

Date:	<b>January 30, 2014</b>
Subject:	<b>Questions and Answers</b>
Solicitation Number:	<b>3513R08</b>
Opening Date/Time:	<b>No later than 1:00 pm on February 7, 2014 (eastern time)</b>
Addendum Number:	<b>12</b>

To All Proposers:

The Commonwealth of Pennsylvania defines a solicitation "Addendum" as an addition to or amendment of the original terms, conditions, specifications, or instructions of a procurement solicitation (e.g., Invitation for Bids or Request for Proposals), including but not limited to questions and answers, which are considered a material part of the solicitation.

This Addendum answers the following questions:

1. **Question** – The attached question #12 requires an immediate response to all proposers in order to appropriately respond to the RFQ. If financial statements (or SEC filings) for a Proposed Guarantor are included please confirm that the Financial Capability requirements would be satisfied and that (a) separate financial statements would not be required for the entity the Proposed Guarantor is supporting; and (b) newly formed entity letters would not be required.

**Answer** – To the extent that any Proposed Guarantor(s) commit(s) to guarantee all of the obligations of an Equity Member or Major Non-Equity Member, separate financial statements and/or newly formed entity letters would not be required for the relevant entity that the Proposed Guarantor(s) guarantee.

2. **Question** – Your response to question No. 10 within addendum 10 published on January 17, 2014 appears to be conflicting. "No" means no. We understand that. Our interpretation of this response mandates that if an LLC is utilized in this structure as a "lead contractor" as opposed to partnership, joint venture, or other entity the LLC shall be required to comply with the provisions 67 pa code 457.15. "Is our interpretation correct? If so, why is an LLC treated differently than a partnership or joint venture?"

**Answer** – We do not agree with your interpretation. Section 457.15 only applies to joint ventures. An LLC is not a joint venture. An LLC is an independent legal entity with discrete financial standing, separate from its members.

3. **Question** – We would like clarification to a previous question. We are confused by the Department's answer to Question 10 from the January 17, 2014 Addendum. The applicable language in Section 6.5 of the Revised RFQ states: "To the extent that the Lead Contractor is a consortium, partnership or other form of joint venture, each member of the Lead Contractor performing construction activities shall be capable of performing at least 50% of the original contract price of the member's portion of the Lead Contractor." We further understand that the definition of "Lead Contractor" has now been

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amended as well. Our question is to confirm that if the Lead Contractor is a consortium of some type, that the form of the consortium is not limited to a partnership or joint venture, but rather can also be an LLC, with the understanding that each member of the LLC that is performing construction activities must meet the requirements of the Lead Contractor set forth in Section 6.5 of the RFQ.

**Answer** – See the answers to Question 2 above. For the avoidance of doubt, there is no prohibition on a Lead Contractor being an LLC.

4. **Question** – The following question #13 requires an immediate response to all proposers in order to appropriately respond to the RFQ: Question #13, Regarding 3(c) of Appendix 3: “Please provide clarity on the information PennDOT would like to see with regards to Commitments & Contingencies.”

**Answer** – We assume that you are referring to Section 3(b) of Appendix 3. “Key commitments and contingencies” refers to commitments and/or contingencies of the Lead Contractors that could have a material adverse effect on their ability to perform the Project.

5. **Question** – Reference Addendum 10, Question 14 pages 4, 5. The response to the above referenced question indicated that all administrative letters may be submitted as part of Volume 2 so as to exclude them from page limit requirements. The response to other questions (36, 37, and 40) also explicitly excluded some of these documents from the page count restriction of Volume 1. The subsequent revised RFQ document does not include such documents in the page count exclusions, nor does it indicate that they are to be moved to Volume 2. Please confirm that these documents may be excluded from the page count restriction and indicate which Volume of the SOQ they are to be contained in.

**Answer** – Please see Addendum 11. This answer *rescinds* the response in relation to Question 14 in Addendum 10 indicating that all administrative letters may be submitted as part of Volume 2 so as to exclude them from the page limit requirements applicable to Volume 1 of the SOQ.

6. **Question** – Reference Addendum 10, Questions 26 page 8 and Question 31 pages 11, 12. The referenced questions appear to give conflicting direction as to the submittal requirements for the redacted versions of the Proposer’s SOQ. The answer to question 26 states, “One redacted version of the information is sufficient and should be in electronic form”, whereas the response to question 31 states that one electronic and one hard copy of the redacted version must be submitted. Please clarify

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the submittal requirements for the redacted version of the SOQ. Further, if a hard copy of the redacted version of the SOQ is required, please clarify if said copy shall be included in, or in addition to, the 16 copies of the Proposer's SOQ which are currently required (i.e. will the required number of hard copy submissions be 16 or 17?).

**Answer** – Please provide one hard copy and one electronic copy. If the Proposer submits a hard copy of the redacted version of its SOQ, such hard copy shall be submitted *in addition to* the 16 un-redacted hard copies of the SOQ required by the RFQ.

7. **Question** – Reference Addendum 10, Question 33 page 12 and RFQ page 30. The response to the referenced question states that the signed written statement identifying any proprietary or confidential information contained within a Proposer's SOQ to be placed to the front of such material. Page 30 of the RFQ delineates a proposed sequencing of the materials to be contained in Volume 1 of the SOQ which would not allow for the redacted material to be contiguous within the SOQ. Will the Department allow the Proposers to relocate Form C to the end of Volume 1 so as to keep all confidential information immediately behind the signed statement?

**Answer** – No.

8. **Question** – Reference Addendum 10, Question 40 pages 15, 16. The referenced question requested that the following documents be removed from the page count limit of Volume 1:

- 1) Forms D and E of Appendix 2
- 2) Individual letters responding to Appendix 3, Section 3.(a) (Equity Finding Letters)
- 3) Individual letters responding to Appendix 3, Section 3.(d) (Lender Support Letters)

The response to the question stated, "Such letters shall be excluded from the relevant page limit". Was it the Department's intent to approve the page limit exclusion for items 2 and 3 only (i.e. those specifically noted as "letters") as posed in the question, or is has the entire request (Items 1, 2, and 3) been approved for exclusion?

**Answer** – Forms D and E are subject to the page limit for Volume 1. The letters referred to are not. See Addendum 11.

9. **Question** – The Proposer would like to add a table of contents at the beginning of the Volume 1 for the purposes of organizing the document. Would such count against the 80 page limit for Volume 1?



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**Answer** – Yes. A table of contents is not required.

Except as clarified and amended by this Addendum, the terms, conditions, specifications, and instructions of the solicitation and any previous Addendum(s), remain as originally written.

Kind regards,

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