1 shall be no smaller than twelve-point, provided the font in tables in Volume 1 (including Form D-1, Form D-2 and Form E) may be ten-point provided that the tables are legible. Volume 2 (as described in Part B) does not have page number formatting, page limitation or type font size requirements. 11" x 17" pages are allowed for Form D-1 and Form E, schematics, organizational charts, other drawings or schedules, but not for narrative text. Printed lines may be single-spaced.

Standard corporate brochures, awards, licenses and marketing materials should not be included in a SOQ, although Responding Teams should note that proof of license in good standing will be required, during the RFP stage, as a condition to award for licensed professionals proposed by the Responding Team to work on the Project (where the roles proposed for such individuals require licensing).

4.3 Contents and Organization

Responding Teams must organize their SOQ in the order set forth in Part B. If a Responding Team elects to include material in addition to the information specifically requested, the Responding Team shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limitation. Each volume may be subdivided as needed.

4.4 SOQ Submittal Requirements

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

DCKA-2013-Q-0022
Statement of Qualification to the
Request for Qualifications
for the DC Integrated Premium Transit System
through a DBOM Contract

SOQs shall be delivered, during normal business hours, by hand or express mail courier to the DDOT RFQ Procurement Contact identified in Part A, Section 3.6.1.

DDOT will not accept facsimile or e-mail submission of SOQs.

Acknowledgment of receipt of SOQs will be evidenced by the issuance of a receipt by the RFQ Procurement Contact or his designee.

SOQs must be submitted by 2:00 p.m. Eastern Time on the SOQ Due Date specified in Part A, Section 3.4.

There will be zero (0) tolerance or consideration policy for delivery or acceptance after the date and time specified in Part A, Section 3.4. SOQs delivered to any location other than that specified in Section 4.4, regardless of the timeliness of delivery will not be considered. Any SOQ received after that date and time will not be accepted and will be rejected and returned unopened to the Responding Team.

Responding Teams are solely responsible for assuring that DDOT receives their SOQs by the specified delivery date and time at the address listed above and DDOT shall not be responsible for any delays in delivery including, without limitation, those caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences.

5 EVALUATION PROCESS AND CRITERIA

DDOT will appoint an evaluation panel of subject experts to evaluate and score the SOQs.

Upon receipt of the SOQs, DDOT will first make a determination as to whether each SOQ is responsive and responsible as further described in Part A, Sections 5.1 and 5.2. DDOT may exclude from consideration any SOQ that is deemed as non-responsive and or responsible to this RFQ. DDOT will then assess how well the evaluation criteria were met and score each Responding Team's SOQ accordingly. At any time during this process, DDOT may make a determination that a SOQ is non-responsive or non responsible.

DDOT may, at any time, request additional information, or clarification from any Responding Team or may request that any Responding Team verify or certify certain aspects of its SOQ. The scope, length, and topics to be addressed in any such request shall be prescribed by, and be subject to the discretion of, DDOT. DDOT reserves the right to conduct interviews with any or all of the Responding Teams during the SOQ evaluation process prior to establishment of the final short-list. At the conclusion of this process, Responding Teams may be required to submit written confirmation of any new information and clarifications provided during an interview. Based on the responses to such clarifications, DDOT may in its sole discretion proceed with the procurement.

DDOT may contact firm and personnel references supplied by the Responding Team as well as other potential references not listed.

Evaluations and rankings of SOQs are subject to the sole discretion of DDOT and its staff, with assistance from such professional and other advisors as DDOT may designate. DDOT will make the final determination of the Short-listed Responding Teams as it deems, in its sole discretion, appropriate and in the best interests of the IPT and the District.

Following the evaluation process, DDOT intends to advance up to four (4) Responding Teams who are deemed to best meet the pre-qualification requirements of this RFQ to the RFP stage and request proposals in response thereto.

All Responding Teams submitting SOQs will be notified of the results of the shortlist selection process.

5.1 Responsiveness

Each SOQ will be reviewed for its responsiveness. For the purposes of this Part A, Section 5, a responsive SOQ will (a) conform to the RFQ instructions regarding organization and format save for minor nonconformities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ, (b) contain the information, commitments and disclosures required by this RFQ, (c) contain complete executed originals of all forms and letters required by this RFQ and (d) satisfy the pass/fail criteria in Part A, section 5.2. Responding Teams should refer to Part B, Volume 1 and Volume 2 which summarize all the required forms and submittals. However, Responding Teams should note that many of the items listed in the RFQ require additional or supporting information for which no forms have been provided and that Part C is not comprehensive. Those SOQs not responsive to this RFQ may be excluded from further consideration and the Responding Team will be notified. DDOT may also exclude from consideration any Responding Team whose SOQ contains a material misrepresentation.

5.2 Pass/Fail Review

As part of the evaluation of each SOQ for responsiveness, DDOT will evaluate each SOQ for its compliance with the following pass/fail criteria. A Responding Team must obtain a "pass" on all pass/fail items in order for its SOQ to be evaluated qualitatively under Part A, Section 5.3.

- Neither the Responding Team nor any other entity that has submitted Form C as required by this RFQ has been disqualified, removed, debarred or suspended from performing or bidding on work for the federal government or any state or local government where such disqualification, removal, debarment or suspension has resulted in the Responding Team or other entity being currently disqualified, removed, debarred or suspended from performing or bidding on DDOT contracts or is currently disqualified, removed, debarred or suspended from performing or bidding on work for three or more other States.
- The Lead D/B Contractor and Lead O&M Firm have demonstrated their ability to meet minimum performance security requirements for the Project specified in Part B, Volume 2 at Section 1.5.
- The Design Manager shall be a qualified professional engineer registered in the District or be eligible for registration in the District, and if not registered in the District, provide evidence that a registration application has been submitted within 90 days after selection as a member of a Short-listed Responding Team.
- The Lead Design Engineer shall be a qualified professional engineer registered in the District or be eligible for registration in the District, and if not registered in the District, provide evidence that a registration application has been submitted within 90 days after selection as a member of a Short-listed Responding Team.
- The Design Quality Manager shall be a qualified professional engineer registered in the District or be eligible for registration in the District, and if not registered in the District, provide evidence that a registration application has been submitted within 90 days after selection as a member of a Short-listed Responding Team.

5.3 Qualifications Evaluation Criteria and Weighting

Each responsive SOQ will be evaluated and scored according to the criteria set forth below. Major evaluation headings will be assigned the maximum number of points shown in the table below.

Major Evaluation Headings and Available Points

Evaluation Criteria	Max Points
5.3.1 Team Member Background and Experience	50 Points
5.3.2 Key Personnel Background and Experience	40 Points
5.3.3 Financial Standing	10 Points

DDOT will evaluate and score the Responding Team's technical experience and capability and the Responding Team's financing capability, as submitted in their SOQs, in accordance with the criteria noted in Sections 5.3.1-5.3.3.

5.3.1 Team Member Background and Experience (Total – 50 Points Maximum)

The structure of the Responding Team and the background/experience of the Responding Team and Major Team Members with designing, constructing, operating, and maintaining comparable projects, will be evaluated and scored according to the extent to which the Responding Team demonstrates the following:

Relevant Areas of Experience	Scored Evaluation Criteria	Maximum Possible Score
a) Lead D/B Contractor	• Experience completing Transit Projects in the United States with a construction value greater than $100 million in the last ten (10) years. • Experience completing other Transit Projects with a construction value greater than $100 million in the last ten (10) years. • Experience working collectively as part of a joint venture, particularly with other members of the Responding Team. • Experience constructing projects of similar scope and complexity. • Completed or substantially completed work performed by alternative delivery methods, notably D/B, DBOM and DBFOM contracting. • Experience in constructing "start up" rail/ transit projects establishing new services to areas previously without rail/ transit service. • Experience managing construction with significant external constraints, including major roadway crossings, rail/transit crossings, streetscape improvements, and non-fully designated rail segments that share commercial roadways with other vehicles. • Experience in the coordination of construction in a highly regulated urban environment with stakeholders such as DDOT, other local and national regulatory agencies, and operators of major roadways/facilities.	• 10 Points
b) Lead Engineering Firm	• Experience completing the final design of Transit Projects with a construction value of $100 million or more that have reached completion or substantial completion within the last ten (10) years. • Experience working collectively as part of a joint venture, particularly with other members of the Responding Team. • Experience in the design of projects of similar scope and complexity. • Experience providing design for alternative delivery methods, notably D/B, DBOM and DBFOM contracting. • Experience in designing "start up" rail/ transit projects establishing new services to areas previously without rail/ transit service. • Experience providing design for projects with significant external constraints, including major roadway crossings, rail/transit crossings, streetscape improvements, and non-fully designated rail segments that share commercial roadways with other vehicles. • Experience in design coordination in a highly regulated urban environment with stakeholders such as DDOT, other local and national regulatory agencies, and operators of major roadways/facilities.	• 10 Points

Relevant Areas of Experience	Scored Evaluation Criteria	Maximum Possible Score
c) Lead O&M Firm	• Experience of operating and maintenance responsibility (post-completion) for at least one rail Transit Project and one bus project for which the responsibility has been held for three (3) years or longer. • Experience working collectively as part of a joint venture, particularly with other members of the Responding Team. Responses demonstrating experience of providing input and guidance into the design process for DBOM projects will score higher. • Experience providing operating & maintenance services for alternative delivery methods, notably DBOM and DBFOM contracting. • Rail transit "start-up" experience defined as leading the operations and maintenance efforts of a new system, including testing, commissioning and certification. • Experience managing complex operations and maintenance interfaces with owner-retained functions. • Experience managing operations and maintenance interfaces with adjacent or overlapping roadways/facilities. • Experience collectively managing and integrating bus and rail/streetcar operations. • Experience operating and maintaining a rail system and vehicle fleet requiring the integration of vehicles from more than one manufacturer. • Experience operating and maintaining a rail system and vehicle fleet including rail vehicles capable of Off-wire revenue service operations. • Experience operating and maintaining a bus system and vehicle fleet requiring the integration of vehicles from more than one manufacturer.	• 10 Points
d) DBE Workforce Development	• Experience with DBE rules and local workforce requirements on major transportation infrastructure projects in excess of $100,000,000. • Experience with organizing workforce training programs. • Understanding of the DBE opportunity development, local workforce requirements, training program goals and other similar guidelines.	• 4 Points
e) Rolling Stock Procurement Experience	• Experience procuring~~,~~ and/or leasing~~, manufacturing or otherwise supplying~~ streetcar or light rail vehicles within the last ten (10) years for at least two projects. • Experience procuring~~,~~ and/or leasing~~, manufacturing or otherwise supplying~~ bus vehicles within the last ten (10) years for at least two projects. • Experience procuring~~,~~ and/or leasing~~, manufacturing or otherwise supplying~~ streetcar or light rail vehicles capable of off-wire revenue service operations for distances of one-half mile or more.	• 4 Points

Relevant Areas of Experience	Scored Evaluation Criteria	Maximum Possible Score
f) Understanding of Project Goals and Risks	• Understanding of the concept of a premium integrated transit system to preserve or enhance the quality of service and promote the transit service brand, while maintaining the District's goals of a sustainable, multi-choice, transportation network. • Understanding of the nature and risks of the IPT Program, including Viewshed preservation requirements, (i.e. Off-wire operations), historic preservation requirements, sustainability requirements and workforce development issues. • Understanding of the risks of integrating civil, vehicles and operating components (both bus and streetcar) of the Project among team members, (as demonstrated by the team structure).	• 6 Points
g) Ability to Meet DDOT's Goals	• The technical capability of the Responding Team to deliver the IPT. • The safety record of the Responding Team. • The appropriateness and stability of the proposed corporate and management structure of the Responding Team. • A sound approach to total life cycle costing of the Project, including approach to the interface between design and construction work and operations and maintenance work for the Project. • The ability to deliver all aspects and needs of the IPT Program, including DBE or equivalent small business or diversity program goals, within schedule and budget. • The ability to ensure that safe and reliable operation and maintenance services commence on schedule.	• 6 Points

5.3.2 Key Personnel Background and Experience (Total – 40 Points Maximum)

The background and experience of Key Personnel will be evaluated and scored according to the extent to which the Key Personnel for each member of the Responding Team demonstrate the following:

Key Personnel	Scored Evaluation Criteria	Maximum Possible Score
a) Project Manager	• Length and depth of experience (including number of projects and years of experience) in managing (i) major transportation or Transit Projects and (ii) projects of similar scope and complexity to the Project. • Extent to which cited project experience demonstrates the ability to deliver a project of similar scope and complexity on-time and on-budget.	•8 Points
b) Construction Manager	• Length and depth of experience (including number of projects and years of experience) in managing (as a contractor rather than an owner's representative or program manager) the construction of one or more Transit Projects of similar scope and complexity. • Length and depth of experience (including number of projects and year of experience) in managing the construction of light rail projects. • Extent of experience in DC region or similar major metropolitan areas. • Extent to which cited project experience demonstrates the ability to deliver a project of similar scope and complexity on-time and on-budget.	•6 Points
c) Construction Superintendent	• Length and depth of experience (including number of projects and years of experience) managing the construction of Transit Projects of similar size and complexity. • Experience of superintendence of projects with challenges similar to the IPT (e.g. navigating operations of light rail that shares roadway with passenger traffic, coordination of rail and bus operations, implanting and managing rail phased rail projects within residential areas).	•2 Points
d) Design Manager	• Length and depth of experience (including number of projects and years of experience) in design management of projects of similar size and complexity. • Length and depth of experience (including number of projects and years of experience) in managing design of light rail/streetcar projects. • Evidence of design or design management experience in DC or similar major metropolitan area. • Evidence of design or design management experience of projects with challenges similar to the IPT.	•6 Points

Key Personnel	Scored Evaluation Criteria	Maximum Possible Score
e) Lead Design Engineer	• Length and depth of experience (including number of projects and years of experience) as a professional engineer including experience as either the Engineer of Record or lead design engineer on Transit Projects, light rail and/or streetcar projects of similar size and complexity to the Project. • Evidence of design experience in the DC region or similar major metropolitan area. • Evidence of design experience in situations where life cycle performance and ease of maintenance were important characteristics.	•3 Points
f) Independent Quality Manager	• Length and depth of experience (including number of projects and years of experience) in the role of quality manager on Transit Projects, light rail and/or streetcar projects of similar size and complexity, responsible for the quality assurance reviews and oversight activities. • Length and depth of experience developing, implementing, and maintaining quality management systems. •	•3 Points
g) Design Quality Manager	• Length and depth of experience (including number of projects and years of experience) as design quality manager in the role of design quality manager on Transit Projects, light rail and/or streetcar projects of similar size and complexity, responsible for the design quality review and oversight activities.	•2 Points
h) Operation and Maintenance Manager	• Length and depth of experience (including number of projects and years of experience) in the maintenance and operation of transit, light rail and/or streetcar projects. • Extent to which cited project experience demonstrates the ability to meet performance requirements, including schedule and safety compliance.	•4 Points
i) Bus Operations Manager	• Length and depth of experience (including number of projects and years of experience) in the maintenance and operation of bus services. • Extent to which cited project experience demonstrates the ability to meet performance requirements, including schedule, operation and safety compliance.	•2 Points
j) Streetcar Operations Manager	• Length and depth of experience (including number of projects and years of experience) in the maintenance and operation of light rail and/or streetcar services. • Extent to which cited project experience demonstrates the ability to meet performance requirements, including schedule, operation and safety compliance.	•2 Points
k) DBE Workforce Development Manager	• Length and depth of experience (including number of projects and years of experience) in the development, implementation and reporting of DBE and workforce development programs on transportation infrastructure projects.	•2 Points

5.3.3 Financial Standing (Total – 10 Points Maximum):

Financial standing as demonstrated by the information provided in Part B, Volume 2 including, but not limited to, the financial statements of Responding Team, Form(s) E, financially responsible party letters of support and parent company letters of support.

5.4 Changes in Responding Team Organization and Key Personnel

In the event that a Short-listed Responding Team seeks to change the composition of its team or Key Personnel for the Project (including additions to its team) at any time during the procurement process, such Short-listed Responding Team shall promptly seek DDOT's approval of the proposed change and provide DDOT with sufficient details so as to facilitate DDOT's consideration thereof. If a Short-listed Responding Team seeks to add one or more new Major Team Members or Key Personnel to its team, the proposed new member or key personnel shall provide all of the information that is required in this RFQ regarding Major Team Members or Key Personnel of a Responding Team. DDOT may in its sole discretion accept, reject or seek additional information regarding a Short-listed Responding Team's request to make any such changes.

6 COMMUNICATIONS, PUBLIC INFORMATION, AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Improper Communications and Contacts

Responding Teams are expected to conduct themselves with professional integrity and to refrain from lobbying activities.

The following rules of contact shall apply during the procurement for the Project, effective as of the date of issuance of this RFQ through the execution of the DBOM Contract. These rules are designed to promote a fair, competitive and unbiased procurement process. Additional rules or modifications to these rules may be issued by DDOT in connection with industry review and/or in the RFP. Contact includes face-to-face, telephone, facsimile, electronic-mail (e-mail), or any other written or oral communication, either directly or indirectly by an agent, representative, promoter, or advocate.

The specific rules of contact are as follows:

a. After submittal of SOQs, no Responding Team or any of its team members may communicate with another Responding Team or its team members with regard to the RFQ, the RFP or either team's SOQ or Proposal, except that subcontractors that are shared between two or more Responding Teams may communicate with their respective team members so long as those Responding Teams establish reasonable protocols to ensure that the subcontractor will not act as a conduit of information between the teams;

b. The Responding Teams shall correspond with DDOT regarding the RFQ and RFP only through designated representatives (which, for DDOT, initially shall be the RFQ Procurement Contact set forth in Part A, Section 3.6.1 and for the Responding Teams shall be the Authorized Representative identified in such Responding Team's SOQ);

c. Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the DBOM Contract, (ii) rejection of all SOQs or Proposals by DDOT or (iii) cancellation of the procurement, no Responding Team or agent or representative thereof or consultant or advisor thereto shall have any communications regarding the RFQ, RFP, the DBOM Contract, the Project, the IPT or the procurement described herein with any DDOT staff, advisors, contractors or consultants involved with the procurement (including those referenced in Exhibit 2(a) and their Affiliates), except for communications expressly permitted by the RFQ or RFP or except as approved in advance by the Director of DDOT, in his sole discretion. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP, the DBOM Contract, or the procurement or limit participation in public meetings or any public or Responding Team workshop or meeting related to this RFQ or the RFP. Any Responding Team engaging in such prohibited communications may be disqualified from participating in the procurement process described herein at the sole discretion of DDOT.

d. The Responding Teams shall not contact the stakeholders identified below or the parties referenced in Exhibit 2(a) or 2(b) (or any of their Affiliates) regarding the Project or the IPT, including employees, representatives and members of the entities listed below, it being the intent of DDOT that DDOT provide any necessary coordination during the RFQ stage with such entities in order that, among other things, the procurement be implemented in a fair, competitive and transparent manner and with uniform information:

- District Department of Transportation (DDOT);
- Other agencies of the District;
- DDOT's Program Management Team consultants (See Exhibit 2(a)); and
- Utility related entities (See Exhibit 2(b)).

Information requests concerning these entities should be sent to the RFQ Procurement Contact;

e. Any communications determined to be prohibited or improper, at the sole discretion of DDOT, may result in disqualification from participation in the procurement process described herein;

f. Any official information regarding the Project or the IPT will be disseminated from DDOT's office on agency letterhead. Any official correspondence will be in writing and signed by DDOT's Chairman of the Board, a Director of DDOT or the RFQ Procurement Contact;

g. DDOT will not be responsible for and Responding Teams may not rely on any oral or written exchange or any other information or exchange that occurs outside the official process specified herein; and

h. Without limiting the generality of the foregoing, Responding Teams shall not contact any FHWA or FTA project or program office.

6.2 Public Information Act and Disclosure Requirements

Subject to the requirements of the D.C. Freedom of Information Act, D.C. Code §§ 2-531-539, which provides that any person has the right to request access to records, other applicable law and regulations and the terms of this RFQ, SOQs will not be publicly opened or evaluated. All written correspondence, exhibits, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to DDOT during this procurement process, including as part of the response to this RFQ, shall become the property of DDOT upon their receipt by DDOT and will not be returned to the submitting parties. Except as provided by D.C. Code §2.534, these materials are subject to the D.C. Freedom of Information Act. In no event shall the District, DDOT, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Responding Team or Responding Team member for the disclosure of all or a portion of a SOQ submitted under this RFQ.

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

If a Responding Team has concerns about any information which it desires to make available to DDOT but which it believes constitutes a trade secret, proprietary information, or other information exempted from disclosure, such Responding Team shall specifically and conspicuously designate that information by placing "CONFIDENTIAL" in the header or footer of each such page affected and noting such item in a confidential contents index as described in Part B, Volume 1, Section 1.3. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for DDOT to treat the entire SOQ as public information. DDOT will not advise a submitting party as to the nature or content of documents entitled to protection from disclosure under the D.C. Freedom of Information Act or other applicable laws, as to the interpretation of such laws, or as to the definition of trade secret. Nothing contained in this provision shall modify or amend requirements and obligations imposed on DDOT by the D.C. Freedom of Information Act or other applicable law. Nothing in this RFQ is intended to contradict, or supersede, any applicable District or Federal laws and regulations and the provisions of the D.C. Freedom of Information Act and any other applicable laws and regulations shall control in the event of a conflict.

All prospective Responding Teams should obtain and thoroughly familiarize themselves with the D.C. Freedom of Information Act.

Information submitted by Responding Teams may also be made available to FHWA representatives.

In the event of any proceeding or litigation concerning the disclosure of any material submitted by the submitting party, DDOT will be a stakeholder 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 DDOT 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 DDOT in connection with any litigation, proceeding, or request for disclosure shall be reimbursed and paid by the Responding Team objecting to disclosure. Each Responding Team shall be responsible for all of its own costs in connection with any litigation, proceeding, or request for disclosure.

6.3 Conflicts of Interest

Responding Teams' attention is directed to the DDOT conflict of interest policy and the organizational conflict of interest rules found in 23 CFR § 636, Subpart A, including 23 CFR § 636.116, which 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.*

Responding Teams 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. Each Responding Team shall state how its interests or those of any of its team members, employees, consultants, advisors, contractors or subcontractors, 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.

Responding Teams are prohibited from receiving any advice or discussing any aspect relating to the Project, the IPT or the procurement of the Project or the IPT with any person or entity with an organizational conflict of interest including, but not limited to, those parties referenced in Exhibit 2(a) and their Affiliates.

Such persons and entities are also prohibited from participating on a Responding Team as a Major Team Member (as defined in Part B, Volume 1, Section 2.2), contractor, subcontractor, advisor, consultant, or sub-consultant.

By submitting its SOQ, each Responding Team agrees that, if an organizational conflict of interest is thereafter discovered, the Responding Team must make immediate and full written disclosure to DDOT that includes a description of the action that the Responding Team has taken or proposes to take to avoid or mitigate such conflict. If an organizational conflict of interest that the Responding Team knew, or should have known about, but failed to disclose is determined to exist during the procurement process, DDOT may, acting in its sole discretion, disqualify the Responding Team.

Responding Teams are also advised that DDOT'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 Responding Teams and teaming and may preclude certain firms and their entities from participating on a Responding Team.

7 PROTEST PROCEDURES

Any actual or prospective offeror or contractor, who is aggrieved in connection with the solicitation or award of a contract, must file with the D.C. Contract Appeals Board (the Board) a protest no later than ten (10) business days after the basis of protest is known or should have been known, whichever is earlier. A protest based on alleged improprieties in a solicitation which are apparent at the time set for receipt of initial proposals shall be filed with the Board prior to the time set for receipt of initial proposals. In procurements in which proposals are requested, alleged improprieties which do not exist in the initial solicitation, but which are subsequently incorporated into the solicitation, must be protested no later than the next closing time for receipt of proposals following the incorporation. The protest shall be filed in writing, with the Contract Appeals Board, 441 4th Street, N.W., Suite 350N, Washington, D.C. 20001. The aggrieved person shall also mail a copy of the protest to the Contracting Officer for the solicitation at the following address:

Name: William (Pete) Teague

Address: Contracting Officer
Office of Contracting and Procurement
7TH Floor 55 M Street, SE
Office 754F
Washington, D.C. 20003

In the event a prospective offeror or contractor disregards or fails to submit a properly documented written protest within the designated timeframe, the prospective offeror or contractor will indemnify, defend, and hold DDOT, its officers, officials, employees, agents, representatives, and consultants harmless from and against all liabilities, expenses, and costs (including reasonable attorneys' fees and costs) fees, and damages incurred or suffered as a result.

8 DDOT RESERVED RIGHTS

DDOT assumes no obligations, responsibilities, or liabilities, financial or otherwise, to reimburse any of the costs incurred or alleged to have been incurred by those parties responding, or considering a response to this RFQ. In connection with this procurement, DDOT reserves to itself all rights (which rights shall be exercisable by DDOT in its sole discretion) available to it under the PPRA and other applicable law, including without limitation, with or without cause and with or without notice, the right to:

- Modify the procurement process in its sole discretion to address applicable law and/or the best interests of DDOT and the District.
- Develop the IPT in any manner that it, in its sole discretion, deems necessary. If DDOT is unable to negotiate a DBOM Contract to its satisfaction with a Preferred Responding Team, it may negotiate with an alternative Responding Team, terminate this procurement and pursue other development or solicitations relating to the IPT or exercise such other rights under the PPRA and other provisions of law as it deems appropriate.
- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by DDOT of a DBOM Contract, without incurring any cost, obligations or liabilities, except as otherwise provided in Part A, Section 3.3 of the RFQ and in the RFP.
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- Not short-list any Responding Team responding to this RFQ.
- Not issue an RFP.
- Reject any and all submittals, responses, and SOQs received at any time.
- Modify all dates set or projected in this RFQ.
- Terminate evaluations of responses received at any time.
- Suspend and terminate DBOM Contract negotiations at any time, elect not to commence DBOM Contract negotiations with any Responding Team and engage in negotiations with other than the highest ranked Responding Team.
- Issue addenda, supplements, and modifications to this RFQ.
- Appoint evaluation committees to review SOQs, make recommendations, and seek the assistance of outside technical, financial, and legal experts and consultants in SOQ evaluation.
- Require confirmation of information furnished by a Responding Team, require additional information from a Responding Team concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- Add or delete Responding Team responsibilities from the information contained in this RFQ or any subsequent RFP.
- Negotiate with a Responding Team without being bound by any provision in its proposal.
- Waive minor technical deficiencies in a SOQ, accept, and review a non-conforming SOQ or permit clarifications or supplements to a SOQ if requested by DDOT.
- Disqualify any Responding Team that changes its submittal without DDOT approval.
- Disqualify any Responding Team under this RFQ, the RFP or during the period between the RFQ and RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from DDOT.

- Add to the short-list of Responding Teams the next ranked Responding Team that submitted an SOQ in order to replace a previously Short-listed Responding Team that withdraws or is disqualified from participation in this procurement.
- Not issue a notice to proceed after execution of the DBOM Contract.
- Not pursue any potential federal grant or loan opportunities on behalf of the Responding Teams.
- Develop some or the entire IPT itself.
- Exercise any other right reserved or afforded to DDOT under this RFQ or applicable laws and regulations.

The District expressly acknowledges that it is prohibited by law from entering into contracts for services without following the procedures set forth in the Procurement Practices Reform Act of 2010, D.C. Official Code §§ 2-351.01 (2010) et seq. (as amended from time to time).

Any and all financial obligations of the District that arise under this RFQ or any subsequent agreement entered into by the Parties shall be subject to the provisions of (i) the Federal Anti-Deficiency Act, 31 U.S.C. §§1341, 1342, 1349, 1350 and 1351; (ii) the D.C. Official Code 47-105; (iii) the District of Columbia Anti-Deficiency Act, D.C. Official Code §§ 47-355.01 et seq.; and (iv) § 446 of the District of Columbia Home Rule Act, as the foregoing statutes may be amended from time to time.

This RFQ does not commit or bind DDOT to enter into a contract or proceed with the procurement described herein. DDOT 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, except as expressly set forth in Part A, Section 3.3, any subsequent RFP. All of such costs shall be borne solely by each Responding Team.

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

9 Disclaimer

This RFQ has been prepared for informational purposes relating to the proposed transaction only and upon the express understanding that it will be used solely for the purposes set forth herein. This RFQ is based on information provided by DDOT and other sources believed to be reliable. However, such information is not guaranteed as to accuracy or completeness and is not to be construed as a representation or warranty of DDOT. This RFQ does not purport to be all-inclusive or to contain all the information that a Responding Team may desire in investigating the Project. Neither DDOT nor any consultant or advisor to DDOT (collectively, the Project Team) makes any express or implied representation or warranty as to the accuracy or completeness of the information contained herein or made available in connection with any further investigation of the Project or the IPT (the Information). Each member of the Project Team expressly disclaims any and all liability which may be based on the Information or any errors contained therein or omissions therefrom. No other person has been authorized by DDOT to provide any information with respect to the proposed transaction other than the Information, and, if given or made, such other information must not be relied upon as having been authorized by DDOT. In furnishing this RFQ, no member of the Project Team undertakes any obligation to provide any Responding Team with access to any additional information.

A Developer entering into a final and binding DBOM Contract with DDOT shall be entitled to rely solely on any representations and warranties made to it by DDOT in any such final agreements.

This RFQ shall not be deemed an indication of the state of affairs of DDOT or any of the existing assets that will form part of the Project, nor shall it constitute an indication that there has been no change in the business or affairs of DDOT or such assets since the date hereof. The information and expressions of opinion contained herein are subject to change without notice, and neither the issuance of this RFQ nor any transaction that may be consummated pursuant to the RFP process shall, under any circumstances, create any implication that there has been no change in any of the information contained herein since the date hereof or the date as of which such information is given, if earlier.

PART B. QUALIFICATION SUBMITTAL

Responding Teams are required to assemble their SOQ in the order prescribed and following the outline form contained in this Part B.

VOLUME 1

Volume 1 of the SOQ shall contain the following:

1 General Information

1.1 Form A - Transmittal Letter

A duly authorized official of each Major Team Member of the Responding Team must execute the transmittal letter in blue ink.

1.2 Table of Contents

1.3 Confidential Contents Index

A page executed by the Authorized Representative of the Responding Team that sets forth the specific items (and the section and page numbers within the SOQ at which such items are located) that the Responding Team deems confidential, trade secret or proprietary information, as described in Part A, Section 6.2. Blanket designations that do not identify the specific information shall not be acceptable and may be cause for DDOT to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this Subsection 1.3 is intended to provide input to DDOT as to the confidential nature of a Responding Team's SOQ, but in no event shall such list be binding on DDOT, determinative of any issue relating to confidentiality or a request under the DC Freedom of Information Act (as described in Part A, Section 6.2) or override or modify the provisions of DDOT's responsibilities thereunder.

1.4 Executive Summary

An Executive Summary, not exceeding 8 pages. The Executive Summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Responding Team's SOQ and the Responding Team's ability to satisfy the requirements of the Project.

2 Team Member Background and Experience

The following information relevant to the qualifications of the Responding Team should be provided:

2.1 The Responding Team

Identify the nature of the Responding Team and, if applicable, the legal name and the state of its organization. If the name is a "doing business as", identify underlying names. Identify a single point of contact (a real person) and include the following information: name, title, address, telephone and fax numbers and electronic mail address for such person (the Authorized Representative).

2.2 Major Team Members

Identify all Major Team Members and any other team members that the Responding Team wishes to identify in its SOQ at this time (Other Identified Team Member). For each Major Team Member and Other Identified Team Member of the Responding Team, identify the entity's role and the entity's legal name, nature and state of organization.

2.3 Management Structure

Describe the Responding Team's management structure, including its teaming arrangements, allocation of roles and responsibilities within the Responding Team and how the Responding Team will institutionally operate, particularly in light of the complexity and phasing of the IPT development, construction and operations. Describe how the Responding Team's management structure will facilitate completion of all work required under the DBOM Contract. Describe the prior experience (if any) of the Responding Team and Major Team Members working together. Describe how different Project components (including civil, operations, vehicles) will be integrated and risk and liability issues managed by the Responding Team.

2.4 Organizational Charts

Provide organizational charts which set forth the Responding Team structure, teaming arrangements, and reporting requirements. At a minimum, the Responding Team shall provide the following organizational charts:

a) An organizational chart that indicates the Major Team Members and demonstrates their lines of reporting. In instances where the Lead D/B Contractor, Lead Engineering Firm, and Lead O&M Firm are joint ventures, please also indicate the shareholding or membership interests in such parties.

b) An organizational chart that indicates those individuals assigned to positions as identified in Part B, Volume 1, Section 3, clause (b) of this RFQ.

2.5 Relevant Experience

Describe relevant experience held by each Major Team Member, as applicable, with:

a) Technical Qualifications – Design. Provide details for a maximum of four (4) projects demonstrating satisfaction of the criteria set forth in Part A, Section 5.3.1(b).

b) Technical Qualifications – Construction. Provide details for a maximum of four (4) projects demonstrating satisfaction of the criteria set forth in Part A, Section 5.3.1(a).

c) Technical Qualifications – Operations and Maintenance. Provide details for a maximum of four (4) projects demonstrating satisfaction of the criteria set forth in Part A, Section 5.3.1(c).

2.6 DBE Workforce Development

a) Provide details for a maximum of four (4) projects where DBE targets were met or exceeded in accordance with Part A, Section 5.3.1(d).

b) Describe experience organizing workforce training programs for a maximum of four (4) projects, as described in Part A, Section 5.3.1(d).

2.7 Rolling Stock Procurement Experience

a) Provide details for a maximum of four (4) projects where rail transit vehicles were procured~~,~~ and/or leased~~, manufactured or otherwise supplied~~ within the last ten (10) years; as set forth in Part A, Section 5.3.1(e).

b) Provide details for a maximum of four (4) projects where streetcar or light rail vehicles capable of off-wire revenue service for distances of up to one-half mile or more were procured~~,~~ and/or leased~~, manufactured or otherwise supplied~~ within the last ten (10) years as set forth in Part A, Section 5.3.1(e).

c) Provide details for a maximum of four (4) projects where bus vehicles were procured~~,~~ and/or leased~~, manufactured or otherwise supplied~~ within the last ten (10) years as set forth in Part A, Section 5.3.1(e).

2.8 Understanding of Project Goals and Risks

a) Provide details for a maximum of four (4) projects where multiple transit modes were coordinated and where design-build and operations-maintenance activities were coordinated as described in Part A, Section 5.3.1(f).

b) Provide details for a maximum of four (4) projects where local characteristics such as those described in Part A, Section 5.3.1(f) were addressed.

2.9 Ability to Meet DDOT's Goals

a) Provide details for a maximum of four (4) projects that illustrate the Responding Team's capabilities to meet DDOT's goals as described in Part A, Section 5.3.1(g).

3 Key Personnel Background and Experience

List the Responding Team's key personnel for the Project (which must include those individuals identified in Section 3(b) below). Describe the relevance of each individual's experience to the Project and why that experience will provide value to DDOT should the Responding Team become the Developer.

a) Key Personnel are individuals for whom a resume is to be submitted, who should be shown in the Organization Chart, for whom a Statement of Commitment is required in accordance with Part B, Volume 1, Section 3(c) and whose qualifications and experience will be evaluated as described in Part A, Section 5.

b) Responding Teams shall identify, at a minimum, the following Key Personnel and provide a two page (maximum) resume (to be included within Appendix D) for each in accordance with Part B, Volume 1, Section 7.2:

	Key Personnel
Management Team	• Project Manager • Independent Quality Manager • DBE/Workforce Development Manager
Lead D/B Contractor	• Construction Manager • Construction Superintendent
Lead Engineering Firm	• Design Manager • Lead Design Engineer • Design Quality Manager
Lead O&M Firm	• Operation and Maintenance Manager • Bus Operations Manager • Streetcar Operations Manager

c) Statements of Commitment – the SOQ shall include an express, written statement committing that the entities and individuals designated in the SOQ as Major Team Members and each of the Key Personnel positions described above shall be available to serve the position so identified in connection with the Project. The Statements shall be included in SOQ Volume 1, Appendix ~~A~~ B, as specified in Part B, Vol. 1, Section 5.1.3.

d) Three references for each of the Key Personnel identified above must be supplied and included within Appendix D in accordance with Part B, Volume 1, Section 7.1.

Responding Teams are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, DDOT may elect to exclude the experience represented in determining the Key Personnel's qualifications.

4 Appendix A

The following information shall be submitted as Appendix A to Volume 1:

4.1 Form B – Information Regarding Major Team Members

Provide a complete Form B for each Major Team Member and financially responsible parties or parent company entity which have provided a letter of support (if any), in accordance with the Form B instructions. If a Major Team Member or parent company guarantor identified in Form B is a joint venture, consortium, partnership or limited liability company, provide one copy of Form B for each member of the joint venture, consortium member, partner or limited liability company member (as applicable).

4.2 Form C - Certification

Provide a complete Form C for each firm required to provide a Form B in accordance with Part B, Volume 1, Section 4.1 above.

5 Appendix B

The following information shall be submitted as Appendix B to Volume 1:

5.1 Teaming Agreements

5.1.1 The Responding Team

If the Responding Team set forth in Part B, Volume 1, Section 2.1 above, is a consortium, partnership or any other form of a joint venture, provide an executed teaming agreement. If the entities making up the Responding Team have not executed a teaming agreement, provide a summary of the key terms of the anticipated agreement, including the roles of the various parties. In particular, the teaming agreement or key terms shall explicitly identify the Responding Team's approach to managing the risk of integrating the various components of the IPT Program and the proposed approach to resolving any issues of liability for non-performance during various stages of the IPT Program (i.e. design, construction, testing/ commissioning, ongoing operations, and maintenance). The teaming agreement or key terms should clearly identify how the proposed team structure or agreement protects DDOT from liability from integration risk.

5.1.2 Major Team Members

If any of the Lead D/B Contractor, Lead Engineering Firm or Lead O&M Firm set forth in Part B, Volume 1, Section 2.1 above, is a consortium, partnership or any other form of joint venture, an executed teaming agreement or, alternatively, if an executed agreement does not exist, Appendix B should contain a summary of the key terms of the anticipated teaming agreement, including percentages of ownership and roles of the various parties.

5.1.3 Statement of Commitments

The SOQ shall include an express, written statement committing that the entities and individuals designated in the SOQ as Major Team Members and each of the Key Personnel positions described in Part B, Vol. 1, Section 3 shall be available to serve the position so identified in connection with the Project.

The Statements shall be in the following form:

> *"[Major Team Member name] is currently committed and is available for work on the Project in the position identified. [The Responding Team] understands that requests by a Short-listed Responding Team to implement a change in any Major Team Member will be subject to the approval of DDOT in its sole discretion and that failure to obtain DDOT approval may result in an SOQ or Proposal submitted by such Responding Team being deemed disqualified or non-responsive, as applicable."*
>
> *"[Key Personnel name] is currently employed by [organization] and is available for work on the Project in the position identified. [The Responding Team[understands that requests by a Short-listed Responding Team to implement a change in any Key Personnel will be subject to the approval of DDOT in its sole discretion and that failure to obtain DDOT approval may result in an SOQ or Proposal submitted by such Responding Team being deemed disqualified or non-responsive, as applicable."*

6 Appendix C – Project References

6.1 Form D-1 – Project References

With respect to each project identified pursuant to Part B, Volume 1, Section 2.5 above, provide in Form D-1 in a Microsoft Excel spreadsheet format the project name and contract number, owner's name, address, contact name and current email address, phone and fax numbers, dates of work performed (if applicable), project description, project construction value, annual operations and maintenance value if the entity's role involved operations and maintenance, description of work and percentage actually performed by such member entity, and project outcome or current status (including identification and a description of an increase in the original contract amount by 5% or more of the original contract amount and any time extensions for completion or other deadlines/milestones and the reasons for such increases and/or time extensions). Responding Teams are advised that during the evaluation process, greater importance will be given to completed projects that are in revenue operation.

For design firms, the information provided for projects/contracts listed that were traditional consultant/engineering services contracts (as opposed to, for example, DBOM contracts) shall be limited only to the consultant/engineering services contract, rather than any ensuing construction or operations and maintenance contract where such entity had limited or no involvement.

For construction firms, the information provided for projects/contracts listed using the traditional Design-Bid-Build delivery method shall be limited only to the construction contract, rather than any design or operations and maintenance contract where such entity had limited or no involvement.

Where possible, DDOT would like references to address projects involving key personnel who will be assigned to this Project. As applicable, identify those projects on which the members of the team have successfully collaborated with each other to reach a successful outcome.

7 Appendix D – Key Personnel

7.1 Form D-2 – Information Regarding Key Personnel

Provide a complete Form D-2 (in MS Excel or similar), including three references for each of the Key Personnel identified in Part B, Volume 1, Section 3. References shall include all information required to contact individual references.

7.2 Key Personnel Resumes

Provide separate resumes for all Key Personnel (as identified pursuant to Section 3 above) and Other Personnel. Resumes shall be limited to 2 pages per person (exclusive of licenses and/or license applications) and only one individual shall be designated to fill each position. If an individual fills more than one position, only one resume is required.

Resumes should include the following information for each project listed.

- Name of the project, the public owner's contact information (project manager name, phone number, e-mail address), and project number (if any) and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner/agency that played a leadership role for the owner during and is familiar with the project. DDOT may elect to use the information provided as an additional reference check.

- Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.
- Relevant licensing and registration (copies of licenses and / or application for licenses where applicable must be attached).

8 Appendix E - Legal Qualifications

The following information regarding legal issues affecting the Responding Team and its team members shall be submitted as Appendix E to Volume 1:

8.1 Legal Issues

Identify and explain any significant anticipated federal or District legal issues relating to the Responding Team or any Responding Team members which the Responding Team must resolve in order to deliver the Project and perform its obligations under a DBOM Contract.

8.2 Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving Transportation Projects in which the Responding Team, any Major Team Member or any Responding Team Affiliate was (i) determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (ii) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

As used herein, "Responding Team Affiliate" means and includes, with respect to the Responding Team, each Major Team Member, parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint venture members and partners, and other Persons financially liable or responsible for such Major Team Member, except those that, within the past five years, (a) have not engaged in business or investment in North America and (b) have not been involved, directly or indirectly, in the design, construction, management, operation or maintenance for any project listed by an entity pursuant to Part B, Volume 1, Section 6.1.

8.3 Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other formal dispute resolution proceeding occurring during the last five years related to a Transportation Project and involving a claim or dispute between the project owner and the Responding Team, any Major Team Member or any Responding Team Affiliate, involving an amount in excess of the smaller of (a) 2% of the original contract value or (b) $500,000 on projects with a contract value in excess of $25 million. Include items that were subject to arbitration, litigation, dispute review board or other formal dispute resolution proceedings even if settled without completion of the proceeding. As used herein, "Responding Team Affiliate" has the same meaning as set forth in Part B, Volume 1, Section 8.2 above.

Include a similar list and description for all projects included in the response to Part B, Volume 1, Section 6.1 involving an amount in excess of $50,000, regardless of the contract value. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).

With respect to the information solicited in Part B, Volume 1, Section 8.1, 8.2, and 8.3, failure to provide this information, conditional or qualified submissions (e.g., "to our knowledge", "to the extent of available

information", "such information is not readily available", "such information is not maintained in the manner requested", "such matters are normal in the course of business and will not have a material effect" etc.) to requests or questions posed, incomplete or inaccurate submissions or non-responsive submissions, or failure to provide information enabling DDOT to contact owner representatives may, in the sole discretion of DDOT, lead to a lower evaluation score and/or a "fail" rating for the Responding Team or disqualification from the procurement process described herein.

VOLUME 2

Volume 2 of the SOQ shall contain the following items.

1 Financial Information

1.1 Form E - Financial Information Summary

Provide a completed Form E in accordance with the requirements included on such form, reflecting a summary of the financial information for (a) the Responding Team (if applicable), (b) each Major Team Member, (c) if any of the foregoing is a consortium, partnership or any other form of a joint venture, each member, partner or other joint venture member, and (d) any parent company entity or financially responsible party that provides a letter of support.

1.2 Financial Statements

Provide financial statements for each entity providing a Form E in accordance with Part B, Volume 2, Section 1.1 above (subject to (a) to (f) below), for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles used in the United States (US GAAP) or International Financial Reporting Standards (IFRS). If financial statements are prepared in accordance with principles other than US GAAP or IFRS, provide a letter from a certified public accountant addressing the areas of the financial statements that would be affected by a conversion to US GAAP or IFRS, and the financial impact thereof. A restatement of financial information in accordance with US GAAP or IFRS is not required.

a) If the Responding Team has provided a completed Form E and support letter from any parent company entities or financially responsible party pursuant to this RFQ, provide financial statements, on a consolidated basis, for each parent company or financially responsible party and the relevant Major Team Member they are supporting.

b) Financial Statement information must include:

- An opinion letter (auditor's report);
- Balance sheet;
- Income statement;
- Statement of cash flow; and
- Footnotes.

c) If the Responding Team, any member of the Responding Team or any other entity for whom financial statements are submitted files reports with the U.S. Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10-K. For all subsequent quarters, provide a copy of any report filed on Form 10-Q or Form 8-K which has been filed for such reporting entities since the latest filed Form 10-K.

d) Information in financial statements must be provided in U.S. Dollars, if available. If financial statements are not available in U.S. Dollars, summaries of the income statements, cash flow statements and balance sheet for each required period should be provided converted into U.S. Dollars by a certified public accountant using the exchange rate prevailing on the last day of the applicable fiscal year, with the conversion method(s) explained in an attachment.

e) Financial statements must be prepared in English. If audited financial statements are prepared in a language other than English, translations of all financial statement information must be provided with the original financial statement information.

f) If audited financial statements are not available for any entity, the Responding Team shall provide unaudited financial statements for such entity, certified as true, correct and complete by the chief financial officer of that entity (or, if no such officer exists, the treasurer, principal accounting officer, controller, or other similar financial officer).

1.3 Confidentiality

The Responding Team shall identify any information which it believes is entitled to confidentiality by placing the word "confidential" on each page as described in Part A, Section 6.2.

1.4 Parent Company and Financially Responsible Party Letters of Support

Where a Major Team Member is a subsidiary of another company or is reliant on the support from an unrelated entity to complete the project, it may provide a letter from its parent company or financially responsible party, signed by the chief executive officer or chief financial officer (or their respective equivalent officers), explicitly guaranteeing the Major Team Member's participation in the Project with the financial support and human resources needed by the subsidiary to successfully complete the Project. For each parent company or financially responsible party providing such support letter, provide a completed, executed Form B.

1.5 Surety Letter/ Letters of Credit

Lead D/B Contractor: Provide a letter from a surety, stating without conditions or qualifications that the Lead D/B Contractor is capable at the time of its SOQ submission of obtaining a performance bond and payment bond, each in an amount of at least $250 million for the Project. Letters stating that the Responding Team has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support from a parent company or financially responsible party of a Responding Team member. Any surety company providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, be listed on Treasury Department Circular 570. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the scope proposed, and evaluated the Lead D/B Contractor's backlog and work-in-progress in determining its bonding capacity.

The requirement to provide the surety letter and the bond amounts referenced above are solely for the purposes of evaluating the Responding Team's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

As an alternative to a surety bond, the Responding Team may submit a letter from a bank indicating a willingness to issue a letter of credit in the amount of $250 million at the time of the SOQ submission. To be considered valid, the letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A/A2", from one of the major national ratings agencies (Fitch Ratings, Moody's Investor Services and Standard & Poor's Ratings Group). The bank's long term, unsecured debt rating shall be stated in the letter of bank support.

Lead O&M Firm: Provide a letter from a surety, stating without conditions or qualifications that the Lead O&M Firm is capable, at the time of its SOQ submission, of obtaining a performance bond and payment

bond, each in an amount of at least $100 million for the Project. Letters stating that the Responding Team has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support from a parent company or financially responsible party of a Responding Team member. Any surety company providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, be listed on Treasury Department Circular 570. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure proposed, and evaluated the Lead O&M Firm's existing commitments in determining its bonding capacity.

The requirement to provide the surety letter and the bond amounts referenced above are solely for the purposes of evaluating the Responding Team's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

As an alternative to a surety bond, the Responding Team may submit a letter indicating a willingness to issue a letter of credit in the amount of $100 million at the time of the SOQ submission. To be considered valid, the letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A/A2", from one of the major national ratings agencies (Fitch Ratings, Moody's Investor Services and Standard & Poor's Ratings Group). The bank's long-term, unsecured debt rating shall be stated in the letter of bank support.

1.6 Credit Ratings

Provide the most recent credit rating(s) (if any) for each Major Team Member and parent company or financially responsible party providing a letter of support, to the extent that such entities have credit ratings. If no credit ratings exist, include a statement specifying that no credit ratings exist for that entity.

1.7 Material Changes in Financial Condition

Provide information regarding any material changes in financial condition of each Major Team Member and, if applicable, each joint venture member comprising the Major Team Members (and the applicable parent company or financially responsible party if Financial Statements of a parent company or financially responsible party are provided to demonstrate financial standing) for the past three years and anticipated for the next reporting period.

If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective chief executive officer, chief financial officer, or treasurer so certifying. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated association changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability, and resolve of each Major Team Member and, if applicable, each joint venture member comprising the Major Team Members (or each parent company or financially responsible party if Financial Statements of a parent or financially responsible party are provided to demonstrate financial standing) as applicable, to remain engaged in this procurement and submit a responsive proposal.

Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the CFO or treasurer.

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 shall also provide a discussion of 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 the 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 shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a representative list of events intended to provide examples of what DDOT considers a material change in financial condition. This list is intended to be indicative only. At the discretion of DDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process.

List of Representative Material Changes:

- An event of default or bankruptcy involving the affected entity, a related business unit within the same corporation, or the parent corporation of the affected entity;
- Any voluntary or involuntary proceeding commenced relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debts;
- A change in tangible net worth of 10% of shareholder equity;
- A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity, a related business unit, or parent corporation of the affected entity;
- An adverse change in credit rating over the past three years for the affected entity, a related business unit, or parent corporation of the affected entity;
- Inability to meet material conditions of loan or debt covenants by the affected entity, a related business unit or parent corporation of the affected entity which 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;
- In the current and three most recent completed fiscal years, the affected entity, a related business unit in the same corporation, or the parent corporation of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity; and
- Other events known to the affected entity, a related business unit or parent corporation of the affected entity, which represents a material change in financial condition over the past three years, or may be pending for the next reporting period.

PART C FORMS and EXHIBITS

FORM A: Transmittal Letter

FORM B: Information Regarding Responding Team and Major Team Members

FORM C: Certification

FORM D-1: Project References

FORM D-2: Information Regarding Key Personnel

FORM E: Financial Information Summary

Exhibit 1: Not Used

Exhibit 2(a): Project Management Team and Conflicted Parties

Exhibit 2(b): Utility Related Entities

Form A
Transmittal Letter

RESPONDING TEAM: _____

SOQ Date: [*Insert Date*]

District Department of Transportation
4th Floor
55 M Street, SE
Washington, DC 20003

Attn: Mr. William Teague

The undersigned, each a Major Team Member of the Responding Team, submit this proposal and qualification submittal (this SOQ) in response to that certain Request for Qualifications dated January 31, 2014 (as amended, the RFQ), issued by the District Department of Transportation (DDOT) to develop, design, construct, operate and maintain transit related facilities within the District of Columbia, as described in the RFQ. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, are the items listed on the checklist attached as Annex 1 hereto.

Each Major Team Member acknowledges receipt; understanding and full consideration of all materials posted on the Website (www.ocp.dc.gov) as set forth in Part A, Section 3.6.2, and the following addenda and sets of questions and answers to the RFQ:

> *[Responding Team to list any addenda to this RFQ and sets of questions and answers by dates and numbers prior to executing Form A.]*

Each Major Team Member represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ and the SOQ.

Each Major Team Member understands that DDOT is not bound to short-list any Responding Team and may reject each SOQ DDOT receives.

Each Major Team Member further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Major Team Members, except, to the extent of any payment made by DDOT for work product following short-listing, as described in Part A, Section 3.3 of the RFQ.

Each Major Team Member agrees that DDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this SOQ.

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

Responding Team's business address:

_____

(No.) (Street) (Floor or Suite)

_____

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

State or Country of Incorporation/Formation/Organization:_____

[insert appropriate signature blocks from the following page, one for each of the Major Team Members]

1. Sample signature block for corporation or limited liability company:

[Insert Responding Team's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Responding Team's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Responding Team's name]

By: _____

Print Name: _____
Attorney in Fact

ANNEX 1

CHECKLIST

VOLUME 1	
1. General Information	☐
a. Form A - Transmittal Letter	☐
• *Annex 1 (Checklist) included as part of Form A*	☐
b. Table of Contents	☐
c. Confidential Contents Index	☐
d. Executive Summary	☐
2. Team Member Background and Experience	
a. The Responding Team	☐
b. Major Team Members	☐
c. Management Structure	☐
d. Organizational Charts	☐
e. Relevant Experience	☐
f. Rolling Stock Procurement Experience	☐
g. DBE Workforce Development	☐
h. Understanding of Project Goals and Risks	☐
i. Ability to Meet DDOT Goals	☐
3. Key Personnel Background and Experience	☐
Appendix A	
a. Form B	☐
b. Form C	☐
Appendix B (Teaming Agreements)	
a. Teaming Agreements	☐
b. Statement of Commitment	☐
Appendix C (Project References)	
a. Form D-1	☐
Appendix D Key Personnel	
a. Form D-2	☐
b. Key Personnel Resumes	☐
Appendix E – Legal Qualifications	
a. Legal Issues	☐

b. Legal Liabilities	☐
c. Legal Proceedings	☐
VOLUME 2	
1. Financial Information	☐
a. Form E	☐
b. Financial Statements	☐
c. Parent Company and Responsible Financial Party Letters of Support	☐
d. Surety Letter/Letters of Credit	☐
e. Credit Ratings	☐
f. Material Changes in Financial Condition	☐

** Annex 1 Checklist shall be included as part of Form A (Transmittal Letter).*

RESPONDING TEAM: _____

Form B
Information Regarding Responding Team and Major Team Members

[Submit one copy of this Form B related to each Responding Team member who is a Major Team Member or named parent company entity of financially responsible party which has provided a letter of support. If a Responding Team member identified in Form B is a joint venture, consortium, partnership, limited liability company or other form of association, provide one copy of this Form B for each member of the joint venture, consortium member, partner or limited liability company member of the Responding Team member (as applicable).]

Name of Responding Team: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Individual's Title: _____

Federal Tax ID No. (if applicable): _____ Telephone No.: _____

North American Industry Classification Code: _____Fax No.: _____

Name of Official Representative (if applicable): _____

Business Organization (check one):

☐ Corporation (If yes, then indicate the State and Year of Incorporation.)

☐ Partnership (If yes, complete Sections A-C and the Certification form (Form C) for each member.)

☐ Joint Venture (If yes, complete Sections A-C and the Certification form (Form C) for each member.)

☐ Limited Liability Company (If yes, complete Sections A-C and the Certification form (Form C) for each member.)

☐ Other (describe)

A. Business Name: _____

B. Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the name, role and percentage ownership of for each member firm in the space below. Complete a separate Information form (Form B) and certification (Form C) for each member firm and attach it to the SOQ. Also indicate the name and role of each other financially liable party and attach a separate form.

Name of Firm Role

_____

_____

_____

_____

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____ Print Name: _____

Title: _____ Date: _____

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

RESPONDING TEAM: _____

Form C
Certification

Responding Team: _____

Name of firm/entity: _____(the respondent)

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

☐ Yes ☐ No

If yes, please explain:

2. Has the respondent or any affiliate* sought protection under any provision of any bankruptcy act within the past ten years?

☐ Yes ☐ No

If yes, please explain:

3. Has the respondent or any affiliate* been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

☐ Yes ☐ No

If yes, please explain:

4. Has the respondent or any 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 ten years?

☐ Yes ☐ No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project within the past ten years performed or managed by the respondent or, to the knowledge of the undersigned, by any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

☐ Yes ☐ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the respondent or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable District of Columbia governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including 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 District of Columbia law?

☐ Yes ☐ No

If yes, please explain:

7. Has the respondent or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including the District of Columbia Department of Employment Services (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 within the past ten years governing prevailing wages (including payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☐ No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the respondent that could result in the respondent being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☐ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

_____

*The term "affiliate" means a Person that, directly or indirectly, through one or more intermediaries has 50% or more voting or economic interest in the respondent or controls, is controlled by or under common control with the respondent.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the respondent's Official Representative:

By: _____

Print Name: _____

Title: _____

Date: _____

RESPONDING TEAM: _____

Form D-1
Project References

Project Name and Contract Number	Owner Information (1)	Project Description	Dates Work Performed	Construction Value	Annual O&M Value (2)	Description and Amount of Work Performed (3)	Project Outcome or Current Status

The information requested should be presented above and supplied separately in a Microsoft Excel or similar file format.

Notes:

(1) For owner information, provide owner's name, address, contact name and current email address, phone and fax numbers.
(2) Provide operations and maintenance value if the entity's role involved operations and maintenance
(3) Describe the work and state the percent or dollar value of the (a) design and construction work the entity performed/was responsible for (if the entity is a design-builder); (b) the construction work performed/was responsible for (if a developer or constructor); or (c) the design work performed (if the entity is a designer). For example, a member of a JV with a 30% stake in a $200 million project would insert 30% or $60 million; an engineer who performed $10 million worth of work on a $100 million project would insert 10% or $10 million.

RESPONDING TEAM: _____

Form D-2
Information Regarding Key Personnel

Key Personnel Position	Name of Key Personnel & References Name/Phone Number
Project Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Construction Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Construction Superintendent	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Design Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Lead Design Engineer	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Independent Quality Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Design Quality Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Operation and Maintenance Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Bus Operation Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
Streetcar Operation Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*
DBE Workforce Development Manager	Key Personnel Name: *Reference 1:* *Reference 2:* *Reference 3:*

RESPONDING TEAM: _____

Form E
Financial Information Summary for Major Team Members

The Chief Financial Officer, Treasurer or equivalent financial officer from each reporting entity must certify the information on this form as complete, true and accurate. Information should be derived from audited financial statements where possible. ~~Audited f~~Financial ~~s~~Statements will prevail over this table.

ENTITY AND YEAR	ROLE ON THE RESPONDING TEAM	SHARE HOLDERS (2)	TOTAL REVENUES*	PRE-TAX PROFIT*	FIXED ASSETS*	TOTAL ASSETS ~~(4)*~~ (3)*	LONG-TERM LIABILITIES*	SHORT-TERM LIABILITIES*	NET WORTH*	TANGIBLE NET WORTH*	GEARING ~~(5)~~ (4)

NOTES:

(*) Expressed in thousands (000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the exchange rate prevailing on the last day of each financial year. Please identify the benchmark on which the exchange rate is based.

Notes:

1) Complete forms for each Major Team Member of the three most recent fiscal years. Separate forms may be used.
2) List shareholders 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.
3) Excludes goodwill and intangibles.
4) Gearing = Long Term Liabilities / Net Worth

EXHIBIT 1

NOT USED

EXHIBIT 2(a)
PROJECT MANAGEMENT TEAM AND CONFLICTED PARTIES

The following firms may have a conflict of interest. The Contracting Officer will determine whether an organizational conflict of interest exists, and the actions necessary to avoid, neutralize, or mitigate such conflict.

1. HDR Engineering, Inc.
2. Allen & Overy LLP
3. ATS Consulting
4. Ball Janik, LLP
5. Collaborative Strategies Group
6. Ernest & Young Infrastructure Advisors, LLC
7. Fitzgerald & Halliday, Inc.
8. George Mason University
9. Gorove Slade
10. Greenhorne & O'Mara, Inc.
11. Interactive Elements, Inc.
12. Justice and Sustainability Associates, LLC
13. Kittleson & Assoc., Inc.
14. Legion Design / Campbell & Associates
15. LTK Engineering Services
16. Mercado Consultants, Inc.
17. Pillar Solutions
18. PRR, Inc.
19. Robert Charles Lesser & Co.
20. Shiels Obletz Johnson, Inc.
21. Traceries
22. ZGF Architects, LLP
23. RK&K
24. AECOM
25. AMEC

Pursuant to 23 Code of Federal Regulation (CFR) 636.116; Consultants and subconsultants who assist the District in the preparation of a RFQ document or supporting documents such as FEIS, IMR, etc., are not allowed to participate on a Responding Team. Responding Teams must provide the District information regarding all potential organization conflicts of interest in its proposal, including all relevant facts concerning any past, present or currently planned interests which may present an organizational conflict of interest, as required by 23 CFR 636.116. The Contracting Officer will determine whether an organizational conflict of interest exists, and the actions necessary to avoid, neutralize, or mitigate such conflict.

EXHIBIT 2(b)
UTILITY RELATED ENTITIES

1 A Better Answer, Inc.
2 A1 Dish
3 AAA Recycling and Trash Removal Services
4 ABOVE NET
5 Access High Speed Internet*
6 ACN Communication Services, Inc.
7 AEP Energy
8 AES Corp
9 AiNET
10 Alliant Energy Corp
11 American PowerNet Management
12 AnswerNet
13 AOC Connect*
14 AT&T Corporation (TCG)*
15 Best Satellite TV
16 Bollinger Energy Corporation
17 Broadview Networks Inc.
18 BTS Communications
19 C & B Trash Removal
20 Cavalier Telephone Mid-Atlantic, LLC
21 Cesarie
22 Clean Currents
23 Clearview Energy
24 Comcast*
25 Comptel
26 Connect Your Home
27 Consolidated Edison Solutions
28 Constellation New Energy
29 CSX Transportation
30 DC Department of Consumer and Regulatory (DCRA)
31 DC NET
32 DC Water*
33 DDOT ITS -Communications Department
34 DDOT Public Space Utility
35 Devonshire Energy
36 Direct Energy
37 DirecTV*
38 dishNet*
39 EarthLink
40 Earthwater Resources
41 Elite Power Group
42 EMEX Power (independent affiliate)
43 Ericsson/SPRINT
44 Express Technologies
45 EXPRESS-TEK
46 Fairpoint Communications
47 Fibergate
48 FIBERLIGHT, LLC*
49 FiberNet
50 First Communications

* Highlighted companies denote those companies that have subsidiaries or multiple divisions with separate names

[*Utility Related Entities continue on following page*]

51 Florida Power & Light Co.
52 Function Enterprise Inc
53 Gateway Energy Services Corporation (Econnergy Energy)
54 GDF Suez Energy Resources NA
55 Glacial Energy
56 Hess Corporation
57 Horizon Power & Light
58 Integrys Energy Services
59 Level 3 Communications
60 Liberty Power
61 Made Wireless
62 Matrix Telecom, Inc dba Matrix Business Technologies dba Trinsic
63 MCM Select
64 Mediacom*
65 Metro Waste, Inc
66 MetroMedia Energy
67 Metropolitan Telecommunications of DC, Inc (MetTel)
68 MidAmerican Energy
69 Nationwide Broadband Direct
70 Next Era Energy Services
71 Noble Americas Energy Solutions
72 NOVEC Energy Solutions
73 NUSTAR*
74 Pennsylvania Power & Light
75 Pepco Energy Services*
76 Public Service Enterprise Group
77 Public Utilities Report
78 QWEST *
79 R&R Electric Company
80 RCN
81 RCN Starpower
82 Reliant Energy
83 Rockville Water SVC
84 Satellite Country
85 Satellite Internet Pros
86 Sidera Networks
87 Sirius Radio (Formerly XM)
88 Sky Electric, LLC
89 SPRINT
90 Starion Energy
91 Starpower Communications, LLC dba RCN
92 The Zayo Group
93 Tiger Natural Gas
94 Time Warner Cable Authorized Agent
95 TW Telecom
96 UGI Energy Link
97 United States Telecom Assn
98 Utilities Tele-communications
99 Verizon*
100 Viridian Energy
101 Washington Gas Co.*
102 Washington Suburban Sanitary Commission
103 Win for Energy
104 WMATA
105 X-O Communications

* Highlighted companies denote those companies that have subsidiaries or multiple divisions with separate names