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Response for

STATEMENT OF QUALIFICATIONS
FOR THE COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION (VDOT)
DESIGN BUILD PROJECT INTERSTATE 66
ACTIVE TRAFFIC MANAGEMENT (I-66 ATM)

Submitted to

COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION

Attention: Brenda L. Williams

Central Office Mail Center

Loading Dock Entrance

1401 East Broad Street

Richmond, VA 23219



On

DECEMBER 22, 2011

By

G4S TECHNOLOGY LLC (FORMERLY ADESTA, LLC)

1200 Landmark Center | Omaha, NE 68102 | 402.233.7700



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December 20, 2011

Commonwealth of Virginia
Department of Transportation (VDOT)
Central Office Mail Center
Loading Dock Entrance
1401 E. Broad Street
Richmond, Virginia 23219
Attention: Brenda L. Williams

**RE: Request For Qualifications No. C00098017DB46
Interstate 66 Active Traffic Management Design Build**

Dear Ms. Williams:

G4S Technology LLC (G4S Technology) (formerly Adesta, LLC) herein submits our Statement of Qualifications in response to the Virginia Department of Transportation's (VDOT) Request for Qualifications (RFQ) for the Interstate 66 Active Traffic Management (I-66 ATM) Design Build project.

G4S Technology is headquartered in Omaha, NE, with 13 regional offices in the United States. We currently have a total of 441 employees. We are a Delaware Limited Liability Company with 20 years of experience and expertise in the successful design and implementation of modern fiber optic, security, and intelligent transportation networks and infrastructure.

G4S Technology has assembled a team of proven professionals in the intelligent transportation systems industry with the demonstrated technical expertise and management experience to successfully implement the VDOT I-66 ATM project. Together, with the combined staff of seasoned industry experts from our Design Subcontractor Gannett Fleming and Construction Subcontractor Bruce and Merrilees, we are ready to commit our resources to the successful execution of this important traffic control project. The personnel in our Springfield, VA, office responsible for execution of this project live and work in Virginia. They know the challenges of Virginia traffic and have a personal interest in the successful implementation of this project.

The relevant project experience of the G4S Technology Team and its members demonstrates we have the industry knowledge and extensive experience of working together as a team.



As President of G4S Technology and the principal officer, I hereby certify that G4S Technology LLC:

- has two (2) subsidiaries:
 - G4S Technology Limited Partnership – 1200 Landmark Center, Suite 1300, Omaha, NE 68102.
 - G4S Technology CW LLC – 7432 Alban Station Blvd, Suite B226, Springfield, VA 22150
- is committed to achieving the fifteen (15%) DBE participation goal for the entire value of the contract. We have identified and included in our SOQ team members Quinn Consulting Services and T3 Design who are DBE consultants for the design process. Based on the final RFP we will identify and use appropriate DBEs for material procurement and construction.
- is prequalified by VDOT as evidenced in our VDOT prequalification certificate in Attachment F.
- as prime contractor will supply a 100% performance and payment bond to VDOT as specified in our Surety's letter in Attachment H. In addition, we will require performance bonds from our Design and Construction Subcontractors.
- has included our Debarment Form and those of our subsidiaries and subcontractors in Attachment D.

I can be reached at the letterhead address, telephone (402) 233-7653, facsimile (402) 233-7582, or via e-mail at Robert.Sommerfeld@usa.g4s.com.

We stand ready to supply any additional information you may require. The contact person for G4S Technology on this response is Ms. Mickey Seidel, our Senior Manager of Business Development. She can be contacted at the letterhead address, telephone (540) 399-1469, facsimile (402) 233-7582, or via e-mail at Mickey.Seidel@usa.g4s.com. We look forward to working with VDOT on this important ATM project.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Robert Sommerfeld'.

Robert Sommerfeld
President



1.0 TEAM STRUCTURE (Reference RFQ, Section 3.3., Page 13)

G4S Technology LLC (G4S Technology) is the Lead Contractor and legal entity that will execute a contract with the Virginia Department of Transportation (VDOT). Gannett Fleming (GF) will be the Lead Designer and will be a subcontractor to G4S Technology, as will Bruce and Merrilees Electric Company (BMEC). The Organizational Chart in **Exhibit 1.0-1** represents the Team Structure and all currently identified team members that will provide services.

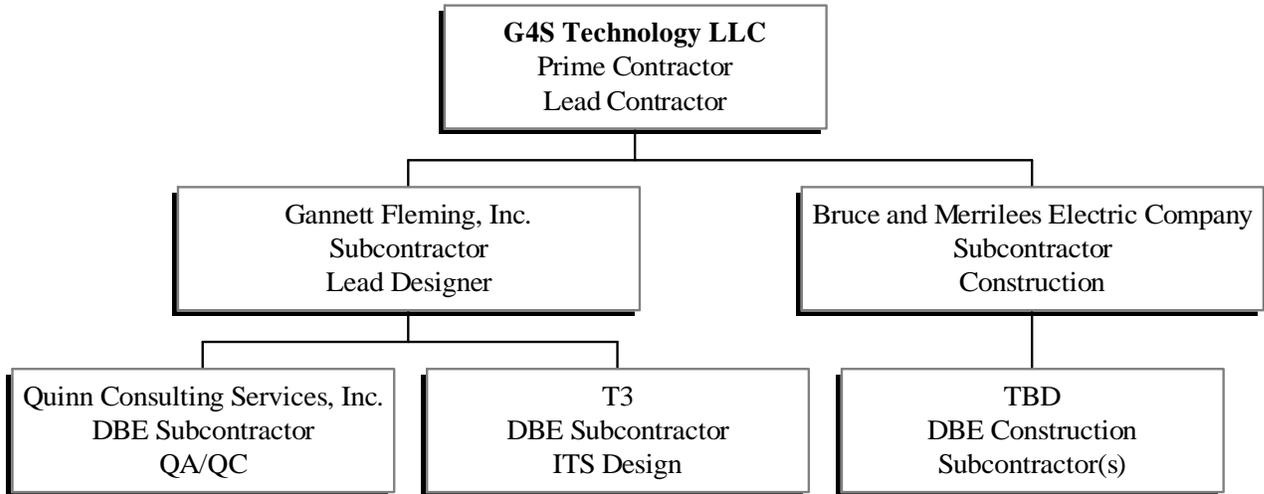


Exhibit 1.0-1: Team Structure Organizational Chart

1.1 Identity and Information about Key Personnel (Reference RFQ, Section 3.3.1, Page 13)

1.1.1 Design-Build Project Manager – Nathan Hauck, G4S Technology

During his tenure with G4S Technology, Mr. Hauck has been responsible for project management and construction oversight for ITS, security, and telecom. Projects have included the Pennsylvania Turnpike Commission Installation of ITS, an \$8.6M project including installation of CCTV, Variable Message Signs, wireless, and fiber optic communications and electrical service connections at over 30 sites spread across 100 miles of highway. He was also responsible for the installation of 150 roadway surveillance cameras along the length of the Garden State Parkway and New Jersey Turnpike. Mr. Hauck is very experienced in working in busy highway environments and understands the operational and safety issues involved. Other projects include a 126-mile fiber optic cable installation which encompassed the entire Denver Metro area; conduit build and fiber optic cable installation for WAN and LAN infrastructures; and the implementation of video surveillance systems including pole erection, electrical services power, and communications covering six (6) terminals at the Port of Baltimore for the Maryland Port Authority. Responsibilities include primary point of contact for customers, overseeing all construction-related activities on the projects, administering the subcontract process, planning and scheduling, project tracking, progress reporting, cost control, setting safety guidelines, and quality assurance. Mr. Hauck possesses a Virginia Department of Conservation and Recreation



(DCR) Responsible Land Disturber (RLD) Certification, a VDOT Erosion and Sediment Control Contractor Certification (ESCCC), and a certificate in Lockout/Tagout Safety from J.J. Keller and Associates, Inc.

1.1.2 Quality Assurance Manager (QAM) – John Vicinski, Quinn Consulting Services, Inc. Subcontractor to Gannett Fleming

Mr. John K. Vicinski, P.E. has over 25 years of construction management and inspection experience. Mr. Vicinski has served in the roles of Project Director, Quality Assurance Manager (QAM), Quality Control (QC) Resident Engineer, Project Engineer, and Inspector. He has experience on multiple VDOT project and fully understands VDOT's Minimum Quality Control and Quality Assurance Requirements for Design-Build & Public-Private Transportation Act Projects. He leads the Quinn Consulting Services Design-Build group and holds professional engineering registrations in Virginia, Maryland, and Pennsylvania.

1.1.3 Design Manager – Jay Calhoun, PE - Gannett Fleming

Mr. Calhoun serves as Vice President responsible for the design or quality control of Intelligent Transportation System (ITS) projects, signal systems, and traffic engineering studies. Mr. Calhoun's experience in ITS includes design, integration, and QC for projects involving ITS elements such as CCTV systems, Dynamic Message Signs (DMS), microwave vehicle detection systems, Roadway Weather Information Systems (RWIS), license plate recognition, and Highway Advisory Radio (HAR). The multidiscipline team of designers Mr. Calhoun supervises has worked with G4S Technology on previous design-build ITS projects in Massachusetts and Pennsylvania. Mr. Calhoun holds professional engineering registrations in fourteen (14) US States, including Virginia.

1.1.4 Construction Manager – Tim Demarest, G4S Technology

Mr. Demarest has served as Construction Manager on multiple projects in Virginia, Maryland, DC, and Massachusetts. His responsibilities include scheduling the work and assigning tasks to team members based on team member's skills and competencies. Most recently he performed as the on-site construction manager for the AMTRAK 1011 Security Improvement Project supervising multiple subcontractors performing construction and installation activities at three (3) geographically separated stations in Virginia and Maryland, simultaneously. The work included CCTV systems with outdoor and indoor telecommunication and electrical plant, power generation, HVAC, security system equipment, and related construction. Mr. Demarest will obtain a Virginia Department of Conservation and Recreation (DCR) Responsible Land Disturber (RLD) Certification, a VDOT Erosion and Sediment Control Contractor Certification (ESCCC), and will successfully complete OSHA training in electrical safety for Arc Flash Protection and Lockout/Tagout prior to the commencement of construction.

1.1.5 Lead Designer – Mark Metil, Gannett Fleming

Mr. Metil serves as a Senior Project Manager responsible for participation in and oversight of data collection; travel forecasting; traffic impact studies; traffic signal system design; signing and pavement marking plans; maintenance and protection of traffic plans; and conducting analyses of existing and proposed roadway intersections, corridors, and networks. His responsibilities also



include the development of ITS projects, security/safety and operational audits and reviews of planned and existing facilities. He holds professional engineering registrations in seven (7) US States, including Virginia, and is a certified Professional Traffic Operations Engineer (P.T.O.E.).

1.1.6 Lead Structural Engineer – Scott Rhine, PE - Gannett Fleming

Mr. Rhine serves as Transportation Director and Project Manager at GF. He is responsible for overseeing transportation projects and professional staff and will serve as the Lead Structural Engineer for this project. His project experience includes complete development of plans and specifications, inspections, and evaluations for new and rehabilitated bridges, highways, and related civil works projects. Mr. Rhine also serves as National Design-Build Leader with the firm's Design-Build Leadership Team. Responsible for effort and coordination associated with projects involving contractors, departments of transportation, turnpike commissions, and other transportation clients through the design-build initiatives across the country. He holds professional engineering registrations in six (6) US States, including Virginia, and is certified by the Design-Build Institute of America (DBIA).

1.1.7 Electrical/ITS Supervising Technician – John Powell, G4S Technology

Mr. Powell is a Virginia licensed Master Electrician with over 22 years’ experience. Mr. Powell’s Prince William County Master Electricians License is in the process of being transferred under VA DPOR and is expected to be complete by February 1, 2012. His responsibilities include the design and development of specifications and construction drawings, coordination and expediting of permit applications, construction planning and scheduling, management of electricians and technicians, and completion of as-built documentation. Mr. Powell will be responsible for the management of G4S Technology’s technicians who will be responsible for the turn-up, testing and integration of the ITS devices. His project experience includes the installation and integration of 188 CCTV cameras, a video management system and video analytics solution at multiple sites on the Amtrak 1011 Security Improvement Project. Mr. Powell will successfully complete OSHA training in electrical safety for Arc Flash Protection and Lockout/Tagout prior to the commencement of construction.

Resumes for these Key Personnel are included in **Appendix C**.

Evidence of the G4S Team’s professional licensing is listed in table format in **Exhibit 1.1-2** below. Full size copies of the SCC and DPOR registrations are provided in **Appendix G**.

Exhibit 1-1.2

SCC Registration for Each Business			
Registered Name	Registration No.	Type of Corporation	Status
G4S Technology LLC	T0213688	Foreign Corporation	Active
Gannett Fleming, Inc.	F1024639	Foreign Corporation	Active
Quinn Consulting Services Incorporated	04925517	Domestic Corporation	Active



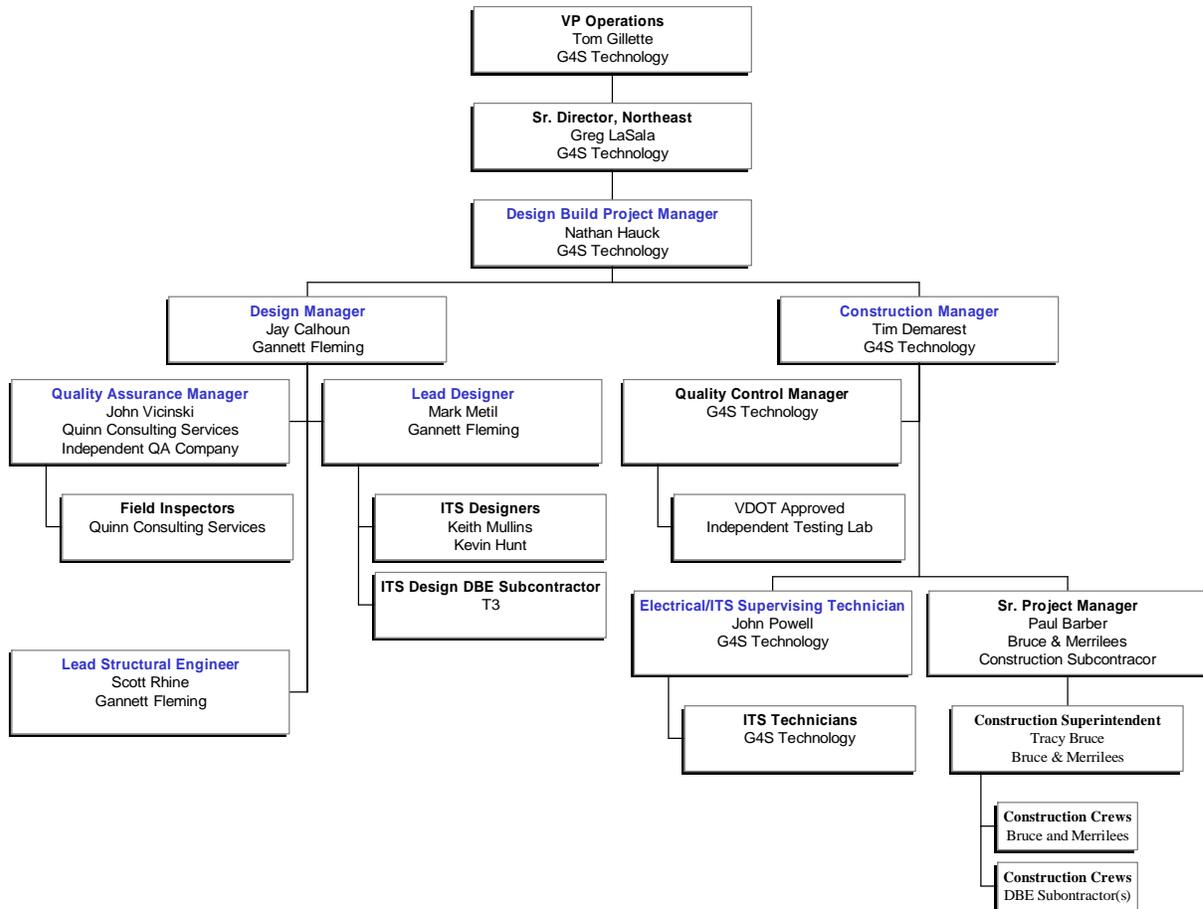
DPOR Registration for Offices					
Registered Name	Address	Reg. Type	Responsible Person	License No.	Expires
Gannett Fleming, Inc.	207 Senate Avenue Camp Hill, PA 17011	Business Entity	Michael Luning	0407002949	12/31/11
Gannett Fleming, Inc.	4401 Fair Lakes Court Suite 100 Fairfax, VA 22033	Branch Office	Martin Kazmierczak	0411000261	2/29/12
Gannett Fleming, Inc.	7021 Harbour View Boulevard, Suite 112 Suffolk, VA 23435-0000	Branch Office	James Schneider	0411000055	2/29/12
Gannett Fleming, Inc.	7133 Rutherford Road Suite 300 Windsor Mill, MD	Branch Office	Warren Barrett, II	0411000750	2/29/12
Gannett Fleming, Inc.	4350 West Cypress St Suite 340 Tampa, FL 33607-000	Branch Office	Jay Calhoun	0411000882	2/29/12
Quinn Consulting Services Inc.	4607 Marble Rock Court Chantilly, VA 20151	Business Entity	Elizabeth Quinn	0407003733	12/31/13

DPOR Registration for Key Personnel					
Registered Name	Address	Reg. Type	Registration No.	Expiration Date	Practicing Office
Jay Calhoun, PE	4350 West Cypress Street, Suite 300 Tampa, FL 33607	Professional Engineer 0402	009937	5/31/13	Tampa
Mark Metil, PE, PTOE	207 Senate Avenue Camp Hill, PA 17011	Professional Engineer 0402	030893	12/31/12	Camp Hill
Scott Rhine, PE	800 Leonard Street Suite 1 Clearfield PA 16830	Professional Engineer 0402	047641	7/31/12	Camp Hill
John Vicinski, PE	4609 Marble Rock Court Chantilly, VA 20151	Professional Engineer 0402	026380	8/31/13	Chantilly

DPOR Registration for Other Professional Services				
Registered Name	Address	Registration No.	Expiration Date	Practicing Office
Not Applicable				



1.2 Organizational Chart (Reference RFQ, Section 3.3.2, Page 15)



1.2.1 Team Functional Relationships and Communication

G4S Technology will be the Lead Contractor Systems Integrator and as such we will manage the overall project from design to implementation. We will provide complete project management including direct reporting to VDOT, scheduling, cost controls, and design functions related to the ATM network. In addition, we will perform the integration of the ITS elements, testing, and coordination and support of VDOT’s parallel ATM application software effort. G4S Technology will also procure all material associated with the implementation of the project.

Gannett Fleming (GF), as the Lead Designer, will be the professional engineering firm on our design-build team. Their scope of work is to provide all necessary professional engineering services related to structural, roadway, network, and ITS applications. This will include all required submittals for approval and permitting. G4S Technology and GF have worked together as Lead Contractor and Designer respectively on numerous Design-Build Projects including MassDOT I-91 ITS Installation and the Pennsylvania Turnpike Commission (PTC) Installation of ITS Projects. Our proposed DB Project Manager, Nathan Hauck, worked directly with GF on



the PTC project and several GF personnel who were involved in that design will be assigned to this project as well.

Gannett Fleming will also be responsible for subcontracting and coordination of Quinn Consulting Services, the independent Quality Assurance (QA) firm's, functions. Quinn's Quality Assurance Manager, John Vicinski will both report Directly to GF's Design Manager, Jay Calhoun. This arrangement insures that the QA functions are separated from the construction functions, quality control (QC) and testing which are managed by G4S Technology's Construction Manager. GF's Design Manager will report to G4S Technologies DB Project Manager.

BMEC will act as the team construction subcontractor. They will provide the labor forces to perform all of the construction of all ITS elements including, DMS signs and structures, CCTV cameras and poles, controller cabinets, site civil work and maintenance of traffic. BMEC is committed to subcontracting portions of their scope to DBE subcontractors in order to meet the project DBE goal. BMEC's project manager will report to G4S Technology's Construction Manager.

G4S Technology is an experienced prime contractor and routinely leads design build teams. Our approach to working with team members and subcontractors begins with partnering in the same manner we approach our relationship with our clients to ensure communication and common goal. We conduct a formal partnering meeting at the start of each large project. All stakeholders in the project, including our client and subcontractors as well as any other key parties are invited to attend the partnering session. The partnering session has proven to be instrumental in understanding our client's expectations and organizational structure, establishing trust between team members, developing clear lines of communication and building productive relationships among all stakeholders. Partnering provides stakeholders an opportunity to discuss the keys to success of the project as well as risks, potential road blocks and solutions to handle them. One of G4S Technology's core philosophies is the use of partnering in order to mitigate conflicts during the project. Partnering is an action-oriented strategy with an emphasis on up-front team building, clear definition of common objectives, synchronized systems for rapid issue resolution, and frequent joint evaluation of partnership effectiveness. By implementing the partnering philosophy, G4S Technology has developed long-term relationships with customers.

Control and coordination of our team members and subcontractors work begins with our Subcontract and Engineering Service Agreement documents. In addition to legal terms and conditions which bind the sub to perform the desired work these documents include a detailed scope of work and project schedule. Our contracts department works closely with the engineering and construction teams to ensure that the scope of work included in all subcontracts clearly defines what the subcontractor is to do and more importantly that all of the various subcontracts encompass the complete project scope without gaps or overlap to insure the work is completed as intended. Each subcontractor is required to provide a resource loaded schedule for their work.



Our field staff carefully monitors and records subcontractor progress so that the management team can monitor progress against the project schedule. We hold regular progress meetings with our subcontractors where progress, safety and quality are reviewed. If a subcontractor falls behind schedule we will work with them to develop recovery schedules and if necessary we will intervene to bring in additional resources. G4S Technology has a local office located in Springfield, VA which will provide the home base for the project team.

Each design-build entity will have existing offices providing support to the project. For instance, many of GF’s large transportation projects involve personnel from multiple offices. We have established standards for working under these circumstances to ensure continuous coordination between project team members. By using SharePoint, a web based collaboration tool, information including drawings and specifications is made readily available to all team members on a real time basis.

1.2.2 Organizational Functions

We select our key personnel from a pool of highly qualified project professionals. **Exhibit 1.2.2-1: Team Duties and Responsibilities** provides a breakdown of the areas of responsibilities allocated to the team’s Key Personnel.

Exhibit 1.2.2-1: Team Duties and Responsibilities	
<p>Design Build Project Manager The Project Manager assumes the responsibility for the overall project management. Responsibilities include:</p>	<ul style="list-style-type: none"> • Serving as G4S Technology's single point-of-contact. • Giving presentations to the client. • Maintaining contract administration for the client, project team members and subcontractors. • Supervising all operations and maintenance activities. • Maintaining quality assurance and safety. • Chairing project status meetings. • Preparing monthly status reports. • Approving all project change orders and contract amendments. • Approving purchases of equipment and services. • Coordinating field installation and demonstration testing. • Coordinating documentation submittals.
<p>Quality Assurance Manager (QAM) The QAM has the oversight responsibility for system quality to ensure that we provide superior products and supporting services. Responsibilities include:</p>	<ul style="list-style-type: none"> • Enforcing VDOT’s Quality Assurance procedures. • Monitoring all aspects of the system installation • Monitoring preparation of the test plan and procedures for site testing. • Monitoring quality of documentation. • Monitoring test results. • Evaluating the site test results. • Recommending corrective activities. • Monitoring equipment reliability in the field and identifying areas where we need reliability improvement to meet contract requirements.



Exhibit 1.2.2-1: Team Duties and Responsibilities	
<p>Design Manager The Design Manager is responsible for the overall design of the project. Responsibilities include:</p>	<ul style="list-style-type: none"> • Overseeing overall project design. • Providing and maintaining QA/QC program.
<p>Construction Manager The Construction Manager coordinates all construction activities. Responsibilities include:</p>	<ul style="list-style-type: none"> • Directing the integration and installation of all project components. • Supervising warehousing and inventory control. • Organizing maintenance during the acceptance test periods. • Coordinating training activities. • Providing and maintaining proper documentation.
<p>Lead Designer The Lead Designer is responsible for the ITS Architecture, system engineering and design, including:</p>	<ul style="list-style-type: none"> • Overseeing network design. • Approving all product selection. • Conceiving and assigning construction drawings. • Providing and maintaining proper documentation.
<p>Lead Structural Engineer The Lead Structural Engineer is responsible for structural design of:</p>	<ul style="list-style-type: none"> • Support structures. • Foundations. • Verifying field conditions. • Providing and maintaining proper documentation.
<p>Electrical/ITS Supervising Technician The Electrical/ITS Supervising Technician oversees the electrical/ITS construction and integration, including:</p>	<ul style="list-style-type: none"> • Wiring and spicing. • ITS device installation. • Inspection and testing. • Providing Subcontract Administration and Management. • Providing and maintaining proper documentation.



2.0 EXPERIENCE OF OFFEROR'S TEAM (Reference RFP, Section 3.4, Page 15)

2.1 G4S Technology

G4S Technology brings order to the complex combination of technical options that today's modern transportation systems demand. Our knowledge of a wide range of technologies, products, and systems, combined with strict attention to detail and vendor independence provides customers with integrated solutions that are reliable, cost-effective, and scalable.

The improved ITS technology of today will bring additional real-time and interactive information to an increasingly technology savvy population who will demand more information when making travel choices.

ITS offers the traveling public a greater level of security and safety as the technology deployed along the roadways provides camera and communications surveillance. As the lines separating communications, security, and ITS fade, G4S Technology is the premier choice to integrate any combination of these historically disparate systems. With our unique skillsets, we can provide transportation agencies advanced communication and electronic systems that support roadway operations, traffic management, mobile surveillance, emergency response, public safety, and border security.

Our project and construction management capabilities are well-suited to provide design-build services to construct a camera and messaging system supported by both fiber and wireless backbone technology. These technologies require integration and ongoing maintenance. G4S Technology's history reflects our ability to creatively work with our customers as partners and build long-term relationships.

G4S Technology offers unmatched expertise and experience through a comprehensive suite of services that include project management, engineering and construction management, facility engineering, system detail engineering, network engineering and construction, material acquisition and control, systems integration, and documentation.

G4S Technology performs the following services in providing our clients with superior solutions:

- Network Architecture.
- System & Facilities Design and Development.
- Material & Equipment Specifications, Acquisition, and Control.
- Site and Right-of-Way Acquisition.
- Permitting and Licensing.
- Network Construction.
- Project and Construction Management.
- Systems Integration.
- CADD/GIS Documentation.

G4S Technology has been involved in transportation projects for over 15 years. Our transportation clients include the Massachusetts Department of Transportation, Pennsylvania



Turnpike Commission, Amtrak, Illinois State Toll Highway Authority, Chicago Transit Authority, New York State Thruway Authority, New York State DOT, New Jersey Turnpike Authority, and Colorado DOT.

The G4S Technology National Capitol Region Office located in Springfield, VA, will be responsible for support and the overall management of the VDOT I-66 ATM project. This office supports G4S Technology's projects in communication, security, and intelligent transportation throughout the Mid-Atlantic region of the United States. The project office has full authority, responsibility, and the resources to manage and conduct the project efficiently.

2.2 Gannett Fleming

GF is a broad-based, multidisciplinary engineering firm with a national reputation. The firm is a recognized leader in the transportation industry, consistently ranking among the top twenty Engineering Firms in the country that specializes in transportation. They have been involved in the design of ITS networks since their inception, providing engineering support services for projects in New Jersey, New York, and Pennsylvania. Their staff of over 1900 is concentrated primarily in the Northeast, allowing them to be well positioned to provide the engineering support for this project.

GF has a full range of capabilities to meet the broad scope of ITS demands for both highway and transit facilities. Their approach is founded on the principle that the role of technology in transportation is to make tasks simpler and easier, not more complex. Their philosophy of straightforward design, with a clear focus on the project's goals, maintains a solid performance record of innovation and advanced technology that works.

ITS Services Provided:

- Strategic planning for ITS deployment.
- Advanced transportation management systems.
- Highway management systems.
- Communication systems planning and design.
- Electronic Toll Collection.
- Traveler information systems.
- Traffic signal systems.
- Geographic information systems.
- Transportation planning/traffic engineering.
- Multimodal corridor studies.

Key Approach Elements:

- Focus on prevention, not reactionary applications to ITS.
- Focus on mobility goals, not high technology looking for a problem.
- Focus on multimodal solutions.
- Focus on proven team leaders.
- Focus on coordination of ITS efforts.



2.3 Bruce & Merrilees

Bruce & Merrilees Electric Company (BMEC) was established in 1948 as a residential, commercial, and industrial electrical contracting company. Over time, BMEC developed into a premier electrical contractor serving transportation, commercial, and industrial customers.

Today, they are a leading project management and services firm providing the highest level of customer service to all industries, from power plant upgrades and new installations to highway lighting, signing, and traffic signal intersections, as well as 24/7 electrical service and maintenance. BMEC currently employs 300 full-time employees.

They work closely with municipalities, departments of transportation, and developers to install, maintain, and upgrade all transportation electrical needs, including ITS networks, highway lighting, signing, directional signing, sign structures, and traffic signals, as well as airport facility installations and upgrades.

They have successfully completed projects for the Departments of Transportation and municipalities within Pennsylvania, Ohio, New Jersey, Maryland, Virginia, West Virginia, Montana, and Minnesota. Commercial developers also rely on them for projects such as lighting and utilities for buildings, parking lots, and other large-scale developments.

At BMEC, safety is a core value. They place safety first ahead of all other project objectives. BMEC believes in the Zero Incident Philosophy which states that “incidents need not occur and that all incidents are preventable”.

2.4 Quinn Consulting Services, Incorporated

Quinn Consulting Services Incorporated (QCS) is a 100% woman-owned DBE/WBE engineering consulting firm that provides quality control and/or quality assurance services on design-build projects for contractors, design engineers, and owners.

The QCS Design-Build group is led by Mr. John K. Vicinski, P.E. He is supported by a group of design-build professional which includes quality assurance managers, quality control engineers, office engineers, QA/QC inspectors, and materials technicians.

As part of their QA Design-Build Services, QCS will develop a project specific QA/QC Plan for inclusion in the design-build submission package and fully implement this QA/QC Plan at project execution. Elements of the typical Design-Build QA/QC Plan will include:

- Roles and responsibilities of project stakeholders.
- Lines of communication and limits of authority.
- Preparatory, intermediate, and follow-up inspection guidelines.
- Frequency of testing requirements.
- Project materials pre-approval and tracking procedures.
- Deficiency and non-compliance reporting.

Upon project Notice-To-Proceed (NTP), QCS professionals schedule and conduct activity preparatory meetings. During these meetings they discuss activity schedules and procedures, specifications, materials testing requirements, safety concerns, public relations, and the



establishment of activity witness and hold points. Once an activity begins, QCS QA/QC inspectors will clearly document the contractor's work on standard forms, complete activity specific checklists, inspect and test materials, and work closely with contractor personnel to identify and resolve any noted deficiencies at the lowest possible level. For those deficiencies that rise to the level of non-conformance per the approved contract documents, QCS QA/QC managers will issue the appropriate non-conformance reports and track each issue to successful resolution.

QCS has supported clients from all perspectives on large and small design-build projects. They have worked as owner QA representatives, contractor QC inspectors, and consultant engineer quality assurance managers where they have served as an integral part of project QA/QC teams delivering a quality product by working in partnership with owners, design engineers, and contractors.

Representative QCS QAM work on Virginia design-build projects include: Dulles Metrorail Extension, Phase 1 and 2, Fairfax and Loudoun Counties; I-495 HOT Lanes, Tysons Corner; Fairfax County Parkway, Phase III, Fairfax County; and Waxpool Road, Loudoun County.

2.5 T3 Design, P.C.

T3 Design, P.C. is a woman-owned engineering consulting firm providing traffic engineering, transportation planning, and ITS services to agencies throughout Virginia and Maryland. These agencies include the Virginia Department of Transportation (VDOT), Arlington County, Montgomery County, Prince William County, Loudoun County, Franklin County, City of Alexandria, City of Fairfax, City of Roanoke, City of Rockville, City of Manassas, Maryland State Highway Administration (MdSHA), Maryland Transportation Authority (MdTA), and the District of Columbia Department of Transportation (DDOT).

T3 Design, P.C. officially began operations in July of 2006. The firm's headquarters is located in downtown Fairfax, VA, on Old Lee Highway. T3 Design is a certified Woman Business Enterprise (WBE) with certifications from Virginia Department of Transportation, Maryland Department of Transportation, Washington Metropolitan Airport Authority, and states/agencies in the Mid-Atlantic region.

2.6 Team Experience

More important than the wide-ranging experience that each individual team member brings to this VDOT I-66 ATM project, is the history we have as a team designing and building similar ITS projects. **Exhibit 2.6-1** represents some key projects.

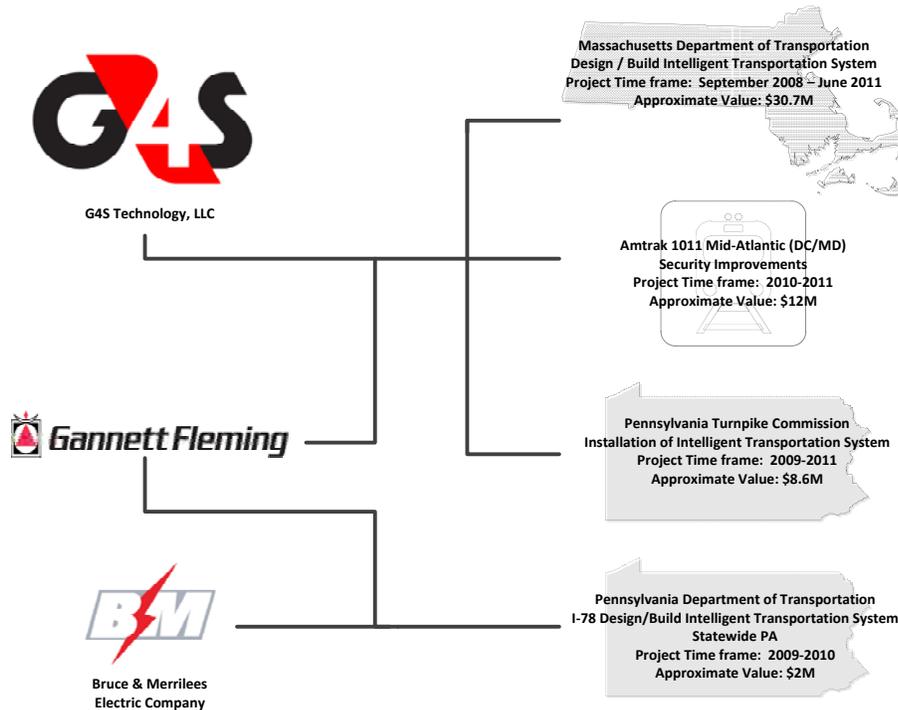


Exhibit 2.6-1

G4S Technology and Gannett Fleming have worked together as Lead Contractor and Lead Designer respectively on multiple projects in both ITS and security. Three (3) of these projects—the Massachusetts DOT I-91 ITS project, Pennsylvania Turnpike Commission Installation of ITS Project, and the Amtrak 1011 Security - Projects are described in specific detail on G4S Technology’s work history forms attached in Appendix E. G4S Technology and GF have a strong working relationship from senior management to the Project Managers, Construction Managers, Engineers, and Designers who will work on the VDOT I-66 ATM Project. When we sought a design partner for this project, GF was our clear first choice.

GF and Bruce & Merrilees Electric Company (BMEC) have worked together on several high profile projects throughout the state of Pennsylvania. On the I-78 ITS Design-Build project for PennDOT District 5, BMEC served as the prime contractor with GF facilitating the role of client review. Throughout the review and construction phase of the project, GF and BMEC staff coordinated on submissions and construction issues to ensure PennDOT received a system that met all functional requirements and specifications. In addition, GF has been a subconsultant to BMEC on design-build projects providing geotechnical analysis and foundation design services for support structures, including DMS structures.

When G4S Technology and GF decided to team together for this project, GF suggested we consider BMEC as a construction contractor. After reviewing BMEC’s project history, meeting with their key management, and thoroughly vetting them through our subcontractor pre-qualification process, we are convinced they are an excellent addition to our project team. Our core values are well aligned and B&M has the manpower, equipment, and experience necessary to complete this project successfully.



3.0 PROJECT RISKS (Reference RFQ, Section 3.5, Page 16)

As with any large technology project there are many risk factors that could impact the success of the project. In the case of the ATM project these risks are further complicated by the inherent risks of working outdoors, exposed not only to the elements but also an extremely high traffic highway environment. Relevant risks to this project include:

- Implementation of the equipment along with the parallel ATM application software systems deployment.
- Technology selection to match concept of operations.
- Maintenance of traffic to provide for the safety of motorists and construction workers without causing excessive traffic delays.
- Proof of concept and acceptance testing.
- Electric utility service accessibility and coordination.
- Public Relations, especially as relates to traffic delays which may be caused during construction.
- Delays in the design review and approval process.
- Environmental issues.
- Weather conditions.

While weather, utilities, public relations, and environmental issues are of vital importance to any ITS project, the first three (3) risks listed are the most critical as they are the most unique to this ATM project and can have significant impact on the schedule, financial, and operational success of the project. To develop a better understanding of the risks and issues involved in an ATM project, G4S Technology and GF have discussed project risks with the project planners and administrators for similar ATM projects in Minnesota and Washington.

3.1 Implementation of the equipment along with the parallel ATM application software systems deployment

Why the Risk is critical? - Software issues have the ability to devastate a project of this type and magnitude. No matter how well the installation and field integration of the Design-Build portion of the project progress, the success and completion of the project will not be achieved until the field systems are properly integrated with the control software.

What impact the Risk will have on the project? - If not properly mitigated, it could have significant impact on the schedule and cost of the project.

Mitigation strategies - VDOT is already implementing one mitigation strategy by separating the Software Development contract from the Design-Build contract. In addition, our team has been in contact with both Minnesota DOT (MnDOT) and Washington State DOT to discuss the specific topic of software integration. While we will not be expected to develop any software as part of this effort, our team does have a unique set of qualifications related to software development for transportation agencies. Our design engineer, GF, has a division (GeoDecisions) dedicated to software development and GIS support. The GeoDecisions division at GF has implemented software solutions for over 30 DOTs including VDOT. GF also has



worked with a number of large software integrators including ACS and Open Roads on ATMS and Tolling projects. This relationship and expertise will mitigate typical risk factors that are the result of unfamiliarity with software requirements.

Role that VDOT and other agencies may have in addressing these risks – While separating the Software Development mitigates some risk by allowing VDOT to specifically select and manage the Software Developer it creates another potential risk by splitting responsibility for the success of the project between two (2) parties under separate contracts. VDOT will have to coordinate between the software vendor and Design-Build contractor to ensure proper communication and information flows are occurring. Our team is willing to work with all project partners to ensure successful delivery of all aspects of the project and would suggest involving the software vendor in a formal partnering session with the VDOT and our DB team.

3.2 Technology selection to match concept of operations

Why the Risk is critical? - The Concept of Operations (ConOps) provides a clear picture of what the proposed system will do. If the proper systems and components are not chosen, the requirements documented in the ConOps will not be realized.

What impact the Risk will have on the project? - Proposing inferior technology or products that do not meet the requirements will cause schedule delays, unnecessary reviews for VDOT staff, and could result in inability to integrate the system to achieve the operational objectives.

Mitigation strategies - Successful ATM projects have already been deployed in Minnesota and Washington. Our team has already taken the time to set up interviews and site visits to these locations. As part of our research we are assessing the technology that was used on those projects, developing an understanding of why those technologies were chosen, any problems encountered during the implementation, and if those products are a good fit for the VDOT project. Our team has an excellent understanding of how to use a ConOps to trace system requirements. It is the exact same process G4S Technology and GF used on the I-91 ITS D/B project for MassDOT. GF has staff trained by FHWA on the Systems Engineering process that will be assigned to this project. The combination of lessons learned on previous projects with systems engineering experience on similar project will mitigate this risk.

Role that VDOT and other agencies may have in addressing these risks? - VDOT will work with the Design-Build Team to review and update the traceability matrix as needed. VDOT will also play a critical role in the review and approval of product submissions.

3.3 Maintenance of traffic to provide for the safety of motorists and construction workers without causing excessive traffic delays

Why the Risk is critical? – I-66 is a heavily travelled roadway during peak commuting hours and during off-peak hours. The stated goals of the project are to increase safety, reduce congestion, and lessen fuel consumption. Project implementation will take approximately two (2) years and is logistically complicated by the high roadway usage including use of shoulder lanes during peak periods will limit the hours of access to the work sites. A negative impact on safety and congestion during construction could result in increased incident rates, injuries, or deaths.



What impact the Risk will have on the project? – Failure to plan proper maintenance of traffic resulting in serious roadway incidents or excessive congestion could result in delays to the project schedule and cost increases due to the need to change maintenance of traffic plans and/or project work hours.

Mitigation strategies – The G4S Technology team has experience performing construction work on some of the most heavily used roadways in the US, including the New Jersey and Pennsylvania Turnpikes, which we will apply to this project. We understand that closing lanes and redirecting traffic on a high speed roadway creates delays and is inherently dangerous; therefore, we will work to minimize the number and duration of closures and slowdowns. We will strictly adhere to the maintenance of traffic requirements of VDOT and ensure our subcontractors do the same. We will also make every effort to take safety consideration into account in the design of the system. Through conversation with MnDOT we have learned that their DMS signs are installed on hinges so that they can be turned away from traffic during testing to avoid possible confusing messages to motorists, and that their structures are designed to allow access for maintenance of the devices with live traffic.

Role that VDOT and other agencies may have in addressing these risks? – While G4S Technology is experienced in working in heavily traffic highway environments, VDOT possesses the knowledge of traffic patterns, areas of congestion, and frequent accidents through the project area which are necessary to implement traffic safety effectively. We expect that VDOT personnel will work closely with our team to develop maintenance of traffic plans.



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX A
SOQ CHECKLIST

ATTACHMENT 3.1.2

0066-96A-917, P101, N501

STATEMENT OF QUALIFICATIONS CHECKLIST AND CONTENTS

Offerors shall furnish a copy of this Statement of Qualifications (SOQ) Checklist, with the page references added, with the Statement of Qualifications.

Statement of Qualifications Component	Form (if any)	RFQ Cross reference	Included within 20-page limit?	SOQ Page Reference
Statement of Qualifications Checklist and Contents	Attachment 3.1.2	Section 3.1.2	no	Appendix A
Acknowledgement of RFQ, Revision and/or Addenda	Attachment 2.10 (Form C-78-RFQ)	Section 2.10	no	Appendix B
Letter of Submittal (on Offeror's letterhead)				
Offeror's point of contact information	NA	Section 3.2.1	yes	Letter of Submittal Page 2
Authorized Representative's signature	NA	Section 3.2.1	yes	Letter of Submittal Page 2
Principal officer information	NA	Section 3.2.2	yes	Letter of Submittal Page 2
Offeror's Corporate Structure	NA	Section 3.2.3	yes	Letter of Submittal Page 2
Affiliated/subsidiary companies	NA	Section 3.2.4	yes	Letter of Submittal Page 2
Debarment forms	Attachment 3.2.5(a) Attachment 3.2.5(b)	Section 3.2.5	no	Appendix D
Offeror's VDOT prequalification evidence	NA	Section 3.2.6	no	Appendix F
Evidence of obtaining bonding	NA	Section 3.2.7	yes	Appendix H
Professional Services Evidence				

ATTACHMENT 3.1.2

0066-96A-917, P101, N501

STATEMENT OF QUALIFICATIONS CHECKLIST AND CONTENTS

Statement of Qualifications Component	Form (if any)	RFQ Cross reference	Included within 20-page limit?	SOQ Page Reference
Full size copies of SCC and DPOR registration documentation (appendix)	NA	Section 3.2.8	no	Appendix G
SCC Registration	NA	Section 3.2.8.1	yes	Page 3
DPOR Registration (Offices)	NA	Section 3.2.8.2	yes	Page 4
DPOR Registration (Key Personnel)	NA	Section 3.2.8.3	yes	Page 4
DPOR Registration (Non-APELSCIDLA)	NA	Section 3.2.8.4	yes	Page 4
DBE statement within Letter of Submittal confirming Offeror is committed to achieving the required DBE goal	NA	Section 3.2.9	yes	Letter of Submittal Page 2
Offeror's Team Structure				
Identity of and qualifications of Key Personnel	NA	Section 3.3.1	yes	Page 1-3
Key Personnel Resume – DB Project Manager	Attachment 3.3.1	Section 3.3.1.1	no	Appendix C
Key Personnel Resume – Quality Assurance Manager	Attachment 3.3.1	Section 3.3.1.2	no	Appendix C
Key Personnel Resume – Design Manager	Attachment 3.3.1	Section 3.3.1.3	no	Appendix C
Key Personnel Resume – Construction Manager	Attachment 3.3.1	Section 3.3.1.4	no	Appendix C
Key Personnel Resume – Lead Designer	Attachment 3.3.1	Section 3.3.1.5	no	Appendix C
Key Personnel Resume – Lead Structural Engineer	Attachment 3.3.1	Section 3.3.1.6	no	Appendix C
Key Personnel Resume – Electrical/ITS Supervising Technician	Attachment 3.3.1	Section 3.3.1.7	no	Appendix C
Organizational chart	NA	Section 3.3.2	yes	Page 5
Organizational chart narrative	NA	Section 3.3.2	yes	Page 5-9

ATTACHMENT 3.1.2

0066-96A-917, P101, N501

STATEMENT OF QUALIFICATIONS CHECKLIST AND CONTENTS

Statement of Qualifications Component	Form (if any)	RFQ Cross reference	Included within 20-page limit?	SOQ Page Reference
Experience of Offeror's Team				
Lead Contractor Work History Form	Attachment 3.4.1(a)	Section 3.4	no	Appendix E
Lead Designer Work History Form	Attachment 3.4.1(b)	Section 3.4	no	Appendix E
Project Risk				
Identify and discuss three critical risks for the Project	NA	Section 3.5.1	yes	Page 15-17



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX A *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX B
FORM C-78-RFQ

ATTACHMENT 2.10**COMMONWEALTH OF VIRGINIA
DEPARTMENT OF TRANSPORTATION**

RFQ NO. C00098017DB46
 PROJECT NO.: 0066-96A-917, P101, N501

ACKNOWLEDGEMENT OF RFQ, REVISION AND/OR ADDENDA

Acknowledgement shall be made of receipt of the Request for Qualifications (RFQ) and/or any and all revisions and/or addenda pertaining to the above designated project which are issued by the Department prior to the Statement of Qualifications (SOQ) submission date shown herein. Failure to include this acknowledgement in the SOQ may result in the rejection of your SOQ.

By signing this Attachment 2.10, the Offeror acknowledges receipt of the RFQ and/or following revisions and/or addenda to the RFQ for the above designated project which were issued under cover letter(s) of the date(s) shown hereon:

1. Cover letter of RFQ 10/25/2011
(Date)
2. Cover letter of RFQ Addendum No. 1 12/13/2011
(Date)
3. Cover letter of _____
(Date)



 Robert E. Sommerfeld SIGNATURE

December 20, 2011

 DATE



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX B *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX C

KEY PERSONNEL RESUME FORMS

ATTACHMENT 3.3.1
KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.

a. Name & Title:
Nathan J. Hauck, Construction Manager/Project Manager

b. Project Assignment:
Design Build Project Manager

c. Name of Firm with which you are now associated:
G4S Technology LLC

d. Years experience: With this Firm 11 Years With Other Firms 4Years
Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen (15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.):

G4S Technology LLC. (2000 - Present) Construction Manager/Project Manager

Overseeing all construction-related activities, administering the subcontract process, planning and scheduling, project tracking, progress reporting, cost control, setting safety guidelines and quality assurance. Field engineering for FTTC infrastructures. Interpreted underground utility records, power utility grid maps, railroad validation maps.

The Phone Connection (1998 - 2000) Technician

System installation, LAN design/installation, and fiber installation.

Volt Communications (1997 - 1998) Contract Splicer

Performed contract splicing and pedestal refurbishing. Also provided technical support during "cut-ins".

e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization:
Gaither High School-1996- Diploma
Security Industry Association -2011- Certified Security Project Manager

f. Active Registration: Year First Registered/ Discipline/VA Registration #:
ESCC Program Certification Expires 11/18/2016 Cert# 6004C
Responsible Land Disturber Expires 11/15/2014 Cert#36741

g. Document the extent and depth of your experience and qualifications relevant to the Project.
(List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.)

1. *Construction Manager w/ G4S Technology, LLC 2009-2011 oversight of design, engineering, planning, construction and implementation of 18 VMS along with several CCTV along the Pennsylvania Turnpike covering over 300 miles .Installation of devices consisted of fiber optic and wireless communication connections.*
2. *Construction Superintendent w/ G4S Technology, LLC 2006-2009 oversight of construction and maintenance activities for over 180 CCTV cameras integrated into a Video Analytics System which monitored heavy vehicle and pedestrian traffic areas at the Port of Baltimore located in Baltimore, Maryland. Installation of devices consisted of both fiber optic and wireless communication connections.*
3. *OSP Engineer w/ G4S Technology, LLC 2004-2006 engineered and supervised the installation of 150 CCTV Cameras on the New Jersey Turnpike and Parkway for the purpose of highway traffic monitoring. Project was awarded and implemented into two phases.*
4. *OSP Engineer w/ G4S Technology, LLC 2001-2004 engineered, supervised and maintained the installation of fiber optic backbone along I-70 and the Denver Metro Area in order to connect ITS devices into a Colorado statewide network.*

ATTACHMENT 3.3.1

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.
a. Name & Title: Jay H.L. Calhoun, P.E.
b. Project Assignment: Design Manager
c. Name of Firm with which you are now associated: Gannett Fleming, Inc.
d. Years experience: With this Firm <u>14</u> Years With Other Firms <u>30</u> Years Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen(15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.): <u>Gannett Fleming, Inc. (Vice President)</u> <u>2010 – Current</u> Mr. Calhoun is responsible for the design or quality control of ITS projects, signal systems, and traffic engineering studies. He is also involved with business development and marketing initiatives. <u>VANUS, Inc. (President)</u> (Prior to acquisition by Gannett Fleming) <u>1997 - 2010</u> Mr. Calhoun served as Project Manager and Quality Control Manager for various ITS design projects, traffic studies, and planning studies <u>Tampa Bay Engineering, Inc. (now Cardno TBE) (Vice President)</u> <u>1990 - 1996</u> Mr. Calhoun served as Project Manager for various ITS design projects, traffic studies, and planning studies
e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization: Lehigh University/B.S./1973/ Civil Engineering University of Virginia/M.A./ 1977/Planning University of South Florida/ M.B.A./1985/ Business
f. Active Registration: Year First Registered/ Discipline/VA Registration #: 1978/P.E./Virginia No. 009937
g. Document the extent and depth of your experience and qualifications relevant to the Project. 1. <i>Note your specific responsibilities and authorities for each assignment, not those of the firm.</i> 2. <i>Note whether experience is with current firm or with other firm.</i> 3. <i>Provide beginning and end dates for each assignment.</i> (List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.) Lee County, Florida Incident Management System Design-Build Criteria Package 1. Mr. Calhoun served as Senior Transportation Engineer, where he was responsible for the preparation of the RFP document and for QC of the plans and minimum technical requirements. The system includes vehicle detection equipment, CCTV cameras, dynamic message signs (DMSs), dynamic trailblazer signs (DTBs), Highway Advisory Radio (HAR), and weather monitoring stations that send information to and from the signal operations center (SOC) using a combination of communication media. 2. Experience with Gannett Fleming (and VANUS, Inc. prior to its acquisition by Gannett Fleming) 3. Dates: 10/03 to 12/11

SunNavSM ITS Incident Detection System, FL

1. Mr. Calhoun served as Project Manager for the development of plans and documentation to install 200 miles of vehicle detection along Florida Turnpike's main line.
2. Experience with VANUS, Inc. (prior to its acquisition by Gannett Fleming)
3. Dates: 05/05 to 09/06

Jacksonville, Florida SunGuide® Phase VII

1. Mr. Calhoun served as QC Officer for the Phase VIII extension of the existing Jacksonville SunGuide ITS along S.R. 9A (I 275) from I-10 to I-95. The project includes the preparation of plans, ITS integration, and coordination with the contractor throughout deployment and construction. The design includes 18 closed-circuit television (CCTV) cameras, 9 dynamic message signs, 37 microwave vehicle detection systems, 3 road weather information systems, and 4 license plate readers.
2. Experience with Gannett Fleming (and VANUS, Inc. prior to its acquisition by Gannett Fleming)
3. Dates: 11/09 to 1/14

Sunshine Skyway Bridge Video Monitoring System, St. Petersburg, Florida

1. Mr. Calhoun served as Project Manager, where he developed the design-build bid documents for a new 13-camera video monitoring system and provided the follow-up CEI services.
2. Experience with VANUS, Inc. (prior to its acquisition by Gannett Fleming)
3. Dates: 8/00 to 5/03

Palm Beach County, Florida Interim Traffic Management System (ITMS)

1. Mr. Calhoun served as Project Manager, where he designed a unique ITS application that used portable devices to provide real-time information to motorists on I-95. The system includes 30 CCTV cameras, 30 detectors, and 94 DMSs that provide real-time traveler information during the roadway's reconstruction.
2. Experience with VANUS, Inc. (prior to its acquisition by Gannett Fleming)
3. Dates: 11/01 to 6/03

ATTACHMENT 3.3.1

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.	
a. Name & Title: Timothy Demarest – Construction Manager	
b. Project Assignment: Construction Manager	
c. Name of Firm with which you are now associated: G4S Technology LLC	
d. Years experience: With this Firm 1 Year With Other Firms 30 Years Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen (15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.):	
<u>G4S Technology LLC (September 2010 - Present) Construction Manager</u> Responsible for subcontractor pre-bid, pre-construction and in-progress negotiations and initial permitting contracts. Schedules work, oversees engineering, permitting and construction. Extensive knowledge of underground and overhead utility construction.	
<u>LASERCRAFT, INC., NORCROSS, GEORGIA (2008-2010) Construction Manager</u> achieving deadline and budget goals while maintaining quality standards, managing projects in accordance with contract requirements and LaserCraft procedures, enforcing quality control and implement site safety, formulating comprehensive project plans and schedules in cohesion with architects and engineers.	
<u>DEMAREST CONSTRUCTION, INC., MANASSAS, VIRGINIA (1978 TO 2008) OWNER AND PRESIDENT</u> Manage all aspects and phases of multiple residential and commercials projects. Prepare detailed and accurate bids and proposals. Prepare and oversee project budgets, allocating funds and reviewing financials.	
e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization:	
f. Active Registration: Year First Registered/ Discipline/VA Registration #:	
CSPM Certification (Certified Security Project Manager)	2011-Present
CVI Certified (Chemical-terrorism Vulnerability Information)	2011-Present
Massachusetts One Federal Building Sidera Networks Clearance	2011-Present
Dulles and Reagan Airports TSA Clearance	2011-Present
Amtrak Clearance & Safety Trained	2010-Present
CPR and AED Trained	2010-Present
First Aid Trained	2010-Present
Certified OSHA Safety Trainer	2009-Present
LaserCraft, Inc Class A Heavy Highway License – Commonwealth of Virginia	2008 - 2010
Class A Builders and Heavy Highway License – Commonwealth of Virginia	1977-Present

- g. Document the extent and depth of your experience and qualifications relevant to the Project.
1. *Note your specific responsibilities and authorities for each assignment, not those of the firm.*
 2. *Note whether experience is with current firm or with other firm.*
 3. *Provide beginning and end dates for each assignment.*

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

Cascades Parkway and Route 7 Interchange (1988-1992)

With Kettler & Scott, Inc

Worked in the land development phase: Site Development – Clearing, cuts and fills and underground utilities

MoDOT Signal Approaches to Equip W/Cameras Springfield, Missouri Nov.2008 – Feb. 2009

Construction Manager with LaserCraft, Inc.

Obtained necessary DOT approvals and permits. Performed site surveys to develop, document, and manage detailed project scopes of intersection layouts and installation requirements. Ensured full compliance with applicable safety, building code, and other regulations. Coordinator between clients, project teams, departments, divisions, and subcontractors. Oversaw underground and overhead utility construction. Track overall progress and milestones to ensure the project remains on schedule.

TDOT Signal Approaches to Equip W/Cameras Knoxville, Tennessee March 2009 – Oct. 2009

Construction Manager with LaserCraft, Inc.

Obtained necessary DOT approvals and permits. Performed site surveys to develop, document, and manage detailed project scopes of intersection layouts and installation requirements. Ensured full compliance with applicable safety, building code, and other regulations. Coordinator between clients, project teams, departments, divisions, and subcontractors. Oversaw underground and overhead utility construction. Track overall progress and milestones to ensure the project remains on schedule.

ADOT Signal Approaches to Equip W/Cameras Montgomery, Alabama (Nov. 2009 – Jan. 2010)

Construction Manager with LaserCraft, Inc.

Obtained necessary DOT approvals and permits. Performed site surveys to develop, document, and manage detailed project scopes of intersection layouts and installation requirements. Ensured full compliance with applicable safety, building code, and other regulations. Coordinator between clients, project teams, departments, divisions, and subcontractors. Oversaw underground and overhead utility construction. Track overall progress and milestones to ensure the project remains on schedule.

ILDOT Signal Approaches to Equip W/Cameras Willowbrook, Plainfield & Hoffman Estates, Illinois (Feb. – June 2010)

Construction Manager with LaserCraft, Inc.

Obtained necessary DOT approvals and permits. Performed site surveys to develop, document, and manage detailed project scopes of intersection layouts and installation requirements. Ensured full compliance with applicable safety, building code, and other regulations. Coordinator between clients, project teams, departments, divisions, and subcontractors. Oversaw underground and overhead utility construction. Track overall progress and milestones to ensure the project remains on schedule.

ATTACHMENT 3.3.1
KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.
a. Name & Title: John K. Vicinski, P.E., Quality Assurance Manager
b. Project Assignment: Quality Assurance Manager
c. Name of Firm with which associated: Quinn Consulting Services, Incorporated
d. Years experience: With this firm: 3 With Other Firms: 25 Please list chronologically your employment history, position and general experience of fields of practice for the last fifteen (15) years: Quinn Consulting Services, Incorporated – 6/2008 to Present As quality assurance manager, worked exclusively on design-build projects in lead QA and QC roles. Alpha Corporation – 9/1995 to 6/2008 As vice president and director of transportation services in Virginia, managed up to 25 contracts simultaneously primarily providing CEI services on design-build, district-wide, and project specific projects for VDOT and other transportation clients. Post, Buckley, Schuh, & Jernigan (PBS&J) –6/1994 to 9/1995 As Mid-Atlantic Regional Manager marketed and managed CEI services in Northern Virginia and Maryland.
e. Education: Location of Institution/Degree(s)/Year/Specialization: University of Pittsburgh @ Johnstown / BS / 1982 / Civil Engineering Technology
f. Active Registration: Year First Registered/ Discipline/VA Registration #: 1992 / Civil Engineer / 0402 026380 Also registered as professional engineer in the State of Maryland and the Commonwealth of Pennsylvania
g. Document the extent and depth of experience and qualifications relevant to the Project 1. Note your specific responsibilities and authorities for each assignment, not those of the firm. 2. Note whether experience is with current firm or with other firm. 3. Provide beginning and ending dates of each assignment. (List at least (3), but no more than (5) relevant projects for which you have performed a similar function).
1. I-495 HOT Lanes Design-Build Project - Area Quality Control Engineer on the design-build widening of 14 miles of the Capital Beltway. The 1.5 billion dollar project adds two-lanes in each beltway direction, replaces more than 50 bridges and overpasses, upgrades 10 interchanges, and improves bike and pedestrian access. Responsible for managing teams of inspectors to provide quality control inspection and testing services in accordance with the project specific quality assurance/quality control plan and VDOT's Minimum Quality Control & Quality Assurance Requirements for Design Build & Public-Private Transportation Act Projects. Responsibilities also include interfacing with project design engineers on RFI's, field design changes (FDC's), and non-compliance reports (NCR's) and daily coordination with QA and general engineering consultant (GEC) personnel. Experience is with: Quinn Consulting Services (QCS) Start and end dates: November 2008 – Present Contact information for client/owner: HNTB, 6315 Bren Mar Dr., Suite 250 Alexandria, Va. 22312 Tom McClelland (571) 436-6509
2. Battlefield Parkway Design-Build Project – Quality Assurance Manager (QAM) on construction of Battlefield Blvd. extension East of the Town of Leesburg. Project elements included: right-of-way acquisition, utility relocation, new roadway and bridge construction, erosion and sediment control, MOT, and drainage work. Responsible for overseeing quality assurance activities, reviewing and approving monthly pay estimates, and verifying that contractor and QC personnel perform work in accordance with the contract documents and the project specific QA/QC plan and VDOT's Minimum Quality Control & Quality Assurance Requirements for Design-Build & Public-Private Transportation Act Projects. Experience is with: Quinn Consulting Services (QCS) and Alpha Corporation Start and end dates: January 2008 – November 2008 Contact information for client/owner: VDOT, 14685 Avion Parkway, Chantilly, VA 20151-1104, Ms. Susan Shaw, PE, (703) 383-2824

3. Gilberts Corner Design-Build Project – Quality Assurance Manager (QAM) on construction of (4) new traffic circles or roundabouts being installed as part of the Rt. 50 traffic calming initiative at and near the intersection of Rt. 15 and Rt. 50 in Loudoun County, Va. Responsible for overseeing all QA and QC activities and assuring that work was performed in accordance with the project specific QA/QC plan and VDOT's Minimum Quality Control & Quality Assurance Requirements for Design Build & Public-Private Transportation Act Projects. In the initial stages of the project, helped write the QA/QC plan and assemble a team of QA inspectors and QC technicians that had the required experience and certifications to implement the plan and track all project documentation. Reviewed and signed monthly pay estimates after comparing pay requests with actual progress and compliance with minimum QA/QC technical standards.

Experience is with: Quinn Consulting Services and Alpha Corporation

Start and end dates: January 2008 – November 2008

Contact information for client/owner: Lane Construction, Farid Hamad (703) 222-5670

4. Commonwealth Railway Maintenance Safety Design-Build Project – Quality Assurance Manager (QAM) on this 56 million dollar, 5.6 mile, rail and roadway design-build project in Portsmouth, Va. The project was constructed in the median of I-164 and included rail, (1) new bridge, MSE walls, utility installation, and roadway/drainage improvements. Responsible for assembling and overseeing the quality assurance team and reviewing contractor and quality control personnel for compliance with the project specific quality control plan and VDOT's Minimum Quality Control & Quality Assurance Requirements for Design Build & Public-Private Transportation Act Projects. Attended weekly meetings with VPA, design engineer, design-build contractor, VDOT, QC, and QA personnel to discuss project progress and QA/QC plan compliance.

Experience is with: Alpha Corporation

Start and end dates: March 2007 to June 2008

Contact information for client/owner: VPA, Andy Kondysar, P.E., Cell (757)-342-7088

ATTACHMENT 3.3.1

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.
a. Name & Title: Mark Metil, P.E., PTOE
b. Project Assignment: Lead Designer
c. Name of Firm with which you are now associated: Gannett Fleming, Inc.
d. Years experience: With this Firm <u>19</u> Years With Other Firms <u>6</u> Years Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen(15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.): <u>Gannett Fleming, Inc. (Senior Project Manager)</u> <u>1992 – Current</u> Mr. Metil serves as a Senior Project Manager responsible for participation in and oversight of data collection; travel forecasting; traffic impact studies; traffic signal system design; signing and pavement marking plans; maintenance and protection of traffic plans; and conducting analyses of existing and proposed roadway intersections, corridors, and networks. His responsibilities also include security/safety and operational audits and reviews of planned and existing facilities as well as the development of ITS projects.
e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization: University of Pittsburgh/B.S./1986/Civil Engineering
f. Active Registration: Year First Registered/ Discipline/VA Registration #: 1996/P.E./ Virginia - No. 030893
g. Document the extent and depth of your experience and qualifications relevant to the Project. <ol style="list-style-type: none">1. <i>Note your specific responsibilities and authorities for each assignment, not those of the firm.</i>2. <i>Note whether experience is with current firm or with other firm.</i>3. <i>Provide beginning and end dates for each assignment.</i> (List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.) SR 80, Section 109 ITS Deployment, Northumberland County, Pennsylvania <ol style="list-style-type: none">1. Project Traffic Engineer for the design of four DMSs, four HAR installations, and one CCTV camera installation at the interchange of Interstate 80 and Interstate 180. The project included the completion of preliminary and final design including plans, specifications, and estimates, and involved integration into PennDOT District 8-0's Regional Traffic Management Center.2. Experience with Gannett Fleming3. Dates: 11/09 to 8/10

Gettysburg, Pennsylvania Traffic Signal Enhancement and ITS Deployment

1. Mr. Metil served as Project Manager, where he was responsible for supervising engineering activities for this project with the goal of increasing safety and reducing congestion in the Gettysburg area. The project involved upgrades to the existing closed-loop signal system including system retiming, controller upgrades, communication upgrades, video detection, emergency preemption, and light-emitting diode signal implementation. The work also includes the deployment of CCTV cameras, DMSs, countdown pedestrian indications, illuminated pedestrian indications, and wayfinding signing.
2. Experience with Gannett Fleming
3. Dates: 3/04 to 12/06

Regional Operations Plans (ROPs), PennDOT Districts 3.0 and 8.0

1. Mr. Metil served as Project Manager, where he was responsible for the development of an ROP for the North Central Region of Pennsylvania (District 3.0) and the South Central Region (8.0). The purpose of the ROPs was to lay out the strategic transportation operations program for the region, involving the identification, definition, and prioritization of operationally-focused projects, including ITS device deployments. Mr. Metil's responsibilities involved substantial outreach and coordination with PennDOT's Districts, metropolitan planning organizations, and regional planning organizations, as well as other stakeholders.
2. Experience with Gannett Fleming
3. Dates: 1/07 to 12/07

511 Pennsylvania Traveler Information System Assessment, Pennsylvania

1. Mr. Metil served as Project Manager, where he was responsible for research involving the implementation of a 511 traveler information system for the state of Pennsylvania. He prepared background analysis, a preliminary 511 assessment, and facilitation of an initial stakeholder group meeting. The background analysis included a review of previous reports and studies, an identification of all existing traveler information sources in the state, a listing of traveler information sources available nationally, a gap analysis, the identification of traveler information to be disseminated in Pennsylvania, and a proposed vision for 511 services. The preliminary 511 assessment included the identification of necessary human and financial resources, an evaluation of business models, a fatal flaw analysis, and the identification of a preferred model.
2. Experience with Gannett Fleming
3. Dates: 02/06 to 09/08

S.R. 0081, Roadway Weather Information System (RWIS), Lebanon County, Pennsylvania

1. Mr. Metil served as Project Manager, where he was responsible for developing a plans, specifications, and estimates (PS&E) package that included the design of an RWIS and a DMS. He conducted field surveys, created plan and tabulation sheets, and developed specifications
2. Experience with Gannett Fleming
3. Dates: 6/99 to 9/99

ATTACHMENT 3.3.1

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.
a. Name & Title: John William Powell, Construction Manager/Field Technician / Construction Lead
b. Project Assignment: Electrical / ITS Supervising Technician
c. Name of Firm with which you are now associated: G4S Technology LLC
d. Years experience: With this Firm <u>3</u> Years With Other Firms <u>15</u> Years Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen(15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.): G4S Technology LLC November 2008 – Present – Project/Construction Manager Responsible for the Design, development of specifications, construction drawings, completion of as-built documentation, permit applications, cost estimates. Provision configure, turn-up, and test system components for projects in the National Capitol Region. Recent projects/customers have included AMTRAK, Dulles Airport, and Stafford County Schools. <u>Walker Seal Companies Inc. (November 2007 – July 2008) – Service Manager</u> Served as the Service Manager for estimating, design, installation and logistic support activities for various electrical projects <u>The Russell Gage Corporation (May 2007 – November 2007) – Operations Manager</u> Operations Manager for estimating, design, installation and logistics support activities, installation, repair, and preventive maintenance of all security booths, fencing, bollards and barriers. <u>DRS Technical Services Inc. (Formerly Radian Inc.) (October 2000 – April -2007) Operations Manager</u> Served as the Operations Manager for the Integrated Security and Identification System (ISIS) Contract. Responsible to the ISIS Program Manager for the day-to-day management of the AMAG and CCTV security system design and installation activities supporting the Pentagon renovation. Served as company representative in program related coordination with staff members of the Defense Protective Service (DPS), and later, the Pentagon Force Protection Agency (PFPA), and the government contract management agency, The Naval Surface Warfare Center (NSWC), Crane Division. Responsible for ensuring compliance with U.S. Navy contract requirements, and on-time deliverables. Responsible for the preparation and management of program related cost estimates, proposals and schedules. Supervised and managed a staff of 31 professionals who were responsible for the development of detailed security system designs and the installation of these systems in accordance with contract specifications, as well as Department of Defense (DoD) security regulations. Responsible for the review and line-level approval of all program related deliverables to include site survey reports, requirements analyses, concept proposals and engineering drawings. Responsible for logistics and configuration management of all material and equipment to include material and labor budget management. In the absence of the program manager, served as the senior on-site manager for all ISIS-Pentagon Activities. On-Site Project Manager/Senior Field Technician Served as the on-site security systems project manager for the Pentagon Wedge-1renovation project. Provided physical security guidance to the Pentagon renovation architects, and construction managers. Edited and approved architectural drawings in order to ensure adequate security measures were incorporated into the renovation design. Provided construction expertise and approval for all structural, mechanical, and electrical security system installations. Assisted DPS/PFPA at various design review and construction progress meetings pertaining to the Pentagon renovation. Provided physical security advice and assistance to the Pentagon Renovation and Planning Office and project engineers concerning security related problems associated with the renovation of the Pentagon. Coordinated and monitored performance of Radian crews and other contractors providing security construction to ensure the approved AMAG and CCTV security systems were installed properly. Spearheaded the reconstruction of the Wedge-1 security systems as part of the Phoenix Project after the September 11, 2001 terrorist attack resulting in completion ahead of schedule and receipt of a team and personal Phoenix Award by the Secretary of Defense. <u>R. E. Lee Electric Corporation (May 1993 – October 2000)</u> General Superintendent, Project Manager and Project Estimator Served as the General Superintendent for scheduling all projects, scheduling all rental equipment, tracking of labor hours and materials, ordering materials for all projects, ordering all equipment repairs, supervising foremen and company personnel.

e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization:

Master Electrician and Project Manager with over 22 years of experience.

Electrical Technical School Certificate

Electrical Journeyman and Master Electrician Licenses

Associate Traffic Signal Technician Level 1 Certificate

Work Zone Safety Specialist Certificate

High School Diploma with Technical Certificate in Computer Programming

f. Active Registration: Year First Registered/ Discipline/VA Registration #:

Master Electrician – 1993 – TCP-10095 Prince William County VA

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

1. *Note your specific responsibilities and authorities for each assignment, not those of the firm.*
2. *Note whether experience is with current firm or with other firm.*
3. *Provide beginning and end dates for each assignment.*

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

1. AMTRAK 1011 Security Improvement Project. Project Manager responsible for the supervision of the installation and integration of 188 CCTV cameras, a video management system and video analytics solution at multiple site at three stations in Maryland and DC.

Experience was with G4S Technology during 2010-2011.

2. Stafford County Schools WAN. Project Manager responsible for the supervision of the installation and integration of a Fiber Optic network in VDOT ROW to ten schools.

Experience was with G4S Technology during 2009-2010.

3. Potomac and Rappahannock Transit Commission (PRTC) Project Manager responsible for the supervision of the installation and integration of access control and cameras at the headquarters facility.

Experience was with G4S Technology during 2010-2011.

ATTACHMENT 3.3.1

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel anticipated for the Project.
a. Name & Title: Scott N. Rhine, P.E., DBIA
b. Project Assignment: Lead Structural Engineer
c. Name of Firm with which you are now associated: Gannett Fleming, Inc.
d. Years experience: With this Firm <u>14</u> Years With Other Firms <u>2</u> Years Please list chronologically (most recent experience first) your employment history, position and general experience or fields of practice for the last fifteen(15) years. (NOTE: If you have less than 15 years of experience, please list all of your experience for those years you have worked.): <u>Gannett Fleming, Inc.</u> <u>1997 – Current</u> Transportation Director and Project Manager responsible for overseeing transportation projects and professional staff. Project experience includes complete development of plans and specifications, inspections, and evaluations for new and rehabilitated bridges, highways, and related civil works projects. National Design-Build Leader with the firm's Design-Build Leadership Team. Responsible for effort and coordination associated with projects involving contractors, departments of transportation, turnpike commissions, and other transportation clients through the design-build initiatives across the country. <u>Hardaway Company (Construction Project Engineer)</u> <u>1995-1997</u> involved in highway and airport construction. Tasks included supervision of cost estimates, scheduling, quantities, surveying, concrete-mix designs, quality control of soils and concrete, and constructability issues.
e. Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization: University of Pittsburgh – Johnstown/ B.S./1996/Civil Engineering
f. Active Registration: Year First Registered/ Discipline/VA Registration #: 2010/P.E./ Virginia - No. 0402047641
g. Document the extent and depth of your experience and qualifications relevant to the Project. <ol style="list-style-type: none">1. <i>Note your specific responsibilities and authorities for each assignment, not those of the firm.</i>2. <i>Note whether experience is with current firm or with other firm.</i>3. <i>Provide beginning and end dates for each assignment.</i> (List at least three (3), but no more than five (5) relevant projects for which you have performed a similar function.) Design-Build Services for Homestead Extension of Florida's Turnpike (HEFT) All-Electronic Toll Phase 3, Miami-Dade and Broward Counties, Florida <ol style="list-style-type: none">1. Mr. Rhine served Deputy Design Project Manager, where he was responsible for management, design-build team coordination, project staffing, and design packages for phased construction. The project consists of converting all tolls to electronic tolling on the HEFT. Specific project design elements include roadway, traffic control, signing and marking, lighting, sign structures, toll facilities, and ITS plans, as well as utility coordination.2. Experience with Gannett Fleming3. Dates: 9/09 to 12/10

Design-Build Services for S.R. 0053, Clearfield County, Pennsylvania

1. Mr. Rhine is Gannett Fleming's Project Manager, responsible for preparing and overseeing the preliminary and final design for a design-build project related to the replacement of an existing pony truss bridge on a new roadway alignment. The project requires the design services for a 415-foot-long, four-span, prestressed-concrete bridge over Clearfield Creek; roadway realignment; flood protection embankment; bituminous roadway; traffic control; guide rail; drainage; erosion control; and pavement markings.
2. Experience with Gannett Fleming
3. Dates: 11/10 to On-going

Design-Build Services for S.R. 0006, Wayne County, Pennsylvania

1. Mr. Rhine served as Project Manager, where he was responsible for preparing the preliminary and final designs for two bridge structures as part of a design-build project that included the design and construction for a two-span bridge, three-span bridge, traffic signals, bituminous roadway, guide rail, drainage, lighting, erosion control, and pavement markings. The Church Street Bridge is a new two-span, prestressed-concrete box-beam structure accommodating four lanes of traffic, two shoulders, and two sidewalks across the Lackawaxen River for residents in the borough of Honesdale.
2. Experience with Gannett Fleming
3. Dates: 7/07 to 11/09

Design-Build Best Value Services for the InterCounty Connector (ICC), Montgomery County, MD, Maryland

1. Mr. Rhine served as Gannett Fleming's Project Manager, where he was responsible for preparing the conceptual designs and alternate technical concepts during the bidding and proposal stage for structure elements such as two-span steel plate girder bridges, dual mainline 1,140-foot-long curved steel plate girder bridges with drilled-shaft piers, and dual mainline 1,300-foot-long prestressed-concrete beam bridges with drilled-shaft piers.
2. Experience with Gannett Fleming
3. Dates: 7/07 to 11/09

S.R. 0346, McKean County, Pennsylvania

1. Mr. Rhine served as Principal Structural Manager, where he oversaw final design services for the replacement structure along S.R. 0346 over Knapp Creek. The new bridge is an 84-foot, single-span, prestressed-concrete, spread box-beam structure supported on conventional cast-in-place (CIP), reinforced-concrete cantilever abutments. The single-span structure was proposed to replace an existing two-span structure, which had a center CIP reinforced-concrete pier. The design involved using PennDOT's Bridge Automated Design and Drafting software to generate design calculations and final contract drawings. Primary responsibilities involved managing staff, scheduling, budget monitoring, overseeing design efforts, and serving as the primary District contact.
2. Experience with Gannett Fleming
3. Dates: 5/08 to 11/11



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX C *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX D
DEBARMENT FORMS

ATTACHMENT NO. 3.2.5(a)

**CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

	December 20, 2011	President
Signature	Date	Title

G4S Technology LLC

Name of Firm

ATTACHMENT NO. 3.2.5(a)

**CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

 December 20, 2011 President

Signature Date Title

G4S Technology Limited Partnership

Name of Firm

ATTACHMENT NO. 3.2.5(a)

**CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property,

c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

 December 20, 2011 President

Signature Date Title

G4S Technology CW LLC

Name of Firm

ATTACHMENT NO. 3.2.5(a)

**CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

	December 20, 2011	President
<hr/> Signature	<hr/> Date	<hr/> Title

G4S One Facility Solutions

Name of Firm

ATTACHMENT NO. 3.2.5(a)

**CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective primary participant certifies to the best of its knowledge and belief, that it and its principals:

a) Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

b) Have not within a three-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; and have not been convicted of any violations of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;

c) Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State or local) with commission of any of the offenses enumerated in paragraph 1) b) of this certification; and

d) Have not within a three-year period preceding this application/proposal had one or more public transactions (Federal, State or local) terminated for cause or default.

2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

	December 15, 2011	Vice President
Signature	Date	Title

Gannett Fleming, Inc.
Name of Firm

ATTACHMENT NO. 3.2.5(b)

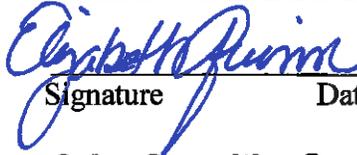
**CERTIFICATION REGARDING DEBARMENT
LOWER TIER COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

- 1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

- 2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

	December 13, 2011	President
Signature	Date	Title
Quinn Consulting Services, Inc.		
Name of Firm		

ATTACHMENT NO. 3.2.5(b)

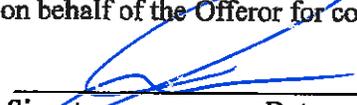
**CERTIFICATION REGARDING DEBARMENT
LOWER TIER COVERED TRANSACTIONS**

Project No.: 0066-96A-917, P101, N501

1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.

2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the Offeror for contracts to be let by the Commonwealth Transportation Board.

	12/12/11	Vice President
<u>Signature</u> Jonathan R. Bruce	<u>Date</u>	<u>Title</u>
<u>Bruce & Merrilees Electric Company</u>		
Name of Firm		

ATTACHMENT NO. 3.2.5 (b)

**CERTIFICATION REGARDING DEBARMENT
LOWER TIER COVERED TRANSACTIONS**

Project No: 0066-96A-917, P101, N501

- 1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- 2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

The undersigned makes the foregoing statements to be filed with the proposal submitted on behalf of the offeror for contracts to be let by the Commonwealth Transportation Board.

<u> <i>Realis J. Prokop</i> </u>	<u> December 2, 2011 </u>	<u> Vice President </u>
Signature	Date	Title

 T3 Design Corporation
Name of Firm



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX D *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX E
WORK HISTORY FORMS

ATTACHMENT 3.4.1(a)

LEAD CONTRACTOR - WORK HISTORY FORM

(LIMIT 1 PAGE PER PROJECT)

Work by Lead Contractor - three (3) projects which best illustrates current qualifications relevant to this Project.							
a. Project Name & Location	b. Narrative describing nature of Firm's Responsibilities	c. Client/Owner/Project Manager who can verify Firm's responsibilities. Include address and current phone number.	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	f. Estimated Value (in Thousands)		
					Original Contract Value	Final or Estimated Contract Value	Dollar Value of Work for Which Firm Was/Is Responsible
(1) MassDOT I-91 ITS Design Build Project	<p>G4S Technology began a \$30.7 Million design-build Intelligent Transportation System (ITS) project for MassDOT in September, 2008. The project completed in June 2011 consisted of implementing an ITS network that spans along I-91 through Massachusetts, from the Connecticut State Line to the Vermont State Line. The network is a fiber optic backbone installed in one (1) of the six (6) conduits that span the interstate. Four (4) of the conduits will be used for economic development in the area. The ITS deployment consists of 34 Closed Circuit Television (CCTV) locations and 17 Variable Message Sign (VMS) locations that connect to the new traffic operation center at District 2 office in Northampton and the State Traffic Operation Center in Boston, MA. Additional connections for use of CCTV locations have been integrated at two (2) State Police Facilities. Additionally, some of these ITS elements are deployed along the I-291 corridor using a wireless and fiber solution to connect back to the Traffic Operations Centers.. Since contract completion, G4S Technology is providing maintenance services for three (3) years including preventative maintenance and call-outs.</p> <p>As Prime Contractor, G4S Technology served as the System Integrator. The Project Design Lead was Gannett Fleming. Construction Contractor was Henkels and McCoy.</p>	<p>Meryl Ann Mandell I-91 ITS Project Manager D2 Bike/Ped Coordinator MassDOT Highway 811 North King Street Northampton, MA 01060 Ph: (413) 582-0528 Cell: (413) 519-6757 Fax: (413) 582-0596 www.mass.gov/massdot</p>	June 2011	June 2011	\$30,700	\$32,300	\$32,300

Work by Lead Contractor - three (3) projects which best illustrates current qualifications relevant to this Project.

a. Project Name & Location	b. Narrative describing nature of Firm's Responsibilities	c. Client/Owner/Project Manager who can verify Firm's responsibilities. Include address and current phone number.	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	f. Estimated Value (in Thousands)		
					Original Contract Value	Final or Estimated Contract Value	Dollar Value of Work for Which Firm Was/Is Responsible
(2) Pennsylvania Turnpike Commission, Installation of Intelligent Transportation	<p>G4S Technology began a design-build ITS project for Pennsylvania Turnpike Commission (PTC) in October 2009. The project consisted of deploying an ITS network at four (4) tunnel locations and other critical areas along the mainline and Northeast Extension. This network is comprised of VMS, CCTV, and arrow boards to provide PTC and the traveling public with real-time information concerning roadway and traffic conditions. These elements are linked to each tunnel's control center and PTC's TOC, located in Highspire, PA, through a wireless broadband network. G4S Technology analyzed the design and worked with the wireless vendor to plan the communications network. In addition, a fiber optic link was deployed at each tunnel for network connectivity and future expansion within the tunnel itself. Each area has specific quantities of VMS, CCTV, and arrow board locations to provide PTC the ability to monitor incidents and communicate to the traveling public. The network is comprised of 19 VMS signs, four (4) LED arrow boards, and 16 CCTV camera locations. The wireless solution deployed is a 4.9 GHX WiMax solution for communication back to PTC's TMC located in Highspire, PA</p> <p>As Prime Contractor, G4S Technology served as the System Integrator. The Project Design Lead was Gannett Fleming. Construction Contractor was Henkels and McCoy.</p>	<p>Contact: Lou Cortelazzi (ITS Coordinator) Address: PO Box 67676, Harrisburg, PA 17106-7676 Telephone: (717) 939-9551 X 3450</p>	Feb. 2011	Jan 2012 Due to Customer driven changes	\$8,612	\$8,989	\$8.989

Work by Lead Contractor - three (3) projects which best illustrates current qualifications relevant to this Project.							
a. Project Name & Location	b. Narrative describing nature of Firm's Responsibilities	c. Client/Owner/Project Manager who can verify Firm's responsibilities. Include address and current phone number.	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	f. Estimated Value (in Thousands)		
					Original Contract Value	Final or Estimated Contract Value	Dollar Value of Work for Which Firm Was/Is Responsible
<p>(3) Amtrak 1011 Mid-Atlantic (DC/ MD) Security Improvement Project</p> <p>Amtrak Stations in : New Carrollton, MD Union Station, DC Baltimore, MD</p>	<p>G4S Technology performed \$12M in turnkey security improvements for Amtrak at three locations, funded through ARRA economic-stimulus package. Amtrak contracted with Jacobs Engineering to perform Security & Life Safety improvements at various locations throughout the United States.</p> <p>G4S Technology's scope included conducting meets and bounds surveys of all stations, design of future fencing and mechanized gates, bollards to prevent vehicles approaching buildings, and installation of access control devices, CCTV systems and DVRs, Access control systems included card readers, door strikes, magnetic locks and gate operators. The CCTV systems were both interior and exterior comprised of both fixed and PTZ cameras and included IR illuminators. The work also included fiber optic communications systems to provide connectivity to all devices, and HVAC systems to support server and monitoring locations. The general work was performed at train stations in Washington DC and Maryland. Additionally, at the Washington DC Union Station, G4S removed an existing video management system, and replaced it with a complex integration of a Bosch brand video management system supporting 188 cameras, an Object Video brand video analytics/detection system to provide a "virtual fence", and a Vidsys physical security information management (PSIM) system which allowed all video systems to be integrated with each other as well as existing communications and other security systems. This arrangement provides AMTRAK with one coordinated situational awareness display of all related system data for an alarm situation through the Vidsys system. The complete head end system capacity was designed for scalable integration of hundreds of additional cameras located at other AMTRAK stations and maintenance facilities on the AMTRAK Northeast Corridor between Washington DC and Philadelphia, PA. AMTRAK plans for this integration network to be installed in a future project. A large emergency generator was also installed to provide system continuity in emergencies..</p> <p>As Prime Contractor, G4S Technology, working with design –sub consultant, Gannett Fleming, advanced 30% designs prepared by Jacobs to final designs, procured all major equipment, hired subcontractors to perform the installation, managed the construction, turn-up and testing phases and conduct operator, administrator, and maintenance training.</p>	<p>Customer: Jacobs/Amtrak Contact: Mark Kocienda Telephone: (973) 267-0555 Email: mark.kocienda@jacobs.com Address: 299 Madison Ave P.O. Box 1936 Morristown, NJ 07962</p>	Feb. 2011	June 2011 Due to Customer driven changes	\$12,000	\$12,000	\$12,000

ATTACHMENT 3.4.1(b)

LEAD DESIGNER - WORK HISTORY FORM

(LIMIT 1 PAGE PER PROJECT)

Work by Lead Designer - three (3) projects which best illustrates current qualifications relevant to this Project.							
a. Project Name & Location	b. Narrative describing nature of Firm's Responsibilities	c. Client/Owner/Project Manager who can verify Firm's responsibilities. Include address and current phone number.	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	f. Estimated Value (in Thousands)		
					Original Contract Value	Final or Estimated Contract Value	Dollar Value of Work for Which Firm Was/Is Responsible
(1) I-78 Design-Build Package Statewide Pennsylvania	See below	Pennsylvania Department of Transportation (PennDOT) , District 5.0 1713 Lehigh Street Allentown, PA 18103 Contact: Steve Koser, PE Phone: (717) 787-7908	8/09	11/10	\$200	\$200	\$200
<p>Gannett Fleming prepared a bid package, performed preliminary (30 percent) design services, and provided advertisement support and construction design review services for the installation of an ITS in the in the PennDOT, District 5-0. The system includes 11 CCTV cameras, 7 DMSs, 3 HAR transmitters, and 4 HAR beacons. A field-to-center communications system connects the devices with PennDOT District 5-0's TMC. Preliminary design services included identifying site location, identifying utility points of service, and assembling specifications for the various ITS systems, subsystems, and system components. Our firm coordinated with PennDOT District 5-0, the PennDOT central office, and the Federal Highway Administration (FHWA) to develop and finalize the bid package for advertisement. The bid package met all PennDOT and FHWA requirements, including the completion of a systems engineering report, demonstrating the need for and applicability of the ITS components in PennDOT District 5-0. Our firm provided support to PennDOT District 5-0 by responding to questions from contractors, conducting a pre-bid conference, providing design review services for 60- and 100-percent design submissions, shop drawings, and communications system catalogue sheets. Bruce & Merrilees Electric Company (BMEC) served as prime contractor for the project. Our firm coordinated closely with BMEC throughout the review and construction process to ensure that PennDOT received a complete and functional system.</p>							
(2) I-75 / I-595 Video Monitoring System Phase 2 Design-Build Broward County, Florida	See below	Florida Department of Transportation (FDOT), District 4 2300 Commercial Blvd Lauderdale, FL 33309 Contact: Dong Chen Phone: (954) 847-2796	05/05	01/09	\$15,000	\$15,000	\$1,100
<p>This design-build ITS project designed and installed communications along 55 miles of I-75 and I-595 in Broward County. The ITS devices include 52 CCTV cameras, 10 expressway DMSs, and 133 automated detectors. Approximately 55 miles of fiber trunk was installed on I-75, along with a wireless network on I-595 between I-95 and US 1. Three new communication hubs were provided, and new fiber was installed along Hillsboro Boulevard between I-95 and the Florida Turnpike. The project also included an upgrade of the video wall at the SMART SunGuide TMC in Broward County, as well as the design of a power distribution system. Gannett Fleming provided all design services, system integration, system testing, and software coordination. This allowed the contractor to focus on the field construction activities.</p>							

Work by Lead Designer - three (3) projects which best illustrates current qualifications relevant to this Project.

a. Project Name & Location	b. Narrative describing nature of Firm's Responsibilities	c. Client/Owner/Project Manager who can verify Firm's responsibilities. Include address and current phone number.	d. Contract Completion Date (Original)	e. Contract Completion Date (Actual or Estimated)	f. Estimated Value (in Thousands)		
					Original Contract Value	Final or Estimated Contract Value	Dollar Value of Work for Which Firm Was/Is Responsible
(3) Baton Rouge to New Orleans Traffic Incident Management (TIM) Phase 3 Louisiana	See below	Louisiana Department of Transportation and Development PO Box 94245 Baton Rouge, Louisiana 70804 Contact: Elizabeth Delaney, PE Phone: (225) 379-2519	04/11	06/12	\$8,500	\$8,500	\$589

Gannett Fleming is the designer and Engineer of Record on this ITS design-build project, which is the third phase of multiple ITS implementations along the I-10 corridor between Lafayette and New Orleans. The coverage area for this project, which encompasses 68 miles, includes portions of I-10, I-12, I-110, and U.S. Highway 61. The project also includes the 3.5-mile approaches to each corridor's boundaries for advanced signs, power services, and traffic control. The project involves the design and installation of 7 arterial DMSs, 5 freeway DMSs, 40 CCTV cameras, 11 radar vehicle detectors (RVDs), fiber optic backbone cable, communications between field elements and the TMC, and a power subsystem. The project also includes inspection support and assistance for configuration of the hub switches during integration. The project goal is to deliver a robust, redundant, and expandable communications network that will detect and view traffic conditions and disseminate useful information to assist motorists.





*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX E *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX F

PREQUALIFICATION CERTIFICATE

=====
G1012
G4S TECHNOLOGY
PREQ. EXP : 05/31/2013

--PREQ ADDRESS ----- -- WORK CLASSES -----
1299 FARNAM STREET 018 - ELECTRICAL INSTALLATION
OMAHA, NE 68102 045 - UNDERGROUND UTILITIES
PHONE : 402-233-7700
FAX : 402-233-7650

BUSINESS CONTACT:
EMAIL:

-----DBE INFORMATION-----

DBE TYPE : N/A
DBE CONTACT: N/A
DBE/WBE EXP: N/A

=====
G1003
GARBARINO CONSTRUCTION INC.
PREQ. EXP : 05/31/2012

--PREQ ADDRESS ----- -- WORK CLASSES -----
PO BOX 7225 030 - PILE DRIVING AND CAISSONS
CHESAPEAKE, VA 23324 082 - SHORING AND SHEETING
PHONE : 757-494-0050
FAX : 757-494-0050

BUSINESS CONTACT: GARBARINO, NICHOLAS SETH
EMAIL: GARBARINO.CONSTRUCTION@COX.NET

-----DBE INFORMATION-----

DBE TYPE : N/A
DBE CONTACT: N/A
DBE/WBE EXP: N/A
=====

Seidel, Mickey

From: Silies, Don E. <Don.Silies@VDOT.Virginia.gov>
Sent: Wednesday, December 14, 2011 3:15 PM
To: Seidel, Mickey
Cc: Lucas, Suzanne F.
Subject: Pre-qualification Waiver for I-66 ATM Design-Build
Attachments: G4S MassDOT Eval.pdf; G4S PTC reference letter.pdf; G4S NJTA Letter 12-14-11.pdf

I have reviewed the qualifications of G4S Technology LLC and I find them acceptable for the purpose of bidding this project. Therefore, I hereby waive the bidding restriction on your firm for this project. If in the future you desire to bid beyond what your prequalification status allows, please continue to make a request to me by email. State which project you wish to bid on and that I have granted a waiver in the past. I will keep the supportive information on file so you do not need to send it again. I would welcome additional supportive information if available. I look forward to your bid.

Send this email with your prequalification certificate in your proposal.

Don Silies

Assistant Division Administrator
Scheduling and Contract Division
Virginia Department of Transportation
(804) 786-1630
Don.Silies@vdot.virginia.gov

From: Seidel, Mickey [<mailto:Mickey.Seidel@USA.G4S.COM>]
Sent: Tuesday, December 13, 2011 4:08 PM
To: Silies, Don E.
Subject: Probationary Pre-qualification Waiver

Good Afternoon Mr. Silies,

I spoke to you last week about getting a waiver on the Probationary Pre-qualification per project limit of \$2M for G4S Technology LLC. We are planning on submitting our SOQ for the Design-Build RFQ for the VDOT I-66 ATM project valued at ~\$32M. G4S Technology LLC (know formerly as Adesta, LLC) has done these design build ITS projects in Massachusetts, Pennsylvania, and New Jersey. MassDOT does have evaluation forms and I have attached the most recent one from them (we just began the 3 year maintenance portion of the contract). In addition I have attached a letter from the PA Turnpike Commission as they do not have an evaluation form. I am waiting for a signed copy of a similar letter from the New Jersey Turnpike Authority. I will forward that to you as soon as I receive it. I just didn't want too much time to go by as the prequalification form said we need the waiver a week before bids are due which in this case is December 22, 2011.

Please let me know if there is anything else I need to send you. I really appreciate your helping with this matter.

Respectfully,

Mickey

Ms. Mickey Seidel
Sr. Manager, Business Development

G4S Technology LLC (formerly Adesta, LLC)

P.O. Box 9
Lignum, VA 22726
Ph: (540) 399-1469
Mobile: (571) 330-3617
mickey.seidel@usa.g4s.com
www.g4stechnology.com

 **Please consider the environment before printing this email**

The details of this company are as follows:
G4S Technology LLC, Registered Office: 1200 Landmark Center Suite 1300, Omaha, Ne. 68102
This communication may contain information which is confidential, personal and/or privileged.

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*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX F *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX G

SCC AND DPOR

REGISTRATION DOCUMENTATION



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

March 1, 2011

BETH EPSTEIN
UCC RETRIEVALS INC
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: G4S TECHNOLOGY LLC

ID: T021368 - 8

DCN: 11-02-28-1267

Dear Customer:

This is your receipt for \$25.00 to cover the fee(s) for filing an amended application for a certificate of registration and/or an amendment to the articles or certificate of organization for the above-referenced limited liability company, which was filed with this office on March 1, 2011.

Note: Prior to the effective date of this filing, the name of the above-referenced limited liability company was Adesta, LLC.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LCNCF
CIS0354

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, October 30, 2002

*This certificate of registration to transact business in Virginia is
this day issued for*

Adesta, LLC

*a limited liability company organized under the laws of
DELAWARE and the said company is authorized to transact
business in Virginia, subject to all Virginia laws applicable to the
company and its business.*



State Corporation Commission

Attest:

Joel H. Pech

Clerk of the Commission

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 20, 1989

This is to certify that a certificate of authority to transact business in Virginia was this day issued and admitted to record in this office for

GANNETT FLEMING, INC.

a corporation organized under the laws of DELAWARE and that the said corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business. Effective date: December 20, 1989



State Corporation Commission

Attest:

George H. Boyant, Jr.
Clerk of the Commission

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That QUINN CONSULTING SERVICES INCORPORATED is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is October 24, 1997;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 15, 2011*

Joel H. Peck

Joel H. Peck, Clerk of the Commission



Commonwealth of Virginia
State Corporation Commission



SCC
Clerk's
Information
System

CISM0180

CORPORATE DATA INQUIRY

09/20/11
14:45:05

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CORP ID: 0492551 - 7 STATUS: 00 ACTIVE STATUS DATE: 12/01/08

CORP NAME: QUINN CONSULTING SERVICES INCORPORATED

DATE OF CERTIFICATE: 10/24/1997 PERIOD OF DURATION: INDUSTRY CODE: 00

STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK

MERGER IND: S SURVIVOR CONVERSION/DOMESTICATION IND:

GOOD STANDING IND: Y MONITOR INDICATOR:

CHARTER FEE: 50.00 MON NO: MON STATUS: MONITOR DTE:

R/A NAME: JOHN H QUINN JR

STREET: 2208 S KNOLL ST

AR RTN MAIL:

CITY: ARLINGTON STATE : VA ZIP: 22202 2134

R/A STATUS: 4 ATTORNEY EFF. DATE: 10/24/97 LOC : 106

ACCEPTED AR#: 211 15 3803 DATE: 08/29/11 ARLINGTON COUNT

CURRENT AR#: 211 15 3803 DATE: 08/29/11 STATUS: A ASSESSMENT INDICATOR: 0

YEAR	FEES	PENALTY	INTEREST	TAXES	BALANCE	TOTAL SHARES
11	100.00					5,000



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NUMBER

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AND LANDSCAPE ARCHITECTS
BUSINESS ENTITY REGISTRATION

PROFESSIONS: ENG

GANNETT FLEMING, INC.
ATTN CRIS MIZERAK
PO BOX 67100
HARRISBURG, PA 17106-7100



James W. DeBoer
James W. DeBoer, Director

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PROFESSIONS: ENG

GANNETT FLEMING INC
4401 FAIR LAKES CT STE 100
FAIRFAX, VA 22033



Jay W. DeBoer
Jay W. DeBoer, Director

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4401 FAIR LAKES CT STE 100
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GANNETT FLEMING, INC.
ATTENTION CRIS MIZERAK
7021 HARBOUR VIEW BLVD
SUITE 112
SUFFOLK, VA 23435



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Gordon N. Dixon, Director

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GANNETT FLEMING, INC.
7133 RUTHERFORD RAOD
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GANNETT FLEMING, INC.
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SUITE 340
TAMPA, FL 33607



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SUITE 340
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BUSINESS ENTITY REGISTRATION

PROFESSIONS: ENG

QUINN CONSULTING SERVICES INC
4607 MARBLE ROCK COURT
CHANTILLY, VA 20151



Gordon N. Dixon
Gordon N. Dixon, Director

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PROFESSIONS: ENG
QUINN CONSULTING SERVICES INC
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CHANTILLY, VA 20151



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Telephone: (804) 367-8500

NUMBER

0402009937

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AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

JAY H L CALHOUN
VANUS INC
4350 WEST CYPRESS ST STE 340
TAMPA, FL 33607



Gordon N. Dixon
Gordon N. Dixon, Director

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BOARD FOR APELSCIDLA
PROFESSIONAL ENGINEER LICENSE
NUMBER: 0402009937 EXPIRES: 05-31-2013

JAY H L CALHOUN
VANUS INC
4350 WEST CYPRESS ST STE 340
TAMPA, FL 33607



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EXPIRES ON

12-31-2012

9960 Mayland Dr., Suite 400, Richmond, VA 23233
Telephone: (804) 367-8500

NUMBER

0402030893

BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS
AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

MARK METIL
2939 CUMBERLAND BLVD
CAMP HILL, PA 17011



Gerden N. Dixon
Gerden N. Dixon, Director

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EXPIRES ON

07-31-2012

9960 Mayland Dr., Suite 400, Richmond, VA 23233
Telephone: (804) 367-8500

NUMBER

0402047641

BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS
AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

SCOTT NEAL RHINE
1149 TREASURE LAKE
DUBOIS, PA 15801



Gordon N. Dixon
Gordon N. Dixon, Director

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DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
COMMONWEALTH OF VIRGINIA

EXPIRES ON

08-31-2013

9960 Mayland Dr., Suite 400, Richmond, VA 23233
Telephone: (804) 367-8500

NUMBER

0402026380

BOARD FOR ARCHITECTS, PROFESSIONAL ENGINEERS, LAND SURVEYORS, CERTIFIED INTERIOR DESIGNERS
AND LANDSCAPE ARCHITECTS
PROFESSIONAL ENGINEER LICENSE

JOHN KEVIN VICINSKI
4609 MARBLE ROCK CT
CHANTILLY, VA 20151



Gordon N. Dixon
Gordon N. Dixon, Director

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COMMONWEALTH OF VIRGINIA

BOARD FOR APPLSCIDLA
PROFESSIONAL ENGINEER LICENSE
NUMBER: 0402026380 EXPIRES: 08-31-2013

JOHN KEVIN VICINSKI
4609 MARBLE ROCK CT
CHANTILLY, VA 20151



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DEPARTMENT OF PROFESSIONAL AND OCCUPATIONAL REGULATION
9960 Mayland Dr., Suite 400, Richmond, VA 23233

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*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX G *****



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

APPENDIX H
LETTER FROM SURETY



Liberty Mutual Surety

December 1, 2011

Joseph A. Clarke, P.E.
Virginia Department of Transportation
1401 East Broad Street
Richmond, VA 23219

Re: G4S Technology, LLC
Prequalification Letter

Dear Mr. Clarke:

It is our understanding that G4S Technology, LLC ("G4S") will submit a bid to the Virginia Department of Transportation for a design-build for Interstate 66 Active Traffic Management (I-66 ATM) project as further described in Contract ID No. C00098017DB46 on which proposals are to be taken in the near future. The estimated contract price is to be approximately \$32,000,000 and the estimated performance and labor and materials payment bond is to be 100% of the contract price.

G4S is a highly regarded and valued client of Liberty Mutual Insurance Company, rated by AM Best as "A" (Excellent), with a financial rating of Class XV. G4S currently has available single bonding limits in excess of \$55,000,000 and aggregate bonding capacity in excess of \$300,000,000. Should this bid be accepted and the contract awarded to G4S it is our present intention to become surety for the final bond, which may be required guaranteeing performance of the contract, subject to satisfactory review of the contract and other underwriting criteria.

You understand, of course that any arrangement for the final bond is a matter between the contractor and ourselves and we assume no liability to third parties or to you for any reason we do not execute said bond.

Sincerely,

Liberty Mutual Insurance Company

Claudette Alexander Hunt
Attorney-in-Fact

Member of Liberty Mutual Group

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

4965360

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint JOSEPH M. PIETRANGELO, PAUL S. RODRIGUEZ, CLAUDETTE ALEXANDER HUNT, CAROLINE K. LAMARRE, ALL OF THE CITY OF MIAMI, STATE OF FLORIDA

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding SEVENTY MILLION AND 00/100 DOLLARS (\$ 70,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, David M. Carey, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this day of 2nd day of November 2011

LIBERTY MUTUAL INSURANCE COMPANY

By David M. Carey
David M. Carey, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 2nd day of November, 2011, before me, a Notary Public, personally came David M. Carey, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.

By Teresa Pastella
Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 1st day of December, 2011

By Gregory W. Davenport
Gregory W. Davenport, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.



*Virginia Department of Transportation
I-66 ATM Design-Build Project*

***** END OF APPENDIX H *****