Virginia Department of Transportation

SOLICITATION FOR PROPOSALS

U.S. Route 460 Corridor Improvements Project

through the

Public-Private Transportation Act

ADDENDUM #2
June 6, 2006

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(ADDENDA #2)

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ADDENDUM # 1

A change has been made to Section 5.5.8.

ADDENDUM #2

Changes have been made to the Table of Contents

Changes have been made to Section 2.2.

A change has been made to Section 5.3.11.

A new Section 10.0 has been added.

1.0 INTRODUCTION

As provided in the Public-Private Transportation Act of 1995, as amended, the Virginia Department of Transportation (VDOT or Department) is hereby requesting the submittal of conceptual proposals for the completion of transportation improvements to the U.S. Route 460 Corridor (USR460) from the existing Interstate 295 (I-295) interchange in Prince George County to a new interchange with U.S. Route 58 along the Suffolk Bypass.

The project as presently contemplated will be a limited access, four lane, divided highway along a new alignment. Presently, there are no public funds programmed to support this project.

VDOT is seeking a private entity or combination thereof to develop and/or operate a new transportation facility along a new alignment. The new transportation facility will be supported totally or substantially by private investments, including user fees or other innovative financing methods.

These are VDOT's priorities for the USR460 Project:

- That a reliable funding source be identified to support this project. VDOT is interested in proposals that maximize private investment to develop and operate the new U.S. Route 460. Private investment should be in the form of user fees or other innovative financing techniques.
- That any user fees proposed as part of the financing plan for the USR460 Project should minimize the cost for residents of the communities along the project corridor. Innovative pricing techniques should be proposed if possible.
- That all proposals coordinate development opportunities with other private and government entities. It is particularly important that any proposal incorporate future plans for distribution facilities with the Port of Virginia.
- That Offerors incorporate, where feasible, economic development opportunities for the corridor communities into the USR460 Project. The Offerors should seek the support of local communities along the corridor when proposing any economic development opportunities.
- That Offerors explore financing arrangements that utilize public funds in conjunction with private investments to support the project. The use of public funds could be in any form allowable by law but cannot adversely effect any other planned or existing VDOT financed project or program.
- That all proposals minimize the taking of private residences and businesses along the new alignment. Each proposal should describe in detail the roles and responsibilities of VDOT and the Offeror in acquisition of right-of-way for this project. In addition, the proposal should demonstrate a commitment to maximum cooperation with local governments throughout the project corridor.

- That all proposals mitigate the effect of the project on the environment. Any proposal which alters the preferred alignment should also describe any approvals required as a result of the proposed changes.
- That all proposals complete the USR460 Project in the most expeditious manner possible. A design-build construction methodology is VDOT's preferred option for this project. Proposals should begin operation of the new U.S. Route 460 facility at the earliest possible date.
- U.S. Route 460 is a vital highway for the residents of the communities along the corridor. In addition, the highway serves as a hurricane evacuation route for the Hampton Roads area and is part of the Strategic Highway Network. VDOT is interested in proposals in which technology can maximize convenience for local residents and which provides capabilities consistent with the emergency response and strategic defense uses of the highway.

2.0 BACKGROUND INFORMATION

2.1 Legislative Authority for the Project

The Public-Private Transportation Act (Act) is the legislative framework enabling the Commonwealth of Virginia to enter into agreements authorizing private entities to develop and/or operate qualifying transportation facilities. The Commonwealth of Virginia adopted Implementation Guidelines in accordance with the Act. The current guidelines were revised as of October 31, 2005.

In 2003, Chapter 953 was enacted by the Virginia General Assembly and signed into law by the Governor. Chapter 953 requires VDOT to issue a Solicitation for Proposals (SFP) for the USR460 Project under the Public-Private Transportation Act (PPTA). The SFP for USR460 must be issued within 90 days of the Commonwealth Transportation Board's approval of the preferred alignment. On November 17, 2005, the CTB approved Modified Candidate Build Alternative (CBA) alignment 1. In a separate resolution, the CTB requested VDOT to seek alternative funding sources for this and other specified projects. Both of these resolutions are included as Attachment A.

2.2 Schedule

VDOT currently anticipates conducting the procurement of the project in accordance with the following list of milestones leading to an Interim or Comprehensive Agreement. This schedule is subject to revision and VDOT reserves the right to modify this schedule as it finds necessary, in its sole discretion.

(ADDENDA #2) In accordance with the provisions of the paragraph above and Section 8.1.4 and Section 8.1.9 of this SFP, VDOT herewith revises the schedule as indicated below. The new dates are listed in red and are effective as of June 6, 2006. As described above and in Section 8.1.4 and Section 8.1.9, VDOT reserves its right to further modify this schedule as it

finds necessary, in its sole discretion, and, further, VDOT may issue additional addenda, supplements and modifications to this SFP as the agency, in its sole discretion, deems necessary. VDOT will, at all times, make every reasonable effort to provide sufficient notice regarding any further modification to the schedule.

Procurement Phase	Date
1. SFP Document Available to Offerors	February 15, 2006
2. Deadline for Questions or Clarifications	March 16, 2006
3. Addenda for SFP	March 31, 2006
4. Deadline for Additional Questions or Clarifications	August 1, 2006
5. Posting Date for Addenda, Answers and Clarifications	August 15, 2006
6. Proposal Submission Date	September 14, 2006
7. Quality Control Report Submitted to Secretary	October 13, 2006
8. Secretary Appoints Independent Review Panel	November 1, 2006
9. Local Comments Due	December 13, 2006
10. Independent Review Panel Recommendation	April 30, 2007
11. CTB Resolution	June 21, 2007
12. Solicitation for Detailed Proposals (if applicable)	July 18, 2007
13. Detailed Proposal Submission (if applicable)	January 15, 2008
14. Interim or Comprehensive Agreement (if applicable)	June 12, 2008

2.3 VDOT's Point of Contact and Project Reference

VDOT's sole Point of Contact (POC) for the project shall be the person designated below. VDOT's POC is the only individual authorized to discuss this SFP with any interested parties, including Offerors. All communications with VDOT's POC shall be in writing, as required by the applicable provisions of this SFP. Offerors may not rely upon any oral responses to inquiries.

VDOT's POC is:

Name: Mr. Charles E. Kostro
Title: Program Manager
Address: Innovative Project Delivery Division
Virginia Department of Transportation
1401 East Broad Street
Richmond, VA 23219
Phone: (804) 371-4316
Fax: (804) 786-7221
E-Mail: chuck.kostro@vdot.virginia.gov

.1 VDOT disclaims the accuracy of information derived from any source other than VDOT's POC and the use of any such information is at the sole risk of the Offerors.

.2 All written communications to VDOT from the Offerors shall specifically reference the correspondence as being associated with the "U.S. Route 460 Corridor Improvements Project."

3.0 PROJECT DESCRIPTION

The project contemplated in this SFP includes the construction of a new west-east transportation link between the existing I-295 interchange in Prince George County to a new interchange with U.S. Route 58 along the Suffolk Bypass. The project includes only minor adjustments to the existing I-295 interchange. The adjustments to this interchange are minor realignments of two existing ramps, the westbound U.S. Route 460 to I-295 northbound ramp and the northbound I-295 ramp to eastbound U.S. Route 460. The project area extends approximately 55 miles and includes a four-lane divided, limited access highway along a new location.

3.1 Project History

In the 1930's, a two lane highway was built between Petersburg and Suffolk to parallel the Norfolk and Petersburg Railroad line that had been constructed in the 1890's. This road was widened to four lanes in the 1950's. There were no medians, shoulders or divided sections on the highway. In 2000, the Virginia Transportation Act designated Route 460 as a "High Priority Corridor" between I-295 in Petersburg and the Route 58 Bypass in Suffolk. VDOT initiated a Location Study in 2003 for Route 460 and the General Assembly also passed legislation requiring a PPTA solicitation for improvements to the highway. The Federal Highway Administration (FHWA) signed the Draft Environmental Impact Statement (DEIS) in the spring of 2005. In November of 2005, the CTB selected the preferred alignment for the new highway, triggering the requirements of the 2003 PPTA legislation.

Route 460 is part of the federally designated National Highway System. Improvements to the corridor between Suffolk and Petersburg were evaluated as part of the national "TransAmerica Study" resulting from the Federal Government's Intermodal Surface Transportation Efficiency Act (ISTEA) in 1991. In the late 1990's, Virginia and West Virginia collaborated on a study of potential improvements between Beckley, West Virginia and Virginia Beach, Virginia.

In the spring of 2005, VDOT and FHWA released a Draft Environmental Impact Statement (DEIS) that was prepared as part of the *Route 460 Location Study*. The DEIS identified several key elements that need to be addressed in improving the U.S. Route 460 Corridor, including the need to:

1. Address roadway deficiencies.
2. Improve safety.
3. Accommodate increasing freight shipments.
4. Reduce Travel Delay.
5. Provide adequate hurricane evacuation capability.

6. Improve military strategic connectivity.
7. Meet legislative mandates that identified the roadway as a high priority corridor.
8. Meet local economic development plans.

The Final Environmental Impact Study (FEIS) is anticipated to be submitted to FHWA for their review in February/March of 2006. A Record of Decision is tentatively anticipated in the spring of 2006.

3.2 Passenger Rail in the Route 460 Corridor

The Richmond/Hampton Roads Passenger Rail Study investigated a program of rail improvements or new rail that would be necessary to accommodate frequent passenger trains through the Richmond/Hampton Roads study area. The study:

.1 Evaluated potential routes for higher speed rail service in both the Richmond to Petersburg to South Hampton Roads Corridor and the existing Amtrak Corridor from Richmond to Williamsburg to Newport News. New passenger rail service in these locations could ultimately provide rail connections to the Southeast, Northeast and Mid-Atlantic regions.

.2 Listed four Preliminary Alignment Alternatives that were presented:

1. Peninsula/CSX Alignment (Richmond to Newport News Corridor)
2. James River Alignment (Richmond to Newport News to Norfolk Corridor)
3. Southside–Norfolk Southern Alignment (Richmond to Petersburg to Norfolk Corridor via Norfolk Southern)
4. Southside–US 460 New Alignment (Richmond to Petersburg to Norfolk Corridor via new US 460 Corridor)

.3 Identified two feasible alternatives as the Peninsula/CSX Alternative to Newport News and the Southside/Norfolk Southern Alternative to Norfolk.

.4 Additional information on the Rail Study is available at http://www.drpt.state.va.us/projects/current/hampton.aspx. A map of the rail study corridor is included as Attachment B.

3.3 Truck Traffic in the U.S. Route 460 Corridor

Truck percentages on the existing U.S. Route 460 are significantly higher than the national average for rural roads. Route 460 truck volumes presently range from approximately 2,600 to 4,100 per day, with through truck volumes near 3,700. The percentage of truck traffic on U.S. Route 460 is higher than and growing faster than on alternate routes such as Route 58 and Interstate 64.

3.4 Future Port Facilities

According to information provided by the Virginia Port Authority, traffic growth on U.S. Route 460 from the ports located in the Hampton Roads area takes into consideration that port volumes will increase by over 400% between 2006 and 2030. The growth in port-related traffic volumes is generating the need for additional warehouse and distribution center space in the region. According to the Virginia Port Authority, U.S. Route 460 is a prime location for these new facilities. Port-related traffic increases within the Route 460 Corridor are highlighted in a study released by the Virginia Port Authority in June of 2005, entitled *An Economic Opportunity for Hampton Roads: An Intermodal Park*. This study examined the concept of an Intermodal Park to act as a centralized location for the processing and distribution of import cargo. The report suggested that one of the areas that would be a good fit for an Intermodal Park is along the Route 460 Corridor in Isle of Wight County.

Offerors should coordinate with the Port of Virginia in the development of their proposals. Offerors are encouraged to seek innovative solutions to design, capacity and financing issues and/or opportunities presented by the growth and needs of the Port of Virginia.

3.5 Future Growth Information

The information provided in this section has been supplied in cooperation with the Virginia Port Authority.

Cargo volume increases through the ports are growing dramatically. Over 1 million containers passed through Hampton Roads in 2005. Over 3 million containers will pass through Hampton Roads by 2012 and up to 5 million containers are estimated by 2030.

Demand for warehouse and distribution center space in the area will increase by 20 to 60 million square feet by 2030. Construction of warehouse and distribution center space in the area is already experiencing double digit growth where the following conditions exist:

- Near major transportation arteries
- On reasonably priced land
- Within thirty-five miles of the ports

There are limited areas that can accommodate this level of growth and which are also in an acceptable location. The Route 460 Corridor west to approximately Windsor, and some parts of Suffolk, are the best suited locations and are already experiencing this level of growth. An increase of almost 7,000 daily trips for commercial truck traffic is anticipated by 2030 for the 255 port working days each year, just from growth at the ports in Hampton Roads. Upgrades to Route 460, increased construction of warehouses and distribution centers, continued growth of port facilities and continued robust growth in the region could accelerate these traffic levels into earlier years.

.1 The charts and explanations below contain a variety of factors used to project traffic growth on U.S. Route 460 for trucks performing port activities.

Chart 3.5.1:

CONTAINER GROWTH						
	2004	2005	2006	2010	2020	2030
TEU's[1]	1,713,502	1,900,000	2,100,000	5,100,000	6,100,000	8,500,000
CONTAINERS	984,771	1,091,954	1,206,897	2,931,034	3,505,747	4,885,057
GROWTH FROM 2004	100.00%	110.88%	122.56%	297.64%	356.00%	496.06%

Explanation: Container Growth over 400% is expected by 2030 for ports in Hampton Roads. Over 3,000,000 of those containers will move by dedicated truck. A portion of the rail movements will also spend some time on the roads as drayage moves to and from intermodal container transfer facilities. Current experience is that up to 50% of trucks will have an extra trip as they move empty to or from facilities to pick up or drop off containers.

Chart 3.5.2:

NUMBER OF CONTAINERS BY MODE						
	2004	2005	2006	2010	2020	2030
Local	443,147	491,379	543,103	1,260,345	1,472,414	**1,954,023**
Long-Haul	265,888	294,828	325,862	762,069	876,437	**1,123,563**
Rail	196,954	218,391	241,379	674,138	911,494	1,465,517
Barge	78,782	87,356	96,552	234,483	245,402	341,954
Total Containers	986,775	1,093,959	1,208,903	2,933,044	3,507,767	4,887,087

Explanation: Additional increases in "moves on" are anticipated based on the expectation that much of the 20 million to 60 million square feet of warehouse and distribution space is built along U.S. Route 460 by 2030. It is estimated that 20% of the local truck moves will use U.S. Route 460 by 2030. Long-Haul truck traffic is anticipated to have a larger increase. As the distribution and warehouse complexes are built along with an intermodal park, more long-haul traffic will start or stop its trip along U.S. Route 460, with additional drayage moves to port terminals. It is also estimated that by 2030, 24% of the rail volumes will be moved by truck to an intermodal container transfer facility located along U.S. Route 460 where it runs parallel to the Norfolk Southern Line.

[1] Twenty-foot equivalent units.

Chart 3.5.3:

ROUTE 460 ANNUAL PORT RELATED TRUCK TRIPS			
	2010	2020	2030
Two-way Truck	158,276	263,807	448,204
One-way Truck	316,552	527,615	896,408
One-way Rail	40,448	136,724	351,724
Total Truck Segments on rte 460	515,276	928,147	1,696,336

Explanation: By 2030 there will be over 1.6 million additional trips a year due to growth at port facilities, including trips with no freight to pick up or drop off. Below are the increases for daily trips.

Chart 3.5.4:

GROWTH ON ROUTE 460 OF DAILY TRUCK TRIPS FROM THE PORTS			
	2010	2020	2030
DAILY ROUTE 460 TRIPS	2,036	3,656	6,668

3.6 Adequate Hurricane Evacuation Capability

The existing U.S. Route 460 is designated as a hurricane evacuation route for the Southside Hampton Roads communities. Despite this designation, the present U.S. Route 460 is susceptible to closures during severe weather. Data from the *Route 460 Location Study* (page 1-3) indicates that the total number of people evacuating dwelling units south of the Hampton Roads Bridge Tunnel ranges from 103,200 to 421,000. The number of vehicles from those dwelling units ranges from 41,300 to 151,700. Offeror's should indicate in their proposals those items which provide adequate hurricane evacuation capability as part of the new roadway.

3.7 Strategic Military Connectivity

U.S. Route 460 is designated as part of the 61,000 mile Strategic Highway Network (STRAHNET) by the Department of Defense and FHWA. As Hampton Roads is home to several military installations and the Petersburg area is home to Fort Lee, U.S. Route 460 performs a critical role in preserving the nation's security and military preparedness. Offerors should indicate in their proposals those items which address the crucial role of U.S. Route 460 as part of STRAHNET.

3.8 Economic Development Goals

Communities along the U.S. Route 460 Corridor have identified economic development priorities related to transportation. Some jurisdictions have stressed the need for improvements to U.S. Route 460 in their comprehensive plans and others have emphasized their economic

dependence on the highway. Offerors are encouraged to integrate economic development opportunities into planning for the USR460 Project. Such opportunities should be used to generate revenue to support the project where possible. Offerors must seek the support of the relevant communities along the U.S. Route 460 Corridor for any proposed economic development proposal contained as part of the USR460 Project.

3.9 Modified Candidate Build Alternative 1

On November 17, 2005, the Commonwealth Transportation Board (CTB) selected a modified Candidate Build Alternative (CBA) 1 as the preferred alignment for the new U.S. Route 460. This subsection describes the modified CBA 1. Offerors should submit proposals which are consistent with the modified CBA 1 as described in the Resolution of the CTB contained as Attachment A to this SFP and as further described herein. A map containing the Candidate Build Alternatives, including CBA 1 is provided in Attachment C.

Modified CBA 1 consists of:

.1 A new alignment south of the existing U.S. Route 460. Nine proposed interchanges provide access to the roadway. The interchanges are proposed at:

1. Existing Interstate 295 interchange with U.S Route 460.
2. Route 156 in Prince George County
3. Route 625 south of Disputanta
4. Route 602 in Sussex County
5. Route 40 south of Waverly
6. Route 620 south of Wakefield
7. Route 616 south of Ivor
8. Route 258 in Windsor
9. Route 58 Bypass in Suffolk

.2 Consistent with the requirements as described in the *Route 460 Location Study* contained in the Draft Environment Impact Statement (DEIS), Section 2, Figure 2.3-2, Modified CBA 1 shall consist of a four lane divided, limited access highway with two 12 foot lanes in each direction. The divided highway section includes 40-foot wide depressed medians. Paved shoulders would be ten feet wide on the outside lane and four feet wide on the inside lane. On cut and fill slopes, outside shoulders would be 12 feet and 15 feet, respectively. The typical section would require an average right of way of 131 feet.

.3 As described in the DEIS, Section 2, Modified CBA 1 would be classified as GS-1 (rural principal arterials) as stated in the VDOT *Road Design Manual*. Ultimately, proposals should be consistent with the Record of Decision (ROD) and the specifications contained in the VDOT *Road Design Manual*.

.4 A relocation of the alignment in the area of Isle of Wight County. The initial alignment of CBA 1 was developed to minimize the effect of the new highway on agricultural

districts in the area of Isle of Wight County. At the request of the County, the alignment in this area was shifted to reduce the number of displacements on local residents. A map of the modified CBA 1 in the area of Isle of Wight County is included as Attachment D. Offerors are strongly encouraged to coordinate their plans for this section of U.S. Route 460 with the appropriate officials in Isle of Wight County.

3.10 Toll Feasibility Study

In conjunction with the Location Study, an analysis was conducted to determine the feasibility of implementing tolls on a new U.S. Route 460. The Route 460 Toll Feasibility Study Summary Report is available on VDOT's website at http://www.virginiadot.org/projects/460-tollStudy.asp.

3.11 Public Funds

Offerors should refer to the VDOT Six Year Plan (SYP) for updated information on any public funds assigned to this project. The information for the USR460 Project on the SYP is available at http://syip.virginiadot.org/LineItems.asp?FormName=Search&FormAction=search&tab=&section_code=&report_title=Project+Search+Results&param1=&param2=&param3=&value1=&value2=&value3=&location_type=J&syp_scenario_id=56&district_code=&jurisdiction=&road_system_code=&route=&zip=&upc=56638&keyword=.

4.0 GENERAL PROCEDURES AND REQUIREMENTS

This Section 4.0 provides general information, procedures and requirements that all Offerors must satisfy in submitting proposals. Failure to submit a proposal in accordance with this section may result in rejection of the proposal.

4.1 Advertising the SFP

The SFP shall be advertised on VDOT's website (www.virginiadot.org), and on eVA, Virginia's electronic procurement website (www.eva.state.va.us). The SFP shall also be advertised in major regional newspapers and industry publications in accordance with Innovative Project Delivery (IPD) Division Memorandum IPD 05-01.0, available for review at http://www.virginiadot.org/business/resources/IPD_Memorandum%2005_01%200_dlh_0509530.pdf.

Addenda to the SFP will only be posted on the VDOT website above. Offerors should monitor the VDOT website for the posting of any addenda to this SFP.

4.2 Pre-Submittal Responsibilities

Each Offeror shall be solely responsible for examining the SFP, including any addenda, and any and all conditions which may in any way affect their proposal or the performance of the work on the project, including but not limited to:

.1 Examining and carefully studying the SFP, including any addenda and other information or data identified in the SFP;

.2 Visiting the project area and becoming familiar with and satisfying itself as to the general, local, and site conditions that may affect the cost, progress, or performance of its work on the project;

.3 Becoming familiar with and satisfying itself as to all federal, state, and local laws and regulations that may affect the cost, progress, or performance of its work on the project; and,

.4 Determining that the SFP and any addenda thereto are sufficient to indicate and convey understanding of all terms and conditions for the performance of Offeror's work on the project.

.5 Each Offeror is responsible for providing prompt written notice of all conflicts, errors, ambiguities, or discrepancies that the Offeror discovers in the SFP and addenda, and any aspects of the SFP and addenda that the Offerors do not understand. Any failure to do so shall be at Offeror's sole risk, and no relief for error or omission will be provided by VDOT.

4.3 Letter of Submittal

Each Offeror shall provide a Letter of Submittal on the Offeror's letterhead signed by an authorized representative of the Offeror's organization, which individual shall be the contact point for all communications from VDOT related to the SFP or the project. The letter shall identify such representative's title, address, phone and fax numbers, and e-mail addresses. If the Offeror is not yet a legal entity or is a joint venture, then all major participants (including but not limited to the lead contractor and lead designer), or, if applicable, all joint venture partners/members shall sign the letter. All signatures shall be original and signed in ink. The Letter of Submittal shall not exceed two pages in length.

4.4 Executive Summary

Each Offeror shall provide an Executive Summary. The Executive Summary shall not exceed five pages and will:

.1 Briefly describe all significant aspects of the proposal and the implementation team. Briefly describe the benefits of the project.

.2 Declare all public financial support anticipated for implementation of the proposed finance plan.

.3 Declare Offeror's intent, if selected, to enter into an interim or comprehensive agreement with VDOT for the project in accordance with the terms of this SFP;

.4 If the entity is a joint venture, state that each member of the joint venture will have joint and several liability;

.5 Declare that the offer represented by the conceptual proposal will remain in full force and effect until such time as a Comprehensive Agreement shall be signed by VDOT and the selected Offeror.

4.5 Delivery of Proposal

Proposals are to be sealed in mailing envelopes or packages bearing the Offeror's name, address and the words "Public Private Transportation Proposal—USR460" clearly written on the outside. All proposals must be received by June 14, 2006, at 10:00 a.m., local prevailing time. Proposals must be delivered to the VDOT POC as designated in Section 2.4.1. Neither fax nor email submissions will be accepted. Hand delivered responses to the SFP must be received by June 14, 2006, at 10:00 a.m., local prevailing time and must delivered to:

Mr. Charles E. Kostro
Program Manager
Innovative Project Delivery Division
Virginia Department of Transportation
1221 E. Broad Street, Fourth Floor
Reception Desk, Innovative Project Delivery Division
Richmond, VA 23219

Offerors are responsible for effecting delivery by the deadline above and late submissions will be rejected without opening, consideration, or evaluation, and will be returned unopened to the sender. VDOT accepts no responsibility for misdirected or lost proposals.

.1 The proposals should be as thorough and detailed as possible within the context of the requirements for a conceptual proposal, so that a proper evaluation can be made of the Offeror's capabilities and intent to complete the proposed project.

.2 Offerors submitting to the Department are required to deliver twenty (20) hard copies and one (1) electronic copy in PDF format of their proposal.

4.6 Format of Proposal

Proposals shall follow the format prescribed in this section and the most recent version of the Implementation Guidelines as referenced herein. Submittals that do not follow the format prescribed below may be considered non-responsive and may be eliminated from further consideration.

.1 Proposals should be prepared simply and economically, providing a straightforward, concise description of the Offeror's capabilities to complete the proposed project. Emphasis should be on completeness and clarity.

.2 All pages of the proposal should be numbered. Offeror's should use cross referencing rather than repetition throughout the proposal. The proposal should contain a table of contents which shall follow the format described herein. Proposals not organized in the format described herein may be returned for revision.

.3 Proposals should be placed in a three-ring binder and contained in a single volume, where practical. All documentation submitted with the proposal should be contained in the single volume.

.4 Each proposal will be organized as follows:

1. Submittal Letter (Two Pages)
2. Executive Summary (Five Pages)
3. Table of Contents
4. Proposal Order:
   - TAB 1: Qualification and Experience
   - TAB 2: Project Characteristics
   - TAB 3: Project Financing
   - TAB 4: Public Support
   - TAB 5: Project Benefit and Compatibility
5. Resumes of Key Personnel
6. Additional Material (if applicable)

4.7 Formal Presentation and Interviews

Offerors may be required to give oral presentations of their proposal to the Independent Review Panel (IRP) and/or the public. The format of these presentations may include a formal presentation by Offerors, followed by questions by the IRP pertaining to the proposals or the presentations. The IRP may also ask Offerors to address concerns expressed through the public comment process. Such presentations will provide opportunities to educate the responsible public entity and the public and/or clarify aspects of the project. The presentations will also allow the IRP to seek clarification of project elements, complete deliverable requirements and provide Offerors with the opportunity to further explain their proposal. If there is an issue to

which the Offerors are unable to respond during the formal presentation, the IRP may, at their discretion, grant the Offerors a reasonable period of time in which to submit a written response.

5.0 CONTENTS OF PROPOSAL

In order to facilitate the evaluation by the IRP of the Offeror's capabilities and of the project's feasibility, the proposals should be as thorough and detailed as possible. This Section describes the specific information that must be included in the proposals. The format for the presentation of such information within the proposal is described in Section 4.

Offerors shall be aware that VDOT reserves the right to conduct an independent investigation of any information, including prior experience, identified in a proposal by contacting project references, accessing public information, contacting independent parties, or any other means. VDOT also reserves the right to request additional information from an Offeror during the evaluation of its own proposal.

5.1 Confidentiality

Offerors may specifically request to VDOT that certain elements be deemed confidential or proprietary. Upon request, Offerors shall be prepared to provide justification of why such materials shall not be disclosed under the Public-Private Transportation Act (PPTA) or the Virginia Freedom of Information Act (VFOIA) §2.2-3700 et seq. of the Code of Virginia. The classification of the entire proposal document and prices as proprietary or trade secrets is not acceptable. Any use of public funds should be disclosed by the Offeror in the Executive Summary and will not be deemed confidential.

5.2 Proposal Criteria

Offerors shall be aware that the proposal criteria contained herein are consistent with and augments the Implementation Guidelines, revised as of October 31, 2005. If the project concept is too preliminary to provide a substantive response to any particular criteria, the Offeror should note this in their response.

5.3 Qualifications and Experience

Offerors should provide information indicating that the proposed team is qualified, led and structured in such a manner that it will clearly be able to complete the proposed project. In accordance with Section 4.6.4, this information should be provided in the section denoted by TAB 1: Qualifications and Experience.

This section should:

.1 Identify the legal structure of the firm, or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach and how each partner and major subcontractor in the structure fits into the overall team. Provide an

organizational chart showing the structure of the Offeror's team and identify any key personnel by name. The lead organization must be identified.

.2 Describe the experience of each firm and the key principals involved in the proposed project. Describe the length of time in business, business experience, public sector experience and other engagements of the firm(s). Describe experience with projects similar to the proposed project. Did the firm and key principals complete these projects within original contract completion dates and within original contract amount? Did the owner assess liquidated damages? Did the firm and key principals certify that it is not currently debarred or suspended by any federal, state or local entity? Have the firm and key principals provided a sworn certification by an authorized representative of the firm attesting to whether the firm is currently debarred or suspended by any federal, state or local government entity (Attachment E).

.3 Identify the Project Manager and whether the person works for the principal firm. If not, is there a clear definition of the role and responsibility of the Project Manager relative to the member firms? Does the Project Manager have experience leading this type and magnitude of project?

.4 Include the address, telephone number, and the name of a specific contact person for an entity for which the firm/consortia or primary members of the consortia have completed a similar project.

5. Identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project.

.6 Include the history and level of commitment of the key principals to use small, minority and women-owned business enterprises in implementing this project. What is the planned participation of small, women, and minority-owned businesses during project development and implementation? To what extent will local subcontractors and suppliers participate in this project? Are job training opportunities offered to support the development and retention of an effective labor force during the life of the project? How will the Offeror document and report on this commitment?

.7 Provide a safety record (minimum of five years) for lead construction partners and subcontractors, as well as a safety plan for project implementation. The records should include:

A. The numeric Experience Modification Rating, the rating year, and name of issuing insurance company.

B. A list of Occupational Safety and Health Administration (OSHA) violations to include dates and disposition.

C. Recordable Incidence Rates and Lost Time Incidence Rates.

D. OSHA 200 and 300A Summary Forms or the information contained in these forms in a combined format.

.8 The liability structure among the team members. Provide a written commitment to joint and several liability and adequate evidence of parent company guarantees. Describe any limits or caps on the Offeror's liability and indemnification of the Department.

.9 Provide construction and consultant evaluation ratings performed by VDOT and other public agencies (such as U.S. Army Corps of Engineers' Architect-Engineer Contractor Administration Support System ratings) on primary team members listed in the organizational chart for large infrastructure projects (projects in excess of $100 million) completed in the last five years.

.10 Identify and provide information on which member of the team will be responsible for the following activities and that member's understanding as to how the activity affects the schedule, cost and successful completion of the project. Activities include:

.1 Relocation of the residential and businesses properties.

.2 Providing a detailed traffic analysis.

.3 Conducting the necessary environmental work and obtaining any and all permits necessary to complete the project. Provide examples of completed or ongoing projects where the identified team members have obtained permits and regulatory approvals of a magnitude similar to the proposed project.

.4 Having ownership, maintenance, and operation responsibilities for the following:

.1 New facilities including, but not limited to toll collection.

.2 Technology including, but not limited to software, hardware, incident and video detection, and variable message sign technology.

.3 Incident management activities including, but not limited to enforcement, towing and surveillance.

.4 Adverse weather conditions including, but not limited to ice/snow removal and flood protection.

.11 Provide an explanation of the financial history and business relationship, if any, between the Offeror's joint venture partners, construction management firm, lead contractor and lead designer. (ADDENDA #2) Provide an explanation of the financial and business relationship between any parent company and any team member, including, if applicable, the financial and business relationship between any parent company and any other subsidiary which

may be involved in this project in any capacity including, but not limited to, as a member of a competing team. It shall be incumbent upon each team to adequately and fully disclose any relationship among team members and parent companies which might, in any way, create a real or apparent conflict of interest.

.12 Provide an explanation of the prior working relationship that the Offeror has had with any other proposed member of its team, including any proposed subconsultant or major subcontractor.

5.4 Project Characteristics

Offerors should provide information indicating that the proposed transportation facility is technically feasible. In accordance with Section 4.6.4, this information should be provided in the section denoted by TAB 2: Project Characteristics.

This section should:

.1 Provide a description of the transportation facility or facilities, including the conceptual design and all proposed interconnections with other transportation facilities. Describe the project in sufficient detail so the type and intent of the project, the location, and the communities which are located within the project limits are clearly identified. Describe the assumptions used in developing the project. The project description should be prepared in a way that fully recognizes any federal and/or Commonwealth requirements to analyze other project alignments and alternatives, if applicable. Provide a general description of all tasks involved in the project.

.2 Indicate that the proposed project is consistent with applicable state and federal statutes and regulations, or reasonably anticipated modifications of state or federal statutes, regulations or standards. Demonstrate that the proposed design meets appropriate state and federal standards.

.3 Identify and fully describe any work to be performed by the Department or other public or private entities, specifically, but not limited to, the acquisition of right-of-way necessary for the project.

.4 Include a list of all federal, state and local permits and approvals required for the project, a schedule for obtaining such permits and approvals, and how any regulatory issues will be addressed. Identify which, if any, permits or approvals are to be obtained by the Department and have specific oversight requirements.

.5 Identify any anticipated adverse social, economic and environmental impacts of the project. Specify the strategies or actions to mitigate known impacts. Identify the positive social, economic and environmental impacts of the project.

.6 List the critical factors for the project's success. Provide a description of the proposed management of the project's design and construction phases. Include an overview of the Offeror's plans for quality control and quality assurance during all phases of the project.

.7 Indicate if the proposed project is consistent with applicable state and federal environmental statutes and regulations. Demonstrate that the proposed design meets appropriate state or federal environmental standards and adequately addresses air quality conformity. Proposers shall note that proposal development costs are not reimbursable. In the event of selection as a developer and in the event of successful negotiation of an interim agreement or comprehensive agreement, reimbursement for any at-risk preliminary work performed by the proposer is contingent on completion of the environmental review process and in accordance with any specific provisions within an executed interim or comprehensive agreement.

.8 Propose allocations of risk and liability for post agreement work and assurances for timely completion and safe operation of the project.

.9 Clearly state the assumptions related to ownership, legal liability, law enforcement and operation of the facility.

.10 Provide information on any phased (partial) openings proposed prior to final completion of the work.

.11 Include a schedule and plan to maintain this facility in conformance with standards acceptable to the Department. The proposal should clearly define assumptions or responsibilities during the operational phase including law enforcement, user fee collection and maintenance.

5.5 Project Financing

Offerors should provide information indicating that the proposal includes a financial plan and financial guarantees which will allow for access to the necessary capital to finance the facility. In accordance with Section 4.6.4, this information should be provided in the section denoted by TAB 3: Project Financing.

This section should:

.1 Provide a preliminary estimate and estimating methodology of the cost of the work by phase and/or segment (e.g. planning, design, construction, etc.).

.2 Submit a plan for the development, financing and operation of the project, showing: the anticipated schedule on which funds will be required; and proposed sources and uses for such funds, including any grants or loans requested by the private entity for the development and/or operation of a qualifying transportation facility.

.3 Include a list and discussion of assumptions (user fees or toll rates, and usage of the facility) underlying all major elements of the plan. Indicate the team member(s) responsible for securing financing for the project and any experience said member(s) have with similar financing mechanisms to those proposed and with similar transportation projects.

.4 Identify the proposed risk factors for all participating entities and methods for dealing with these factors.

.5 Provide the proposed total life-cycle cost-specifying methodology and assumptions of the facility or facilities and the proposed project start date. Include anticipated commitment of all parties; equity, debt, and other financing mechanisms; and a schedule of project revenues and project costs. Include in the life-cycle cost analysis a detailed analysis of the projected return and/or rate of return. The life-cycle cost analysis shall contain the following:

.1 Preliminary cost estimates for all phases of the project. A description of the methodology used to calculate the life-cycle costs shall also be included. Clearly indicate the preliminary total for the cost of the project which includes all proposed phases (i.e. development, design, construction, maintenance, and operation) and which includes the total life-cycle costs as specified in this section.

.2 A description of the proposed design and/or construction methods proposed to accomplish the structural and performance objectives of the project.

.3 An overview of the design concepts contained in the proposal.

.4 A preliminary schedule of the proposed timing of construction and maintenance activities during the all phases of the project.

.5 A preliminary calculation of all costs using the Present Value (PV) approach. The PV shall be established beginning at the point of the first cash outlay contemplated by the Offeror as part of their proposal.

.6 The life-cycle cost analysis shall be for a period of 50 years from the point established in 5.5.5.5 above. A period of 50 years is used in order to capture the maintenance and rehabilitation costs that span at least one full series of treatment activities. Offerors who believe that additional value will be provided by extending the life-cycle cost analysis beyond 50 years may provide this information in their proposal. The life-cycle costs for the period beyond 50 years shall be clearly differentiated in the proposal. The benefits accruing as a result of the extended life-cycle cost period shall be clearly described.

.7 Sources of information are provided via website links listed in Section 9.6, to assist Offerors in the development of their life-cycle cost analysis. In the conceptual proposal phase, VDOT is aware that all life-cycle cost information is preliminary. The sources provided in Section 9.6 are provided only as a guide to Offerors in the formation of the preliminary life-

cycle cost analysis. A detailed life-cycle cost analysis will be required at a future stage in the PPTA process.

.6 Identify any local, state or federal resources that the Offeror contemplates requesting for the project and investments the Offeror anticipates making towards the project. Describe the total commitment (financial, services, grant, loans, property, etc.), if any, expected from governmental sources, private investors and the timing of any anticipated commitment. Include a plan for development, financing, and operation of the facility, including a funding schedule which indicates the proposed sources and uses of any funds. Provide a list of all assumptions supporting all major plan elements. Identify any risk factors and the strategy for dealing with them. Describe any local/state/federal resources that may be requested for the project, along with the total anticipated commitment, if any, from all public sector sources and when these resources may be needed.

.7 Provide a financial statement of the firm/consortia and each major partner. Submit the most recent Securities and Exchange Commission 10-K and 10-Q reports, if such reports have been filed.

.8 If tolls are proposed, describe the anticipated method of collection, including electronic and manual capabilities. Provide an analysis of the start-up period for toll operations. (ADDENDUM #1) Any new facility on which a toll would be implemented would require the installation of toll equipment compatible with VDOT's existing electronic toll collection system. Provide an overview of anticipated toll revenues and the calculations used, including any traffic forecasts and assumptions. Indicate any significant variances between the revenues, assumptions and forecasts used in the proposal and those provided in the Hampton Roads Planning District Commission draft Regional Toll Feasibility Study and the Toll Feasibility Summary prepared as part of the Route 460 Location Study (Section 9.6 provides links to these documents.) Describe any variable pricing plans or congestion mitigation measures proposed as part of the toll operation.

.9 If revenues from development opportunities ancillary to the USR460 Project are to be proposed, describe the nature of the development, its relation to the transportation facility, the coordination anticipated with the local communities and the estimated revenue used to support the project.

.10 Describe the nature of any proposed private, quasi-private or public-private entity which may be proposed to issue debt, if applicable, to support the project.

.11 Describe any cost savings to be realized by the Commonwealth during the life-cycle of the project and the methodology by which said savings were calculated.

5.6 Public Support

Offerors should provide information indicating that the proposal has garnered sufficient public support. In accordance with Section 4.6.4, this information should be provided in the section denoted by TAB 4: Public Support.

This section should:

.1 Describe the economic benefits of this project to the community, region and state. Do these benefits include impacts upon tax revenues, number of jobs generated and related pay and benefits of such jobs, training opportunities and programs, and the number and value of subcontracts generated for Virginia subcontractors? Identify who will benefit from the project, how they will benefit and how the project will benefit the overall transportation system.

.2 Identify any known government support or opposition, or general public support or opposition for the project. Government/public support should be demonstrated through resolutions of official bodies, minutes of meetings, letters, etc.

.3 Explain the strategy and plans that will be carried out to involve and inform the agencies and the public in areas affected by the project.

5.7 Project Compatibility

Offerors should provide information indicating that the proposal is compatible with the appropriate transportation and land use plans. In accordance with Section 4.6.4, this information should be provided in the section denoted by TAB 5: Project Compatibility.

This section should:

.1 Describe the project's significant benefits to the community, region or state. Identify any state benefits resulting from the project including the achievement of state transportation policies or other state goals and compatibility with existing and planned multi-modal facilities.

.2 Describe significant benefits to the state's economic condition to include steps taken for coordination with local land use and comprehensive plans. Discuss whether this project is critical to attracting or maintaining competitive industries and businesses to the state or region. What is the impact upon local economy, jobs and job market?

.3 Describe how the project has been coordinated with local land use and comprehensive plans. Indicate the steps taken with local officials to coordinate land use plans and the proposed transportation facility. Demonstrate that the project improves safety, reduces congestion, increases capacity, and enhances economic opportunity.

6.0 EVALUATION AND SELECTION PROCESS

Proposals will be evaluated and selected in accordance with the Public-Private Transportation Act (PPTA) and the Implementation Guidelines revised as of October 31, 2005 (Implementation Guidelines), unless otherwise noted in this document. Prior to developing and/or operating a transportation facility, the Offeror(s) selected must enter into a comprehensive agreement with VDOT. In accordance with the Act, prior to or in connection with the negotiation of the comprehensive agreement, the Department may enter into an interim agreement with the selected Offeror(s). The minimum terms and conditions of the comprehensive and interim agreement are outlined in the Implementation Guidelines, which are hereby incorporated by reference into this SFP.

In accordance with the Implementation Guidelines, proposals will be evaluated and implemented via a six-phase process. Phase One is a Department-level quality control review to determine if the Proposal meets the requirements of law and the guidelines. Please refer to IPD Memorandum IPD 05-02.0 available at http://www.virginiadot.org/business/resources/IPD_Memorandum%2005_02%200_dlh_051206.pdf .

Phase Two is a review, evaluation, and recommendation of one or more proposals by an Independent Review Panel. Phase Three is a review of the conceptual proposal(s) by the Commonwealth Transportation Board (CTB) and a recommendation that the Department either reject the proposals or seek a detailed proposal for submission by the Offeror(s). Phase Four is the final selection of the successful detailed proposal(s) by the Commonwealth Transportation Commissioner. Phase Five is the process of negotiating a draft interim and/or comprehensive agreement. Phase Six is the final stage of review prior to the execution of the interim and or comprehensive agreement by the Commonwealth Transportation Commissioner and the selected Offeror.

A complete copy of the Implementation Guidelines referenced herein is available on VDOT's website at http://www.virginiadot.org/business/ppta-Guidelines.asp.

7.0 QUESTIONS AND CLARIFICATIONS

All questions and requests for clarification regarding this SFP shall be submitted to VDOT in writing to VDOT's Point of Contact as described in Section 2.3. No requests for additional information, clarification or any other communication should be directed to any other individual. VDOT's responses to questions or requests for clarification shall be in writing and may be accomplished by an addendum to this SFP. VDOT will not be bound by any oral communications, or written interpretations or clarifications that are not set forth in an addendum. VDOT, at its sole discretion, shall have the right to seek clarifications from any Offeror to fully understand information contained in the conceptual proposal. All questions submitted by the Offerors will be published in the form in which they were received on the VDOT website.

8.0 RIGHTS AND OBLIGATIONS OF VDOT

In connection with this procurement, VDOT reserves to itself all rights (which rights shall be exercisable by VDOT in its sole discretion) available to it under applicable law.

8.1 Specific Rights and Obligations of VDOT

In addition to all rights reserved as specified by law, VDOT further reserves to itself, without limitation or with or without cause and with or without notice, the following:

.1 The right to cancel, withdraw, postpone or extend this SFP in whole or in part at any time prior to the execution by VDOT of an interim or comprehensive agreement, without incurring any obligations or liabilities.

.2 The right to issue a new SFP.

.3 The right to reject any and all submittals, responses and proposals received at any time.

.4 The right to modify all dates set or projected in this SFP.

.5 The right to terminate evaluations of responses received at any time.

.6 The right to suspend and terminate the procurement process for the Project, at any time.

.7 The right to revise and modify, at any time prior to the Proposal submittal date, factors it will consider in evaluating responses to this SFP and to otherwise revise its evaluation methodology.

.8 The right to waive or permit corrections to data submitted with any response to this SFP until such time as VDOT declares in writing that a particular stage or phase of its review of the responses to this SFP has been completed and closed.

.9 The right to issue addenda, supplements, and modifications to this SFP.

.10 The right to permit submittal of addenda and supplements to data previously provided with any response to this SFP until such time as VDOT declares in writing that a particular stage or phase of its review of the responses to this SFP has been completed and closed.

.11 The right to hold meetings and conduct discussions and correspondence with one or more of the Offerors responding to this SFP to seek an improved understanding and evaluation of the responses to this SFP.

.12 The right to seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to the SFP, including the right to seek clarifications from Offerors.

.13 The right to permit Offerors to add or delete firms and/or key personnel until such time as VDOT declares in writing that a particular stage or phase of its review has been completed and closed.

.14 The right to add or delete the Offeror's responsibilities from the information contained in this SFP.

.15 The right to appoint and change appointees of the Independent Review Panel.

.16 The right to use assistance of outside technical and legal experts and consultants in the evaluation process.

.17 The right to waive deficiencies, informalities and irregularities in a proposal, accept and review a non-conforming proposal or seek clarifications or supplements to a proposal.

.18 The right to disqualify any Offeror that changes its submittal without VDOT approval.

.19 The right to respond to all, some, or none of the inquiries, questions and/or request for clarifications received relative to the SFP.

.20 The right to use all or part of an unsuccessful conceptual proposal if the Offeror of said proposal accepts a payment, if applicable.

.21 The right to suspend, discontinue and/or terminate interim and/or comprehensive agreement negotiations with any Offeror at any time prior to the actual authorized execution of such agreement by all parties, subject to appropriate documentation.

.22 The right to negotiate with an Offeror without being bound by any provision in the Proposal.

.23 The right to decline or to return any and all fees required to be paid by Offerors as part of the evaluation process, if applicable.

.24 The right to request revisions to the conceptual proposal.

8.2 Assumption of Liability

VDOT assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering

a response to and/or responding to this SFP. All such costs shall be borne solely by each Offeror and its team members.

.1 In no event shall VDOT be bound by, or liable for, any obligations with respect to the project until such time (if at all) an interim and/or comprehensive agreement, in form and substance satisfactory to VDOT, has been executed and authorized by VDOT and, then, only to the extent set forth therein.

.2 Any and all information made available to the Offerors is made for convenience purposes only and is without representation or warranty of any kind.

9.0 MISCELLANEOUS

9.1 Virginia Freedom of Information Act

.1 All proposals submitted to VDOT become the property of VDOT and are subject to the disclosure requirements of the Public-Private Transportation Act (PPTA), Section 2.2-4342 of the Virginia Public Procurement Act, and the Virginia Freedom of Information Act (FOIA) (Section 2.2--3700 et seq.). Offerors are advised to familiarize themselves with the provisions of each Act referenced herein to ensure that documents identified as confidential will not be subject to disclosure under FOIA. In no event shall the Commonwealth, the Commonwealth Transportation Commissioner, or VDOT be liable to an Offeror for the disclosure of all or a portion of a proposal submitted pursuant to this request.

.2 If a responding Offeror has special concerns about information which it desires to make available to VDOT but which it believes constitutes a trade secret, proprietary information, or other confidential information exempted from disclosure, such responding Offeror should specifically and conspicuously designate that information as such in its proposal and state in writing why protection of that information is needed. The Offeror should make a written request to the Director of the Innovative Project Delivery Division. The written request shall:

1. Invoke such exemption upon the submission of the materials for which protection is sought.
2. Identify the specific data or other materials for which the protection is sought.
3. State the reasons why protection is necessary.
4. Indicate that a similar process with the appropriate officials of the affected local jurisdictions is or will be conducted. Failure to take such precautions prior to submission of a proposal may subject confidential information to disclosure under the Virginia FOIA.

.3 Blanket designations that do not identify the specific information shall not be acceptable and may be cause for VDOT to treat the entire proposal as public information. Nothing contained in this provision shall modify or amend requirements and obligations imposed

on VDOT by applicable law, and the applicable law(s) shall control in the event of a conflict between the procedures described above and any applicable law(s).

.4 In the event that VDOT receives a request for public disclosure of a portion of a proposal identified as confidential, VDOT will attempt to notify the Offeror of the request, providing an opportunity for such Offeror to assert, in writing, claimed exemptions under the VFOIA or other Commonwealth law. VDOT will come to its own determination whether or not the requested materials are exempt from disclosure. In the event VDOT elects to disclose the requested materials, it will provide the Offeror advance notice of its intent to disclose.

.5 Because of the confidential nature of the contract development and negotiation process associated with Phase Four of the implementation guidelines, it is VDOT's intention, subject to applicable law, not to consider a request for disclosure until after VDOT's issuance of a Notice of Intent to Award. Offerors are on notice that once a contract is executed, some or all of the information submitted to VDOT during Phase Four may lose its protection under the applicable laws of the Commonwealth.

9.2 Requirement to Keep Team Intact

The team proposed by Offeror may be changed up to the time of the submission of the detailed proposals, provided that timely notice of any such changes shall be provided to VDOT's Point of Contact as described in Section 2.3.

9.3 Disadvantaged Business Enterprises/Small, Women and Minority Owned Businesses

It is the policy of VDOT that Disadvantaged Business Enterprises (DBEs), and Small, Women and Minority (SWAM) vendors shall have every opportunity to participate in the performance of construction/consultant contracts. Offerors are required to take all necessary and reasonable steps to ensure full compliance with all laws, regulations and policies of the Federal Highway Administration (FHWA), VDOT and any other applicable agency or organization relative to DBEs and SWAM vendors. In a separate section of their proposal, Offerors should describe any applicable law, regulation or policy regarding DBE's and SWAM vendors that shall be invoked by the contents of their proposal, as well as the manner in which the Offeror intends to comply. DBEs and SWAM vendors must be contacted to solicit their interest, capability and qualifications. Any agreement between an Offeror and a DBE/SWAM vendor whereby the DBE/SWAM vendor promises not to provide services to any other Offeror or other contractors/consultants is prohibited.

9.4 Administrative Requirements

In addition to the specific submittal requirements set forth elsewhere in this SFP, all Offerors shall comply with the following:

.1 All business entities, except for sole proprietorships, are required to be registered with the Virginia State Corporation Commission (a Business Registration Guide is available on the Internet at http://www.state.va.us/scc/division/clk/brg.htm). Foreign Professional Corporations and Foreign Professional Limited Liability Companies must possess a Commonwealth of Virginia Certificate of Authority from the State Corporation Commission to render professional services. Any business entity other than a professional corporation, professional limited liability company or sole proprietorship must be registered in the Commonwealth of Virginia with the Department of Professional & Occupational Regulation, Virginia Board for Architects, Professional Engineers, Land Surveyors and Landscape Architects (http://www.state.va.us/dpor/ape_regs.htm). Board regulations require that all professional corporations and business entities that have branch offices located in Virginia which offer or render any professional services relating to the professions regulated by the Board be registered with the Board. Registration involves completing the required application and submitting the required registration fee for each and every branch office location in the Commonwealth. All branch offices that offer or render any professional service must have at least one full-time resident professional in responsible charge who is licensed in the profession offered or rendered at each branch. All firms involved that are to provide professional services must meet this criteria prior to a contract being executed by VDOT.

.2 VDOT will not consider for award any proposals submitted by any Offerors and will not consent to subcontracting any portions of the proposed contract to any subconsultants in violation of the provisions of the Federal Immigration Reform and Control Act of 1986, which prohibits employment of illegal aliens.

.3 All Offerors must have internal control systems in place that meet federal requirements for accounting. These systems must comply with requirements of 48CFR31, "Federal Acquisition Regulations, Contract Cost Principals and Procedures," and 23CFR172, "Administration of Negotiated Contracts."

.4 VDOT assures compliance with Title VI of the Civil Rights Act of 1964, as amended. The consultant and all subconsultants selected for this project will be required to submit a Title VI Evaluation Report (EEO-D2) when requested by the Department to respond to the SFP. This requirement applies to all consulting firms with fifteen (15) or more employees.

.5 VDOT does not discriminate against an Offeror because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment. This requirement includes all applicable VDOT Road and Bridge Specifications.

.6 An affiliate shall be considered as any business entity which is closely associated to another business entity so that one entity controls or has the power to control the other entity either directly or indirectly; or, when a third party has the power to control or controls both; or where one business entity has been so closely allied with another business entity through an established course of dealings, including but not limited to the lending of financial wherewithal, engaging in joint ventures, etc. as to cause a public perception that the two firms are one entity.

Firms which are owned by a holding company or a third party, but otherwise meet the above conditions and do not have interlocking directorships or joint officers serving, are not considered to be affiliates.

.7 Please indicate in the section of the proposal reserved for Additional Materials and by executing and returning the attached Certification Regarding Debarment Forms, set forth as Attachment E hereto, if your firm, subconsultant, subcontractor, or any person associated therewith in the capacity of owner, partner, director, officer or any position involving the administration of Federal or State funds:

.1 Is currently under suspension, debarment, voluntary exclusion or determination of ineligibility by any federal agency.

.2 Has been suspended, debarred, voluntarily excluded or determined ineligible by any federal agency within the past three years.

.3 Does have a proposed debarment pending; or has been indicted, convicted, or had a civil judgment rendered against it or them by a court of competent jurisdiction in any matter involving fraud or official misconduct within the past three years.

Any of the above conditions will not necessarily result in denial of award, but will be considered in determining Offeror responsibility. For any condition noted, indicate to whom it applies, initiating agency, and dates of action. Providing false information may result in federal criminal prosecution or administrative sanctions. Certifications should be submitted in the section of the Proposal designated as Additional Materials.

.8 Offerors shall note and comply with the following requirements relative to the eVA Business-to-Government Vendor system.

.1 The eVA Internet electronic procurement solution, web site portal (http://www.eva.state.va.us), streamlines and automates government purchasing activities in the Commonwealth. The portal is the gateway for vendors to conduct business with state agencies and public bodies. All vendors desiring to provide goods and/or services to the Commonwealth shall participate in the eVA Internet e-procurement solution either through the eVA Basic Vendor Registration Service or eVA Premium Vendor Registration Service. All bidders or Offerors must register in eVA; failure to register prior to the award of a contract will result in the bid/proposal/ expression of interest being rejected.

.2 eVA Basic Vendor Registration Service: $25 Annual Fee plus a Transaction Fee of 1% per order received. The maximum transaction fee is $500 per order. eVA Basic Vendor Registration Service includes electronic order receipt, vendor catalog posting, on-line registration, and electronic bidding.

.3 eVA Premium Vendor Registration Service: $200 Annual Fee plus a Transaction Fee of 1% per order received. The maximum transaction fee is $500 per order.

eVA Premium Vendor Registration Service includes all benefits of the eVA Basic Vendor Registration Service plus automatic email or fax notification of solicitations and amendments, and ability to research historical procurement data, as they become available.

9.5 Links

The following information is provided to the Offerors for informational purposes only:

Virginia Department of Transportation, Public-Private Transportation Act:
http://www.virginiadot.org/business/ppta-default.asp

U.S. Route 460 Location Study:
http://www.virginiadot.org/projects/constproject.asp?ID=87.

U.S Route 460 Toll Feasibility Summary:
http://www.virginiadot.org/projects/resources/Route460TollFeasibilitySummaryReport.pdf

FHWA Innovative Finance website:
http://www.fhwa.dot.gov/innovativefinance/index.htm

FHWA Construction Program Management and Inspection Guide
http://www.fhwa.dot.gov/construction/cpmi04tc.htm

Hampton Roads Toll Feasibility Study Work-In Progress Presentations
http://www.hrpdc.org/default.html

Life-Cycle Cost Analysis (LCCA) References:

The *GUIDELINES FOR PAVEMENT LIFE CYCLE COST ANALYSIS,* issued by the VDOT Materials Division of the Virginia Transportation Research Council, Version 1.0, dated May 2002, and available at:
http://www.virginiadot.org/business/resources/bu-mat-pde-LCCADocMay02.pdf.

The National Cooperative Highway Research Program (NCHRP), Project 12-43, *NCHRP Report 483, Bridge Life Cycle Cost Analysis*, available at:
http://gulliver.trb.org/publications/nchrp/nchrp_rpt_483a.pdf.

The *Life-Cycle Cost Analysis Primer*, issued by the Federal Highway Administration (FHWA), Office of Asset Management, and the FHWA Office of Asset Management web site at:
http://www.fhwa.dot.gov/infrastructure/asstmgmt/lcca.htm

(ADDENDA #2)

10.0 CONFLICT OF INTEREST

10.1 Conflict of Interest Determination

Offerors shall note that portions of the documents contained in the SFP include work product developed by Parsons Brinckerhoff and Michael Baker Corporation. VDOT was asked to make a determination if the participation of the above-referenced firms would constitute a conflict of interest or provide a competitive advantage as both firms are presently engaged under an environmental consulting contract for this project. VDOT concluded that the involvement of the above-reference firms would constitute a competitive advantage which the Department could not mitigate. Therefore, neither of the above-referenced firms will be allowed to participate as a team member for this solicitation. VDOT reserves the right to reject any proposal which contains either one or both of these firms as team members. VDOT further reserves the right to make additional determinations concerning conflicts of interest or competitive advantages involving any other firm(s) if and when such issues are brought to the attention of the department.

10.2 Ethics in Public Contracting Act

VDOT may, in its sole discretion, disqualify the Offeror from further consideration for the award of the contract if it is found after due notice and examination by VDOT that there is a violation of the Ethics in Public Contracting Act, Section 2.2-4367 of the Virginia Code, or any similar statute involving the Offeror in the procurement of the contract.

ATTACHMENT A

Agenda item #10

**RESOLUTION
OF THE
COMMONWEALTH TRANSPORTATION BOARD**

November 17, 2005

MOTION

Made By: Mr. Watson Seconded By: Mr. Keen Action: Motion Carried, Unanimously

Title: Location Approval for Route 460 Improvements

WHEREAS, in accordance with the statutes of the Commonwealth of Virginia and policies of the Commonwealth Transportation Board (CTB), Location Public Hearings were held in the counties of Isle Wight and Prince George on July 19 and 21, 2005 for the purpose of considering the proposed location of the Route 460 improvements from Interstate 295 to Route 58 in the counties of Prince George, Sussex, Surry, Southampton, Isle of Wight and the City of Suffolk, State Project 0460-969-101, P101; and

WHEREAS, proper notice was given in advance, and all those present were given a full opportunity to express their opinions and recommendations for or against the proposed project as presented, and their statements being duly recorded and considered by the CTB; and

WHEREAS, a Route 460 location study was documented in a Draft Environmental Impact Statement in accordance with the National Environmental Policy Act and approved by the Federal Highway Administration May 26, 2005; and

WHEREAS, a minor alignment shift to Candidate Build Alternative 1 has been proposed by Isle of Wight to avoid residential relocations; and

WHEREAS, the economic, social and environmental effects for the proposed project have been examined and given proper consideration and this evidence along with all other evidence has been carefully reviewed; and

Resolution of the Board
Location Approval for Route 460 Improvements
November 17, 2005
Page Two

NOW, THEREFORE, BE IT RESOLVED that the location of this project be approved on the Candidate Build Alternative 1 alignment as presented at the Location Public Hearings with further study of an alignment shift in Isle of Wight County.

BE IT FURTHER RESOLVED that the new location of Route 460 be designated as a limited access facility in accordance with the statutes of Virginia and in accordance with the Commonwealth Transportation Board Policies.

BE IT FURTHER RESOLVED that in the interest of public safety, mopeds, horse drawn vehicles, self-propelled machinery or equipment, and animals led, ridden or driven on the hoof be prohibited from using this section of Route 460.

BE IT FURTHER RESOLVED that bicycle and pedestrian facilities be provided in accordance with VDOT's Policy for Integrating Bicycle and Pedestrian Accommodations.

BE IT FURTHER RESOLVED that the Virginia Department of Transportation continue to work with state and federal agencies to minimize impacts to jurisdictional waters, which includes wetlands.

BE IT FURTHER RESOLVED that the Commonwealth, along with other stakeholders, continue to study and seek solutions to maximize the use of rail freight in the corridor.

# # #

Agenda item #12

RESOLUTION
OF THE
COMMONWEALTH TRANSPORTATION BOARD

November 17, 2005

MOTION

Made By: Dr. Davis Seconded By: Mr. Watson Action: Motion Carried

Title: Alternative Funding Sources for Rt. 460, Tri-County Parkway, and Southeastern Parkway and Greenbelt

WHEREAS, on this date the Commonwealth Transportation Board has made location decisions for Rt. 460, Tri-County Parkway, and Southeastern Expressway and Greenbelt; and

WHEREAS, Chapter 953 of the 2003 Acts of Assembly states: "Within 90 days of the Commonwealth Transportation Board's approval of the Draft Environmental Impact Statement on the U.S. Route 460 Corridor and related projects between Hampton Roads and the Richmond-Petersburg metropolitan area, the Virginia Department of Transportation (VDOT) shall solicit proposals for improvements to U.S. Route 460 between Hampton Roads and the Richmond-Petersburg metropolitan area under the Public-Private Transportation Act of 1995 (the PPTA)."; and

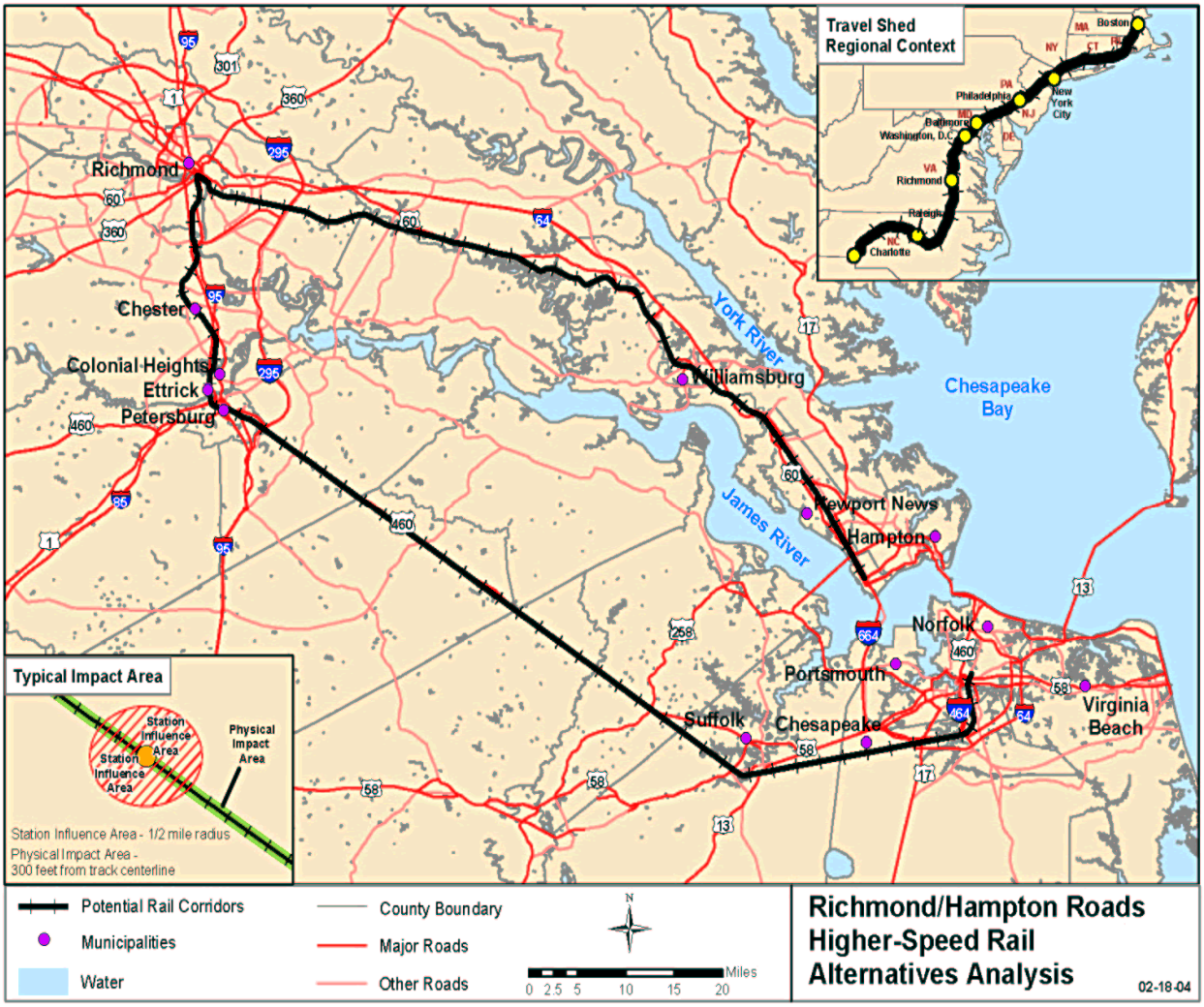
WHEREAS, the Commonwealth Transportation Board supports funding for the facilities and programs included in the regionally adopted Constrained Long Range Plan for the Washington Metropolitan Region; and

WHEREAS, the Commonwealth Transportation Board supports funding for the facilities and programs included in the regionally adopted Constrained Long Range Plans for the Hampton Roads and the Tri-Cities Regions.

NOW, THEREFORE, BE IT RESOLVED, the Commonwealth Transportation Board hereby requests the Virginia Department of Transportation to seek alternative funding sources, including solicitation of proposals pursuant to the Public Private Transportation Act (1995), for the facilities and programs in the regionally adopted Constrained Long Range Plans, including Rt. 460, Tri-County Parkway, and Southeastern Parkway and Greenbelt.

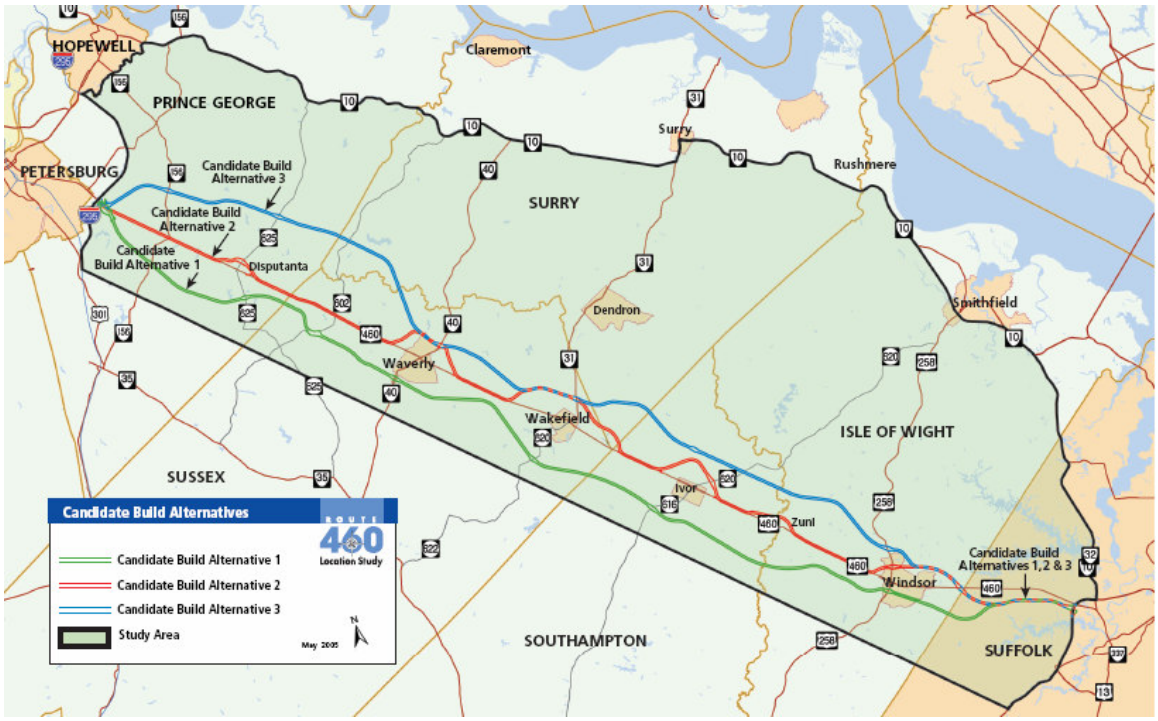
# # #

ATTACHMENT B



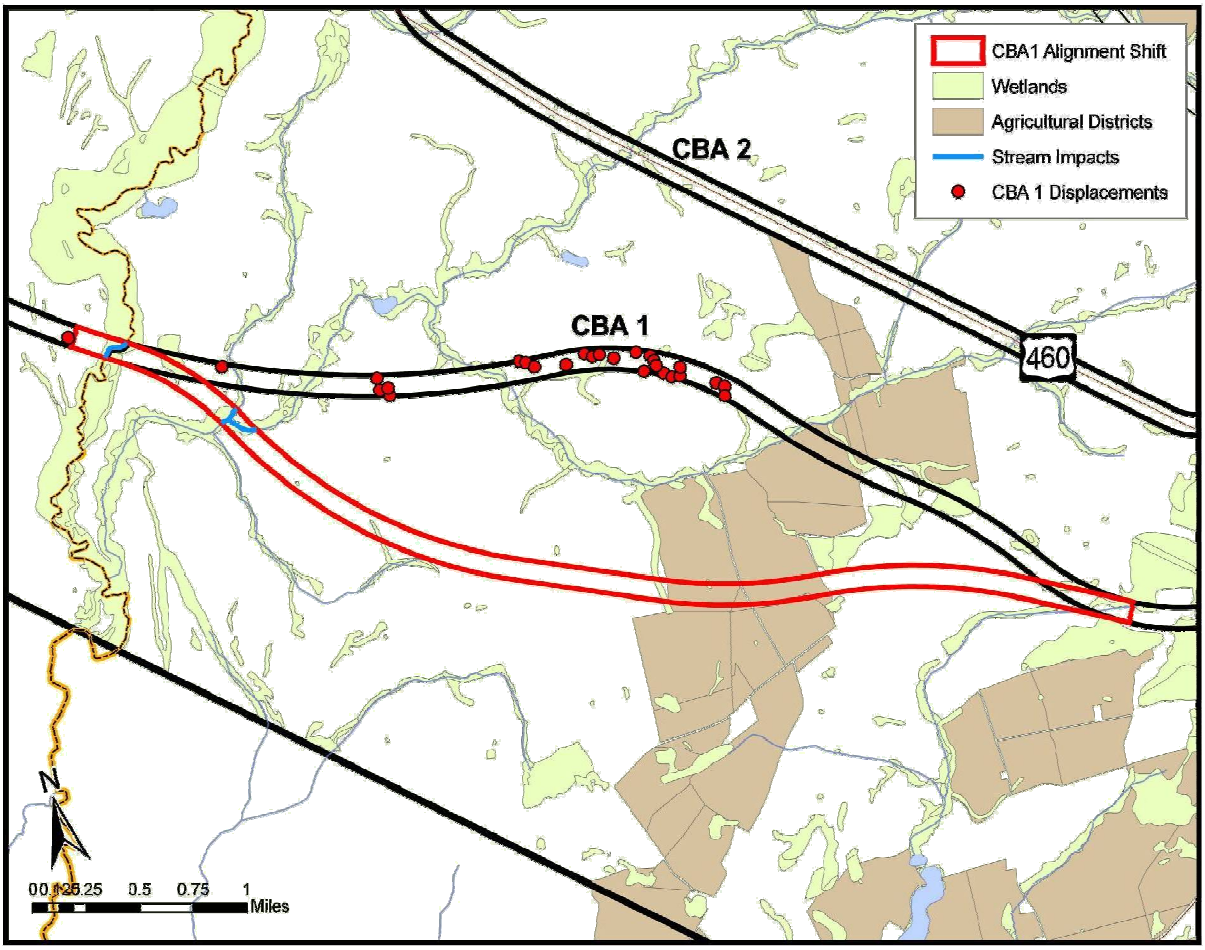
ATTACHMENT C

USR460 Candidate Build Alternatives



ATTACHMENT D

Modified CBA 1



ATTACHMENT E

CERTIFICATION REGARDING DEBARMENT
PRIMARY COVERED TRANSACTIONS

Project: USR460 – Solicited PPTA Proposal

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 Proposer for contracts to be let by the Commonwealth Transportation Board.

_____ _____
Signature Date Title

_____
Name of Firm

CERTIFICATION REGARDING DEBARMENT
LOWER TIER COVERED TRANSACTIONS

Project: USR460 – Solicited PPTA Proposal

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 Proposer for contracts to be let by the Commonwealth Transportation Board.

_____ _____
Signature Date Title

_____
Name of Firm