

THE PORT AUTHORITY OF NY & NJ

REQUEST FOR QUALIFICATIONS

LAGUARDIA AIRPORT

CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT

RFQ #31224

October 26, 2012



TABLE OF CONTENTS

1. Introduction	
1.1 Purpose of this Request for Qualifications	1
1.2 Definitions	2
2. Overview / Schedule Of RFQ Process	5
2.1 Information Meeting and Tour	5
2.2 Changes to the RFQ	6
2.3 Request for Clarification	6
2.4 The Authority Representative	6
2.5 Rules of Contact	6
2.6 Submission of SOQ	7
2.7 Selection, Oral Interviews and Notification	7
3. Procurement Considerations	
3.1 Procurement Considerations for Respondents	
3.1.1 Respondent Structure	8
3.1.2 Respondent Conflict of Interest	8
3.1.3 Restricted Parties	8
3.1.4 Participation on more than one Respondent	9
3.1.5 Disclosure of Ownership among Entities on Different Respondents	9
3.1.6 Licensing and Certification of Lead Design Firms	9
3.2 Procurement Considerations for Prequalified Respondents	
3.2.1 Release of Draft RFP	9
3.2.2 Compliance with Laws and Regulations	10
3.2.3 Prequalified Respondent Conflict of Interest	10
3.2.4 Disclosure of Ownership among Entities on Different Prequalified Respondents	10
3.2.5 Liability, Insurance and Bonds	10
3.2.6 Minority and Women-Owned Business Enterprises	10
3.2.7 Airport Concession Disadvantaged Business Enterprise	10
3.2.8 Confidential Information	11
4. SOQ Format and Content	
4.1 General Instructions	12
4.1.1 Ownership and Use of Submitted Materials and Ideas; Disclosure of Contents	12
4.1.2 Agreement on Terms of Discussion	12
4.1.3 References	12
4.2 Content and Organization	12
4.2.1 Submittal Requirements for Part 1: General	14
4.2.2 Submittal Requirements for Part 1: Technical	16
4.2.3 Submittal Requirements for Part 1: Management and Operations	21
4.2.4 Submittal Requirements for Part 1: Financial	24
4.2.5 Submittal Requirements for Part 2	30
5. Evaluation Process and Criteria	
5.1 Evaluation Process	
5.1.1 Overview	31
5.1.2 Responsiveness	31
5.2 Administrative Compliance and Pass-Fail Evaluation	32

5.2.1	General Pass-Fail	32
5.2.2	Technical Evaluation Pass-Fail	32
5.2.3	Management and Operations Evaluation Pass-Fail	34
5.2.4	Financial Evaluation Pass-Fail	35
5.3	Scored Evaluation Criteria	36
5.3.1	Technical Qualifications and Capability	36
5.3.2	Management and Operations Qualifications and Capability	37
5.3.3	Financial Evaluation Qualifications and Capacity	39
6.	Protest Procedures	39
7.	Disclaimer	39
8.	Reserved Rights	40

APPENDIX A - CERTIFICATION OF NO INVESTIGATION, NON-COLLUSIVE PRACTICES AND ELIGIBILITY DETERMINATIONS BY STATES

RFQ FORMS

Form A	Transmittal Letter
Form B-1	Respondent Summary Information
Form B-2	Information Regarding the Respondent's Equity Members, Non-Equity Members, Lead Firms and Guarantors
Form B-3	Information Regarding the Respondent's Other Key Firms
Form C	Agreement on Terms of Discussion
Form D	Respondent Firm and Personnel Reference Summary
Form E-1	Technical Qualifications – Design
Form E-2	Technical Qualifications – Construction
Form F	Management, Operations and Maintenance Qualifications
Form G-1	Financial Qualifications – Summary Financial Information
Form G-2	Financial Qualifications – Equity Member's Transportation Project Development and Investment Track Record
Form G-3	Financial Qualifications – Additional Information for Equity Members

1. INTRODUCTION

1.1 PURPOSE OF THIS REQUEST FOR QUALIFICATIONS

The Port Authority of New York and New Jersey (the “Authority”) hereby invites interested parties to respond to this Request for Qualifications (“RFQ”) to: (a) participate with the Authority in the replacement and financing of the existing Central Terminal Building (“CTB”) at LaGuardia Airport (“LGA”) including Frontage Roads, aprons, utilities, a central heating and refrigeration plant (“CHRP”) and other support facilities; (b) operate and maintain the existing CTB during the construction period; (c) manage the transition of airline and non-airline tenants to occupancy of the replacement CTB (the “New CTB”); d) operate and maintain the CHRP; and (e) operate and maintain the New CTB for a specified term. Items (a) through (e) constitute the LaGuardia Airport Central Terminal Building Replacement Project (the “Project”). Interested parties should consult the Project Briefing Book (“PBB”) which forms a part of this RFQ and sets forth detailed provisional information about the Authority and the Project.

Through this RFQ, the Authority is seeking to prequalify a limited number of Respondents (“Prequalified Respondents”) who will be invited to participate in a subsequent Request for Proposals (“RFP”) process that is expected to commence in the second quarter of 2013.

The entity ultimately selected by the Authority pursuant to the RFP Process (the “Project Company”) will be responsible for certain construction elements including, but not limited to, the following, in no particular order:

- Completion of design and construction of the New CTB;
- Demolition of Hangar 1;
- Demolition of the existing CTB Parking Garage (parking lot #2) and Frontage Roads;
- Demolition of the existing CTB and its four Concourses, A, B, C and D;
- Construction of new air field ramp areas contiguous with the New CTB;
- Construction of new Frontage Roads contiguous with the New CTB;
- Construction of building and site utilities supporting the New CTB;
- Construction of a CHRP; and
- Construction of hydrant fueling infrastructure located within the Project site.

The Authority will separately and concurrently undertake certain supporting projects including the construction of roadways and utilities, the demolition of Hangars 2 and 4 and construction of new East and West Parking Garages (the “Supporting Projects”).

The Authority is conducting this solicitation and subsequent RFP process to identify a Prequalified Respondent (who may thereafter form a Project Company) with the experience, resources and capabilities to undertake the Project. The Authority’s objectives in choosing to develop the Project using this design, build, finance, operate and maintain delivery approach are to:

- Obtain the best value for money with the greatest certainty of Project cost and schedule;
- Stage the construction of the Project assets in the CTB area to minimize disruption to patrons and passengers using the existing CTB and the East End Terminals;
- Arrive at an optimal allocation of risks and benefits between the Authority and the Project Company;
- Provide space and facilities in the New CTB at a fair and reasonable cost to the airlines;

- Create an enduring design that:
 - Is innovative and efficient;
 - Can be easily modified as needs and standards change;
 - Will meet current and projected air traffic demand with an appropriate level of service;
 - Will enhance the flexibility and efficiency of aircraft operations; and
- Obtain world class operations expertise that will enable the New CTB to rank at the top of passenger satisfaction surveys.

The opportunity presented in this RFQ relates to the lease of the existing and New CTB only, and does not include the lease of the airfield and other LGA terminals and facilities. Further, potential Respondents should note that the Authority is not seeking to participate in the Federal Aviation Administration’s (“FAA”) Airport Privatization Pilot Program.

The Authority is not seeking an upfront payment in return for the lease of the existing and New CTB. The Authority is instead requiring an Equity contribution to the Project that is preliminarily expected to be at least \$200 million, the annual payment of ground rent on a preferential basis, and a share of the net revenues generated by the New CTB in a manner to be negotiated. In this fashion, the interests of the Authority and the Project Company will be better aligned to achieve the objectives set forth above and herein.

The following companies have been retained by the Authority to assist as advisors and consultants to the Project. These firms have executed non-disclosure agreements with the Authority and are Restricted Parties pursuant to Section 3.1.3 (Restricted Parties):

- URS Corporation – Program Manager
- Frasca & Associates, L.L.C. – Financial Advisor
- Skidmore, Owings & Merrill LLP – Architect Designer

Subcontractors to these entities who may have provided services for the Project should request a determination as to their Restricted Party status as indicated in Section 3.1.3 (Restricted Parties).

Terms not otherwise defined shall have the meaning set forth in Section 1.2 (Definitions).

1.2 DEFINITIONS

“Addenda” or **“Addendum”** means any document issued by the Authority in connection with this RFQ, after the date of the issuance of the RFQ, reflecting any modification, supplement, amendment or other revision to this RFQ and the RFQ process as provided in Section 2.2 (Changes to the RFQ).

“Airport” means LaGuardia Airport, located in the City of New York, County of Queens and State of New York.

“Airport Terminal” means a passenger terminal building at a commercial service airport.

“Authority Representative” means the individual designated by the Authority to be the Authority’s single contact person and source of information regarding this RFQ in accordance with Section 2.5 (Rules of Contact) of this RFQ.

“Authorized Representative” means an official within a Respondent, Lead Firm or Other Key Firm with the legal authority to give assurances, make commitments, enter into contracts, and execute documents on behalf of the entity as may be required by the Authority.

“Commissioner” means each such commissioner of the Board of Commissioners of the Port Authority of New York and New Jersey.

“Designated Representative” has the meaning set forth in Section 4.2.1 (a).

“East End Terminals” means Terminals C and D at the Airport.

“Engineer or Architect of Record” means a New York State Professional Engineer or New York Registered Architect in charge of preparing, reviewing, signing and sealing design documents to ensure that the design meets all applicable codes. The New York State Professional Engineer or New York State Registered Architect also has the responsibility to certify that the work is constructed in accordance with design documents and that Special Inspections are performed as required by the Building Code.

“Equity” means a contribution of non-debt funding to the Project.

“Equity Funding Letter” has the meaning set forth in Section 4.2.4 (f) of this RFQ.

“Equity Member” means a Member of the Project Company that will contribute Equity for purposes of financing the Project.

“Final Date of Beneficial Occupancy” or **“Final DBO”** means i) in reference to the Project, the date on which the Authority certifies substantial completion of construction of the Project allowing the use and occupancy of the New CTB with 35 building contact gates; and ii) in all other references, the date of substantial completion of a project.

“FOI” means the Authority’s Freedom of Information Code that can be accessed at <http://www.panynj.gov/corporate-information/pdf/foi-code.pdf>

“Frontage Roads” means those roadways directly fronting a terminal within the lease line of the terminal.

“Guarantors” means Parent Guarantors and/or Third Party Guarantors.

“Lead Contractor” means the entity, which may be a Member or Lead Firm, primarily responsible for construction of the Project.

“Lead Design Firm” means the entity, which may be a Member or Lead Firm, primarily responsible for completion of project design and ensuring conformance with design criteria, if such tasks are not the responsibility of the Lead Contractor.

“Lead Firm” means any of the Lead Contractor, Lead Design Firm or Lead Terminal Operator, if not a Member.

“Lead Personnel” has the meaning set forth in Section 4.2.2 (c) and Section 4.2.3 (b).

“Lead Terminal Operator” means the entity, which may be a Member or Lead Firm, primarily responsible for operating and maintaining the existing CTB, temporary facilities, if any, and the New CTB.

“Member” means an Equity Member or a Non-Equity Member of the Respondent which, if chosen to become the Project Company, may enter into Project Documents with the Authority.

“**New CTB**” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“**Non-Equity Member**” means a Member of a Project Company which is not contributing Equity to the Project.

“**Other Key Firms**” means the entities responsible for providing advisory or support services to the Respondent in connection with the Project.

“**Other Personnel**” has the meaning set forth in Section 4.2.2 (c) and Section 4.2.3 (b).

“**Parent Guarantor**” means an entity providing a guarantee to a Member, which entity is related by ownership or contract to the Member for which it is providing a guarantee, pursuant to Section 4.2.4 (e).

“**Port Authority Confidential Information**” has the meaning set forth in Section 3.1.9 (*Confidential Information*) of this RFQ.

“**Prequalified Respondent**” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“**Program**” means the LGA Redevelopment Program as it is described in Section 1.2 of the PBB.

“**Project**” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“**Project Briefing Book**” or “**PBB**” has the meaning set forth in Section 1.1 (*Purpose of this Request for Qualifications*) of this RFQ.

“**Project Company**” means the entity which will be the Authority’s counterparty under the Project Documents.

“**Project Documents**” means those agreements to be entered into by the Authority and the Project Company, including but not limited to the construction contract, the terminal lease, and the financing documents.

“**Proposal**” means a proposal submitted by Prequalified Respondents in response to the Authority’s Request for Proposals.

“**Request for Proposals**” or “**RFP**” means the solicitation document that may be issued by the Authority to Prequalified Respondents that will contain more detailed Project specifications, and will set forth requirements to submit a Proposal.

“**Request for Qualifications**” or “**RFQ**” means this solicitation (Request for Qualifications #31224), together with its appendices, forms, Addenda, if any, and the Project Briefing Book.

“**Respondent**” means: (i) companies, (ii) joint ventures, (iii) partnerships, (iv) limited liability companies, or (v) consortia comprised of (i), (ii), (iii) (iv) or (v), formed or to be formed, which is submitting a SOQ in response to this RFQ. The Respondent may be comprised of one or more Members, may arrange for Lead Firms to perform key services related to the Project, and may arrange for Other Key Firms to perform support services related to the Project.

“**Restricted Parties**” has the meaning set forth in Section 3.1.3 (*Restricted Parties*) of this RFQ.

“**RFP Process**” means the competitive procurement process to select a Project Company to deliver the Project that commences with the issuance of the Project’s RFP and terminates upon commercial close or the date the Authority notifies the Prequalified Respondents that the procurement for the Project has been terminated, whichever occurs first, and will include the various steps described therein.

“**Security Information Manager**” or “**SIM**” has the meaning set forth in Section 3.2.8 (Confidential Information) of this RFQ.

“**Statement of Functional Relationships**” has the meaning set forth in Section 4.2.1 (j) of this RFQ.

“**Statement of Qualifications**” or “**SOQ**” means the formal qualifications package submitted by Respondents in response to this RFQ.

“**Supporting Projects**” has the meaning set forth in Section 1.1 (Purpose of this Request for Qualifications) of this RFQ.

“**Third Party Guarantor**” means an entity providing a guarantee to a Member, which entity is not related by ownership or contract to the Member for which it is providing a guarantee, pursuant to Section 4.2.4 (e).

“**Transportation Project**” means a project to construct a public transportation asset that facilitates the movement of people and goods, including an Airport Terminal, rail or transit station, seaport, highway, toll road, tunnel or bridge.

2. OVERVIEW / SCHEDULE OF RFQ PROCESS

PROJECT ACTION	DATE
RFQ issue date	October 26, 2012
Registration deadline for Information meeting & site tour	November 9, 2012
Information meeting & site tour	November 15, 2012, 10:00 a.m. EST
Submission of Background Qualification Questionnaire (see <u>Section 4.2.1 (d)</u>)	December 3, 2012
Request for Clarification deadline	December 7, 2012, 2:00 p.m. EST
Receipt of SOQ by the Authority	December 21, 2012, 2:00 p.m. EST
Selection of Prequalified Respondents and notification to unsuccessful Respondents	1 st Quarter 2013
RFP issue date	2 nd Quarter 2013

2.1 INFORMATION MEETING AND SITE TOUR

The Authority intends to hold an information meeting and site tour of the existing CTB. All interested parties are invited but attendance is not mandatory. The information meeting and site tour are scheduled for November 15, 2012 with the information meeting beginning at 10:00 a.m. Eastern Standard Time (EST) and the site tour immediately following. This date and time are subject to change. Respondents who plan to attend must register no later than November 9, 2012 at <http://www.panynj.gov/rfq-laguardia>. There is a limit of two attendees per firm. Attendees

may not rely on any information discussed or provided by the Authority or its agents during the information meeting and site visit. Minutes will not be prepared. All questions regarding this RFQ and the existing CTB must be submitted in accordance with the requirements outlined in Section 2.3 (Request for Clarification) and Section 2.4 (Authority Representative).

2.2 CHANGES TO THE RFQ

At any time, in its sole and absolute discretion, the Authority may, by written Addenda to this RFQ, modify, amend, cancel, and/or reissue this RFQ. If an Addendum is issued prior to the date the SOQ is due, it will be made available on the following website: <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html>

2.3 REQUEST FOR CLARIFICATION

All questions must be sent by e-mail to Ms. Laurie Spencer at LSpencer@panynj.gov any time prior to 2:00 p.m. EST on December 7, 2012. "RFQ #31224" must appear in the subject line of your email. Questions and their responses shall be made available to all Respondents on the Authority's website. The identity of the Respondent submitting the question will not be disclosed.

Neither Ms. Spencer nor any other employee of the Authority is authorized to interpret the provisions of this RFQ, or accompanying documents, or give additional information as to their requirements. Interpretation or additional information, if any, will be communicated by Addendum issued by the Procurement Department, and such Addenda shall form a part of this RFQ, and the accompanying documents, as appropriate.

Respondents must periodically monitor the Authority website at TO BE PROVIDED BY PROCUREMENT to ensure awareness of changes to this RFQ by Addenda, if any.

2.4 THE AUTHORITY REPRESENTATIVE

The Authority has designated the following individual to be the Authority Representative for the procurement of the Project:

Ms. Laurie Spencer
Procurement Department
Port Authority of New York and New Jersey
2 Montgomery Street, 3rd Floor
Jersey City, NJ 07302
LSpencer@panynj.gov

2.5 RULES OF CONTACT

Unless specifically authorized elsewhere in this RFQ, the Authority Representative, identified in Section 2.4 (*The Authority Representative*), is the Authority's single contact person and source of information regarding this RFQ. All notices, submissions, or clarifications by a Respondent or the Authority must be in writing and delivered by electronic mail (email) to the Authority Representative. The rules of contact set forth in this Section 2.5 apply during the RFQ process and to all forms of contact, including, without limitation, any face-to-face meetings and teleconferences between the Authority and any Respondent (which meetings and teleconferences

may include any of the Respondent's employees, consultants, and advisors), email or other written communication and submissions to the Authority Representative.

Any contact by a Respondent or a member of its team or its Designated Representative, any governmental and elected official engaged by a Respondent to act on its behalf or any other agent or sub-agent of a Respondent regarding this RFQ or the procurement described in this document with the Authority's Executive Director, Deputy Executive Director, Board Commissioners, or other Authority official or employee, other than the Authority Representative, or any of the Authority's Restricted Parties, lobbyists, and/or contractors involved with this procurement is strictly prohibited, except for communications expressly permitted by this RFQ or as approved in writing in advance by the Authority Representative or the Director of Procurement, in his or her sole and absolute discretion. However, the foregoing restriction does not preclude or restrict communications regarding matters unrelated to this RFQ or participation in public meetings of the Authority.

2.6 SUBMISSION OF SOQ

SOQs must be delivered to the Authority **no later than 2:00 p.m. EST on Friday, December 21, 2012**. Please address submissions as follows:

RFQ CUSTODIAN

The Port Authority of New York and New Jersey

Procurement Department

2 Montgomery Street, 3rd Floor

Jersey City, NJ 07302

The Respondent's name and the RFQ Number "RFQ #31224" must be clearly indicated on the outside of the sealed package, and on the cover of the Respondent's SOQ. The Authority is not obligated to evaluate submissions that are incomplete, or to accept late submittals or supplemental materials.

2.7 SELECTION, ORAL INTERVIEWS AND NOTIFICATION

The Authority will evaluate the SOQs and select, according to criteria outlined herein, Prequalified Respondents. The Authority intends to select up to four (4) Prequalified Respondents. The Authority may, in its sole and absolute discretion, choose to schedule oral presentations and/or discussions with one or more Respondents prior to the selection of the Prequalified Respondents. Such presentations or discussions will serve solely to clarify a Respondent's previously submitted written SOQ.

The Authority will send written notification to the Designated Representative as to whether the Respondent has been prequalified.

3. PROCUREMENT CONSIDERATIONS

3.1 PROCUREMENT CONSIDERATIONS FOR RESPONDENTS

3.1.1 Respondent Structure

Each Respondent shall designate, in each case, one and only one Lead Contractor, Lead Design Firm, and Lead Terminal Operator.

3.1.2 Respondent Conflict of Interest

If a Respondent, including any employee agent or subcontractor thereof, has or may have a possible conflict of interest, or whose participation may give the appearance of a possible conflict of interest, the Respondent shall include in its response a statement indicating the nature of the conflict. The Authority reserves the right to disqualify the Respondent in its entirety if, in the Authority's sole and absolute discretion, any interest disclosed from any source creates a conflict of interest or gives the appearance of a conflict of interest. The Authority's determination regarding a Respondent's conflict of interest shall be final.

3.1.3 Restricted Parties

The following entities and individuals (the "Restricted Parties") are precluded from submitting a response to this RFQ and from participating as an Equity Member, Non-Equity Member, Lead Firm or Other Key Firm:

- (a) Any entity that has been contracted by the Authority to serve as a primary advisor or technical consultant in the development of this RFQ, the RFP, evaluation criteria, technical criteria, management and operations criteria, financial criteria or Project Documents for the Project, including any subcontractors who may have provided such services for the Project;
- (b) Any entity that is a parent, affiliate, or subsidiary of any for the foregoing entities, or that is under common ownership, control or management with any of the foregoing entities; and
- (c) Any individual who works or has worked for the Authority and was involved in the development of procurement documents, evaluation criteria, technical criteria, financial criteria or Project Documents for the Project.

For the avoidance of doubt, the following entities are among the Restricted Parties for purposes of this RFQ: URS Corporation, Frasca & Associates, L.L.C. and Skidmore, Owings & Merrill LLP.

The Authority may, in its sole and absolute discretion, add to or amend the list of Restricted Parties.

If there is any question as to whether an entity or an individual is considered a Restricted Party, please request a determination in writing via email to Laurie Spencer at LSpencer@panynj.gov.

3.1.4 Participation on more than one Respondent

Members and Lead Firms shall not participate in any capacity in connection with more than one Respondent. This includes the participation on different teams by related corporate entities, such as an entity that directly or indirectly controls another or two entities that are under common control. Any entity that fails to comply with this prohibition may be disqualified from participation in this procurement and the Authority's determination in such regard shall be final.

3.1.5 Disclosure of Ownership among Entities on Different Respondents

If any Member of a Respondent has a non-controlling but direct or indirect ownership interest in any entity on another Respondent, this ownership interest must be immediately disclosed in writing to the Authority as provided in this Section 3.1.5. The Authority will then evaluate whether this ownership interest could potentially affect fair competition in this procurement.

A Respondent including one or more Members with a direct or indirect ownership interest in an entity(ies) on another Respondent shall provide a comprehensive and detailed explanation regarding: (i) the two entities' corporate relationship and structure; and (ii) the policies and procedures that will be put in place to mitigate any conflict of interest or potential conflict of interest. The Authority may determine whether the corporate relationship between the two (or more) Respondents' entities prohibits each Respondent's participation in this procurement. The Authority may request additional information and/or assurance as it deems appropriate to make its determination.

Any corporate ownership changes that give rise to any of the circumstances described above must be immediately disclosed to the Authority in writing. Failure to promptly disclose such ownership changes may result in disqualification of the Respondent(s) and subject the affected Respondent to the prohibitions, requirements and provisions herein. Upon disclosure of any ownership changes by a Member, the Authority may evaluate and determine whether such ownership change potentially affects the fair competition in this procurement and its determination shall be final.

3.1.6 Licensing and Certification of Lead Design Firm

The Lead Design Firm employing the Engineer or Architect of Record must have all required New York State and New York City certifications and/or licenses to perform work in accordance with all applicable laws, codes, rules and regulations.

3.2 PROCUREMENT CONSIDERATIONS FOR PREQUALIFIED RESPONDENTS

3.2.1 Release of Draft RFP

The objective of the RFP will be to select one Prequalified Respondent which may be offered the opportunity to enter into the Project Documents as the Project Company. To this end, the Authority may, at its sole and absolute discretion, release a draft RFP to Prequalified Respondents for review and comment during the RFP Process. Following receipt of written comments/questions on the RFP by Prequalified Respondents, the Authority may schedule collaborative meetings and group fact-finding meetings to exchange ideas and to discuss issues raised.

3.2.2 Compliance with Laws and Regulations

It will be a requirement of the RFP that the all parties must comply with all applicable provisions of federal, state, city, and local laws, ordinances, rules, regulations and orders, and any other requirements that are in effect as will be more fully described in the RFP.

3.2.3 Prequalified Respondent Conflict of Interest

The conflict of interest considerations set forth in Section 3.1.2 (*Respondent Conflict of Interest*) for Respondents shall also apply to Prequalified Respondents and the specified prohibitions outlined in Section 3.1.2 (*Respondent Conflict of Interest*) shall remain in effect for the period up to and including the date the Authority executes Project Documents or when the Authority determines that any such conflict no longer exists, whichever occurs earlier.

3.2.4 Disclosure of Ownership among Entities on Different Prequalified Respondents

The considerations regarding disclosure of ownership among entities as set forth in Section 3.1.5 (*Disclosure of Ownership among Entities on Different Respondents*) shall also apply to Prequalified Respondents. Any corporate ownership changes that give rise to any of the circumstances described in Section 3.1.5 be immediately disclosed to the Authority. Failure to promptly disclose such ownership changes may result in disqualification of the Prequalified Respondent.

3.2.5 Liability, Insurance and Bonds

The Authority anticipates that the Project Documents will require the Project Company to assume certain liabilities, to provide performance and payment bonds and insurance coverage, and to indemnify and defend the Authority against third party claims. Specific provisions concerning bonding, insurance and indemnity will be set forth in the RFP.

3.2.6 Minority and Women-Owned Business Enterprises

It is Authority policy to encourage the participation of minority business enterprises (MBE) and women owned business enterprises (WBE) in all facets of the business activities of the Authority consistent with applicable laws and regulations. The Authority, through its Office of Business Diversity and Civil Rights, conducts its own certification process rather than accepting the certification of any other jurisdiction. In cases where the Authority contracts and purchases with funds received from federal agencies, the Authority must comply with Title 49 Code of Federal Regulations (CFR) Part 26 regarding Disadvantaged Business Enterprises (DBE). It is anticipated that MBE/WBE or DBE goals, as appropriate, will be included in the Project Documents.

3.2.7 Airport Concession Disadvantaged Business Enterprise

In accordance with regulations of the U.S. Department of Transportation, Title 49 Code of Federal Regulations (CFR) Part 23, the Authority has implemented an Airport Concession Disadvantaged Business Enterprise (ACDBE) program under which qualified firms have the opportunity to operate on-airport businesses. The Project Company will be subject to the requirements of 49 CFR Part 23 and, to the extent feasible, to the ACDBE participation goal the Authority will establish in the Project Documents.

3.2.8 Confidential Information

Prequalified Respondents in the preparation of their Proposals and subsequently, the Project Company, may require access to Port Authority Confidential Information. Port Authority Confidential Information is information belonging to the Authority whose unauthorized access, modification, loss or misuse, could seriously damage the Authority, public safety or homeland security. Protecting Port Authority Confidential Information requires the application of uniform safeguarding measures to prevent unauthorized disclosure and to control any authorized disclosure of Port Authority Confidential Information within the Authority or to outside entities. These procedures are identified in the Authority's "Information Security Handbook". For reference, the Information Security Handbook may be accessed at the following location: <http://www.panynj.gov/business-opportunities/pdf/Corporate-Information-Security-Handbook.pdf>.

The Authority maintains a secure collaborative website, Livelink, to store, share and distribute all Project documentation that is Port Authority Confidential Information. Consistent with the Information Security Handbook, Livelink is the only acceptable means for electronically distributing and sharing such information.

Each Prequalified Respondent will be required to designate a Security Information Manager ("SIM") responsible for identifying members of its team who will need access to Livelink and for assuring that those members have passed the requisite background checks and have completed the requisite Livelink access forms. The SIM will be responsible for maintaining its team's Livelink user account access list. In addition, the SIM will identify an individual who will be trained by the Authority in the use of Livelink and that individual will subsequently be responsible for training the personnel of the Prequalified Respondent who will need access to Livelink.

Notes on security and personnel requirements:

- The Information Security Handbook requires that certain criteria be met prior to being granted access to Port Authority Confidential Information. Generally an individual must be a U.S. Citizen, an alien who has been lawfully admitted for permanent residency or employment (indicated by immigration status), as evidenced by Immigration and Customs Enforcement documentation, or a national of the United States as defined by the Immigration and Nationality Act. This requirement may be waived in exceptional circumstances, and contractors should refer to Section 3.2 of the Information Security Handbook for details on this policy and the process for waiver.
- Prequalified Respondents in the preparation of Proposals and the Project Company performing work under the Project Documents should be aware that background checks will be required of all individuals who work on the Project (both onsite and offsite). Background checks are performed through SWAC, the Secure Worker Access Consortium (www.secureworker.com). The Authority typically requires all individuals for whom security check is necessary to receive an appropriate clearance level.

4. SOQ FORMAT AND CONTENT

4.1 GENERAL INSTRUCTIONS

SOQs submitted in response to this RFQ shall be written in the English language only and shall provide cost and revenue references in US dollar denominations. For the purposes of this RFQ, all Respondents must employ the referenced “Form” documents as required and as included in this RFQ. The SOQ must include responses to all the questions posed herein and correspond to the section and paragraph numbers specified.

The SOQ should clearly and comprehensively describe and define the experience, capabilities and resources of the Respondent and address with as much specificity as possible the questions posed in Section 4.2 (Content and Organization). All responses should be as complete and unequivocal as practicable, thereby enabling the Authority to evaluate and prequalify Respondents based on the criteria set forth in this RFQ.

4.1.1 Ownership and Use of Submitted Materials and Ideas; Disclosure of Contents

All materials submitted in response to or in connection with this RFQ shall become the property of the Authority. SOQs will not be considered confidential or proprietary unless otherwise requested by a Respondent under Section 4.2.5 (Submittal Requirements for Part 2) in this RFQ. All information contained in the SOQ is subject to the “Agreement on Terms of Discussion” as described below and attached to this RFQ as Form C.

4.1.2 Agreement on Terms of Discussion

A Respondent shall submit a copy of the “Agreement on Terms of Discussion,” signed by the Designated Representative of the Respondent. The Agreement is included as Form C and must be submitted without any alterations or deviations. If the Respondent is a joint venture, limited liability company, consortium, or partnership, an Authorized Representative of each constituent member must sign the Agreement, or a copy thereof.

4.1.3 References

References are required and shall be provided on Form D. The Authority may consult any references familiar with the Respondent regarding its current or prior operations and projects, financial resources, reputation, performance, or other matters. Submission of a SOQ shall constitute permission by the Respondent for the Authority to make such inquiries and authorization to third parties to respond thereto.

4.2 CONTENT AND ORGANIZATION

A Respondent shall submit one (1) marked original and fourteen (14) hard copies of its complete SOQ submission, along with electronic copies of its complete SOQ submission on fifteen (15) separate CD-ROMs or USB drives in a format that does not prevent the Authority from cutting and pasting content. Hard copies shall be printed in 12 point font and employ margins of one inch or more. All forms requiring a signature must be signed in blue ink in the marked original SOQ submission.

The SOQ will contain two separately labeled parts:

- Part 1 of the SOQ will be divided into four sections: (1) General; (2) Technical; (3) Management and Operations; and (4) Financial. Each section must be submitted in a separate binder subdivided by distinguishable tabs as needed and described below.

In addition to the specific requirements set forth in Section 4.2.2 (*Submittal Requirements for Part 1: Technical*), Section 4.2.3 (*Submittal Requirements for Part 1: Management and Operations*), and Section 4.2.4 (*Submittal Requirements for Part 1: Financial*), each binder required for the Technical, Management and Operations, and Financial sections of Part 1 of the SOQ shall also include a copy of the following items:

- Table of Organization as described in Section 4.2.1 (i); and
 - Technical Organization Chart and Statement of Functional Relationships as described in Section 4.2.1 (j).
- Part 2 will contain any information for which a Respondent requests confidential and proprietary status as outlined in Section 4.2.5 (*Submittal Requirements for Part 2*).

The Authority may disregard any materials submitted in the SOQ that are not specifically identified as a Submittal Requirement under this Section 4.2 (*Content and Organization*).

Part 1: Submittal Requirements

All Part 1 submittals must contain the following components, submitted in the order listed below:

List of Submittal Requirements	
4.2.1: General	a. Contact Information
	b. Form A – Transmittal Letter
	c. Forms B-1, B-2 and B-3 – Respondent Summary Information; Information Regarding the Respondent’s Equity Members, Non-Equity Members, Lead Firms and Guarantors; and Information Regarding the Respondent’s Other Key Firms
	d. Evidence of electronic submittal of Background Qualification Questionnaire (“BQQ”)
	e. Teaming Agreement - Respondent (if applicable)
	f. Teaming Agreements – Members and Lead Firms (if applicable)
	g. Joint and Several Liability Commitment – Respondent (if applicable)
	h. Joint and Several Liability Commitment(s) – Members and Lead Firms (if applicable)
	i. Table of Organization
	j. Technical Organization Chart and Statement of Functional Relationships
	k. Form C – Agreement on Terms of Discussion
l. Form D – Respondent Firm and Personnel References	

List of Submittal Requirements

4.2.2: Technical	a. Form E-1 – Technical Qualifications - Design
	b. Form E-2 – Technical Qualifications - Construction
	c. Personnel Qualifications, Roles and Responsibilities
	d. Resumes
	e. Statement of Personnel Commitment
	f. Statement of Technical Approach
	g. Experience Modification Rate
4.2.3: Management and Operations	a. Form F – Management, Operations and Maintenance Qualifications
	b. Personnel Qualifications, Roles and Responsibilities
	c. Resumes
	d. Statement of Personnel Commitment
	e. Statement of Management and Operations Approach
4.2.4: Financial	a. Form G-1 – Financial Qualifications - Summary Financial Information
	b. Form G-2 – Financial Qualifications - Equity Member’s Transportation Project Development And Investment Track Record
	c. Financial Statements
	d. Credit Rating (if applicable)
	e. Letter of Parent/Third Party Guarantor (if applicable)
	f. Equity Funding Letter
	g. Letters of Lenders’ Support
	h. Surety Letter
	i. Statement of Financial Approach
	j. Form G-3 – Additional Information for Equity Members

4.2.1 Submittal Requirements for Part 1: General

The General Submittal section of Part 1 will contain the following information:

- (a) **Contact Information** indicating the name, title, firm name, address, telephone number, facsimile number and e-mail address for one individual from the Respondent who shall be the Designated Representative and shall be responsible for receiving official notices in relation to the Project on behalf of its Members, Lead Firms, and Other Key Firms.
- (b) **Form A – Transmittal Letter:** The Designated Representative of the Respondent must execute the transmittal letter. For Respondents that are joint ventures, partnerships, limited liability companies, consortia, or other associations, the transmittal must have appended to it letters on the letterhead stationery of each Member, executed by Authorized Representatives of the Member, stating that representations, statements and commitments made by the Authorized Representative on behalf of the Member have been authorized by, are true and correct, and accurately represent the role of the Member in the Respondent.

- (c) **Forms B-1, B-2 and B-3 – Respondent Summary Information; Information Regarding the Respondent’s Equity Members, Non-Equity Members, Lead Firms and Guarantors; and Information Regarding the Respondent’s Other Key Firms.** Complete a single Form B-1 containing the summary information and a separate Form B-2 for each Equity Member, Non-Equity Member, Lead Firm and the Guarantor of these entities (if any), in accordance with Form B-2 instructions. Complete a separate Form B-3 for each Other Key Firm teamed with the Respondent.

If a Member or Guarantor identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of Form B-2 for each member of the joint venture, consortium member, partner or limited liability company member of the Member or Guarantor (as applicable).

- (d) **Evidence of submittal of Background Qualification Questionnaire (BQQ).** Each Member of the Respondent and the Guarantor(s) of these entities (if any) shall submit a fully-completed Background Qualification Questionnaire (BQQ) to the Authority’s Office of Inspector General as soon as possible, but not later than December 3, 2012. This document and instructions for submitting the completed BQQ to the Authority’s Office of Inspector General can be obtained at the Authority’s website at the following link: <http://www.panynj.gov/inspector-general/inspector-general-programs.html>. Evidence of submission of the BQQ shall be included as part of the SOQ.

- (e) **Teaming Agreement – Respondent (if applicable).** If the Respondent is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall contain an executed teaming agreement, or alternatively, if the entities making up the Respondent intend to but have not yet have not executed a teaming agreement, the SOQ shall contain a summary of key terms of the anticipated agreement.

- (f) **Teaming Agreement – Member or Lead Firm (if applicable).** If either a Member or Lead Firm is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall contain an executed teaming agreement or alternatively, if an executed teaming agreement does not yet exist, the SOQ shall contain a summary of key terms of the anticipated teaming agreement for that joint venture and indicate the percentages of ownership and roles of the parties.

- (g) **Joint and Several Liability Letter – Respondent (if applicable).** If the Respondent is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall include a letter signed by each Member who will make up the Project Company, indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability corporation, limited liability company or other form of corporate entity is formed as the Project Company and executes Project Documents.

- (h) **Joint and Several Liability Letter – Member or Lead Firm (if applicable).** If either a Member or Lead Firm is a joint venture, limited liability company, consortium, partnership or any other form of an association that is not a corporate entity, the SOQ shall include a letter signed by each member indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability company or other form of corporate entity is formed as the Project Company.

- (i) **Table of Organization** - The Members and Lead Firms shall be portrayed in a Table of Organization, along with Other Key Firms and their reporting relationships to Members and Lead Firms. The intended percentage of ownership among the Equity Members (if there are multiple Equity Members) shall be indicated, as well as the intended percentage of ownership for each of the Non-Equity Members. In addition, any Member receiving a guarantee from a Parent Guarantor shall provide a table of organization showing the relationship between the Member and its Parent Guarantor. *Each binder submitted for Part 1 of the SOQ must include a copy of the Table of Organization as described in Section 4.2 (Content and Organization).*

(j) **Technical Organization Chart and Statement of Functional Relationships**

Provide a Technical Organization Chart, consistent with the Table of Organization described in Section 4.2.1 (i), showing the "chain of command" with all Lead Personnel, Other Personnel and any other significant positions anticipated. The chart should identify the firm employing the personnel in each position, the major functions to be performed by all personnel and their reporting relationships in managing, designing, constructing, operating and maintaining the Project. The chart may be provided on paper up to 11"x17". Additionally, submit a narrative of no more than three (3) pages (8.5"x11") describing the functional relationships among participants identified in the Technical Organization Chart through Final DBO (the "Statement of Functional Relationships"). *Each binder submitted for Part 1 of the SOQ must include a copy of the Technical Organization Chart and Statement of Functional Relationships as described in Section 4.2 (Content and Organization).*

- (k) **Form C – Agreement on Terms of Discussion.** A Respondent shall submit a copy of the "Agreement on Terms of Discussion," signed by the Designated Representative of the Respondent. The Agreement must be submitted without any alterations or deviations. If the Respondent is a joint venture, limited liability company, consortium, or partnership, an Authorized Representative of each constituent member must sign the Agreement, or a copy thereof.

- (l) **Form D – Respondent and Lead Personnel Reference Summary.** The SOQ shall contain a completed Form D consolidating all of the references required. These should include references for all project experience listed on Forms E-1, E-2, F, G-2, and G-3 and three (3) references for the persons holding each Lead Personnel and Other Personnel position listed in Section 4.2.2 (c) and Section 4.2.3 (b). For Lead Personnel and Other Personnel, references shall be clients with whom these individuals have worked within the past ten (10) years (including at least one reference from the past five (5) years). All references provided on Form D shall include the name, position, company or agency and current addresses, phone and fax numbers, and e-mail for the reference.

4.2.2 Submittal Requirements for Part 1: Technical

The Technical submittal section of Part 1 will contain the following information:

- (a) **Form E-1 - Technical Qualifications – Design.** Provide details for a maximum of five (5) projects in compliance with the requirements set forth in Form E-1 and Section 5.2.2 (b)(ii).

- (b) **Form E-2 - Technical Qualifications – Construction.** Provide details for a maximum of six (6) projects in compliance with the requirements set forth in Form E-2 and Section 5.2.2 (b)(i).

(c) **Personnel Qualifications, Roles and Responsibilities**

Lead Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.2 (d), who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j), for whom a Statement of Commitment is required in accordance with this Section 4.2.2 (e), and whose qualifications and experience will be evaluated as described in Section 5.3.1 (b).

Other Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.2 (d), and who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j).

- i. Lead Personnel and Other Personnel are listed as follows. The anticipated roles and responsibilities for each personnel classification are:
 - a. Respondent
 1. Project Executive - Responsible for overall design, construction, operation, maintenance and contract administration for the Project, and is assigned to the Project.
 2. Project Director - Reports to Project Executive and, in his/her absence, has full authority. Responsible for overall design, construction, operation, maintenance and contract administration of the Project, assigned to the Project full time and on site/co-located through the term of the terminal lease as will be set forth in the Project Documents.
 - b. Lead Contractor
 1. Project Officer – Meets daily with the Authority’s LGA Redevelopment Program Manager, the resident engineer and the construction manager. Coordinates with Lead Design Firm (or design team of Lead Contractor, if firm serves both Lead Contractor and Lead Design Firm roles). Manages shop drawing submittal and RFI processes. Manages shop drawing coordination requirements with the Project Documents requirements and among subcontractors. Responsible for performing constructability reviews among trades and tracking/scheduling required materials in order to meet schedule dates. Responsible for change order review and negotiation, and review of monthly payment applications. Assigned to the Project full time and on site/co-located until Final DBO.
 2. General Superintendent – Responsible for ensuring that the Project is constructed in accordance with the Project Documents and oversees specific discipline superintendents so that the Project is constructed in accordance with the Project Documents. The General Superintendent shall be on-site/co-located until Final DBO and works under the direct supervision of the Respondent’s Project Officer. Responsible for coordinating all field activities between prime sub-contractors and lower level tiers. Responsible for safety oversight and ensuring that all on site equipment meets City/State/Federal codes. Responsible for overall construction security program. Responsible for implementing and tracking

project schedule among all subcontractors. Responsible for daily logistics to ensure that material and labor access project site.

c. Lead Design Firm

1. Lead Personnel

a. Design Manager - Responsible for ensuring that the overall Project design is completed and design criteria requirements are met. Co-located whenever design activities are being performed and based in the New York/New Jersey metropolitan area, including design activities related to field design changes. Works under direct supervision of the Respondent. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff responsible for design development.

2. Other Personnel

a. Lead Building Designer - Responsible for ensuring that the design of the New CTB is completed and design criteria requirements are met. Co-located at the facility for design coordination and comment resolution meetings and based in the New York/New Jersey metropolitan area. Attends field coordination meetings and visits the site periodically during activities related to the construction of the New CTB. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff responsible for design development.

b. Lead CHRP Designer – Responsible for leading design efforts including coordination of the work in a multi-disciplined team to ensure that the design of the new Central Heating and Refrigeration Plant (CHRP) is completed and design criteria requirements are met. Attends coordination meetings periodically during the design development of the New CTB for activities related to CHRP and thermal distribution and field meetings periodically during the construction of the new CHRP. Co-located for design activities related to field design changes during the construction of the new CHRP and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on design issues of CHRP with the Authority's staff responsible for design development.

c. Lead Airside Designer – Responsible for leading and managing the airside design program, including the interface of the New CTB, hydrant fueling system and associated aprons and gates with the existing airfield layout. Attends field coordination meetings periodically during the design development of the New CTB for activities related to airside elements periodically during the construction of the New CTB. Co-located for design activities related to field design changes during the construction of the airside elements of the New CTB and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on airside element design issues with the Authority's staff responsible for design development.

d. Lead Landside Designer – Responsible for ensuring that the design of all landside roadway and utility systems are completed and design criteria requirements are met. Attends field coordination meetings periodically during

landside design development. Co-located at the facility for design activities related to field design changes during construction of the landside elements such as roadways and utilities and based in the New York/New Jersey metropolitan area. Works under the direct supervision of the Design Manager. Authorized to deal directly and reach agreement on certain design issues with the Authority’s staff on certain design issues with the Authority's staff responsible for design development.

	Lead Personnel	Other Personnel
Respondent	<ul style="list-style-type: none"> • Project Executive • Project Director 	--
Lead Contractor	<ul style="list-style-type: none"> • Project Officer • General Superintendent 	--
Lead Design Firm	<ul style="list-style-type: none"> • Design Manager 	<ul style="list-style-type: none"> • Lead Building Designer • Lead CHRP Designer • Lead Airside Designer • Lead Landside Designer

The Authority reserves the right to modify requirements for any personnel at the RFP stage.

- (d) **Resumes** - Provide separate resumes for all Lead Personnel and Other Personnel listed in Section 4.2.2 (c). Resumes are limited to two (2) pages per person (exclusive of licenses) and only one individual may be designated to fill each position. Copies of relevant licenses and registrations must be attached to the resume.

Resumes shall include the following information for each project listed:

- i. Name of the project;
- ii. Dates of work performed on the project; and
- iii. A description of the role on the project and the work or services provided. If more than one role was played, identify the dates and duration of each role.

- (e) **Statement of Personnel Commitment** - An express, written statement committing that the individuals designated in the SOQ for the Lead Personnel positions described in Section 4.2.2 (d) is available to serve the positions so identified in connection with the Project. The statement must be of the following form:

“[Lead Personnel name] is currently employed by [organization] and is available for work on the Project in the position identified as [.....]. The Respondent understands that requests by a Prequalified Respondent to implement a change in any Lead Personnel will be subject to the approval of the Authority in its reasonable discretion and that failure to obtain the Authority’s approval may result in the Proposal submitted by a Prequalified Respondent being deemed non-responsive.”

(f) **Statement of Technical Approach** - A narrative statement of the Respondent's relevant experience as it relates to the technical approach to the Project. This statement will include the Respondent's:

- i. Understanding of the Project;
- ii. Approach to procuring, designing, building and successfully delivering the Project, relating the Respondent's approach to experiences with similar projects in the past and describing how problems that arose on these projects were resolved;
- iii. Approach to developing a phasing and staging plan to migrate airline and non-airline tenants to the New CTB from the existing CTB while maintaining existing levels of operations and acceptable levels of service, relating the Respondent's approach to experiences the Respondent has had with similar projects in the past and how potential problems that arose on these projects were resolved; and
- iv. Identification and understanding of the top Project risks and potential solutions to address risks arising during design and construction, based on the Respondent's experiences with similar projects in the past.

Respondent's narrative statement shall address the following:

- a. Describe the contract methods the Respondent has used in the past to provide a firm price and schedule for the completion of projects. On those projects, what penalties, if any, were assessed for failure to complete on time and on budget? What incentives were provided for early completion or reduced project costs?
- b. The Authority's schedule contemplates commencement of construction no later than 3Q 2014 with a minimum of 20 new gates contiguous to the terminal open to passenger traffic no later than 4Q 2018. Please describe how the Respondent has met similar construction schedules in the past and the construction risks the Respondent assumed.
- c. Describe the Respondent's experience with constructing in or adjacent to operational facilities and how that experience would inform the Respondent's approach for dealing with airline tenants in the existing CTB during the construction period.
- d. Describe the Respondent's experience with public agencies and the community outreach undertaken during major construction, and the methods and measures the Respondent put in place to ensure the fullest, most satisfactory levels of communication with the public.
- e. Describe examples where the Respondent successfully managed the general coordination of all major disciplines for similar projects, including how the work among various trades was coordinated to avoid on-site conflicts and interferences that resulted in successful project delivery.
- f. Describe examples where the Respondent implemented synergistic methods to manage the sequencing, scheduling and logistics involved with large volumes of construction materials.
- g. Describe examples where the Respondent fast-tracked a project schedule, including methods of construction, delivery and storage of materials, and

construction support space, if applicable, that yielded time savings.

- h. Describe examples where the Respondent used value engineering to achieve meaningful cost savings.
- i. Describe examples where the Respondent implemented an effective quality assurance program for the duration of a project of similar size and scope, with descriptions of existing best practices utilized.

The Statement of Technical Approach may be no longer than 15 pages. The Statement of Technical Approach will not be considered confidential and is subject to the terms of Form C.

- (g) **Experience Modification Rate.** The Respondent must submit a copy of the Experience Modification Rate (EMR) for the Lead Contractor (or joint venture partners if applicable) as a measure of the Respondent's safety record. If the rate is above 1.2, or has been rising over the past three (3) years, a written explanation must be provided. For companies that do not have an EMR due to work experience outside the U.S., a frequency rate table or accident incident rate or similar statistics must be provided indicating the safety record over the last five (5) years.

4.2.3 Submittal Requirements for Part 1: Management and Operations

The Management and Operations section of Part 1 will contain the following information:

- (a) **Management and Operations Qualifications.** Provide details for a maximum of three (3) projects in compliance with the requirements set forth on Form F and Section 5.2.3 (Management and Operations Evaluation Pass-Fail).
- (b) **Personnel Qualifications, Roles and Responsibilities**

Lead Personnel are individuals for whom a resume is to be submitted in accordance with Section 4.2.3 (c), who should be shown in the Technical Organization Chart as required in Section 4.2.1 (j), for whom a Statement of Commitment is required in accordance with Section 4.2.3 (d), and whose qualifications and experience will be evaluated as described in Section 5.3.2 (b).

Lead Personnel are listed as follows. The anticipated roles and responsibilities for each personnel classification are:

- i. Lead Terminal Operator
 - a. Lead Personnel
 - 1. Terminal Manager – Responsible for all day-to-day management and Operations and maintenance matters on behalf of the Project Company, including airline and tenant relations, safety and environmental compliance upon closing of Project Documents, and interfacing with the Authority in compliance with the operations and maintenance standards as defined in the Project Documents.

	Lead Personnel
Lead Terminal Operator	<ul style="list-style-type: none"> • Terminal Manager

The Authority reserves the right to modify requirements for any personnel at the RFP stage.

- (c) **Resumes** - Provide separate resumes for all Lead Personnel listed in Section 4.2.3 (b). Resumes are limited to two (2) pages per person and only one individual may be designated to fill each position.

Resumes shall include the following information for each project listed:

- i. Name of the airport;
- ii. Dates of work performed at the airport; and
- iii. A description of the work or services provided.

- (d) **Statement of Personnel Commitment** - An express, written statement committing that the individual designated in the SOQ for the Lead Personnel position described in Section 4.2.3 (c) is available to serve the position so identified in connection with the Project. The statement must be of the following form:

“[Lead Personnel name] is currently employed by [*organization*] and is available for work on the Project in the position identified as [.....]. The Respondent understands that requests by a Prequalified Respondent to implement a change in any Lead Personnel will be subject to the approval of the Authority in its reasonable discretion and that failure to obtain the Authority’s approval may result in the Proposal submitted by a Prequalified Respondent being deemed non-responsive.”

- (e) **Statement of Management and Operations Approach** - A narrative statement of the Respondent’s relevant experience as it relates to the approach to operating and managing the existing CTB during construction and the New CTB. This statement will include the Respondent’s:

- i. Approach to managing, operating and maintaining the New CTB, relating the Respondent’s approach to experiences with similar projects;
- ii. Approach to operating the existing CTB and working with the Lead Contractor in managing the migration of airline and non-airline tenants to the New CTB from the existing CTB while maintaining existing levels of operations and acceptable levels of service, relating the Respondent’s approach to experiences, if any, the Respondent has had in similar projects; and
- iii. Identification and understanding of the top Project risks as they relate to the operation, maintenance and management of the existing CTB and the New CTB and potential solutions to address the risks based on the Respondent’s approach in experience with similar projects in the past.

Respondent’s narrative statement shall address the following:

- a. Describe the methods of interface with airline business and operations representatives that the Respondent’s team has previously used in other terminals

and the frequency of that interface. Describe how that experience would inform the Respondent's approach in the existing CTB during the construction and transition periods and in the New CTB. What role does the Respondent envision for the Authority in ongoing airline relations informed by that experience?

- b. Describe the Respondent's experience with: (a) common and preferential use terminal leasing practices and operations; and, (b) compensatory, commercial compensatory, fixed fee or other rate making methodologies. Describe the preferred approach to leasing practices, operations and rate making for the Project, including some of the key terms the Respondent would seek to include in a new airline terminal lease informed by previous experience.
- c. What is the prospective role of the airlines, informed by the Respondent's previous experience, in the following:
 - Terminal space assignment
 - O&M activities and costs
 - Establishment of budgets
 - Review of additional capital/O&M requirements over the term of the lease
- d. What would be the appropriate role for the Authority, as both the airport sponsor (i.e., as a recipient of government funds and the Part 139 certificate holder) and a significant financial participant in the Program, in the management and strategic direction of the New CTB?
- e. Describe the Respondent's experience with ramp control responsibilities and interfacing with air traffic control.
- f. Describe the Respondent's experience in managing terminal concessions (including landside and airside concessions as well as product delivery and waste removal) and what approach the Respondent will take to providing concessions in the existing CTB during construction and in the New CTB, informed by its experience.
- g. Are there any approaches the Respondent has used successfully in the past to generate new non-airline revenue sources or to augment existing ones that are unique and applicable to the New CTB?
- h. Based on prior experience, describe how the Respondent determined the optimal level of resources (i.e., supervisory staff, duty managers, on-site staff, third-party vendors and required equipment) required to operate an Airport Terminal and how that experience would inform the Respondent's approach to operating the New CTB.
- i. Describe the Respondent's experience in achieving the highest standards of customer service and satisfaction. Based on previous experience, how will the Respondent create productive, on-going relationships with the Authority, federal agencies, airlines, traveling public, and airport vendors?
- j. Based on previous experience, describe the Respondent's approach to the operation and maintenance of building equipment and systems, including preventive maintenance.

- k. Describe, based on previous experience, the Respondent's approach to custodial maintenance, including retention or outsourcing of this function.
- l. Describe how U.S. federal regulations could impact the Respondent's financial operations and management of the existing CTB and the New CTB.
- m. Based on previous experience, what key operational, maintenance and managerial issues must be addressed in greater detail in order to enable the Respondent to develop the preliminary concepts presented in this SOQ into a formal legal and business proposal?
- n. Describe the Respondent's experience with: airport passenger terminal building security under an Airport Security Program/Exclusive Area Agreement, as defined and addressed in Transportation Security Regulation 1542 issued and administered by the Transportation Security Administration (the "TSA"), or similar experience operating a public transportation facility; application, design, and integration of physical security systems including frontage roadway traffic management, access control, and closed circuit television systems; and implementation of physical security measures, with particular emphasis on building design. Respondents should also address experience in training, deploying, managing and coordinating with security personnel.
- o. Describe examples where the Respondent has successfully implemented a comprehensive health and workplace safety program focused on zero incidents.
- p. Describe examples where the Respondent has managed a unionized labor force.

The Statement of Management and Operations Approach may be no longer than 20 pages. The Statement of Management and Operations Approach will not be considered confidential and is subject to the terms of Form C.

4.2.4 Submittal Requirements for Part 1: Financial

The Financial section of Part 1 shall contain the following information:

- (a) **Financial Qualifications – Summary Financial Information.** Provide summary financial information for all Members and Guarantors for financial years 2009, 2010 and 2011 in compliance with Form G-1 requirements.
- (b) **Financial Qualifications – Equity Member's Transportation Project Development and Investment Track Record.** Provide details for a maximum of five (5) projects in compliance with the requirements set forth in Form G-2 and Section 5.1.2 (Responsiveness).
- (c) **Financial Statements** (except to the extent the Respondent requests confidential status and therefore includes in Part 2) shall be provided in a separate notebook/binder. Respondents are encouraged to submit financial statements electronically and to avoid, to the extent possible, large and unwieldy physical notebooks. If the relevant entities have received guarantees from Parent/Third Party Guarantors as evidenced in Form B-1 and by Parent/Third Party Guarantor letters as described in Section 4.2.4 (e) below, then financial statements need be submitted only for the parent/third party entity.

Financial statements for the Respondent, including Members and, if applicable, any entity of a joint venture making up a Member, should be provided for the three (3) most recent fiscal years and audited by a generally recognized certified public accountant firm. If a Member provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), the Authority reserves the right to request clarification or additional information as needed in order to facilitate the review of the financial statements provided.

If any Member does not have audited financial statements, or if it would, absent appropriate support from a Guarantor, fail to meet the minimum financial requirements stated in this RFQ, the affected member shall provide a guarantee covering performance and financial obligations by a Guarantor, in accordance with Section 4.2.4 (e) below. The SOQ shall identify the proposed Guarantor for each Member in Form B-1 and shall include audited financial statements for each proposed Guarantor. The Authority may, in its sole and absolute discretion, require that a guarantee from an acceptable Guarantor be provided before a Respondent may be accepted as a Prequalified Respondent.

For an Equity Member that intends to source its equity commitment through an investment fund in accordance with Section 4.2.4 (f) below, such investment fund's financial statements, as well as those of the general partner and fund manager (as applicable) shall also be provided.

If the Respondent or any other entity for which required financial information is submitted files reports with the Securities and Exchange Commission, electronic links to the latest 10-K and 10-Q must be provided.

Financial statements must include:

- i. Opinion Letter (Auditor's Report);
 - ii. Balance Sheet;
 - iii. Income Statement;
 - iv. Statement of Cash Flows;
 - v. Footnotes; and
 - vi. All financial statements using a foreign currency must be converted into U.S. Dollars and the conversion method(s) must be explained in an attachment.
- (d) **Credit Rating** – If available, the SOQ must include the credit ratings for the Respondent, including the rating for each Equity Member and Non-Equity Member and, if applicable, each of the members of the joint venture comprising an Equity Member or Non-Equity Member. The SOQ must also include the most recent credit rating information for any proposed Guarantor.
- (e) **Letter of Parent/Third Party Guarantor** - When a parent company's financial strength is being provided in support of an Equity Member, provide a letter from the Parent Guarantor, signed by an officer from that company, confirming its intention to provide financial support to the subsidiary's participation in the delivery of the Project. This letter must clearly state that the Parent Guarantor will provide the financial support needed by the subsidiary to successfully: (i) develop the Project through financial close, and (ii) implement the Project to the full extent of the Equity Member's anticipated involvement. If a letter satisfying these

requirements and supporting Form B-1 are not provided by the Parent Guarantor, the Equity Member will be assessed solely on the basis of its own financial standing, and the financial statements of the Parent Guarantor will not be considered.

When a third party company's financial strength is being provided in support of an Equity Member, provide a letter from the Third Party Guarantor, signed by an officer from that company, confirming its intention to provide financial support to the Equity Member's participation in the delivery of the Project. This letter must clearly state that the Third Party Guarantor will provide the financial support needed by the Equity Member to successfully: (i) develop the Project through financial closing, and (ii) implement the Project to the full extent of the Equity Member's anticipated involvement. If a letter satisfying these requirements and supporting Form B-1 are not provided by the Third Party Guarantor, the Equity Member will be assessed solely on the basis of its own financial standing, and the financial statements of the Third Party Guarantor will not be considered.

- (f) **Equity Funding Letter** (except to the extent the Respondent requests confidential status and therefore includes in Part 2) - For each Equity Member, a letter shall be provided. The Equity Funding Letter will be used as supporting evidence of the Equity Member's full commitment to the funding of the Project, which is preliminarily expected to be at least \$200 million.
- i. If the Equity Member is an investment fund or intends to source its Equity commitment through an investment fund, then the Equity Funding Letter must be signed by the fund's general partner(s), and at a minimum shall include the following items:
 - a. **Approval Process.** Provide an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required Equity commitment for the Project
 - b. **Funding Vehicle.** Provide the name and structure (including details on the relationship to the Equity Member if applicable) of the investment fund(s) that will ultimately carry this investment. Investment funds that have not achieved an initial closing will not be considered.
 - c. **Investment Capacity.** Provide supplemental information to the financial statements (as necessary) of the investment fund cited in item (b) above to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely Equity investment and the Equity Member's responsibility to provide the share percentage shown on Form B-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.
 - d. **Investment Criteria.** Provide the investment policy requirements that the Project would have to meet in order for the investment fund cited in item (b) above to participate (e.g., is an approved project, does not contradict any capital allocation policy and is consistent with its investment objectives) including any limitations on the term of any Equity investment. This response should include (but not be limited to) acknowledgement that the Project is a major construction project whose potential

contracting structure has been identified in Section 14.0 (*Project Delivery*) of the PBB.

- ii. If the Equity Member intends to fund its Equity commitment through use of internal resources (e.g. a corporate entity supplying its own capital), the letter must be signed by the Chief Investment Officer, the Chief Financial Officer, or the Chief Executive Officer, and at a minimum shall include the following items:
 - a. **Approval Process.** Provide an overview of the approval process required to commit to and fund the required Equity commitment. This section should include an identification and description of any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals.
 - b. **Sourcing Commitment.** Identify where and how the Equity commitment (consistent with the likely Project total Equity investment and the Equity Member's responsibility to provide the percentage shown on Form B-1) will be sourced and a narrative description of how competing allocation and capacity issues are considered among several project opportunities the Equity Member pursues simultaneously.
 - c. **Investment Capacity.** Provide supplemental information to the financial statements (as necessary) of the Equity Member to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely Equity investment and the Equity Member's responsibility to provide the percentage shown on Form B-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.
 - d. **Investment Criteria.** Provide assurances that the Project meets all corporate strategy and investment policy requirements and indicate any restrictions on the term of any Equity investment. This response should include (but not be limited to) acknowledgement that the Project is a major construction project whose potential contracting structure has been identified in Section 14.0 (*Project Delivery*) of the PBB.
- (g) **Letter of Lender's Support** – Provide at least one (1) but no more than three (3) letters of support from bond underwriters and/or commercial bank lenders (if applicable) with long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two (2) of the three (3) major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The commercial bank's long-term, unsecured debt rating shall be indicated in the letter. The letter must state the financial institution's interest in providing credit support or underwriting debt (which type will be specified) on the Project and indicate that the identified entity is capable of securing, managing and bringing to financial close the financing of a project of the size and nature of the Project involving a public-private partnership. The letter shall identify any experience the financial institution has with the Respondent or the Equity Member in connection with relevant public-private partnership financing packages involving Transportation Projects that have closed within the last seven (7) years. The letter must be on financial institution stationery, signed by an

official, and include title, address, telephone number, facsimile number and email address for verification purposes.

In the event that a financial institution is willing to provide a Letter of Lender's Support, but is not covered by any of the major rating agencies, then such Letter of Lender's Support may be accepted at the Authority's discretion, provided that such Financial Institution provides as an attachment to its letter, sufficient information to reasonably demonstrate its financial strength and stability. At a minimum, this information should include:

- (i) An explanation of why a major third-party rating is not needed or available for this financial institution;
 - (ii) Alternative measures of ability to meet financial obligations, including other third party rating and indications of financial strength, if any, that are available (provided in translated form);
 - (iii) A summary-level demonstration that the financial institution has ready and consistent access to necessary financial resources relative to current and future liabilities and other commitments, including this one; and
 - (iv) Audited financial statements of the financial institution (in accordance with Section 4.2.4 (c)).
- (h) **Surety Letter** – Evidence from a surety duly authorized to carry the business of suretyship in the State of New York indicating without conditions or qualifications that the Lead Contractor is capable at the time of the SOQ submission of obtaining a performance and payment bond in an amount of at least \$400 million. The letter shall be addressed to:

RFQ CUSTODIAN
The Port Authority of New York and New Jersey
Procurement Department
2 Montgomery Street, 3rd Floor
Jersey City, NJ 07302

The letter shall make reference to the fact that the bond would be applicable specifically to the Project and must identify that the surety is aware that the total design and construction cost element of the Project including risks to be assumed by the Project Company may exceed \$1 billion (this being a notional amount for the purpose of the surety letter at the RFQ stage and not necessarily representing the Authority's estimate of such costs). The evidence regarding bonding capacity will take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating "unlimited" bonding capability are not acceptable. Any surety providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company. Evidence of the surety's rating must be attached to the letter. The letter must specifically state that the surety has read this RFQ and the PBB and has evaluated the Lead Contractor's backlog and work-in-progress in determining its bonding capacity. As an alternative, or in addition to the surety letter required by this Section 4.2.4 (h), the Respondent may submit letters from different commercial banks, each indicating a willingness to issue a letter of credit, which, in aggregate, total \$400 million without conditions or qualifications at the time of this SOQ submission. To be considered valid, each letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two (2)

of the three (3) major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The bank's long term, unsecured debt rating shall be stated in each letter of bank support.

The Authority has not yet determined the specific amount or form of payment and performance bonds, guarantees, or other security required for the Project. The RFP may require a package of bonds and other security in favor of lenders and/or the Authority in a total amount greater than the \$400 million amount referenced above. The Authority will delineate such requirements in the RFP.

- (i) **Statement of Financial Approach** - A statement of the Respondent's financial approach to the Project, including identification of any perceived challenges to financing the Project and proposed innovations to meet these challenges. The statement shall be developed assuming the project contracting and financial overview outlined in the PBB. The Statement of Financial Approach should address, at a minimum, the following questions:
- a. Describe the Respondent's approach to financing this Project, including the optimal mix of debt and Equity that would provide reasonable returns for both the Authority and the Respondent and result in reasonable terminal charges to the airlines, informed by previous experience.
 - b. Describe any conditions, obligations, covenants or restrictions that the Respondent would require in order to implement the Respondent's proposed financial plan for the Project, informed by previous experience.
 - c. What key financial issues relating to the Project must be addressed in greater detail in order to enable the Respondent to develop the preliminary concepts presented in this SOQ into a formal legal and business proposal?
 - d. Describe, with specificity, the Respondent's role in any projects that may not have reached financial close and explain the reasons why the projects did not close.
 - e. Provide any additional financial comments, concerns, or suggestions the Respondent wishes to offer related to its experience.

The Statement of Financial Approach may be no longer than 8 pages. The Statement of Financial Approach will not be considered confidential and is subject to the terms of Form C (*Agreement on Terms of Discussion*).

- (j) **Form G-3 – Additional Information for Equity Members** (included in Part 1 except to the extent confidential status is requested, in which case such information must be in Part 2).

4.2.5 Submittal Requirements for Part 2

This Section 4.2.5 sets forth the requirements for Part 2 of the submittal that will contain any SOQ material for which the Respondent requests confidential and proprietary status.

- a) The first page of each binder for Part 2 must contain a page executed by the Respondent that sets forth the specific items that the Respondent deems confidential, trade secret or proprietary information protected from public disclosure under applicable laws. Each entry must list the specific legal basis that the Respondent believes would protect that item from public disclosure. Blanket designations that do not identify the specific information will not be acceptable. The list required under this Section 4.2.5 is intended to inform the Authority as to the confidential nature of a Respondent's SOQ, but such list will not be binding on the Authority or determinative of any issue relating to confidentiality.
- b) The Respondent will separate the items included in Part 2 into technical information, management and operational information and financial information and submit these three (3) types of information in three (3) separate binders. The Respondent must label these binders "Part 2: Confidential Proprietary Information – Technical," "Part 2: Confidential Proprietary Information – Management and Operations," or "Part 2: Confidential Proprietary Information – Financial," as appropriate.
- c) The Authority will consider the Respondent to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any location in the SOQ other than in Part 2, even if the Respondent includes that item in the list described in Section 4.2.5 (a).

5. EVALUATION PROCESS AND CRITERIA

5.1 EVALUATION PROCESS

5.1.1 Overview

The evaluation of SOQs will be carried out by the Authority with assistance from other persons as the Authority may choose, including technical, financial, legal and other advisors.

Further, by providing references in the SOQ, a Respondent is authorizing the Authority to contact individuals for all purposes, including gathering information and documentation in connection with this RFQ. The individuals provided as reference should be available to the Authority. The onus is on the Respondent to provide valid contact information for references. If the individual provided as a reference is not available or contact information for the individual is not valid, the Authority is under no obligation to seek clarification regarding contact information provided or to request an alternate reference.

The Authority will notify each Respondent of the RFQ results by sending a written notice to the Designated Representative.

5.1.2 Responsiveness

Each SOQ will be reviewed for conformance to the RFQ instructions regarding organization and format and its responsiveness to the requirements set forth in this RFQ. SOQs deemed non-responsive to this RFQ may be excluded from further consideration and the Respondent so advised. Project experience considered nonresponsive may be disregarded by the Authority.

In order for project experience provided in the SOQ to be considered responsive, Forms E-1, E-2, F and G-2 must list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the Equity investment, construction, design, or operations and maintenance experience is, respectively, the Equity Member, Lead Contractor, Lead Design Firm or Lead Terminal Operator itself, or a controlled subsidiary of such Equity Member, Lead Contractor, Lead Design Firm or Lead Terminal Operator. Project experiences listed on Form G-2 provided by parent or sister companies of an Equity Member will be considered responsive to this SOQ only if the parent company (or, in the case of a project experience provided by a sister company, a common parent company) provides a Letter of Parent/Third Party Guarantor as specified under Section 4.2.4 (e).

An Equity Member that, as general partner and fund manager, intends to source its Equity commitment through an investment fund may list equity investment experiences provided by other investment funds for which it was the general partner and fund manager at the time of financial close and such experience would be considered responsive.

Lead Personnel and Other Personnel may be employed by a Member or Lead Firm itself, or a controlled subsidiary of such Member or Lead Firm.

5.2 ADMINISTRATIVE COMPLIANCE AND PASS-FAIL EVALUATION

The Authority will evaluate each SOQ on a pass-fail basis upon the requirements set forth in this Section 5.2. The Authority will first identify those SOQs that meet all the requirements set forth in this Section 5.2 and are deemed to be responsive. SOQs meeting these requirements will then be evaluated as set forth in Section 5.3 (*Scored Evaluation Criteria*).

5.2.1 General Pass-Fail

- (a) Respondent's Contact Information, Transmittal Letter (Form A), and Member information (Forms B-1, B-2 and B-3, if applicable) is submitted with appropriate information and signatures in accordance with Section 4.2.1 (*Submittal Requirements for Part I: General*).
- (b) The BQQ form has been submitted to the Authority's Office of Inspector General, evidence of the submission has been provided in accordance with Section 4.2.1 (d), and receipt of the BQQ has been verified.
- (c) Teaming agreements and key terms are submitted by the Respondent (as applicable). (Section 4.2.1 (e))
- (d) Teaming agreements and key terms are submitted by the Members and/or Lead Firms (as applicable). (Section 4.2.1 (f))
- (e) Joint and Several Liability Commitment is submitted by the Respondent (as applicable). (Section 4.2.1 (g))
- (f) Joint and Several Liability Commitment is submitted by the Members and/or Lead Firms (as applicable). (Section 4.2.1 (h))
- (g) A Table of Organization is submitted with appropriate information in accordance with Section 4.2.1 (i)
- (h) A Technical Organization Chart and Statement of Functional Relationships are submitted with appropriate information in accordance with Section 4.2.1 (j)
- (i) The Respondent has submitted Form C in accordance with Section 4.2.1 (k).
- (j) The SOQ contains all appropriate references in Form D in accordance with Section 4.2.1 (l)

5.2.2 Technical Evaluation Pass-Fail

- (a) Management Team Structure – The Technical Organization Chart shows the Members, Lead Firms, Other Key Firms, Lead Personnel and Other Personnel and, along with the Statement of Functional Relationships, depicts functional relationships adequate to the Project's demands.
- (b) The Respondent satisfies the minimum threshold (as evidenced in submission of completed Forms E-1 and E-2) for technical capability as follows:
 - i. The Lead Contractor must have a minimum of the following experience:
 - a. at least three (3) Transportation Projects with a construction value greater than \$400 million completed or substantially completed in the last ten (10) years;
 - b. at least one (1) Transportation Project with a construction value greater than \$400 million completed or substantially completed in the last seven (7) years;
 - c. at least one (1) Airport Terminal project with a construction value greater than \$250 million completed or substantially completed in the last seven (7) years, with design capacity to serve at least 2 million enplaned passengers annually; and

- d. at least one (1) Transportation Project in the United States with a construction value greater than \$400 million that has received “Notice to Proceed” and with at least \$100 million of work in place in the last seven (7) years.

Notes for above referenced Lead Contractor pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the listed construction experience by construction value; and
 - If the Lead Contractor is or is expected to be a partnership, joint venture, or consortium the experience of such Lead Contractor must be contributed by partners, joint venture or consortia members that will perform at least thirty percent (30%) of the Respondent’s potential construction work for the Project by construction value;
- ii. The Lead Design Firm must have a minimum of the following experience:
 - a. design of at least three (3) Transportation Projects each with a construction value greater than \$400 million completed or substantially completed in the last ten (10) years, and with design fees of greater than \$15 million;
 - b. design of at least one (1) Transportation Project with a construction value greater than \$400 million completed or substantially completed in the last seven (7) years, and with design fees of greater than \$15 million;
 - c. at least one (1) Airport Terminal project with a construction value greater than \$250 million completed or substantially completed in the last seven (7) years, with design capacity to serve at least 2 million enplaned passengers annually and with design fees of greater than \$7 million; and
 - d. design of at least one (1) Transportation Project in the United States with value greater than \$400 million that has received “Notice to Proceed” and with at least \$100 million work in place in the last seven (7) years. The design fees must have been greater than \$15 million and have already been paid.

Notes for above referenced Lead Design Firm pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Design Firm held a minimum thirty percent (30%) of the ultimate responsibility for the listed design and engineering experience by design value; and
- If the Lead Design Firm is or is expected to be a partnership, joint venture, or consortium the experience must be contributed by partners, joint venture, limited liability companies or consortia members that will perform at least thirty percent (30%) of the Respondent’s potential design and engineering work for the Project by design value.

(c) Lead Personnel

Lead Personnel must meet the following experience requirements:

- i. The Project Executive for the Respondent must have:
 - a. At least twenty (20) years’ experience in the management of Transportation Projects, including the last five (5) years in a senior executive role.
- ii. The Project Director for the Respondent must have:
 - a. At least fifteen (15) years’ experience in the management of Transportation Projects, including the last five (5) years in a senior management role.

- iii. Lead Contractor's Project Officer must have:
 - a. At least fifteen (15) years' experience in the construction management of Transportation Projects, including the last five (5) years in a Project Officer or similar role.
 - iv. The General Superintendent must have:
 - a. At least fifteen (15) years' experience in a General Superintendent's role and responsibility for general public work projects that posed complex staging, coordinating and project schedule; and
 - b. Experience within the last ten (10) years managing the construction of Transportation Projects while maintaining existing operations (may be obtained from multiple projects rather than from a single project containing all the features).
 - v. The Design Manager must have:
 - a. At least fifteen (15) years' experience in the design management of Airport Terminal projects; and
 - b. Registered professional engineer or architect qualification in the State of New York.
- (d) The Respondent made the express, written commitments regarding the availability of personnel as required in Section 4.2.2 (e).
- (e) A Statement of Technical Approach has been submitted in accordance with Section 4.2.2 (f).

5.2.3 Management and Operations Evaluation Pass-Fail

- (a) The Respondent satisfies the minimum threshold (as evidenced in submission of completed Form F) for terminal operating, maintenance and management capability as follows:
- i. The Lead Terminal Operator must have a minimum of the following experience:
 - a. All operating and maintenance responsibility for at least one Airport Terminal building serving at least 2 million enplaned passengers annually (post-completion and open to passengers) for which responsibility has been held for five (5) years or longer.

Notes for above referenced Lead Terminal Operator pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Terminal Operator was ultimately responsible for the listed operations and maintenance experience; and
- If the Lead Terminal Operator is a partnership, joint venture, or consortium the relevant experience must be contributed by partners and/or members of the joint venture or consortium that will be primarily responsible for the Lead Terminal Operator's potential operation and maintenance work for the Project.

(b) Lead Personnel

Lead Personnel must meet the following experience requirements:

The Terminal Manager must have:

At least ten (10) years' experience in the operation, maintenance and management of an Airport Terminal with at least 2 million enplaned passengers annually, including the last five (5) years in a senior management role.

- (c) The Respondent made the express, written commitments regarding the availability of personnel as required in Section 4.2.3 (d).
- (d) A Statement of Management and Operations Approach has been submitted in accordance with Section 4.2.3 (e).

5.2.4 Financial Evaluation Pass-Fail

- (a) The Respondent has provided evidence of the Lead Contractor's capability of obtaining payment and performance bonds or, in the alternative, a letter of credit in compliance with Section 4.2.4 (h).
- (b) The Respondent has submitted the letters of lender support as described in Section 4.2.4 (g).
- (c) The Respondent has submitted an Equity Funding Letter, conforming to the requirements set forth in Section 4.2.4 (f).
- (d) The Respondent has submitted Form G-2 containing the required information for each Equity Members' track record in accordance with Section 4.2.4 (b).
- (e) The Respondent has submitted financial statements and a Form G-1 containing the required summary financial information for all Members and Guarantors as described in Section 4.2.4 (a).
- (f) The Respondent includes on its submitted Form G-2 at a minimum, at least one Equity Member with experience in closing financing for at least two Transportation Projects, each in excess of \$400 million of private debt and equity in the last seven (7) years.

Notes for the above-referenced financial evaluation pass-fail criteria:

- For projects with a multiple funding sources that include public subsidy or co-financing, only the private portion of the financing will be considered to meet the pass-fail criteria in Section 5.2.4 (f);
 - The relevant experience must be contributed by Equity Members that will hold at least twenty percent (20%) ownership interest in the Project Company;
 - The relevant experience must be on at least one project where the Equity Member held a minimum twenty percent (20%) Equity interest and must only be on projects where the Equity Member held a minimum of ten percent (10%) ownership interest as of original financial close in the entity actually securing the financing package, excluding any shares or grant funds provided by governmental entities; and
 - Where a Respondent submits a project that it wishes to be considered as substantially complete, but for which Final DBO has not occurred, evidence should be submitted to allow the Authority to determine, in its sole and absolute discretion, that construction of the main portions of the facility is sufficiently complete in accordance with the relevant contract documents and that the facility is fit for its intended purpose.
- (g) A Statement of Financial Approach has been submitted in accordance with Section 4.2.2 (i).

5.3 SCORED EVALUATION CRITERIA

The Authority will evaluate and score each responsive SOQ meeting all of the administrative compliance and pass-fail qualification requirements in Section 5.2 (Administrative Compliance and Pass-Fail Evaluation) according to the criteria set forth in Sections 5.3.1 (Technical Qualifications and Capability) and Section 5.3.2 (Management and Operations Qualifications and Capability) and Section 5.3.3 (Financial Qualifications and Capacity) below. Major

evaluation headings denoted as “Technical Qualifications and Capability”, “Management and Operations Qualifications and Capability”, and “Financial Qualifications and Capacity” will be given weighting in the scored evaluation as listed below.

5.3.1 Technical Qualifications and Capability (40 Points Maximum)

(a) Experience of the Respondent Firms

Extent to which each Team Member demonstrates the following:

- i. Lead Contractor
 - a. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.2 (b)(i) above;
 - b. Experience of team members working together successfully as an integrated team (individual members of Lead Contractor if joint venture and/or prior work experience with Lead Design Firm and/or Lead Terminal Operator);
 - c. Experience in the construction of Airport Terminal buildings of similar scope and complexity;
 - d. Experience in managing construction on a constrained site where airline and passenger activities are ongoing;
 - e. Experience in coordination of construction in a highly regulated environment with stakeholders such as, or comparable to, the FAA, the TSA, and other regulatory agencies;
 - f. Experience with successful construction of significant public works structures;
 - g. Experience in comparable major metropolitan areas with similar traffic density/population, and particularly in the New York/New Jersey metropolitan area;
 - h. Delivery of projects with safety programs measures and controls; and
 - i. Experience in meeting obligations with respect to schedule, budget and risk management.
- ii. Lead Design Firm
 - a. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.2 (b)(ii) above;
 - b. Experience of team members working together successfully as an integrated team (individual members of Lead Design Firm if joint venture and/or prior work experience with Lead Contractor and/or Lead Terminal Operator);
 - c. Experience in designing and developing contract phasing on a constrained site where airline and passenger activities are ongoing;
 - d. Experience in coordination of design in a highly regulated environment with stakeholders such as, or comparable to, the FAA, TSA, and other regulatory agencies;
 - e. Experience in the design of Airport Terminal buildings of similar scope and complexity; and
 - f. Experience with successful design of significant public works structures; and
 - g. Experience in comparable major metropolitan areas with similar traffic density/population, and particularly in the New York/New Jersey metropolitan area.

(b) Experience of the Lead Personnel

The experience of Lead Personnel will be scored according to the following criteria:

Lead Personnel	Scored Evaluation Criteria
Project Executive, Project Director, Project Officer, General Superintendent, and Design Manager	Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 5.2.2 (b)</u> (multiple projects and/or years’ experience exceeding thresholds) Extent to which submitted experience meets requirements set forth in items (b) through (i) in <u>Section 5.3.1 (a)(i)</u> and items (b) through (g) in <u>Section 5.3.1 (a)(ii)</u>
Other Personnel	Scored Evaluation Criteria
Lead Building Designer, Lead CHRP Designer, Lead Airside Designer, and Lead Landside Designer	Extent to which submitted experience meets requirements set forth in items b through g in <u>Section 5.3.1 (a)(ii)</u>

(c) Management and Team Structure

- i. Extent to which the proposed organization is capable of functioning as a part of a well-integrated “design-build-finance-operate-maintain” team that will effectively manage all Project elements and risks; and
- ii. Evidence of a well-organized management and team structure (as described by the Technical Organization Chart and Statement of Functional Relationships provided pursuant to Section 4.2.1 (j)) that clearly defines and articulates each team member’s role, responsibilities, delegated authority for key functions and decision making bodies, including the decision making process.

(d) Statement of Technical Approach

- i. Extent to which the Statement of Technical Approach demonstrates a full understanding of the Project’s scope and complexity; and
- ii. Extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases, including design and construction.

5.3.2 Management and Operations Qualifications and Capability (40 Points Maximum)

(a) Experience of the Respondent Firms

Extent to which each Team Member demonstrates the following:

Lead Terminal Operator

- i. Exceeds the minimum pass-fail requirements as set forth in Section 5.2.3 (b) above;
- ii. Experience in working together collaboratively as part of an integrated design-build-finance-operate-maintain team with inputs and guidance to the design process (including any prior work experience with Lead Contractor and/or Lead Design Firm);
- iii. Experience with airlines on issues relating to terminal space leasing;
- iv. Experience in effectively managing complex interfaces with owner-retained functions such as air carrier runway and taxiway activities, police/fire safety and incident management;

- v. Experience in developing retail concession concepts and managing concessions operations;
- vi. Experience with customer service assurance and activities; and
- vii. Airport terminal operating and maintenance experience with similar challenges in major metropolitan areas comparable to the New York/New Jersey metropolitan area.

(b) Experience of the Lead Personnel

The experience of Lead Personnel will be scored according to the following criteria:

Lead Personnel	Scored Evaluation Criteria
Lead Terminal Operator’s Terminal Manager	Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 5.2.3 (b)</u> (multiple projects and/or years’ experience exceeding thresholds) Extent to which submitted experience meets requirements set forth in items (ii) through (vii) in <u>Section 5.3.2 (a)</u>

(c) Management and Team Structure

- i. Extent to which the proposed organization is capable of functioning as a part of a well-integrated “design-build-finance-operate-maintain” team that will effectively manage all Project elements and risks; and
- ii. Evidence of a well-organized management and team structure (as described by the Technical Organization Chart and Statement of Functional Relationships provided pursuant to Section 4.2.1 (j)) that clearly defines and articulates each team member’s role, responsibilities, delegated authority for key functions and decision making bodies, including the decision making process.

(d) Statement of Management and Operations Approach

- i. Extent to which the Statement of Management and Operations Approach demonstrates a full understanding of the Project’s scope and complexity; and
- ii. Extent to which the Statement of Technical Approach demonstrates a complete understanding of Project risks and potential solutions, regardless of ownership, that may arise during all Project phases.

5.3.3 Financial Qualifications and Capacity (20 Points Maximum)

- (a) Equity Members’ long-term commitment and ability to successfully achieve financial close and to implement the Project through construction and operations
 - i. Relevance and comparability of the Equity Member's experience in closing the financing of large and technically complex public-private partnership projects (or projects with similar delivery models), with an emphasis on large Transportation Projects, preferably Airport Terminal projects;
 - ii. Experience as an Equity Member in successfully bringing public-private partnerships involving Transportation Projects, preferably Airport Terminal projects, through construction completion and subsequently managing and administering their operations;

- iii. Demonstrated ability to maintain stable or increasing equity positions in projects and the level of readiness, flexibility and availability of funds to invest levels of equity consistent with the scope and nature of the Project;
- iv. Specificity and degree of financial support for the Respondent from lenders; and
- v. Equity Members' experience in closing and investing in a diverse range of financing structures for public-private partnership projects or similar project delivery models (including structures involving bank loans, bonds, and other sources of financing).

(b) Financial capability of the Respondent and its Members

- i. Strength of financial statements included in the SOQ and Parent/Third Party Guarantor Letters, if any; and
- ii Ability to provide construction funding as demonstrated by the specificity and degree of financial support for the Respondent from sureties/banks indicating their willingness to provide a surety bond or letter of credit to the Respondent.

(c) Statement of Financial Approach

Extent to which the Statement of Financial Approach identifies the Project's key financing issues and challenges, suggests achievable approaches consistent with this RFQ.

6. PROTEST PROCEDURES

Any Respondent submitting a SOQ in response to this solicitation may protest the Authority's decision in accordance with the Authority's Protest Procedure, which may be found at the following link: <http://www.panynj.gov/business-opportunities/pdf/protest-procedures.pdf>

7. DISCLAIMER

The information contained in this RFQ, the PBB or any other written or oral information provided by the Authority and its Commissioners, officers, agents, employees, and consultants in connection with the Project and the selection process has been provided as general information only. The Respondents shall make their own conclusions as to the information provided herein and in the PBB. Oral explanations or instructions from Commissioners, officers, agents, employees and consultants of the Authority shall not be considered binding on the Authority. The Authority and its Commissioners, officers, agents, employees and consultants make no representations, warranties or guarantees as to any information contained in this RFQ and the PBB and the accuracy and completeness of the information, including whether the information accurately represents the conditions that would be encountered at LGA, now or in the future. The information contained herein or in the PBB is not warranted by the Authority or its Commissioners, officers, agents, employees and consultants, and none of them shall have any liability in connection with such information or the selection process, all of which liability is expressly waived by the Respondents. The furnishing of this information by the Authority or its Commissioners, officers, agents, employees, and consultants shall not create or be deemed to create any obligation or liability upon the Authority for any reason whatsoever and each Respondent by expressing its interest and submitting its qualifications expressly agrees that such Respondent has not relied upon the foregoing information, and that it shall not hold the Authority or its Commissioners, officers, agents, employees and consultants liable or responsible for it in any manner whatsoever.

8. RESERVED RIGHTS

The Authority reserves to itself all rights (which rights are exercisable by the Authority in its sole and absolute discretion) available to it under applicable law, including without limitation, with or without cause and with or without notice, the right to:

- a. Cancel this RFQ without incurring any cost obligations or liabilities.
- b. Not issue an RFP.
- c. Reject any and all SOQs at any time.
- d. Modify all dates set or projected in this RFQ.
- e. Terminate at any time evaluations of SOQs.
- f. Issue addenda, supplements and modifications to this RFQ or the PBB.
- g. Seek the assistance of outside technical experts and consultants in evaluating the SOQs.
- h. Require confirmation of information furnished by a Respondent, require additional information or clarification from a Respondent concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- i. Seek or obtain data from any source that has the potential to improve the understanding and evaluation a Respondent's SOQ.
- j. Add or delete Prequalified Respondent responsibilities from the information contained in this RFQ, and issue an RFP or contractual documents that differ in material ways from discussion in this RFQ or the PBB.
- k. Waive defects or other irregularities in an SOQ or permit Respondent clarifications or supplements to an SOQ.
- l. Disqualify any Respondent which changes the team structure outlined in its SOQ without Authority approval.
- m. Accept, reject or seek additional information regarding a Prequalified Respondent's request to change its team (including substitutions and additions). The Authority will consider such requests only under exceptional circumstances and may base its decision as to whether to accept a team change request on:
 - i. Whether the proposed team member and the Prequalified Respondent as a whole meets the minimum criteria contained in this RFQ;
 - ii. Whether such a change would render the Prequalified Respondent materially different than the Prequalified Respondent originally shortlisted; and
 - iii. Any other factors that the Authority considers material.
- n. Not issue a notice to proceed after execution of the Project Documents.
- o. Disqualify a Respondent in the event that a conflict of interest arises, such as described in Section 3.1.2 (Respondent Conflict of Interest) and/or Section 3.2.3 (Prequalified Respondent Conflict of Interest), that cannot be resolved to the satisfaction of the Authority.
- p. Exercise any other right reserved or afforded to the Authority under this RFQ and applicable law, including waiving deficiencies in an SOQ or accept and review a non-conforming SOQ.

With reference to item (m) above, the Prequalified Respondent must provide all information needed to facilitate the Authority's consideration and if the changes include the addition or substitution of one or more new Member or Lead Firm, must provide all of the information that is required in this RFQ regarding a Member or Lead Firm.

This RFQ does not commit the Authority to determine the Prequalified Respondents, or to proceed with the procurement described in this document. The Authority 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 responding to this RFQ. All of such costs shall be borne solely by each Respondent.

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

APPENDIX A

CERTIFICATION OF NO INVESTIGATION, NON-COLLUSIVE PRACTICES AND ELIGIBILITY DETERMINATIONS BY STATES

CERTIFICATION OF NO INVESTIGATION (CRIMINAL OR CIVIL ANTI-TRUST), INDICTMENT, CONVICTION, SUSPENSION, DEBARMENT, DISQUALIFICATION, PREQUALIFICATION DENIAL OR TERMINATION, ETC; DISCLOSURE OF OTHER REQUIRED INFORMATION

By submitting a SOQ, each Respondent and each person signing on behalf of the Respondent certifies, and in the case of a joint venture each party thereto certifies as to its own organization, that the organizations representing the Respondent and each parent and/or affiliate of any of these organizations have not:

- (a) been indicted or convicted in any jurisdiction;
- (b) been suspended, debarred, found not responsible or otherwise disqualified from entering into contracts with any governmental agency or been denied a government contract for failure to meet prequalification standards;
- (c) had a contract terminated by any governmental agency for breach of contract or for any cause related directly or indirectly to an indictment or conviction;
- (d) changed its name and/or Employer Identification Number (taxpayer identification number) following its having been indicted, convicted, suspended, debarred or otherwise disqualified, or had a contract terminated as more fully provided in (a), (b) and (c) above;
- (e) ever used a name, trade name or abbreviated name, or an Employer Identification Number different from those identified in the SOQ where applicable;
- (f) been denied a contract by any governmental agency for failure to provide the required security, including bid, payment or performance bonds or any alternative security deemed acceptable by the agency letting the contract;
- (g) failed to file any required tax returns or failed to pay any applicable federal, state or local taxes;
- (h) had a lien imposed upon its property based on taxes owed and fines and penalties assessed by any agency of the federal, state or local government;
- (i) been, and is not currently, the subject of a criminal investigation by any federal, state or local prosecuting or investigative agency and/or a civil anti-trust investigation by any federal, state or local prosecuting or investigative agency, including an inspector general of a governmental agency or public authority; and
- (j) had any sanctions imposed as a result of a judicial or administrative proceeding with respect to any professional license held or with respect to any violation of a federal, state or local environmental law, rule or regulation.

The foregoing certification as to "(a)" through "(j)" shall be deemed to have been made by the Respondent members as follows: if the Respondent member is a corporation, such certification shall be deemed to have been made not only with respect to the Respondent member itself, but also with respect to each director and officer, as well as, to the best of the certifier's knowledge and belief, each stockholder with an ownership interest in excess of 10%; if the Respondent member is a consortium, partnership or joint venture, such certification shall be deemed to have been made not only with respect to the joint venture itself, but also with respect to each partner or joint venture member as appropriate.

Moreover, the foregoing certification, if made by a corporate entity, shall be deemed to have been authorized by the Board of Directors of the entity, and such authorization shall be deemed to include the signing and submission of the SOQ and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the Respondent or any of its members cannot make the foregoing certification, the Respondent shall so state and shall furnish with the SOQ a signed statement which sets forth in detail the reasons therefore. If the Respondent is uncertain as to whether it can make the foregoing certification, it shall so indicate in a signed statement furnished with its SOQ, setting forth an explanation for its uncertainty.

Notwithstanding that the certification may be an accurate representation of the Respondent members' status with respect to the enumerated circumstances provided for in this clause as requiring disclosure at the time that the SOQ is submitted, the Respondent agrees to immediately notify the Authority in writing of any change in circumstances during the period of validity of the SOQ.

The foregoing certification or signed statement shall be deemed to have been made by the Respondent with full knowledge that it would become a part of the records of the Authority and that the Authority will rely on its truth and accuracy in announcing a list of Prequalified Teams. In the event that the Authority determines at any time prior or subsequent to the announcement of Prequalified Teams that a Respondent or any of its members has falsely certified as to any material item in the foregoing certification; willfully or fraudulently submitted any signed statement pursuant to this clause which is false in any material respect; or has not completely and accurately represented its status with respect to the circumstances provided for in this clause as requiring disclosure, the Authority may determine that the Respondent is not a responsible entity and may, in addition to exercising any other rights or remedies available to it, reconsider whether the Respondent is eligible to be a Prequalified Team. In addition, Respondents are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for offering a false instrument for filing (see e.g., New York Penal Law, Section 175.30 et seq.). Respondents are also advised that the inability to make such certification will not in and of itself disqualify a Respondent, and that in each instance the Authority will evaluate the reasons therefore provided by the Respondent for its failure and/or inability to make such certification.

**NON-COLLUSIVE PRACTICES AND CODE OF ETHICS CERTIFICATION;
CERTIFICATION OF NO SOLICITATION BASED ON COMMISSION, PERCENTAGE,
BROKERAGE, CONTINGENT FEE OR OTHER FEE**

By submitting a SOQ, each Respondent and each person signing on behalf of any Respondent certifies, and in the case of a joint venture each party thereto certifies as to its own organization, that:

- (a) no attempt has been made and none will be made by the Respondent to induce any other person, partnership or corporation to submit or not to submit a SOQ for the purpose of restricting competition;
- (b) this organization has not made any offers or agreements, or given or agreed to give anything of value (see definition of "anything of value" appearing in the clause of the Form of Contract entitled "No Gifts, Gratuities, Offers of Employment, etc.") or taken any other action with respect to any Authority employee or former employee or immediate family member of either which would constitute a breach of ethical standards under the Code of Ethics and Financial Disclosure dated as of April 11, 1996 (a copy of which is available upon request to the individual named in the clause hereof entitled "Questions by Respondents"), nor does this organization have any knowledge of any act on the part of an Authority employee or former Authority employee relating either directly or indirectly to this organization which constitutes a breach of the ethical standards set forth in said Code;
- (c) no person or selling agency, other than a bona fide employee or bona fide established commercial or selling agency maintained by the Respondent for the purpose of securing business, has been employed or retained by the Respondent to solicit or secure a position as a Prequalified Team on the understanding that a commission, percentage, brokerage, contingent or other fee would be paid to such person or selling agency;
- (d) the Respondent has not offered, promised or given, demanded or accepted, any undue advantage, directly or indirectly, to or from a public official or employee, political candidate, party or party official, or any private sector employee (including a person who directs or works for a private sector enterprise in any capacity), in order to obtain, retain, or direct business or to secure any other improper advantage in connection with this RFQ.

The foregoing certification as to "(a)", "(b)", "(c)" and "(d)" shall be deemed to have been made by the Respondent as follows: if the Respondent is a corporation, such certification shall be deemed to have been made not only with respect to the Respondent itself, but also with respect to each parent, affiliate, director and officer of the Respondent, as well as, to the best of the certifier's knowledge and belief, each stockholder of the bidder with an ownership interest in excess of 10%; if the bidder is a consortium, partnership or joint venture, such certification shall be deemed to have been made not only with respect to the Respondent itself, but also with respect to each partner or joint venture member. Moreover, the foregoing certification, if made by a corporate entity, shall be deemed to have been authorized by the Board of Directors of the entity, and such authorization shall be deemed to include the signing and submission of the SOQ and the inclusion therein of such certification as the act and deed of the corporation.

In any case where the Respondent cannot make the foregoing certification, the Respondent shall so state and shall furnish with the signed bid a signed statement which sets forth in detail the reasons therefore. If the Respondent is uncertain as to whether it can make the foregoing certification, it shall so indicate in

a signed statement furnished with its bid, setting forth in such statement the reasons for its uncertainty. As a result of such disclosure, the Port Authority shall take appropriate action up to and including a finding of non-responsibility.

Failure to make the required disclosures shall lead to administrative actions up to and including a finding of non-responsibility.

Notwithstanding that the Respondent may be able to make the foregoing certification at the time the SOQ is submitted, the Respondent shall immediately notify the Authority in writing during the of any change of circumstances which might under this clause make it unable to make the foregoing certification or required disclosure. The foregoing certification or signed statement shall be deemed to have been made by the Respondent with full knowledge that it would become a part of the records of the Authority and that the Authority will rely on its truth and accuracy in making a shortlist of Prequalified Teams. In the event that the Authority should determine at any time prior or subsequent to the selection of Prequalified Teams that a Respondent has falsely certified as to any material item in the foregoing certification or has willfully or fraudulently furnished a signed statement which is false in any material respect, or has not fully and accurately represented any circumstance with respect to any item in the foregoing certification required to be disclosed, the Authority may determine that the Respondent is not responsible and may, in addition to exercising any other rights or remedies it may have, reconsider whether the Respondent is eligible to be a Prequalified Team.

In addition, Respondents are advised that knowingly providing a false certification or statement pursuant hereto may be the basis for prosecution for offering a false instrument for filing (see e.g., New York Penal Law, Section 175.30 et seq.). Respondents are also advised that the inability to make such certification will not in and of itself disqualify a Respondent from becoming a Prequalified Team, and that in each instance the Authority will evaluate the reasons therefore provided by the Respondent for its failure and/or inability to make such certification.

RESPONDENT ELIGIBILITY - DETERMINATIONS BY AN AGENCY OF THE STATE OF NEW YORK OR NEW JERSEY CONCERNING ELIGIBILITY TO RECEIVE PUBLIC CONTRACTS

Respondents are advised that the Authority has adopted a policy to the effect that in awarding its contracts it will honor any determination by an agency of the State of New York or New Jersey that an entity is not eligible to bid on or be awarded public contracts because the entity has been determined to have engaged in illegal or dishonest conduct or to have violated prevailing rate of wage legislation.

The full text of the resolution adopting the policy may be found in the Minutes of the Authority's Board of Commissioners meeting of September 9, 1993.

* The term "affiliates" includes parent company(ies), subsidiaries, organizations under common ownership, joint venture members, partners, and other financially liable parties for that entity.

RFQ FORMS

Form A	Transmittal Letter
Form B-1	Respondent Summary Information
Form B-2	Information Regarding the Respondent's Equity Members, Non-Equity Members, Lead Firms and Guarantors
Form B-3	Information Regarding the Respondent's Other Key Firms
Form C	Agreement on Terms of Discussion
Form D	Respondent Firm and Personnel Reference Summary
Form E-1	Technical Qualifications – Design
Form E-2	Technical Qualifications – Construction
Form F	Management, Operations and Maintenance Qualifications
Form G-1	Financial Qualifications – Summary Financial Information
Form G-2	Financial Qualifications – Equity Member's Transportation Project Development and Investment Track Record
Form G-3	Financial Qualifications – Additional Information for Equity Members

FORM A

TRANSMITTAL LETTER

RESPONDENT: _____

SOQ Date: _____

The Port Authority of New York and New Jersey
2 Montgomery Street, 3rd Floor
Jersey City, New Jersey 07303

Ladies and Gentlemen:

The undersigned (“Respondent”) submits this qualification submittal (this “SOQ”) in response to that certain Request for Qualifications (“RFQ”) dated as of October 26, 2012, issued by the Port Authority of New York and New Jersey (“the Authority”) to design, build, finance, operate and maintain the LaGuardia Airport Central Terminal Building Redevelopment Project (the “Project”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Our team consists of the following members:

Equity Members:

Non-Equity Members:

Lead Firms:

Other Key Firms:

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

PART 1:

- Transmittal Letter (this Form A)
- Form B-1 – Respondent Summary Information
- Form B-2 – Information Regarding the Respondent’s Equity Member, Non-Equity Member, Lead Firms and Guarantors
- Form B-3 – Information Regarding the Respondent’s Other Key Firms
- Teaming Agreements/Summary of Anticipated Teaming Agreements (if applicable)
- Joint and Several Liability Commitment(s) (if applicable)
- Respondent Table of Organization
- Form C – Agreement on Terms of Discussion
- Form D – Respondent Firm and Personnel Reference Summary
- Form E-1 – Technical Qualifications – Design
- Form E-2 – Technical Qualifications – Construction
- Form F – Management, Operations and Maintenance Qualifications
- Form G-1 – Financial Qualifications – Summary Financial Information
- Form G-2 – Financial Qualifications – Equity Member’s Transportation Project Development and Investment Track Record
- Form G-3 – Additional Information for Equity Members
- Technical Organization Chart and Statement of Functional Relationships
- Personnel Qualifications (Resumes)
- Statements of Personnel Commitment
- Financial Statements
- Credit Rating (if applicable)
- Surety Letter(s)
- Letter(s) of Parent/Third Party Guarantor (if applicable)
- Letter(s) of Lender’s Support
- Equity Funding Letter(s)
- Statement of Technical Approach
- Statement of Management and Operational Approach
- Statement of Financial Approach

PART 2:

- Information for which confidential proprietary status is requested

Respondent acknowledges receipt, understanding and full consideration of the following addenda and sets of questions and answers to the RFQ:

Respondent to list any addenda to this RFQ and sets of questions and answers by dates and number.

Respondent warrants that it has read the PBB and is aware of the Authority's intended contracting and financial structure for the Project. Respondent further represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ.

Respondent understands that the Authority is not bound to prequalify any Respondent and may reject any or each SOQ received.

Respondent further understands that, except as set forth in the RFQ and as may be set forth in the RFP, all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Respondent.

Respondent agrees that the Authority, including the Commissioners of the Authority and any officer, agent, consultant and employee thereof, will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ, the PBB or in this SOQ.

Respondent warrants that it has read the policies and undertakings set forth in Appendix A of the RFQ with respect to: no investigation (criminal or civil anti-trust), indictment, conviction, suspension, debarment, disqualification, prequalification denial or termination and other information and by submittal of this SOQ certifies its acceptance of and compliance with these policies and undertakings.

Respondent warrants that it has read the policies and undertakings set forth in Appendix A of the RFQ with respect to: non-collusive practices and code of ethics, certification of no solicitation based on commission, percentage, brokerage, contingent fee or other fee and by submittal of this SOQ certifies its acceptance of and compliance with these policies and undertakings.

Respondent warrants that it has read the policies set forth in Appendix A of the RFQ with respect to eligibility to bid on or be awarded public contracts following a determination by an agency of the State of New York and by submittal of this SOQ certifies its acceptance of these policies.

Designated Representative:

_____.

By executing this form each Equity Member and Non-Equity Member of the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent and the principal contact for the Respondent in dealings with the Authority.

Respondent's business address:

LaGuardia Airport Central Terminal Building Replacement Project - Request for Qualifications

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

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

State or Country of Incorporation/Formation/Organization: _____

1. Sample signature block for corporation or Limited Liability Company:

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Respondent's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Respondent's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B-1

RESPONDENT SUMMARY INFORMATION

1. SUMMARY INFORMATION REGARDING RESPONDENT

Name of Respondent: _____

Name of Respondent's Designated Representative: _____

Respondent's Business Organization (check one):

- Corporation (If yes, then indicate the State and Year of Incorporation.)
- Partnership
- Joint Venture/Consortium
- Limited Liability Company
- Other (describe)

Provide the following information for all Members and Lead Firms in alphabetical order:

Name and Address	Proposed Role(s) Within the Respondent	Classification(s) (<i>Equity Member, Non-Equity Member, Lead Firm</i>)
Example: Consortium A (list each constituent firm, percentage of voting rights, and, if applicable, percentage of work to be performed)	Example: Primary Developer and Design-Build Contractor	Example: Equity Member and Lead Firm (Lead Contractor)
Example: Company B	Example: Investor	Example: Equity Member
Example: Joint Venture C (list each constituent firm, percentage of voting rights, and, if applicable, percentage of work to be performed)	Example: Terminal Operator	Example: Non-Equity Member and Lead Firm (Lead Terminal Operator)
Example: Company D	Example: Design Engineer	Example: Non-Equity Member
Example: Company E	Example: Terminal Architect	Example: Lead Firm (Lead Design Firm)

2. INFORMATION REGARDING EQUITY MEMBERS

Provide the following information for each Equity Member. If the Equity Member is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each constituent member of the joint venture, consortium member, partner or limited liability company member (as applicable) in the spaces below. Indicate whether the Equity Member is also Lead Contractor, Lead Design Firm and/or Lead Terminal Operator

Equity Member Name and Address	Expected Percentage of Equity Interest (<i>sum total should be 100%</i>)	Guarantor Name and Address (if applicable)	Indicate other roles: Lead Contractor, Lead Design Firm and/or Lead Terminal Operator (whether to be performed by the firm itself or an affiliated company)
Example: Consortium A (75% Company A1 and 25% Company A2)	Example: 65%		Example: Lead Contractor
Example: Company B	Example: 35%	Company B1	

3. INFORMATION REGARDING OTHER KEY FIRMS

Provide the following information for each of the Other Key Firms. If any of those is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each member of the joint venture, consortium member, partner or limited liability company member (as applicable) in the spaces below.

Other Key Firm Name and Address	Proposed Role
Example: Consortium A (75% Company A1 and 25% Company A2)	Example: Landside Design Firm
Example: Joint Venture C (Joint Venturer C1 – 60% and Joint Venturer C2 – 40%)	Example: Joint Venturer C1 – Engineering Example: Joint Venturer C2 – All Other Engineering
Example: Company D	Example: Concessions Developer

DESIGNATED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Designated Representative to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

FORM B-2

**INFORMATION REGARDING THE RESPONDENT'S
EQUITY MEMBERS, NON-EQUITY MEMBERS, LEAD FIRMS AND GUARANTORS**

Submit one copy of this Form B-2 related to each Equity Member, Non-Equity Member, Lead Firm or Guarantor. If a Member, Lead Firm or Guarantor identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of this Form B-2 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Member, Lead Firm, or Guarantor (as applicable).

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ E-mail address: _____

Name of Official Representative for the Project: _____

Business Organization (check one):

- Corporation (If yes, then indicate the Authority and Year of Incorporation.)
- Partnership
- Joint Venture/Consortium
- Limited Liability Company
- Other (describe)

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Authorized Representative of the entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM B-3
INFORMATION REGARDING THE RESPONDENT'S
OTHER KEY FIRMS

Submit one copy of this Form B-3 related to each Other Key Firm teamed with the Respondent. If an Other Key Firm identified in Section 1 of Form B-1 is a joint venture, consortium, partnership or limited liability company, provide one copy of this Form B-3 for each constituent member of the joint venture, consortium member, partner or limited liability company member of the Other Key Firm (as applicable).

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

Federal Tax ID No.: _____ Telephone No.: _____

North American Industry Classification Code: _____ E-mail address: _____

Name of Official Representative for the Project: _____

Business Organization (check one):

- Corporation (If yes, then indicate the Authority and Year of Incorporation.)
- Partnership
- Joint Venture/Consortium
- Limited Liability Company
- Other (describe)

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

AUTHORIZED REPRESENTATIVE:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the Authorized Representative of the entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C

AGREEMENT ON TERMS OF DISCUSSION

The Port Authority’s receipt or discussion of any information contained in the SOQ shall not impose any obligations whatsoever on the Port Authority or entitle us to any compensation therefor (except to the extent specifically provided in such written agreement, if any, as may be entered into between the Port Authority and us). Any such information given to the Port Authority before, with or after this Agreement on Terms of Discussion (“Agreement”), either orally or in writing, is not given in confidence. Such information may be used, or disclosed to others, for any purpose at any time without obligation or compensation and without liability of any kind whatsoever. Any statement which is inconsistent with this Agreement, whether made as part of or in connection with this Agreement, shall be void and of no effect. This Agreement is not intended, however, to grant to the Port Authority rights to any matter which is the subject of valid existing or potential letters patent. The foregoing applies to any information, whether or not given at the invitation of the Authority.

Notwithstanding the above, and without assuming any legal obligation, the Port Authority will employ reasonable efforts, subject to the provisions of the Authority’s Freedom of Information Policy and Procedure adopted by the Port Authority’s Board of Commissioners on November 20, 2008, which may be found on the Authority website at http://www.panynj.gov/AboutthePortAuthority/ContactInformation/foi_policy.html, not to disclose to any competitor of the undersigned information submitted which are trade secrets or is maintained for the regulation or supervision of commercial enterprise which, if disclosed, would cause substantial injury to the competitive position of the enterprise, and which information is identified by the Respondent as proprietary, which must be disclosed by the undersigned to the Port Authority as part of or in connection with the submission of information through the inclusion of such information in Part 2 of the SOQ.

Designated Representative:

Signature of _____ **For** _____
Print Name **Firm Name**

(Title)

(Date)

ORIGINAL AND PHOTOCOPIES OF THIS PAGE ONLY.

DO NOT RETYPE

FORM D

RESPONDENT FIRM and PERSONNEL REFERENCE SUMMARY

Respondents should consolidate project experience references for all entities, Lead Personnel and Other Personnel included in their SOQs within the table below.
 References unable to be contacted may be disregarded by the Authority in its sole and absolute discretion.

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Equity Member	1.						
	2.						
	3.						
	4.						
	5.						
Non-Equity Member (if not Lead Contractor, Lead Design Firm, or Lead Terminal Operator)	1.						
	2.						
	3.						
	4.						
	5.						
Lead Contractor	1.						
	2.						
	3.						
	4.						
	5.						
	6.						
Lead Design Firm	1.						
	2.						
	3.						
	4.						
	5.						

LaGuardia Airport Central Terminal Building Replacement Project - Request for Qualifications

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Lead Terminal Operator	1.						
	2.						
	3.						
	4.						
	5.						
Respondent's Project Executive	1.						
	2.						
	3.						
Respondent's Project Director	1.						
	2.						
	3.						
Lead Contractor's Project Officer	1.						
	2.						
	3.						
Lead Contractor's General Superintendent	1.						
	2.						
	3.						
Lead Design Firm's Design Manager	1.						
	2.						
	3.						
Lead Design Firm's Lead Building Designer	1.						
	2.						
	3.						
Lead Design Firm's Lead CHRP Designer	1.						
	2.						
	3.						

LaGuardia Airport Central Terminal Building Replacement Project - Request for Qualifications

Respondent Team Entity/Personnel	Project	Contact Name	Project Owner	Current Address	Phone Number	E-mail	Fax
Lead Design Firm's Lead Airside Designer	1.						
	2.						
	3.						
Lead Design Firm's Lead Landside Designer	1.						
	2.						
	3.						
Lead Terminal Operator's Terminal Manager	1.						
	2.						
	3.						

**FORM E-1 - TECHNICAL QUALIFICATIONS - DESIGN
EXPERIENCE OF THE LEAD DESIGN FIRM* IN THE DESIGN AND ENGINEERING OF REFERENCE PROJECTS**

	PROJECT OWNER ⁽¹⁾	PROJECT NAME AND LOCATION ^{(2) (3)}	PROJECT COST ⁽⁴⁾ ₍₅₎	START/END DATES	% OF WORK COMPLETED BY SEPTEMBER 30, 2012	LEVEL OF COMPANY'S PARTICIPATION ⁽⁶⁾	ROLE OF COMPANY FOR THE PROJECT ⁽⁷⁾
1							
2							
3							
4							
5							

* List the experience of the Lead Design Firm only, whether or not it will be a future shareholder of the Project Company.

Notes:

- (1) A maximum of five (5) projects may be included.
- (2) Only list projects on which the Lead Design Firm worked within the past ten (10) years.
- (3) Only list projects where the Lead Design Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering experience. If the Lead Design Firm is a joint venture, only list projects from members of the joint venture that will perform at least thirty percent (30%) of the Lead Design Firm's potential design and engineering work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of September 30, 2012 including the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the work and provide a brief summary of the role the company played in the listed project (i.e., scope of work).
- (7) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

**FORM E-2 - TECHNICAL QUALIFICATIONS - CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR* IN THE CONSTRUCTION OF REFERENCE PROJECTS**

	PROJECT OWNER ⁽¹⁾	PROJECT NAME AND LOCATION ^{(2) (3)}	PROJECT COST ^{(4) (5)}	START/ END DATES	% OF WORKS COMPLETED BY SEPTEMBER 30, 2012	LEVEL OF COMPANY'S PARTICIPATION ⁽⁶⁾	ROLE OF COMPANY FOR THE PROJECT ⁽⁷⁾
1							
2							
3							
4							
5							
6							

* List the experience of the Lead Contractor only, whether or not it will be a future shareholder of the Project Company.

Notes:

- (1) A maximum of six (6) projects may be included.
- (2) Only list projects on which the Lead Contractor worked within the past ten (10) years.
- (3) Only list projects where the Lead Contractor held a minimum thirty percent (30%) of the ultimate responsibility for the construction experience. If the Lead Contractor is a joint venture, only list projects from joint-venture members that will perform at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.
- (4) In thousands of United States Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of September 30, 2012, and identify the benchmark on which the exchange rate is based.
- (5) Project Cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (6) Show company's participation in terms of money and percentage of the work.
- (7) Attach to this form a maximum one-page narrative description for each project listed in this column (on separate 8-1/2" x 11" sized white paper). The description should, at a minimum, give an overview of the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

**FORM F – MANAGEMENT, OPERATIONS AND MAINTENANCE QUALIFICATIONS
EXPERIENCE OF THE LEAD TERMINAL OPERATOR* IN THE REFERENCE PROJECTS**

	AIRPORT AND LOCATION ^{(1) (2)}	TERMINAL DESCRIPTION: a) Total Sq. Ft. b) Concession Space Sq. Ft. c) Number of Gates d) Turns per Gate	CY 2011 ENPLANED PASSENGERS	PRINCIPAL AIRLINE TENANTS	TYPE OF OPERATING AGREEMENT/ LEASE	TERM OF OPERATING AGREEMENT/ LEASE	YEARS OPERATED TO DATE	NOTABLE INNOVATIONS, AWARDS OR CITATIONS RELATED TO MANAGEMENT/ OPERATION OF FACILITY
1		a) b) c) d)						
2		a) b) c) d)						
3		a) b) c) d)						

* List the experience of Lead Terminal Operator only, whether or not it will be a future shareholder of the Project Company.

Notes:

- (1) A maximum of three (3) projects may be included.
- (2) Only list projects on which the Lead Terminal Operator has worked within the past ten (10) years.

FORM G-1 - FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION (*)
SUMMARY FINANCIAL INFORMATION () FOR ALL EQUITY MEMBERS, NON-EQUITY MEMBERS AND GUARANTORS OF THE RESPONDENT**
FOR FINANCIAL YEARS 2009, 2010 AND 2011 (1)

COMPANY NAME	ROLE/ WITHIN RESPONDENT	MAIN SHAREHOLDER ⁽²⁾	TOTAL REVENUES	PRE-TAX PROFIT	RELEVANT REVENUES ⁽³⁾	FIXED ASSETS	TOTAL ASSETS ⁽⁴⁾	CONTINGENT LIABILITIES	LONG TERM LIABILITIES	SHORT TERM LIABILITIES	NET WORTH	GEARING ⁽⁵⁾

(*) The Chief Financial Officer of each reporting entity must certify the information on this form as complete, true and correct.
(**) Expressed in thousands (000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the exchange rate prevailing on the last day of each financial year. Please identify the benchmark on which the exchange rate is based.

- Notes:
- (1) Complete separate forms for each calendar year.
 - (2) List shareholders, partners or equivalent holding a 20% or greater interest in the company (indicate their percentage interest), as well as those having the right to appoint one or more board director(s). If such interest is held by a holding company, a shell corporation or other form of intermediary, also identify the ultimate or parent entity.
 - (3) Relevant revenue consists of revenue from design-build-finance-operate contracts on Transportation Projects.
 - (4) Excludes goodwill and intangibles.
 - (5) Long Term Liabilities / Net Worth

FORM G-2 - FINANCIAL QUALIFICATIONS – EQUITY MEMBER’S TRANSPORTATION PROJECT DEVELOPMENT AND INVESTMENT TRACK RECORD

PROJECT NAME, LOCATION, AND CONTACT WITH PHONE NUMBER ⁽¹⁾	COMPANY NAME AND GUARANTOR ⁽²⁾	PROJECT SIZE ^{(3) (4)}	DEBT AMOUNT & GEARING ^{(3) (5)}	PROJECT STATUS ⁽⁶⁾	COMPANY’S EQUITY PARTICIPATION ⁽⁷⁾	TYPE OF PAYMENT MECHANISM ⁽⁸⁾
1)						
2)						
3)						
4)						
5)						
6)						

- (1) A maximum of six (6) projects may be included, which may be US and Non-US projects. Only list Transportation Projects involving both new capital works and private financing (debt and equity) of more than \$400 USD million closed within the past ten (10) years, in which an Equity Member (or a company related to the Equity Member to the extent permitted under Section 4.2.4 (e)), was an original investor (i.e., did not acquire shares via a secondary market transaction) and participated in the project development/procurement process. List Airport Terminal projects first.
- Attach to this form a maximum one-page narrative description for each project listed, including a funding plan, the name and participation percentages of each original equity investors, and a descriptive evolution of the Respondent’s Equity Member(s) (or related company) percentage equity interest from prequalification through proposal submission, financial close, and up to date (please detail any transfer that has affected those equity positions). List the reference details for each project in Form D.
- (2) Identify the corporate entity that has an effective equity interest in the project. If applicable, indicate the name of any Parent/Third Party Guarantor.
- (3) In thousands United States Dollars (identify conversion rates of amounts in other currencies).
- (4) Project size means the total amount of the project financed under private finance / project finance scheme (i.e., without public finance or capital grants).
- (5) Include in brackets the percentage of debt-to-equity leverage and type of debt and associated guarantees (bonds unwrapped or wrapped, bank loans, government credit program, etc.).
- (6) Indicate (i) the financial close date and (ii) the construction completion date or, if not yet completed, the percentage of works completed by September 30, 2012
- (7) Show the Equity Member (or related company’s) equity investment as a shareholder. The equity investment may take the form of either (A) shareholders’ equity or (B) shareholder subordinated debt. Please indicate separately the United States Dollar amount and percentage to which the Equity Member (or related company)’s equity investment bears to the total of all shareholders’ equity investments for the listed project.
- (8) Specify the type of payment mechanism used.

FORM G-3 – ADDITIONAL INFORMATION FOR EQUITY MEMBERS *

North American Procurements in Past 5 Years				Global Portfolio of Investments in Projects with Public Owners in Past 10 Years		Identification and Explanation of Changes in Equity Participation	
(i) During the past five (5) years, how many times was the Equity Member short-listed in a public-sector procurement involving private financing, or otherwise invited to submit a proposal (individually or as a member of a team), for a North American project involving more than \$500 million of construction value?	(ii) With respect to those procurements cited in (i): (1) How many have not yet required final proposals to be submitted? (2) How many times has the Equity Member (individually or as a member of a team) submitted a compliant, final proposal as an equity investor?	(iii) With respect to those final proposals cited in (ii)(2), how many times has the Equity Member’s team submitted a final proposal with a percentage of equity participation by the Equity Member that was less than the percentage of equity participation anticipated in the SOQ at the time of short-listing (but greater than zero)?	(iv) Among the projects cited in (iii), how many times has the team achieved financial close with a percentage of equity participation by the Equity Member that was: (1) Unchanged or greater than in the final proposal? (2) Less than the percentage of equity participation anticipated in the final proposal but greater than zero? (3) Equal to zero?	(v) During the past 10 (ten) years how many times was the Equity Member an equity investor in projects at the time of financial close? Please only include projects with public sector owners and that involved more than \$500 million of construction value.	(vi) As of the time of SOQ submission, of those projects cited in (v), what is the number of projects in which the current percentage of equity participation by the Equity Member is: (1) Less than the percentage of equity participation at the time of financial close but greater than zero? (2) Now equal to zero?	(vii) Identify the project name, public-sector owner, contact and phone number of those procurements cited in (i) but not in (ii). Provide a brief, explanation for not submitting a compliant final proposal or for not remaining as an equity investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached to Form G-3 if necessary.	(viii) Identify the project name, public-sector owner, contact and phone number for: (1) those procurements cited in (iii); (2) those projects cited in (iv-2); and (3) those projects cited (iv-3). Provide a brief, explanation for the reduction or elimination of equity participation by the Equity Member in each procurement and project cited. Project information and explanations may be attached to Form G-3 if necessary.
Equity Member 1	(1) (2)		(1) (2) (3)		(1) (2)		(1) (2) (3)
Equity Member 2	(1) (2)		(1) (2) (3)		(1) (2)		(1) (2) (3)

*List the track record for all Equity Members (adjust the number of rows as applicable). If the Equity Member is an investment fund, please include the track record of the general partner and/or fund manager as applicable

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
TWO MONTGOMERY STREET, 3rd FL.
JERSEY CITY, NJ 07302**

Date: November 21, 2012

ADDENDUM # 1

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224:

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The following additional documents are attached hereto for information only:

1. Sign-in Sheets indicating Attendees, LaGuardia Airport Central Terminal Building Information Session/Site Tour, Thursday November 15, 2012.
NOTE: At their option, some attendees provided business cards, which have been scanned and are provided herewith.
2. Power Point Presentation with Speaker Notes from November 15, 2012 Information Session.

In case any Respondent fails to conform to these instructions, its submission will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S FIRM NAME: _____

INITIALED: _____

DATE: _____

ARUP

DAVID BROOKIN MATEK ANASIC

77 WATER ST, NY NY, 10005

LGA Sign-in Sheet

November 15, 2012

Am Van Praag - Post Office

RFQ SIGN-IN SHEET NOVEMBER 15, 2012

10:00 AM SESSION		
Company	First Attendee	Second Attendee
	Serkan Kaptan	
Bermello Ajamil & Partners - Architects, Inc.	Rai Hernandez	Jim Rowe
Sumitomo Mitsui Banking Corporation	Raymond A. DiPrinzio	Adam Sherman
UBS Securities	Alexander Clapp	Alex Greenbaum
BBVA Securities Inc.	Richard Larberg	
Fulbright & Jaworski L.L.P.	Michael E. Pikiel Jr.	
Mayer Brown LLP	George Miller	
BMO Capital Markets	Ellen Lawry	Edward Easter
KeyBank NA	Jose Herrera	MaryPat Devine
Johnson Controls, Inc.	Sean Maher	
Ashurst LLP	Paul Angell	
Goldman Sachs Infrastructure Partners	David Cohen	Jonathan Kent
KPMG Corporate Finance LLC	Georgios Spakouris	Tom Mulvihill
HOK	Robert Chicas	Marion White
Heritage Architecture	Summer Alhamash	
RBC Capital Markets, LLC	Tim Bath	Dan Heimowitz
William Blair & Co.	Mark Morehouse	
Kohn Pedersen Fox Associates	Anthony Mosellie	Anita Franchetti
Ricondo & Associates, Inc.	Gardner Eaton	
Parsons	Ronan Byrne	Charles Van Cook
Highstar Capital LP	Andy Vasey	Emmett McCann
Skanska USA Civil Inc.	Richard Aquino	Larry Gillman
Hogan Lovells US LLP	Gregory Hafkin	
Samsung C&T E&C Americas	Michele Nanna	Andres Trauttmansdorff
Skanska Infrastructure Development	Mark Tenon	Kenneth Schumacher

PARSONS BRINCKERHOFF
FRANK VASEY
STEVE ROSSON LEAD LEASS
Fentress Architects

Summer Alhamash / Heritage



RBC Capital Markets®

Daniel Heimowitz
Managing Director
Municipal Finance

RBC Capital Markets, LLC
3 World Financial Center
200 Vesey Street, 12th Floor
New York, NY 10281

Tel: 212-618-2573
Fax: 212-618-5652
Cell: 917-359-5957

dan.heimowitz@rbccm.com

William Blair

William Blair & Company, L.L.C.
222 West Adams Street
Chicago, Illinois 60606

+1 312 236 1600 tel
+1 312 364 8097 direct
+1 312 236 0174 fax

Mark D. Morehouse
mmorehouse@williamblair.com



ROBERT CHICAS AIA, LEED® AP

Senior Vice President | Director, Aviation + Transportation

robert.chicas@hok.com

t +1 212 981 3747 f +1 212 633 1163 m +1 201 747 7890

HOK 1065 Avenue of the Americas, 6th Floor | New York, NY 10018 USA


Lend Lease

Steve Robson

General Manager - Development

Lend Lease Americas Inc.

200 Park Avenue, 9th Floor New York, NY 10166

T 212 448 3959 | F 212 949 2823 | M 646 398 1834

steve.robson@lendlease.com | www.lendlease.com

**PARSONS
BRINCKERHOFF**

2777 N. Stemmons Freeway
Suite 1600
Dallas, TX 75207
Direct: +1-214-583-3403
Mobile: +1-817-239-5092
boggusr@pbworld.com

Roddy Boggus, NCARB, AIA
Senior Vice President
Aviation Director

www.pbworld.com



CAGE Inc.

6440 North Beltline Road
Suite 125

Irving, Texas 75063

(972) 550-1001

(972) 550-9221 Fax

(908) 872-1592 Cell

dbowman@cage-inc.com

Dave Bowman

Project Manager

Northeast Region

• BAGGAGE HANDLING SYSTEMS • AIRCRAFT PARKING DESIGN
• GATE AND GROUND SUPPORT SERVICES



Thomas M. Mulvihill

Infrastructure Advisory

KPMG LLP

345 Park Avenue

New York, NY 10154-0102

tmulvihill@kpmg.com

Tel +1 212 954 3090

Fax +1 212 504 3281

Cell +1 917 375 4445

KPMG LLP is a U.S. limited liability partnership.



SMBC

Raymond A. DiPrinzio

Senior Vice President & Team Leader
Public and Infrastructure Finance Group

**SUMITOMO MITSUI
BANKING CORPORATION**

Specialized Finance Department
Americas Division

277 Park Avenue
New York, NY 10172

Tel: (212) 224-5266

Cell: (917) 822-1111

Fax: (212) 224-5188

rdiprinzio@smbc-lf.com



SMBC

Adam Sherman

Executive Director and Group Head
Public and Infrastructure Finance Group

アダム シャーマン

パブリック・インフラストラクチャー・ファイナンス グループ長

**SUMITOMO MITSUI
BANKING CORPORATION**

Specialized Finance Department
Americas Division

277 Park Avenue
New York, NY 10172

Tel: (212) 224-4859

Cell: (516) 840-8343

ASHERMAN@SMBCLF.COM

Jose R. Herrera

Public Sector Banking
Senior Relationship Manager
Senior Vice President



Mailcode: NY-CY-MC-020C
575 Fifth Avenue Suite 1800
New York, NY 10017

phone: 917-368-2390

fax: 216-370-5824

jose_r_herrera@keybank.com

George K. Miller
Partner
gmiller@mayerbrown.com
D 212 506 2590 F 212 849 5590

Mayer Brown LLP
1675 Broadway
New York, New York 10019-5820
www.mayerbrown.com

MAYER • BROWN

Michael E. Pikiel, Jr.
Partner

FULBRIGHT
& Jaworski L.L.P.
Attorneys at Law

mpikiel@fulbright.com
Bio Link: www.fulbright.com/mpikiel
666 Fifth Avenue
New York, New York 10103-3198

Direct: (212) 318-3134
Mobile: (508) 561-0433
Fax: (212) 318-3400

UBS

Alexander Greenbaum

Associate Director
Americas Infrastructure
Investment Banking Department

UBS Securities LLC

299 Park Avenue, New York, NY 10171
Tel. +1-212-821 6395, Mobile +1-312-502 7940
Fax +1-212-882 8754, alexander.greenbaum@ubs.com

UBS Investment Bank is a business division of UBS AG.
UBS Securities LLC is a subsidiary of UBS AG.

www.ubs.com

Daniel J. Filer, P.E.
Vice President
Business Development

ferrovial
agroman US Corp.

Ferrovial Agroman US Corp.

9600 Great Hills Trail
Suite 200E
Austin, TX 78759
Office: 512-637-8587
Cell: 512-900-0552
Email: DFiler@ferrovial.us
Website: www.ferrovial.com/en

Anita Franchetti
Marketing Coordinator

Kohn Pedersen Fox Associates PC
Architects and Planning Consultants

11 West 42nd Street, New York, NY 10036
Telephone +1 212 977 6500
Fax +1 212 956 2526
Direct +1 212 237 3523
afranchetti@kpf.com

www.kpf.com

THOMAS P. THEOBALD AIA, LEED AP BD+C

Principal
theobald@fentressarchitects.com

DEN DC LA SJ
fentressarchitects.com
C 303.589.3359

303.722.5000
421 Broadway Denver CO 80203
F 303.722.5080 D 303.282.6111

Mark A Ahasic
Senior Airport Planner

77 Water Street
New York NY 10005
t +1 212 896 3000 d +1 212 896 3155
c +1 917 797 0341
mark.ahasic@arup.com

www.arup.com

ARUP



RICONDO
& ASSOCIATES

GARFIELD S. EATON
Senior Vice President

105 EAST FOURTH STREET, SUITE 1700
CINCINNATI, OH 45202
TEL +1 513 651-4700
FAX +1 513 412-3570

g_eaton@ricondo.com

SUMMER ALHAMASH, AIA
LEED AP
Founder / President

HERITAGE
ARCHITECTURE
WBE Firm

T 201.262.3800 x 302
F 201.262.3802
C 201.925.8332
salhamash@heritagearch.com

352 Evelyn Street / Suite 2
Paramus / NJ 07652

www.heritagearch.com

Hogan
Lovells

Gregory B. Hafkin
Associate
D +1 212 918 3638
gregory.hafkin@hoganlovells.com

Hogan Lovells US LLP
875 Third Avenue
New York, NY 10022
T +1 212 918 3000
F +1 212 918 3100
www.hoganlovells.com



Lend Lease

Frank A. Voci

Operations Director, Senior Vice President
Project Management & Construction

Lend Lease (US) Construction LMB Inc.
200 Park Avenue 9th Floor New York, NY 10166
T 212 592 6755 | F 212 592 6988 | M 646 423 6601
frank.voci@lendlease.com | www.lendlease.com

PARSONS

100 Broadway, 18th Floor
New York, New York 10005
(212) 266-8300
Fax: (212) 571-6825
charles.vancook@parsons.com

Charles Van Cook
Vice President - Aviation



www.parsons.com

Dan Brodtkin PE
Principal

77 Water Street
New York NY 10005
t +1 212 896 3000 d +1 212 896 3291
c +1 646 642 1261
daniel.brodtkin@arup.com

ARUP



George Spakouris
Director

KPMG Corporate Finance LLC Tel +1 212 954 2427
345 Park Avenue Fax +1 214 889 5959
New York, NY 10154 Cell +1 512 300 3455
www.kpmgcorporatefinance.com
georgespakouris@kpmg.com

KPMG Corporate Finance LLC, a Delaware limited liability company, is a member of FINRA and SIPC and is registered as a broker dealer with the SEC.

Mary Pat Devine, CPA
Vice President
Portfolio Manager

Public Sector / Portfolio Mgt.
Mailcode: NY-31-66-0651
66 South Pearl Street, 6th Fl.
Albany, NY 12207

phone: 518-257-8669
fax: 518-257-8973
marypat.devine@key.com



SKANSKA

Richard Aquino

Vice President
Marketing/Business Development
Phone 718 340 0777
Direct 718 340 0724
Cell 718 801 1968
www.skanska.com

Skanska USA Civil Inc.
75-20 Astoria Boulevard
Queens, NY 11370

richard.aquino@skanska.com

SKANSKA

Lawrence Gillman

Vice President of Operations
Phone 718 340 0700
Fax 718 340 0701
Cell 917 681 1995
www.skanska.com

Skanska USA Civil Northeast Inc.
75-20 Astoria Boulevard
Queens, NY 11370

larry.gillman@skanska.com

BBVA | SECURITIES

Richard Langberg

Project Finance North America
Executive Director

Tel +1 212 728 1523
Mob +1 347 255 9383
Fax +1 212 333 2904
richard.langberg@bbvany.com

Corporate & Investment Banking
1345 Avenue of the Americas, 44th Floor, New York, NY 10105

Member of FINRA & SIPC



Bermello Ajamil & Partners Architects, Inc

Rai A. Fernandez, AIA, LEED® AP
Director of Architecture

Direct 646 878 2801
Main 212 334 2050
Fax 212 334 0453

► rfernandez@bermelloajamil.com

Paul Angell
Counsel
Legal Consultant

paul.angell@ashurst.com
Direct +1 212 205 7042
Blackberry +1 646 457 8838

Ashurst LLP
Times Square Tower
7 Times Square
New York, NY 10036

Tel +1 212 205 7000
Fax +1 212 205 7020

Solicitor of the Senior Courts of England and Wales

www.ashurst.com

ashurst

Geoff Searle
Business Development Manager

GRANITE™

Granite Construction Company
120 White Plains Road
Suite 310
Tarrytown, NY 10591

T 914.606.3647
M 240.753.8247
E geoff.searle@gcinc.com
W graniteconstruction.com

BMO  **Capital Markets**

Jeffrey Mathews
Associate
Project Finance &
Infrastructure Banking

BMO Capital Markets GKST Inc.
3 Times Square, 28th Floor
New York, NY 10036
Tel.: 212 702-1114
jeffrey.mathews@bmo.com

BMO  **Capital Markets**

Edward Fanter, PE, CFA
Director
Project Finance &
Infrastructure Banking

BMO Capital Markets GKST Inc.
3 Times Square, 28th Floor
New York, NY 10036
Tel.: 212 605-1614
Cell: 347 541-0623
Fax: 212 605-1584
edward.fanter@bmo.com



MARION WHITE AIA, LEED® AP

Senior Principal | Regional Leader, Aviation + Transportation
marion.white@hok.com

+1 212 981 7391 f +1 212 633 1163 m +1 917 254 9938
HOK 1065 Avenue of the Americas, 6th Floor | New York, NY 10018 USA

12:00 PM SESSION			
Company	First Attendee	Second Attendee	Address
Aecon Concessions	Adam Borgatti	Eitan Ladizinsky	
Skanska USA Building Inc.	Daniel Kojakowski	John White	
COFELY Services	Pierre Loyer		
Nicholas William Bodouva Design Group	Dr. Nicholas W. Bodouva	Dr. Jamie J. Bodouva	
The Lane Construction Corporation	Richard McDonough	Michael Johnson	
Ferrovial Aeropuertos	John Brown	Ignacio Castejon	
Torcon, Inc.	Steven Maugh	Richard Estrin	
GRIMSHAW	Mark Hussey	Moss Palmer	
Granite Construction Northeast	Geoff Searle		
Tully Construction Co. Inc.	Tom Tully	Thomas Olesczuk	
China Construction America, Inc.	Jietai Huang	Gaby Antoun	
Accu-Cost Construction Consultants, Inc.	Kathleen Farren		
Savin Engineers, PC	Susan Richter		
Morgan Stanley	Ira Melnikson	Don Devender	
Walsh Construction	Patricia Walsh	Vince Piscopo	
Vantage Airport Group Ltd	Oscar Delgado	John Terpstra	
Turner Construction Company	Kevin Sharkey	Emad Lofalka	
AvAirPros Services, Inc.	Kevin Corrigan	Jeff Crosby	
Star America Infrastructure Partners	Christopher Pettit	Mark Melson	
HAKS Engineers	Robert C. Galun	Francisco Ruela	
Tishman Construction Corporation of New York	Kate Dwyer		
OHL USA	Luis Gallo	Gregorio Ortega	
VRH Construction Corp	Jim Silvester	Jeff Konen	
InfraRed Capital Partners	Chris Jauregui	Harry Seekings	
CH2M HILL	Pete Butler		
Fengate Capital Management	Justin Catalan	George Theodoropoulos	
Foster and Partners Architects	Arthur Debowy	Nikolai Malsch	

ADCA-HAS
 PABLO
 TEODORO
 DAVID

Thomas Bartlett
 RIESCO
 ALVORCE FADON
 BOWMAN

15600 JFK Houston 08/15/55
 08-02-67
 08-08-68
 06-21-1957

GRIMSHAW

Moss Owen Palmer

Head of Business Development New York

637 W 27th Street, New York, NY 10001

T +1 646 293 3652 M +1 917 821 1031
E moss.palmer@grimshaw-architects.com

NEW YORK
LONDON
MELBOURNE
SYDNEY

GRIMSHAW

Mark Husser BArch AIA LEED-AP
Managing Partner

Grimshaw Architects PC
637 W 27th Street, New York, NY 10001

T +1 646 293 3600 F +1 646 293 3610
E mark.husser@grimshaw-architects.com

NEW YORK
LONDON
MELBOURNE
SYDNEY

Firm is a member of a Limited Liability Partnership registered in the UK. Grimshaw operates in the USA as Grimshaw Architects PC and Grimshaw Individual Design LLC. A full list of Directors is available at the registered office.

718-446-7000 EXT. 299

E-mail: tolescuk@tullyconstruction.com
FAX 718-446-1484



THOMAS F. OLESCZUK
Vice President

127-50 NORTHERN BLVD.
FLUSHING, N.Y. 11368

Teodoro Alvarez-Fadón
Design Director
Aeronautical Engineer, MBA
teodoro.alvarez@ferrovial.es

ferrovial
agroman

Ferrovial Agroman (UK) Ltd
10th Floor
BSI Building
389 Chiswick High Road
London W4 4AL
Tel: +44 (0)208 750 2100
Fax: +44 (0)208 750 2180
Mob: +44 (0)7515 998 726
www.ferrovial.com



CHINA CONSTRUCTION AMERICA, INC.

Jietai Huang, Ph.D.
Senior Vice President

525 Washington Blvd., 31st Floor
Jersey City, NJ 07310
Tel: (201)876-2788
Fax: (201)876-6737
Cell: (201)484-9510
E-mail: huang.jietai@chinaconstruction.us
www.chinaconstruction.us



OHL USA

Gregorio Ortega
Estimating Director
Northeast and West Regions

780 Third Avenue, 9th floor – New York, NY 10017
Phone: +1 212 201 5885, Ext: 8007
E-mail: gortega@ohlusa.com
www.ohlusa.com

HAKS

40 Wall Street, 11th Floor, New York, NY 10005

Robert Gallup, P.E.
Vice President

Direct 212.747.1997 x584
Cell 646.737.3341
Fax 212.474.1947
rgallup@haks.net

www.haks.net



OHL USA

Luis Galdo
Business Development Associate

780 Third Avenue, 9th floor – New York, NY 10017
Phone: +1 212 201 5885, Ext: 8006
Email: lgaldo@ohlusa.com
www.ohlusa.com

AvAirPros
Services

Jeffrey J. Crosby
Staff Vice President

Midway International Airport
5757 S Cicero Ave
Chicago, IL 60638
Tel 773.767.2403
Fax 773.948.6644
Mobile 773.491.8262
J.Crosby@AvAirPros.com

Aecon Concessions
20 Carlson Court, Suite 800
Toronto, Ontario
Canada M9W 7K6

Adam Borgatti, CFA
Director, Energy and Infrastructure
Phone: 416-297-2600 x3827
Direct Line: 416-297-2610
Fax: 416-940-2288
Mobile: 647-248-3962
Email: aborgatti@aecon.com

AECON

www.aecon.com

John Bruen
Corporate Development Director

Ferrovial Aeropuertos, S.A.
Caleruega, 102-104
Edificio "Ofipinar" - 9th floor
28033 Madrid (Spain)
T. +34 91 768 6612
F. +34 91 768 6699
M.+34 686 451 611
john.bruen@ferrovial.es

INFRARED
CAPITAL PARTNERS

HARRY SEEKINGS
DIRECTOR, INFRASTRUCTURE

INFRARED CAPITAL PARTNERS (US) LLC
405 LEXINGTON AVENUE, 54TH FLOOR
NEW YORK, NY 10174
USA
www.ircp.com

D +1 212 297 2640
T +1 212 297 2650
C +1 646 704 5083
E harry.seekings@ircp.com

Aecon Concessions
20 Carlson Court, Suite 800
Toronto, Ontario
Canada M9W 7K6

AECON

Eitan Ladizinsky
Vice President
Project Finance and Development
Phone: 416-297-2600 x3628
Direct Line: 416-297-2625
Fax: 416-940-2288
Mobile: 647-295-4529
Email: eladizinsky@aecon.com

www.aecon.com



James R. Silvester
Business Development/Marketing Director

320 Grand Avenue
Englewood, NJ
07631-4355

Phone
201.871.4422
Fax
201.871.0705
Cell
201.410.5578
E-mail
j.silvester@vrhcorp.com

AvAirPros

Kevin Corrigan
Vice President

1882 Princeton Ave
Suite 2
College Park, GA 30337
Tel 404.419.1010
Fax 404.419.1005
Mobile 770.262.3924
k.corrigan@avairpros.com

ADC&HAS
AIRPORTS WORLDWIDE

Thomas B. Bartlett
Director Development (Operations)

Turner

Kevin R. Sharkey
Vice President

Turner Construction Company
375 Hudson Street
6th Floor
New York, NY 10014
phone: 212.229.6222
fax: 212.229.6247
mobile: 917.796.3098
ksharkey@tcco.com

Building the Future

Ignacio Castejón
Project Manager
Corporate Development
icastejon@ferrovial.es

ferrovial
aeropuertos

Caleruega, 102-104
Edificio "Ofipinar" - 9th floor
28033 Madrid (Spain)
T. +34 91 768 66 30
F. +34 91 768 66 99
M. +34 616 742 120
www.ferrovial.es

ADC&HAS
AIRPORTS WORLDWIDE

Thomas B. Bartlett
Director Development (Operations)

VANTAGE
AIRPORT GROUP

John Terpstra
Vice President, Operations

Lynden Pindling Int'l Airport, P.O. Box AP59229, Nassau, The Bahamas
T 242-702-1004 E john.terpstra@nas.bs
W www.vantageairportgroup.com



Katherine Dwyer
Senior Project Manager
Tishman Construction Corporation
AECOM Construction Services

Tishman
100 Park Avenue
New York, NY 10017

646 432 8423 tel
917 749 8730 mobile

dwyer@tishman.com

www.tishmanconstruction.com



Walsh Construction

Patricia Walsh, PE, PSP
Project Director
Alternative Procurements

929 West Adams Street
Chicago, Illinois 60607
Tel: 312-563-5400
Fax: 312-563-5447
Cell: 773-908-7349
www.walshgroup.com
email: pawalsh@walshgroup.com



The Walsh Group

Vince Piscopo
Vice President
Business Group Leader

929 West Adams Street
Chicago, Illinois 60607
Direct: 312.563.5465
Fax: 312.563.5478
www.walshgroup.com
email: vpiscopo@walshgroup.com

Ferrovial Agroman (UK) Limited
Heathrow Building 4
280 Bath Road, Heathrow Boulevard
Harmondsworth, UB7 0DQ
Tel.: 0044(0)208 75 02106
Fax: 0044(0)208 75 02180
Mobile: 0044 (0)79124 66669
E-mail: riesco@ferrovial.es



Pablo Riesco
Projects Director

Kathleen Farren
Office Administrator / Marketing
Kfarren@accucost.com



AccuCost Construction Consultants, Inc.
575 Eighth Avenue, Suite 1220
New York, NY 10018
Phone: 212.687.2121 Fax 212.687.2323
www.accucost.com / Certified WBE / SBE / DBE Firm



CHRIS JAUREGUI
ANALYST, INFRASTRUCTURE

D +1 212 297 2642
T +1 212 297 2650
C +1 646 327 1373
E christopher.jauregui@ircp.com

INFRARED CAPITAL PARTNERS (US) LLC
405 LEXINGTON AVENUE, 54TH FLOOR
NEW YORK, NY 10174
USA
www.ircp.com



Daniel Kolakowski
Senior Vice President

Phone 917 438 4500
Fax 866 211 0094
Mobile 347 992 9184

Skanska USA Building Inc.
Empire State Building
350 Fifth Avenue, 32nd Fl.
New York, NY 10118

Web www.skanska.com
daniel.kolakowski@skanska.com



CCA CIVIL, INC.

Gaby M. Antoun
Vice President of Operation

525 Washington Blvd., 31st Floor
Jersey City, NJ 07310
Tel.: (201)876-2788
Fax: (201)876-6737
Cell: (917)681-0817
E-mail: antoun.gaby@chinaconstruction.us
www.chinaconstruction.us



Susan Richter
Sr. Marketing Coordinator

Savin Engineers, P.C.

3 Campus Drive
Pleasantville, NY 10570

Tel. 914.769.3200

Fax. 914.747.6686

E-Mail: srichter@savinengineers.com

2:00 PM SESSION

Company	First Attendee	Second Attendee
Kiewit Infrastructure Co.	Michael Fisher	Michael Ramsey
Mass. Electric Construction Co.	Michael Fischer	
Rafael Vinoly Architects	Andrea Lambert	Jay Barakmann
Cosentini Associates	Gretchen Bank	
Tishman Construction Corporation of New York	Jim Duffin	
Tutor Perini Corporation	Joe Perini	Steve Markowski
Jones Lang LaSalle	Patrick Flinn	
J.P. Morgan Securities LLC	Elsa Fang	Benjamin Djionas
Macquarie Capital Group	Susan Gray	Mario Zapata Ramirez
HNTB	Tom Scerbo	Alfred Moreno
Aeroports de Paris Management	Emmanuel Coste	Jacques Follain
Meridiam Infrastructure	Paulina Koronkiewicz	Kendra Pratt
KS Engineers	Richard Hoffmann	Harry Baker
ADPI	Stan Dorin	Patrice Bastide
LCOR Inc	David Sigman	Kurt Eichler
Delta Air Lines	Harry Olsen	
William Nicholas Bodouva Associates	William Bodouva	Simon Bober
Corporacion America S.A.	Sebastian Albas Duval	Gerardo Marín Pucareño
Judlau Contracting, Inc.	Joe Casillo	
Halmar International, LLC	Ed Seaman	
Cerami & Associates	Marc Hochlerin	Frank Schuck
Ferrovial Agroman US Corp	Daniel Filer	
Fiera Axium Infrastructure	Paulo Arencibia	

Jacques FOLLAIN 7/11/86 ADP. *only*
 Patrice BASTIDE 8/4/57 ADPI
 V. SERIKAM, KAPTAN 11/2/71 TAV, AIRPORTS
 EURTIS, FENTRIS 10/26/47
 MEN, ouelle He 11/9/1960 *under*
 CHRIS BERGSTROM 12/28/81 *Chris*

LGA Sign-in Sheet

5, 2012

Company	First Attendee	Second Attendee
ING Capital LLC	Marta Bede <i>Marta Bede</i>	
Northleaf Capital Partners	George Zaker <i>George Zaker</i>	
HDR	Mark Dikdn <i>Mark Dikdn</i>	
ADC&HAS Airports Worldwide	Thomas B. Bartlett	
Ferrovial Agroman US Corp	Teodoro Alvarez Fadon	
Cintra	Pablo Riesco	
Wells Fargo Securities	Kevin Carney <i>Kevin Carney</i>	
STV Construction, Inc.	Gerit Koerner <i>Gerit Koerner</i>	Bob Davidson <i>Bob Davidson</i>
Hunt Construction	Frank Devlin <i>Frank Devlin</i>	
Thornton Tomasetti	<i>[Signature]</i>	
Langan Engineering	Michelle P. Johnson <i>Michelle P. Johnson</i>	
Thornton Tomasetti	Michael Squarzi <i>Michael Squarzi</i>	

Michael Ramsay, Mull Ramsay, Kiewit 7/15/53

cerami
& associates

Marc E. Hochlerin
Partner

mhochlerin@ceramiassociates.com
404 Fifth Avenue New York NY 10018
D 212 616 6468 T 212 370 1776 M 646 245 4932

RAFAEL VIÑOLY
ARCHITECTS PC
50 VANDAM STREET
NEW YORK 10013
T 212 924 5060
M 917 678 1229
alamberti@rvapc.com

Andrea Lamberti AIA NCARB
Partner

JUDLAU
CONTRACTING INC.
One of The Judlau Companies

JOSEPH CASILLO
SENIOR ESTIMATOR

26-15 ULMER STREET, COLLEGE POINT, NY 11354-1144
PHONE: (718) 554-2432 FAX: (718) 321-8026
jcasillo@judlau.com

ISO 9001:2008 REGISTERED COMPANY

STV 100
Years

GERT KOERNER
Vice President
Project Executive, CM

p: (718) 751-3208
c: (646) 763-2632
gert.koerner@stvinc.com

225 Park Avenue South
New York, NY 10003-1604
(212) 777-4400 FAX: (212) 254-1089

WWW.STVINC.COM

TAV
Airports

Serkan Kaptan
Strategy & Business Development Director

TAV Airports Holding Co.
Headquarters
Istanbul Ataturk Airport International Terminal
34149 Yesilkoy / Istanbul / Turkey
T: +90 (212) 463 30 00 Ext. 2211
F: +90 (212) 465 36 75
E: serkan.kaptan@tav.aero
www.tavairports.com

Patrick J. Flinn
Managing Director - Public Institutions



**JONES LANG
LASALLE**

330 Madison Avenue New York New York 10017
direct +1 212 812 5854 fax +1 312 821 4985
mobile +1 347 753 4072
patrick.flinn@am.jll.com



Alfred Moreno, AIA, LEED® AP, AIAE CM
Principal Architect
Aviation Architecture Studio Leader

HNTB Architecture
5 Penn Plaza
6th Floor
New York, 10001-1810
(212) 594-9717
Direct (212) 294-7584
Cell (917) 576-1107
Fax (212) 947-4030
E-mail almoreno@hntb.com
www.hntb.com

HNTB

The HNTB Companies

Ed Seaman

HALMAR
International

1 Blue Hill Plaza
PO Box 1564
Pearl River, NY 10965
845-735-3511 | 845-531-8331 cell
845-735-3388 fax
eseaman@halmarinternational.com
www.halmarinternational.com

THE PORT AUTHORITY OF NY & NJ

RFQ #31224

**LaGuardia Airport
Central Terminal Building
Replacement Project**



Information Meeting & Site Tour

November 15, 2012

Disclaimer

This Presentation contains selected information from the Project Briefing Book (PBB) and the Request for Qualifications #31224 (RFQ). If there is a discrepancy between the information contained in this Presentation and the PBB and RFQ, Respondents should rely on the PBB and RFQ.

Questions must be submitted in writing in accordance with the Request for Clarification process as described in Section 2.3 of the RFQ.

1

This presentation and the accompanying script as well as sign-in sheets for both today's information meeting and the site tour sessions will be released as an Addendum to the RFQ and made available to prospective Respondents on the Port Authority's website no later than Monday, November 19th.

Welcome to LGA



2

We appreciate your interest in this significant, complex and exciting project. We believe there is not another opportunity like this one anywhere else in the world at this time, and are pleased that you joined us today to tour the facilities.

Approaching midnight on Monday, October 29th, LaGuardia Airport experienced an unprecedented storm surge of 8 -12 ft. The airport lies approximately 8 ft above sea level and is surrounded by a dike wall, all of which is served by a series of five pump houses. Unfortunately, this surge level, coupled with the high tide and full moon, topped the airfield's flood defenses. On Tuesday morning, October 30th, the airport had an estimated 100 million gallons of seawater filling the airfield and many of the parking lots. There was no loss of life or serious injuries. The Facility used the preceding days to secure equipment, construction sites, prep the pumphouses, top off vehicles and generators, deploy 1500 sandbags as well as check supplies and staffing plans. In addition, the airlines cleared the field of their aircraft and moved equipment to higher ground. The flood waters never entered the terminals and approximately fifty stranded passengers were safely accommodated in the Central Terminal Building throughout the storm. Pumping of the floodwaters commenced Tuesday afternoon and by Wednesday, most of the water had receded from the airfield. The Airport was officially reopened at 7 am, Thursday, November 1st, with 80% of the airlines schedule restored by Friday, November 2nd. Capital investment has been included in LaGuardia's 5-year Capital Plan for ongoing construction and additional designs that would mitigate future impacts from similar storm events. LGA's importance to the metropolitan area and region was certainly demonstrated during this storm.

The airport is served by 11 airlines (not including regional and affiliate carriers) of which eight are located in the existing CTB. In the most recent calendar year (2011) the airport served over 24 million passengers. The Authority forecasts that by 2030 passenger activity will grow to 34 million passengers, of which 17.5 million will be served by the CTB. With two main runways each 7000 feet long and a relatively small footprint of 680 acres, LGA is busy at most hours of the day. In order to mitigate congestion and flight delays, the FAA has imposed slot restrictions limiting scheduled aircraft operations at the airport to no more than 75 per hour. An Authority imposed perimeter rule restricts Sunday through Friday nonstop flights to a distance of 1,500 miles (as well as flights to and from Denver). In order to accommodate airfield construction and maintenance and in consideration of the residential communities bordering LGA, the Authority requests air carriers to avoid scheduling flights between midnight and 6 am year round.

The PBB documents the many reasons why we need a new CTB to replace the existing one, which was opened to traffic in 1964.

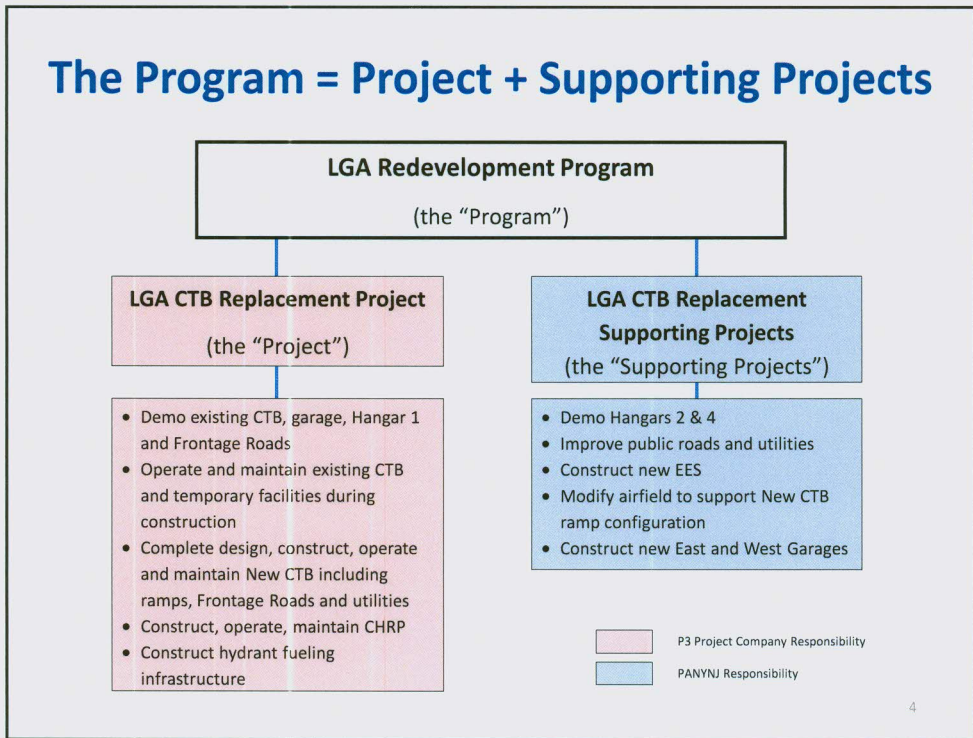
Authority Objectives

- Obtain the best value for money with greatest certainty of Project cost and schedule
- Stage the construction of the Project assets in the CTB area to minimize disruption to patrons and passengers using the existing CTB and the East End Terminals;
- Arrive at an optimal allocation of risks and benefits between the Authority and the Project Company;
- Provide space and facilities in the New CTB at a fair and reasonable cost to the airlines;
- Create an enduring design that:
 - Is innovative and efficient;
 - Can be easily modified as needs and standards change;
 - Will meet current and projected air traffic demand with an appropriate level of service;
 - Will enhance the flexibility and efficiency of aircraft operations; and
- Obtain world class operations expertise that will enable the New CTB to rank at the top of passenger satisfaction surveys.

3

Information Source: RFQ Section 1.1

In choosing to partner with the private sector the Authority hopes to accomplish the objectives set forth on this chart.



Information Source: PBB Section 1.2

The Program is divided into facilities that our private sector partner will be responsible for constructing, operating, maintaining, and partially funding (labeled the “Project”), and “Supporting Projects” that the Authority will undertake on its own. I will describe the Project in a little more detail in a moment.

The Authority expects to work on the Supporting Projects concurrently with certain Project elements. The Supporting Projects include demolition of Hangars 2 and 4, improvements to the circulating public roads that interconnect terminals and connect the airport to the Grand Central Parkway, construction of a new Electrical substation, modifications to the airfield to support the configuration of ramps at the New CTB, and two new garages.

Project Elements

Element	Description
Structural Demolition	<ul style="list-style-type: none"> ▪ Abatement, deconstruction and removal of following structures necessary to make way for New CTB: <ul style="list-style-type: none"> • Existing CTB • Hangar 1 • Existing CTB parking garage • Departures level roadway bridge structures • Decommissioned Central Electric Substation
CTB Replacement	<ul style="list-style-type: none"> ▪ 1.3 million square foot terminal with 35 building contact gates, associated aircraft apron and Frontage Roads
CTB Apron Modifications	<ul style="list-style-type: none"> ▪ 35 new aircraft apron gates, supported by taxi lane system with multiple startup positions and overnight parking accommodations for aircraft, ▪ Integrated with the existing taxiway
Frontage Roads	<ul style="list-style-type: none"> ▪ Multilevel bridge for departures and arrivals traffic, adjacent to the New CTB ▪ HOV lane at grade roadway below
Utilities Within the Project Site	<ul style="list-style-type: none"> ▪ Telecommunications, Water, Natural Gas, Sewer, Storm and Electric service connections into New CTB
Central Heating & Refrigeration Plant (CHRP)	<ul style="list-style-type: none"> ▪ Stand-alone structure to house chillers, hot water generators and other equipment ▪ Replaces and upgrades current plant serving existing CTB
Hydrant Fueling	<ul style="list-style-type: none"> ▪ Installation of underground fueling infrastructure within New CTB ramp area to support future hydrant fueling system at LGA

5

Information Source: PBB Section 4.5

The Project includes the following elements.

To reiterate, with the exception of hydrant fueling and certain utilities, the Project includes design, construction, operation and maintenance responsibility for the Project elements described on this slide and their partial funding.

As underscored in the RFQ, this opportunity does not include the lease of the airfield or other LGA terminals and facilities. The Authority is not seeking to participate in the Federal Aviation Administration's ("FAA") Airport Privatization Pilot Program.

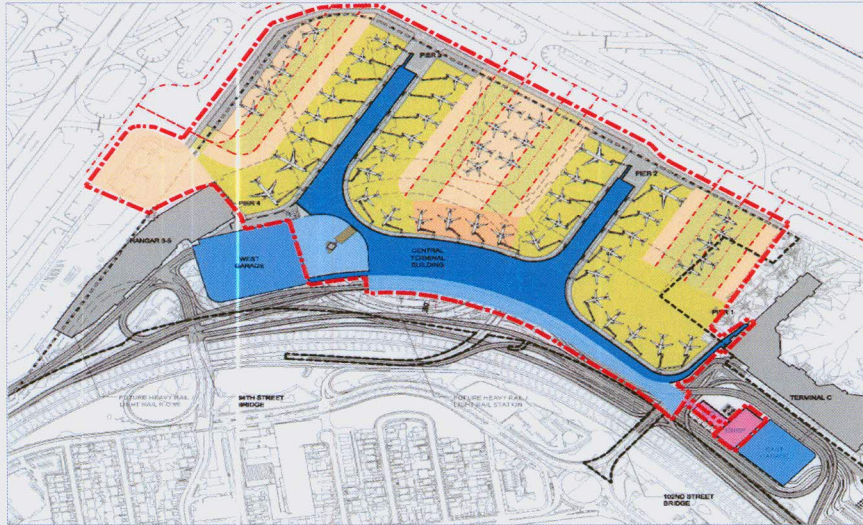
Program Area



Information Source: PBB Section 3.5

The Program area measures approximately 140 acres and extends from the taxiway system to the airport boundary along the Grand Central Parkway (GCP). It includes the area of the existing CTB airside, landside areas, as well as the footprints and aprons of Hangars 1, 2, and 4, and Parking Lots 1, 2, 3, 4, and 5.

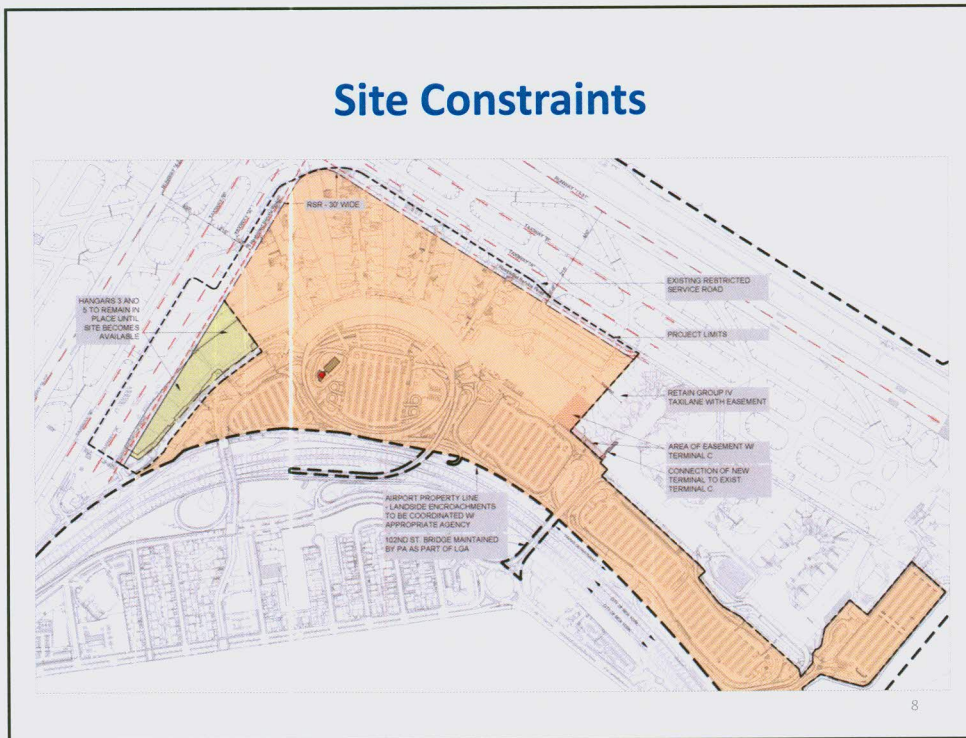
Project Area



Information Source: PBB Section 3.5

The Project area, which is the area encompassing the New CTB and support facilities, measures approximately 97 acres of leasable area. The footprint and apron areas of Hangars 3 and 5 may be considered a part of the Project at a future date.

Site Constraints



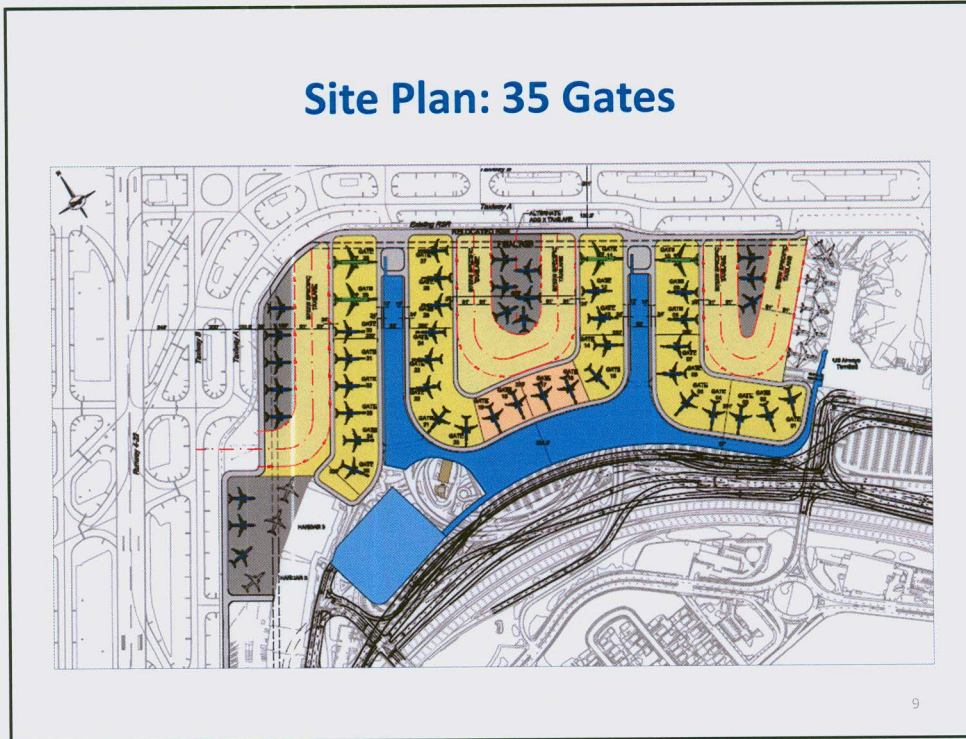
Information Source: PBB Sections 4.4, 4.4.1, 4.4.2

There are several site constraints at the Airport. LGA is constrained from the landside by the airport property line along the GCP, and on the airside by Bowery Bay and Flushing Bay. The airfield is further constrained due to certain Modifications of Standards related to reduced separations between taxiways and other movement areas.

One of the many challenges will be constructing the new terminal and related facilities in very close proximity to the existing terminal which will remain operational during the construction period. Coordinating work among a variety of trades in this limited space and managing the sequencing scheduling and logistics involved with large volumes of construction materials present additional challenges.

The site constraints are described in additional detail in the PBB.

Site Plan: 35 Gates



Information Source: PBB Figure 4-2, Sections 4.3, 5.2, 5.3, 5.5, 6.4, 15.3 and RFQ Section 4.2.2.(f)

Construction of the New CTB is expected to commence no later than 3Q 2014 with a minimum of 20 new gates open to passenger traffic no later than 4Q 2018. Construction of the entire terminal is expected to run through the 4Q 2020 with demolition and construction of all Project elements completed by 4Q 2021.

This diagram illustrates what the site would look like at completion.

On the landside, the Project will include a 1.3 million square foot terminal with:

- 31 Group III and 4 Group IV contact gates;
- 214 equivalent check-in positions (counters and kiosks);
- Checked bag handling system with a centralized in-line baggage screening facility;
- 1,620 linear feet of baggage claim device presentation frontage;
- Two passenger Security Screening Check-Points (SSCP) with a total of 22 lanes;
- Concessions, airline lounges, passenger amenities;
- Operations and support space; and
- Airside holdrooms, secure circulation and bridge gates to serve aircraft stands.

Additionally on the landside, the Project will include Frontage Roads, all utilities and necessary connections required at the CTB, and a new Central Heating & Refrigeration Plant (CHRP) to replace and upgrade the existing plant.

On the airside, the Project will include 35 new apron gates, a taxiway system that includes dual taxilanes or two points of entry for contact gates where possible, the installation of infrastructure for hydrant fueling, Ground Service Equipment storage and other support facilities.

The New CTB is being planned with the underlying assumption that it will be operated on a common use basis, with the possibility of some preferential rights. It is anticipated that common use systems will include airline operational systems such as check-in, gate counters, baggage handling systems, and aircraft boarding bridges and associated airside features. It is also anticipated that tenants (airlines and others) will have exclusive use of – and responsibility for the maintenance of – limited areas of the facility, such as premium passenger lounges, offices and ramp operations spaces, but will not be responsible for public areas, building mechanical, electrical and other systems, and entrance vestibules.

Terminal Operations and Maintenance

- The Authority operates the existing CTB with its own staff and outsourced labor.
- Tenant airlines assume operational and maintenance responsibilities for their exclusive area leaseholds including: airline ticket offices, holdrooms, lounges, office areas, loading bridges, and baggage make-up areas.
- The Authority does not have financial information on the airlines' costs related to their operation and maintenance responsibilities.

O&M Contracts		
CONTRACTOR	SERVICE	EXPIRY DATE
Aviation Safeguards via United*	Secure Access Doors - Alarm Monitoring & Response	Aug. 2013
Guardian	Cleaning	Jul. 2013
Henry Brothers Electronics	Access Control System Maint.	Apr. 2013
Oxford	Baggage Belt Maint., Vehicle Arrest System	Nov. 2012
Aero Snow Removal	Snow Melting and Removal	Oct. 2014
Oxford	Loading Bridge	Nov. 2012
Schindler	Elevator/ Escalator Maint.	Sept. 2014
Signature Technologies	Flight Information Display System Maint.	Oct. 2013

*United is the signatory to a contract with Aviation Safeguards. The Authority reimburses United for its pro-rata share of the CTB.

10

Information Source: PBB Section 13.3

The Authority operates portions of the existing CTB with its own staff and outsourced labor. As part of the Project, operations, maintenance and management of the existing CTB would become the responsibility of the Project Company the Authority ultimately selects through the RFQ/RFP process.

Currently, tenant airlines are responsible for the costs associated with operating and maintaining their exclusive leaseholds. The Authority does not have financial information relating to those costs. Services that have been outsourced to private contractors are listed in this chart which can be found in the PBB.

Historical Financial Performance

Existing CTB - Operating Revenues and Direct Expenses (in '000s)

	2007	2008	2009	2010	2011
Operating Revenues:					
Airline Rents & Charges	\$ 28,901	\$ 29,505	\$ 30,797	\$ 34,029	\$ 33,747
Terminal Concessions	8,571	8,564	7,683	8,141	8,743
Advertising & Telecommunications	4,716	3,713	3,076	3,720	3,763
Other	<u>264</u>	<u>298</u>	<u>408</u>	<u>404</u>	<u>324</u>
Total	\$ 42,451	\$ 42,081	\$ 41,964	\$ 46,294	\$ 46,577
Direct Operating Expenses:					
Labor	1,394	1,653	1,536	1,440	1,433
Contractual Services	5,347	5,589	5,886	5,223	5,879
Utilities	2,534	2,468	2,826	2,785	2,745
Other	<u>723</u>	<u>2,234</u>	<u>647</u>	<u>430</u>	<u>516</u>
Total	\$ 9,998	\$ 11,944	\$ 10,895	\$ 9,878	\$ 10,572
Net Operating Income*	\$ 32,453	\$ 30,137	\$ 31,069	\$ 36,416	\$ 36,005

* Excludes indirect operating expenses (e.g., insurance, airport administrative, Authority allocated and other expenses) and capital charges (e.g., amortization and depreciation).

11

Information Source: PBB Section 13.4

This table which can be found in the PBB presents operating revenues and direct operating expenses in the existing CTB over the past five years. Indirect operating expenses, capital charges and the airlines' costs of operating and maintaining their exclusive space are not reflected in these numbers.

Construction Cost Estimate Summary*

(\$ in millions)

Program Element	Delivery Responsibility		Total Cost
	Project Company (Project)	Port Authority (Supporting Projects)	
Terminal - 35 gates (Demo. Existing)	1,500		1,500
Aeronautical Ramp within Leasehold	100		100
Airside Utilities	20	10	30
Hydrant Fueling Infrastructure	30		
Terminal Frontage Roads	100		100
Demolition: Hangar 1, CTB Garage	20		20
Airfield Modifications		60	60
Roads & Parking Garages/Lots		530	530
Central Heating & Refrigeration Plant	95		95
East End Substation		55	55
Landside Utilities		50	50
Demolition: Hangars 2 and 4		25	25
Totals	\$1,865	\$730	\$2,595

* Construction cost estimates only; includes escalation, design & construction contingency, and general conditions

12

Information Source: PBB Figure 12-1

The Authority has estimated a total cost for the Program of \$3.6 billion including an estimated construction cost of \$2.595 billion, which is highlighted on this Summary.

The cost estimate was derived using a traditional project delivery method with elements procured via D-B-B format with no fast tracking packaging.

The decision to procure the Project using a P3 approach was made with the expectation that this approach would provide both cost and schedule efficiencies that would ultimately reduce the Authority's cost estimate significantly.

Expected Sources of Program Funding

Source	Preliminary Amount for Program	Notes
Authority funds	Not yet defined	<ul style="list-style-type: none"> Authority funds may be used to fund certain elements of the Program
Passenger Facility Charges (PFCs)	Up to \$1.5 billion	<ul style="list-style-type: none"> For elements of Program meeting statutory and regulatory requirements Approximately \$1 billion to the Project, with balance allocated to Supporting Projects Contingent on FAA approval which has not yet been secured by Authority
Equity from Project Company	At least \$200 million	<ul style="list-style-type: none"> Timing, amount, and conditions associated with this Equity to be set forth in the RFP
Special Project Bonds	Not yet defined	<ul style="list-style-type: none"> Special limited obligations of Authority, secured solely by a mortgage of facility rental from the project financed Prior to the issuance, Authority and Project Company would enter into a lease for the premises Neither full faith and credit of Authority, nor its reserve funds, are pledged to the payment of principal and interest on Special Project Bonds

The Authority will request detailed proposals for the funding of the Project in the RFP process

13

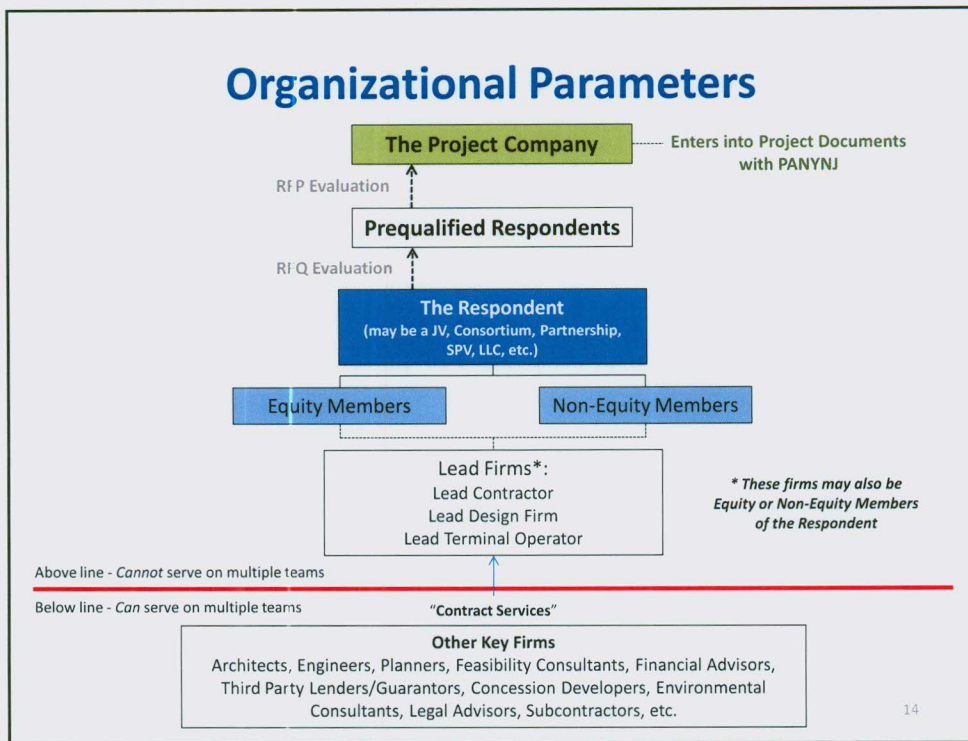
Information Source: PBB Sections 14.2, 14.3.1, 14.3.2, 14.3.3 and RFQ Section 1.1

Funding for the Program would come from a variety of sources, including Authority Funds, PFCs, Project Equity and some form of debt, potentially Special Project Bonds.

The Authority anticipates that a lease for the existing CTB and New CTB would be effective from the date of lease execution through December 30, 2050.

As underscored in the RFQ, the Authority is not seeking an upfront payment in return for the lease of the existing and New CTB. The Authority is instead requiring an Equity contribution to the Project, annual payment of ground rent on a preferential basis, and a share of the net revenues generated by the New CTB in a manner to be negotiated.

The Authority is seeking a contribution of at least \$200 million in equity to the Project from the team we ultimately select.



Information Source: RFQ Section 1.2

We are calling each team submitting an SOQ, in whatever structure it ultimately chooses to legally organize itself, the Respondent.

The Respondent may be composed of members that are providing Equity and members that are not.

Lead Firms are entities that possess the key competencies we are seeking – a lead Contractor, a lead design firm and a lead terminal operator, all of which may or may not be members of the Respondent. These firms and all parties above the red line in this chart cannot serve on multiple bidding teams.

Supporting the Respondent are Other Key Firms providing contract services. These firms may serve on multiple teams if desired.

We expect to choose up to 4 Prequalified Respondents who will be invited to participate in the RFP process.

The entity ultimately selected through the RFP process – The Project Company – will enter into Project Documents with the Authority.

Overview/ Schedule of RFQ Process

Project Action	Date
RFQ Issue Date	October 26, 2012
Registration Cut-Off: Information Meeting & Site Tour	November 9, 2012
Information Meeting & Site Tour	November 15, 2012, 10:00 a.m. EST
Due Date for Submission of Background Qualification Questionnaire	December 3, 2012
Request for Clarification Deadline	December 7, 2012, 2:00 p.m. EST
Receipt of SOQ by the Authority	December 21, 2012, 2:00 p.m. EST
Selection of Prequalified Respondents and Notification of unsuccessful Respondents	1 st Quarter 2013
RFP Issue Date	2 nd Quarter 2013

15

Information Source: RFQ Section 2.0

Here is an overview of the schedule taking us through the RFQ process. The next important date is December 3, when the Background Qualification Questionnaire is due per the instructions in the RFQ.

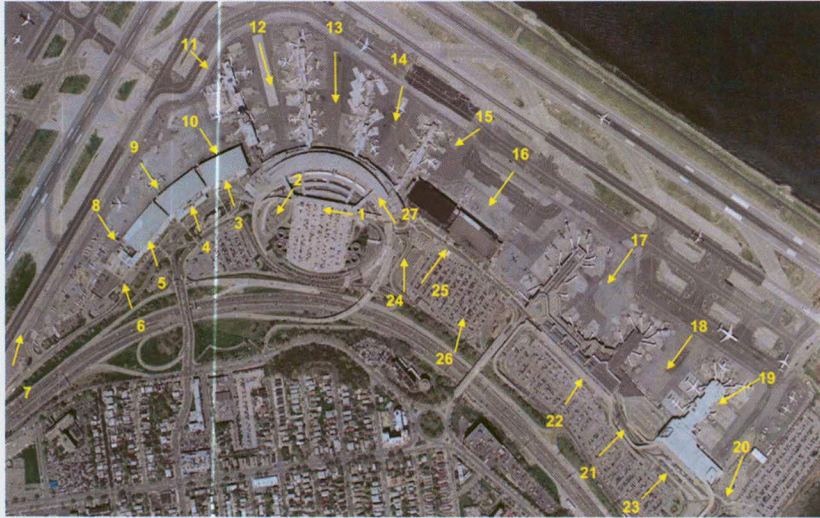
Questions regarding the RFQ are due by 2 pm Eastern Standard Time on December 7.

Your response to the RFQ is due on December 21st at 2 pm Eastern Standard Time.

We expect to notify Respondents of their status some time during the 1st quarter of 2013. Up to 4 Prequalified Respondents will be invited to respond to an RFP which we expect to issue in the second quarter of 2013.

We look forward to your response to this RFQ and wish you the best of luck in this process. We appreciate your interest and your participation. Thank you for coming today.

Site Tour Map and Photo Locations



16

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
TWO MONTGOMERY STREET, 3RD FLOOR
JERSEY CITY, NJ 07302**

Date: November 29, 2012

ADDENDUM # 2

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The following changes are hereby made to the subject RFQ:

1. In Section 2, “OVERVIEW / SCHEDULE OF RFQ PROCESS” delete the existing schedule and replace it with the following:

PROJECT ACTION	DATE
RFQ issue date	October 26, 2012
Registration deadline for Information meeting & site tour	November 9, 2012
Information meeting & site tour	November 15, 2012, 10:00 a.m. EST
Submission of Background Qualification Questionnaire (see Section 4.2.1 (d))	January 9, 2013
Request for Clarification deadline	December 21, 2012, 2:00 p.m. EST
Receipt of SOQ by the Authority	January 25, 2013, 2:00 p.m. EST
Selection of Prequalified Respondents and notification to unsuccessful Respondents	1st Quarter 2013
RFP issue date	2nd Quarter 2013

2. In Section 2.3, entitled “Request for Clarification”, in the first sentence, delete the date “December 7, 2012” and replace with “December 21, 2012”.
3. In Section 2.3, in the third paragraph, delete the words “TO BE PROVIDED BY PROCUREMENT” and replace with the following hyperlink: <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html?tabnum=8>.

4. In Section 2.6, in the first sentence, delete the date, “December 21, 2012” and replace with “January 25, 2013”.
5. In Section 4.1.2(d), in the first sentence, delete the date, “December 3, 2012” and replace with “January 9, 2013”.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT’S NAME: _____

INITIALED: _____

DATE: _____

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
2 MONTGOMERY STREET, 3RD FL.
JERSEY CITY, NJ 07302**

Date: December 12, 2012

ADDENDUM # 3

**TO PROSPECTIVE RESPONDENTS TO RFQ# 31224:
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The following information is available in response to questions submitted by prospective Respondents. The responses should not be deemed to answer all questions that have been submitted by Respondents to the Port Authority. It addresses only those questions that the Port Authority has deemed to require additional information and/or clarification. The fact that information has not been supplied with respect to any questions asked by a Respondent does not mean or imply, nor should it be deemed to mean or imply, any meaning, construction, or implication with respect to the terms.

The Port Authority makes no representations, warranties or guarantees that the information contained herein is accurate, complete or timely or that such information accurately represents the conditions that would be encountered during the performance of the Project. The furnishing of such information by the Port Authority shall not create or be deemed to create any obligation or liability upon it for any reason whatsoever and each Respondent, by submitting its Statement of Qualifications, expressly agrees that it has not relied upon the foregoing information and that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever. Accordingly, nothing contained herein and no representation, statement or promise, of the Port Authority, its Commissioners, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the submittals required by this Request for Qualifications, and the Respondent agrees that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission. In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S NAME: _____

INITIALED: _____ DATE: _____

**QUESTIONS / REQUESTS FOR CLARIFICATIONS / COMMENTS
REGARDING THE REQUEST FOR QUALIFICATIONS
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT
(RFQ #31224)**

Ques #	RFQ Section Reference	Question/Request for Clarification/Comment	Authority Response
1	Clause number 5.2.3 (a) (i) (a)	<p><i>“All operating and maintenance responsibility for at least one Airport Terminal building serving at least 2 million enplaned passengers annually (post-completion and open to passengers) for which responsibility has been held for five (5) years or longer”.</i> This clause read in conjunction with the definition of the term Airport Terminal gives an impression that the requirement has to be fulfilled by a given terminal building continuously for at least 5 years. We request that the Authority clarify that an airport operator would meet the experience requirement if it has served more than the specified number of enplaned passengers at an airport continuously for more than 5 years and the operational passenger terminal buildings at the airport individually served not less than 2Mn enplaned passengers per annum.</p>	<p><i>No, the airport operator as specifically defined in the question does not meet the qualifications listed in section 5.2 in the RFQ. An airport operator would meet the experience requirement if it has operated an airport (with multiple terminal buildings) serving more than 2 million passengers continuously for more than 5 years and if it had a meaningful role in the operation and maintenance of one or more of the terminals.</i></p>
2	N/A	<p>May we join a team now even if we were not part of one of the RFI respondent teams submitting in January 2012?</p>	<p><i>Yes. It is not a requirement to have responded to the RFI in order to participate in the RFQ.</i></p>
3	N/A	<p>Should we approach only airport developers who were part of the successful respondent teams in January, or may we approach other potential developers?</p>	<p><i>No. Because the RFI was not a procurement process, there are no “successful respondent teams”.</i></p> <p><i>See also response to Question #2 above.</i></p>
4	N/A	<p>Has a design concept been completed for the</p>	<p><i>As provided in the “Anticipated Program Schedule” (see</i></p>

		Terminal Replacement?	<i>Section 15.3 of the Project Briefing Book), the Authority anticipates CTB Conceptual Design Completion in the first quarter of 2013.</i>
5	N/A	If a design concept has been completed, will the concept design information be provided to proposers, beyond what is contained within the Project Briefing Book?	<i>The CTB Conceptual Design will be shared with Prequalified Respondents.</i>
6	Definitions and Forms	Can the Lead Design Firm be an Association, with one architect a sub-consultant to the other, whose combined experience meets the experience requirements stated in the RFQ? The RFQ mentions only Joint Ventures, Partnerships or Consortia.	<i>If the Lead Design Firm is an Association with a sub-consultant structure, the experience of the sub-consultant would not count towards meeting the requirements set forth in Section 5.2.2 of the RFQ.</i>
7	PBB	<p>The scope is very broad regarding Operations and Maintenance and we are trying to determine how closely your expectations follow the Canadian or UK models of P3. Is it the intent of the PANYNJ to include the following elements into the final scope and contract?</p> <ul style="list-style-type: none"> • Fully operational responsibility with penalties (or performance deductions) for substandard performance (also known as the 'availability model' of P3) • All Capital Expenditures (also known as Lifecycle) to be included in the proposal and contract for the life of the contract term. Energy Consumption guarantees for the entire life of the contract. 	<p><i>This is not an availability model in that the Authority would not compensate the Project Company via an availability payment. Rather, the Project Company would be compensated from net revenues of the terminal after payment of Authority ground rent (see the Project Briefing Book, Section 14.2) operation and maintenance expenses, debt service and debt related obligations (e.g., funding of reserves) which would be the responsibility of the Project Company. However, the Project Company shall be expected to meet certain performance standards and would incur a penalty for failure to comply with those standards. The penalty would be reflected in an adjustment to the annual sharing of residual revenues between the Authority and the Project Company for the period when the Project Company was not in compliance with such standards.</i></p> <p><i>All necessary Capital Expenditures during the term of the lease will be the responsibility of the Project Company. A comprehensive conditions survey would be undertaken prior to the expiration of the lease and any identified areas of deferred maintenance would need to be addressed prior to the return of the asset to the Authority.</i></p>

			<i>At this time, the Authority does not anticipate that energy consumption guarantees will be a requirement of the lease. However, sustainability is a central concern. Please see Section 10.0 of the Project Briefing Book.</i>
8	BQQ - Question 14 (dates)	Do we have to provide dates during which key people served as a shareholder only or during which they served in any position?	<i>Please provide the dates during which key people served as shareholders in Question 14, and include dates when they served in any other position on an Attachment (see last page of the BQQ).</i>
9	RFQ	Can certain projects be listed in response to more than one question? E.g. on page 33, questions ii. (a.) and ii. (b.) are identical with the sole exception of the age of the project.	<i>Yes. A project listed in 5.2.2(ii)(b) may also be listed in 5.5.5(ii)(a) if the Respondant has only three projects that meet the criteria of 5.2.2(ii)(a).</i>
10	RFQ – Page 34	In the requirements for the Terminal Manager, is it required that the last 5 years in a Senior Management Role are also in an airport with more than 2 million enplaned passengers? Would a candidate with more than 10 years experience in terminals with more than 2 million passengers and in a Senior Management role for the last 5 years but in a smaller airport be qualified? Please confirm.	<i>As set forth in Section 5.2.3(b) of the RFQ, the Terminal Manager must have at least 10 years experience in the operation, maintenance and management of an Airport Terminal with at least 2 million enplaned passengers annually, including the last five years in a senior management role.</i> <i>The senior management role must be at an airport enplaning at least 2 million passengers annually.</i>
11	PBB – Section 3.2.1, Page 6	Can you please provide more detail on the FAA's Final Congestion Management Rule and if or when we can expect the FAA to issue it.	<i>In 2010, the Department of Transportation (DOT) began developing a “Slot Management and Transparency” rule for JFK, LaGuardia, and Newark Liberty to replace the temporary slot control rules under which they have been operating since 2006 for LaGuardia and since 2008 for JFK and Newark. DOT has not submitted a Notice of Proposed Rulemaking as of this date. The temporary rules have been extended twice since 2006 and 2008.</i> <i>The current rules can be found here: <u>JFK and EWR:</u> 74 Fed. Reg. 52132 (Oct. 9, 2009)</i>

			<p>https://www.federalregister.gov/articles/2009/10/09/E9-24235/congestion-management-rule-for-john-f-kennedy-international-airport-and-newark-liberty-international</p> <p><u>LGA:</u></p> <p>74 Fed. Reg. 52134 (Oct. 9, 2009)</p> <p>https://www.federalregister.gov/articles/2009/10/09/E9-24232/congestion-management-rule-for-laguardia-airport</p>
12	PBB – Section 11.0, Page 42	Can you please describe the status of the environmental process.	<i>Details of the Environmental Process will be further described in the RFP.</i>
13	PBB – Section 14.4, Page 49	Can you please clarify the extent of discussions that have taken place between the Authority and the airlines regarding the Project.	<i>As noted in Section 14.1 of the Project Briefing Book, the Authority “has engaged in preliminary discussions with airlines at LGA about the Project”. Input from the airlines has been reflected in the development of the RFQ.</i>
14	PBB – Other	What are the plans with the PANYNJ’s employees working directly at LGA? Would they be given the opportunity to be transferred to ProjectCo? Could the PANYNJ distribute an org chart showing the number and positions of employees working directly at LGA?	<i>Details about Authority staffing will be provided in the RFP.</i>
15	PBB – Other	Are there any shared systems or centralized systems that would need to be separated once the lease agreement is signed? We understand the Procurement, IT, Engineering, Financial, Legal and Public Safety areas are centralized. Are there any other areas centralized or shared amongst PANYNJ entities? Could PANYNJ provide a list of IT systems centralized that would need to be separated from the new leasee?	<i>Details regarding shared or centralized systems will be provided in the RFP.</i>

16	PBB – Other	What would be the expected level of maintenance and service levels for the existing terminal operation before and during construction?	<i>In the Project Briefing Book (see Section 14.4) it is expressly stated that: “The Authority’s standards for the management and operation of the New CTB will be set forth in the Project Documents”.</i>																																								
17	PBB – Other	Could the PANYNJ provide a detailed breakdown of the rates and fees currently in place affecting tenants and airlines?	<table border="1"> <thead> <tr> <th colspan="4" data-bbox="1115 305 1858 354">Authority Fees Charged to Airlines in the CTB as of 2012</th> </tr> <tr> <th data-bbox="1115 354 1325 521"><u>Charge</u></th> <th data-bbox="1325 354 1524 521"><u>Rate</u></th> <th data-bbox="1524 354 1661 521"><u>Annual Increase</u></th> <th data-bbox="1661 354 1858 521"><u>Comment</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="1115 521 1325 630">Gate Apron</td> <td data-bbox="1325 521 1524 630">\$3.02 per sq ft</td> <td data-bbox="1524 521 1661 630">3%</td> <td data-bbox="1661 521 1858 630">Rates set from 2013-2015</td> </tr> <tr> <td data-bbox="1115 630 1325 738">Building Rent</td> <td data-bbox="1325 630 1524 738">\$58.26 per sq ft</td> <td data-bbox="1524 630 1661 738">2%</td> <td data-bbox="1661 630 1858 738">Rates set from 2013-2015</td> </tr> <tr> <td data-bbox="1115 738 1325 824">CHRP</td> <td data-bbox="1325 738 1524 824">\$15.00 per sq ft</td> <td data-bbox="1524 738 1661 824">--</td> <td data-bbox="1661 738 1858 824">Annual estimate</td> </tr> <tr> <td data-bbox="1115 824 1325 933">Common Gate Fee</td> <td data-bbox="1325 824 1524 933">\$910.35 per turn</td> <td data-bbox="1524 824 1661 933">2%</td> <td data-bbox="1661 824 1858 933">Rates set from 2013-2015</td> </tr> <tr> <td data-bbox="1115 933 1325 1042">Paved Land</td> <td data-bbox="1325 933 1524 1042">\$2.50 per sq ft</td> <td data-bbox="1524 933 1661 1042">3%</td> <td data-bbox="1661 933 1858 1042">Rates set from 2013-2015</td> </tr> <tr> <td data-bbox="1115 1042 1325 1151">Unpaved Land</td> <td data-bbox="1325 1042 1524 1151">\$1.25 per sq ft</td> <td data-bbox="1524 1042 1661 1151">3%</td> <td data-bbox="1661 1042 1858 1151">Rates set from 2013-2015</td> </tr> <tr> <td data-bbox="1115 1151 1325 1295">Flight Fee for signatory airlines</td> <td data-bbox="1325 1151 1524 1295">\$7.25 per 1,000 lbs of gross landing weight</td> <td data-bbox="1524 1151 1661 1295">--</td> <td data-bbox="1661 1151 1858 1295">Annual estimate</td> </tr> <tr> <td data-bbox="1115 1295 1325 1383">In-flight Catering</td> <td data-bbox="1325 1295 1524 1383">8%</td> <td data-bbox="1524 1295 1661 1383">--</td> <td data-bbox="1661 1295 1858 1383">On-airport</td> </tr> </tbody> </table>	Authority Fees Charged to Airlines in the CTB as of 2012				<u>Charge</u>	<u>Rate</u>	<u>Annual Increase</u>	<u>Comment</u>	Gate Apron	\$3.02 per sq ft	3%	Rates set from 2013-2015	Building Rent	\$58.26 per sq ft	2%	Rates set from 2013-2015	CHRP	\$15.00 per sq ft	--	Annual estimate	Common Gate Fee	\$910.35 per turn	2%	Rates set from 2013-2015	Paved Land	\$2.50 per sq ft	3%	Rates set from 2013-2015	Unpaved Land	\$1.25 per sq ft	3%	Rates set from 2013-2015	Flight Fee for signatory airlines	\$7.25 per 1,000 lbs of gross landing weight	--	Annual estimate	In-flight Catering	8%	--	On-airport
Authority Fees Charged to Airlines in the CTB as of 2012																																											
<u>Charge</u>	<u>Rate</u>	<u>Annual Increase</u>	<u>Comment</u>																																								
Gate Apron	\$3.02 per sq ft	3%	Rates set from 2013-2015																																								
Building Rent	\$58.26 per sq ft	2%	Rates set from 2013-2015																																								
CHRP	\$15.00 per sq ft	--	Annual estimate																																								
Common Gate Fee	\$910.35 per turn	2%	Rates set from 2013-2015																																								
Paved Land	\$2.50 per sq ft	3%	Rates set from 2013-2015																																								
Unpaved Land	\$1.25 per sq ft	3%	Rates set from 2013-2015																																								
Flight Fee for signatory airlines	\$7.25 per 1,000 lbs of gross landing weight	--	Annual estimate																																								
In-flight Catering	8%	--	On-airport																																								

			In-flight Catering	10%	--	Off-airport	
			Third party service providers	5% of all gross receipts	--	Ex. aircraft maintenance, GSE svcs, snow removal	
18	PBB – Other	Is there any equipment/facility within the CTB and Project Boundaries owned by the airlines or any other third party? Who would be maintaining such equipment?	<i>Please assume that any equipment in the existing CTB located within current airline exclusive leaseholds is owned and maintained by the airlines. Additional information will be provided in the RFP.</i>				
19	PBB – Other	Could the PANYNJ provide a breakdown of the commercial areas assigned under the Federal regulations for Minority, Women and Disabled owned businesses?	<i>Disadvantaged Business Enterprises participation requirements are established by federal law and regulation. Please see section 3.2.6 and 3.2.7 of the RFQ.</i>				
20	N/A	Who is currently responsible for Apron Control? Is the Authority doing this with internal staff or through a third party? Are any of the airlines currently operating from LGA CTB taking on this responsibility themselves?	<i>Ramp Control at the existing CTB is handled by the airlines.</i>				
21	RFQ Page 6	The RFQ document states that "Respondents must periodically monitor the Authority website at TO BE PROVIDED BY PROCUREMENT". Could you please advise which website address this should be.	<i>The website address appears in Section 2.2 of the RFQ. That address is: http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html</i>				
22	RFQ Page 5	"Transportation Project": Can you further elaborate on the interpretation of "construct" in this context please. We would assume that the relevant interpretation, especially in the context of the Project Executive and Project Director roles and their scoring against the points criteria, is the 'management of a public transportation asset, including construction of infrastructure, with particular focus on an Airport Terminal'.	<i>Your interpretation is correct.</i> <i>The Executive Director and the Project Director must have at least 20 years' and 15 years' experience, respectively, in the management of a public transportation asset, including the construction of infrastructure, with particular focus on an Airport Terminal. The last five years of that experience should have been in a senior executive role.</i>				

23	RFQ Page 32 – Section 5.2.2 (a)	Is this text meant to include "Table of Organization" as well as "Technical Organization Chart" (as Lead Firms and Other Key Firms are mentioned and they are more clearly covered in the Table of Organization)	<i>Yes. The Table of Organization, as well as the Technical Organization Chart and Statement of Functional Relationships, will be evaluated pursuant to Section 5.2.2(a) of the RFQ.</i>
24	N/A 11/26	Are there going to be any small business requirements for this solicitation? And if so, do the business have to be located within New York, New Jersey or Pennsylvania? Is Certification in one of those states going to be a requirement for a small business?	<i>No decision has been made regarding small business requirements.</i>
25	N/A 11/26	Once the RFP is released, will there be a pre-proposal conference?	<i>The RFP will be released to Prequalified Respondents only, and therefore attendance at pre-proposal meetings will be limited to Prequalified Respondents.</i>
26	RFQ	We have a deadline for submission of the BQQs on 3 December. Can you clarify please if that deadline is for the electronic submission (email or fax) or for the hard copies?	<i>The BQQ will be accepted by any means by the due date. Please see Addendum No. 2 for revised dates.</i>
27	RFQ	<p>Are BQQ's required of ONLY those firms on our team listed in our SOQ as Equity Members, Non-Equity Members, Lead Firms and Guarantors, and Other Key Firms? There are other non-key firms we are in discussion with but not formally teamed with at this time. It is anticipated that those firms qualifications and experience will be ADDED to our team during the RFP/Proposal phase. Would this assumption potentially disqualify our team based on the below?</p> <p style="text-align: center;">Page 40 of the RFQ, Item 8. RESERVED RIGHTS:</p> <p style="text-align: center;">The Authority reserves to itself all rights (which rights are exercisable by the</p>	<p><i>Yes. BQQs are not required for non-key firms for the RFQ.</i></p> <p><i>No. We are not looking at the non-key firms as part of the RFQ. Other requirements will be addressed in the RFP.</i></p>

		<p>Authority in its sole and absolute discretion) available to it under applicable law, including without limitation, with or without cause and with or without notice, the right to:</p> <p>1. states “Disqualify and Respondent which changes the team structure outlined in its SOQ without Authority Approval.”</p>	
--	--	---	--

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
2 MONTGOMERY STREET, 3rd FLOOR
JERSEY CITY, NJ 07302**

Date: December 24, 2012

ADDENDUM # 4, Revised

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The following information is available in response to questions submitted by prospective Respondents. The responses should not be deemed to answer all questions that have been submitted by Respondents to the Port Authority. It addresses only those questions that the Port Authority has deemed to require additional information and/or clarification. The fact that information has not been supplied with respect to any questions asked by a Respondent does not mean or imply, nor should it be deemed to mean or imply, any meaning, construction, or implication with respect to the terms.

The Port Authority makes no representations, warranties or guarantees that the information contained herein is accurate, complete or timely or that such information accurately represents the conditions that would be encountered during the performance of the Project. The furnishing of such information by the Port Authority shall not create or be deemed to create any obligation or liability upon it for any reason whatsoever and each Respondent, by submitting its Statement of Qualifications, expressly agrees that it has not relied upon the foregoing information and that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever. Accordingly, nothing contained herein and no representation, statement or promise, of the Port Authority, its Commissioners, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the submittals required by this Request for Qualifications, and the Respondent agrees that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S NAME: _____

INITIALED: _____

DATE: _____

**QUESTIONS / REQUESTS FOR CLARIFICATIONS / COMMENTS
REGARDING THE REQUEST FOR QUALIFICATIONS
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT
(RFQ #31224)**

Q#	RFQ Section Reference	Question/Request for Clarification/Comment	Project Team Response
28	N/A	a) A project of this magnitude requires considerable time and expenses to develop a technical proposal and bid. Will the RFP phase include a stipend? b) If so; what is the amount of the expected stipend?	<i>No stipend will be paid</i>
29	N/A	Can you please confirm that in case the Lead Terminal Operator is a 50/50 JV of 2 airport operators sharing equal role and responsibility on operations, references of each of the 2 airport operators can be presented?	<i>Each member of the JV must meet criteria set forth in section 5.2.3 (a) (i) (a).</i>
30	5.2.4(f)	If an investor is a 50/50 JV of companies having financial close experience as per 5.2.4(f) and the JV has between 20% and 30% of the project equity (indirect shareholding of 10 to 15% for each of the companies), would investment and financial closing references of each of the 2 companies be valid for the satisfaction of criteria 5.2.4 (f)?	<i>Yes. It would satisfy the pass/fail criteria in Section 5.2.4(f) of the RFQ. Please note that the experience of all Equity Members would be considered in applying the scoring criteria in Section 5.3.3.</i>
31	N/A	What is the current tariff setting mechanism for each lease and gate agreement?	<i>Of the 35 gates in the CTB, 33 are preferentially leased to individual airlines and 2 are common-use gates. For the preferentially leased gates, airlines pay a per square foot rate for associated space, including hold rooms. At the common-use gates, airlines currently pay approximately \$900 per turn. Airlines also pay on a per square foot basis for other exclusive space that they rent in the terminal. See also</i>

			<i>response to Question #17 in Addendum 3.</i>																																																																
32	N/A	Can you please list all gates at the CTB showing (i) who is the gate "owner" (ii) who is the gate main user (e.g. through sub lease), (iii) whether it is a shared, private and semi private gate and (iv) provide, if possible, gate usage statistics on a gate by gate basis?	<p><i>See response to Question #31 above.</i></p> <table border="1"> <thead> <tr> <th>Gate</th> <th>Lessor</th> <th>User</th> <th>Status</th> </tr> </thead> <tbody> <tr> <td>A2</td> <td>United</td> <td>United</td> <td>Preferential</td> </tr> <tr> <td>A3</td> <td>United</td> <td>JetBlue</td> <td>Preferential</td> </tr> <tr> <td>A4</td> <td>United</td> <td>JetBlue</td> <td>Preferential</td> </tr> <tr> <td>A5</td> <td>Air Canada</td> <td>Air Canada</td> <td>Preferential</td> </tr> <tr> <td>A6</td> <td>Air Canada</td> <td>Air Canada</td> <td>Preferential</td> </tr> <tr> <td>A7</td> <td>Air Canada</td> <td>Air Canada</td> <td>Preferential</td> </tr> <tr> <td>B1</td> <td>Frontier</td> <td>Frontier</td> <td>Preferential</td> </tr> <tr> <td>B3</td> <td>Frontier</td> <td>Frontier</td> <td>Preferential</td> </tr> <tr> <td>B4</td> <td>Port Authority</td> <td>Southwest</td> <td>Common</td> </tr> <tr> <td>B5</td> <td>Port Authority</td> <td>JetBlue</td> <td>Common</td> </tr> <tr> <td>B6</td> <td>Spirit</td> <td>Spirit</td> <td>Preferential</td> </tr> <tr> <td>B7</td> <td>AirTran</td> <td>AirTran</td> <td>Preferential</td> </tr> <tr> <td>B8</td> <td>AirTran</td> <td>AirTran</td> <td>Preferential</td> </tr> <tr> <td>C1</td> <td>American</td> <td>American Eagle</td> <td>Preferential</td> </tr> <tr> <td>C2</td> <td>American</td> <td>American Eagle</td> <td>Preferential</td> </tr> </tbody> </table>	Gate	Lessor	User	Status	A2	United	United	Preferential	A3	United	JetBlue	Preferential	A4	United	JetBlue	Preferential	A5	Air Canada	Air Canada	Preferential	A6	Air Canada	Air Canada	Preferential	A7	Air Canada	Air Canada	Preferential	B1	Frontier	Frontier	Preferential	B3	Frontier	Frontier	Preferential	B4	Port Authority	Southwest	Common	B5	Port Authority	JetBlue	Common	B6	Spirit	Spirit	Preferential	B7	AirTran	AirTran	Preferential	B8	AirTran	AirTran	Preferential	C1	American	American Eagle	Preferential	C2	American	American Eagle	Preferential
Gate	Lessor	User	Status																																																																
A2	United	United	Preferential																																																																
A3	United	JetBlue	Preferential																																																																
A4	United	JetBlue	Preferential																																																																
A5	Air Canada	Air Canada	Preferential																																																																
A6	Air Canada	Air Canada	Preferential																																																																
A7	Air Canada	Air Canada	Preferential																																																																
B1	Frontier	Frontier	Preferential																																																																
B3	Frontier	Frontier	Preferential																																																																
B4	Port Authority	Southwest	Common																																																																
B5	Port Authority	JetBlue	Common																																																																
B6	Spirit	Spirit	Preferential																																																																
B7	AirTran	AirTran	Preferential																																																																
B8	AirTran	AirTran	Preferential																																																																
C1	American	American Eagle	Preferential																																																																
C2	American	American Eagle	Preferential																																																																

			C3	American	American Eagle	Preferential
			C4	American	American Eagle	Preferential
			C5	American	American Eagle	Preferential
			C6	American	American Eagle	Preferential
			C7	United	United	Preferential
			C8	American	American Eagle	Preferential
			C9	United	United	Preferential
			C10	United	United	Preferential
			C11	United	United	Preferential
			C12	United	United	Preferential
			C14	United	United	Preferential
			D1	American	American	Preferential
			D2	American	American	Preferential
			D3	American	American	Preferential
			D4	American	American	Preferential
			D5	American	American	Preferential
			D6	American	American	Preferential
			D7	American	American	Preferential

			D8	American	American	Preferential
			D10	American	American	Preferential
33	PBB 4.2	Can you please provide data regarding Design Day Flight Schedule as mentioned in briefing Book 4.2	<i>Details about the Design Day Flight Schedule will be provided in the RFP.</i>			
34	N/A	a) Please detail what tasks are currently performed directly by the airlines (checking, BHS, Ramp? security, lounge) in terms of maintenance and operations? b) Can you please detail the economic values for these services?	<p>a) <i>As stated in Section 13.3 of the PBB, “Tenant airlines assume operational and maintenance responsibilities for their exclusive area leaseholds including but not limited to airline ticket offices, holdrooms, lounges, office areas, loading bridges, and baggage make-up areas.”</i></p> <p>b) <i>In the same paragraph, please note the final sentence: “The Authority does not have financial information on the airlines’ costs related to their operation and maintenance responsibilities.”</i></p>			
35	N/A	a) We understand that preliminary consultation of airlines have been performed and that a positive feedback has been received? b) Did airlines express any view on the anticipated tariff applied and rules for the setting of such level?	<p>a) <i>The Authority has discussed with airlines on several occasions the current plan for the Central Terminal Building Redevelopment by RFQ/P.</i></p> <p>b) <i>They are generally supportive of the approach although they expressed the view that the eventual tariff level be affordable.</i></p>			
36	N/A	Can you please clarify whether in the future you intend to allocate additional traffic in priority to the CTB and limit migration of traffic from the CTB to other terminals?	<p><i>The Authority will not direct or allocate traffic between and among terminals at LGA.</i></p> <p><i>There is limited space at all LGA terminals.</i></p>			
37	N/A	Can you please inform us as to whether the CTB will benefit in priority of additional slots, should the limit be increased?	<p><i>The FAA order governing the operating limitation currently does not include a protocol for distribution of new or returned slots. However, in recent transactions at EWR and LGA, the FAA gave preference to new entrants or limited incumbents.</i></p>			

38	N/A	Can you please inform us as to whether at the RFP stage the Pre-Qualified bidders will be able to present their bids based on a variant design or based on design currently being performed by the Authority subcontractor and designer?	<i>Pre-Qualified Respondents will be provided with a Conceptual Design (approximately 30%) when the RFP is issued. The Authority and SOM, its Architect Designer, will not engage in further design work beyond that point. Each Pre-Qualified Respondent will use the Conceptual Design as the basis for completing design of the New CTB.</i>
39	N/A	a) the RFQ does not define conditions in which the Respondent composition will be permitted to change (e.g. addition of a new equity member or reallocation of shareholding). b) Can you please clarify the intended process to implement and get approval on such modifications? c) Can you please clarify eventual restrictions to such modifications?	<i>Please see Section 8 Paragraph (l) and (m) of the RFQ.</i>
40	Paragraph 4.2.1 (h)	Is the Joint and Several Liability Letter required of the Lead Design Firm if the Lead Design Firm is contemplating forming a joint venture that will never create a corporate entity and will not be a “Member” of the “Project Company”?	<i>Yes, section 4.2.1 (h) of the RFQ requires a Joint and Several Liability Letter.</i>
41	4.2.4 (b)	Financial Qualifications – Equity Member’s Transportation Project Development and Investment Track Record: Requires a maximum of 5 projects. Form G-2 states a maximum of 6 projects. Please clarify which governs.	<i>Section 4.2.4(b) governs. Please provide five (5) projects.</i>
42	Definitions	The definition of Non-Equity Member is unclear. How is a Non-Equity Member different from a Lead Firm? Does a Lead Contractor who will enter into a DB Contract with the Project Company constitute a Non-Equity Member? Would you be able to provide an example of a Non-Equity Member?	<i>Please see Section 1.2 of the RFQ which defines the salient terms used in your question.</i> <i>Entering into a DB contract by a Lead Contractor does not make such a Lead Contractor an Equity or Non-Equity Member.</i> <i>A Non-Equity Member could be a Lead Terminal Operator, Lead Contractor or Lead Design Firm that is not contributing</i>

			<i>Equity to the Project but is one of the firms constituting the Project Company.</i>
43	5.2.4 (f)	Please confirm that the project is required to have achieved substantial completion in order to meet this pass/fail criteria?	<i>As expressed in the last bulleted point under 5.2.4(f) of the RFQ, if the project has not achieved Final DBO, the Respondent should submit evidence that would “enable the Authority to determine in its sole and absolute discretion that construction of the main portions of the facility is sufficiently complete in accordance with the relevant contract documents and that the facility is fit for its intended purpose.”</i> <i>See also Section 4.5.4(i)(d) if the RFQ.</i>
44	N/A	Could you provide the specification and limitation of each aircraft contact stand at the existing Central Terminal Building (aircraft size, tow-in / push-back operations, constraints on adjacent stands)?	<i>Details regarding the specification and limitation of each aircraft contact stand will be provided in the RFP.</i>
45	N/A	Could you provide the detail of the works currently undertaken by the Authority (extent and schedule)?	<i>Elements of the Program that will be undertaken by the Authority are listed in Section 1.2 of the PBB. Descriptions of each element are provided throughout the PBB (e.g., the East Garage is described in Section 7.6.3; East End Substation in Section 8.2; circulating roadways in Section 7.2 and 7.3) The Anticipated Program Schedule for construction and phasing of the Program including these elements is provided in Section 15 of the PBB.</i>
46	PBB 5.2	Could specific operational procedures be allowed to avoid the following requirements: “no single taxi-lane to serve more than 7 aircraft” and “Provide 24-foot-wide Tail of Stand (TOS) roads”?	<i>The Authority will provide specific guidance that will differentiate between operational requirements and objectives in the RFP.</i>

47		What will be the disposition of the Market Place Development Retail Concessionaire Master lease in the new CTB?	<p><i>The Market Place Development Retail Concessionaire Master lease applies only to the existing CTB. Please see Section 13.2.2 of the PBB.</i></p> <p><i>The Authority recently renewed the agreement with MarketPlace through August 2018, with three one-year options. The agreement is terminable at any time on thirty days notice, although in the event of early termination, the unamortized amount of certain leasehold improvements must be bought-out. The Authority expects, effectively, to transfer this agreement to the Project Company at closing.</i></p>
48		Does the Authority expect the members (in name and quantities) for the “Respondent” to be the same as the “Project Company”?	<p><i>Yes. Please see Section 8 paragraphs (l) and (m) of the RFQ</i></p>
49	Clause 4.2.2 (b)	For the purpose of evaluation (scoring, not for pass/fail), would you also consider the qualifying projects from non-lead contractors? For example a Lead Airport operator would also have constructed transport projects though it will not be sufficient for pass/fail purposes. While pass/fail projects are qualified by lead contractor, would you consider other projects by non-lead members for scoring purposes?	<p><i>If a Respondent fails the Technical Evaluation (see Section 5.2.2 of the RFQ) qualifications of non-lead contractors carry no weight.</i></p> <p><i>If the Respondent passes the Technical Evaluation, the Authority may consider projects from other non-lead contractors but makes no representation as to how or if they would be scored.</i></p>
50	N/A	Could you please elaborate the documents required to be submitted especially for foreign entities. For example, in case of consortium, is there any requirement of ‘Power of Attorney’ given from the respective consortium partner companies for ‘designated representative’?	<p><i>Please see Section 4.2 of the RFQ which sets forth documents to be submitted.</i></p>
51	Clause 4.2.4	As per the clause, ‘All financial statements using a foreign currency must be converted into U.S. Dollars and the conversion method(s) must be explained in an attachment’. Will it be sufficient	<p><i>Only information provided in US currency will be evaluated. Please see Section 4.2.4 (c) (i) through (iv) for specifics on which documents should be provided.</i></p>

		if only relevant portions of the report are converted into USD from local currency?	<i>A Respondent may elect to convert what it believes is relevant. However, if the Authority views the information submitted as insufficient because it is incomplete, or because it limits the Authority's ability to compare the financial capability of the Respondent to other Respondents, the Respondent may not meet the pass/fail criteria in Section 5.2.4, the responsiveness requirement in Section 5.1.2 or the evaluation criteria in Section 5.3.3.</i>
52	N/A	The Authority has provided project phasing description in Project Briefing Book. Are these mandatory or only guiding principles?	<i>Please refer to section 15.4 of the PBB.</i>
53	N/A	Does the consortium have flexibility to add/modify members during the RFP stage?	<i>Please see Response to Question #39 above.</i>
54	Clause 5.2.2 and other similar	It is written Lead Contractor to have experience of 3 projects of value USD 400 mn. Could you please clarify, whether it is USD 400 mn per project or cumulative of three?	<i>This experience is not cumulative; it is per project.</i>

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
TWO MONTGOMERY STREET, 3RD FLOOR
JERSEY CITY, NJ 07302**

Date: January 3, 2013

ADDENDUM # 5

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

SOQs Due Back on January 25, 2013 at 2:00PM EST

The following change is hereby made to the subject RFQ:

In Section 4.2.1, “Submittal Requirements for Part 1: General,” Item (d), “Evidence of submittal of Background Qualification Questionnaire (BQQ),” in the second line after the word, “Member”, add the words “and Lead Firm”.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT’S NAME: _____

INITIALED: _____

DATE: _____

THE PORT AUTHORITY OF NY & NJ
PROCUREMENT DEPARTMENT
TWO MONTGOMERY STREET, 3RD FLOOR
JERSEY CITY, NJ 07302

Date: January 7, 2013

ADDENDUM # 6

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

SOQs Due Back on January 25, 2013 at 2:00PM EST

The following information is available in response to questions submitted by prospective Respondents. The responses should not be deemed to answer all questions that have been submitted by Respondents to the Port Authority. It addresses only those questions that the Port Authority has deemed to require additional information and/or clarification. The fact that information has not been supplied with respect to any questions asked by a Respondent does not mean or imply, nor should it be deemed to mean or imply, any meaning, construction, or implication with respect to the terms.

The Port Authority makes no representations, warranties or guarantees that the information contained herein is accurate, complete or timely or that such information accurately represents the conditions that would be encountered during the performance of the Project. The furnishing of such information by the Port Authority shall not create or be deemed to create any obligation or liability upon it for any reason whatsoever and each Respondent, by submitting its Statement of Qualifications, expressly agrees that it has not relied upon the foregoing information and that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever. Accordingly, nothing contained herein and no representation, statement or promise, of the Port Authority, its Commissioners, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the submittals required by this Request for Qualifications, and the Respondent agrees that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S NAME: _____

INITIALED: _____

DATE: _____

**QUESTIONS / REQUESTS FOR CLARIFICATIONS / COMMENTS
REGARDING THE REQUEST FOR QUALIFICATIONS
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT
(RFQ #31224)**

Q#	RFQ Section Reference	Question/Request for Clarification/Comment	Project Team Response
55	N/A	Is the construction phasing set forth mandated or will the winning bidder be allowed to construct as they see fit so long as it keeps the required gates open?	<i>As part of the RFP, the Authority will issue a Basis of Design Report and a Design Guidelines Report that will clarify the Project requirements for the Landside, Terminal and Airside. These Reports will provide information, both 'prescriptive' and 'descriptive' related to the Conceptual Design.</i>
56	N/A	How many acres of land will the winning bidder be paying ground rent for?	<i>The Project area measures approximately 97 acres of leaseable land for which the Project Company would be expected to pay Ground Rent. This is a preliminary estimate. (See PBB Section 3.5)</i>
57	N/A	Can the suggested design be altered by bidders so long as the three pier concept remains and spacing and gates are as shown?	<i>See response to Question 55.</i>
58	N/A	Can the retail space shown be expanded and altered?	<i>See response to Question 55.</i>
59	N/A	Will the Port Authority share of revenue be judged strictly by the percentage or will revenue generation projections also be considered?	<i>The criteria for evaluating Financial proposals will be described in the RFP, however, the Authority will take into consideration a variety of assumptions including projections of passenger spending.</i>
60	4.2.2(c) and 4.2.3(b)	What is required for 4.2.2(c) and 4.2.3(b)? Is it only the names of the personnel for each listed position?	<i>4.2.2(c) and 4.2.3(b) are not questions requiring an answer. Rather, these two sections provide definitions of Lead Personnel and Other Personnel, and instructions about the information regarding Lead Personnel and Other Personnel that is required elsewhere in the RFQ.</i>
61	Form G-2; 5.2.4(f)	Form G-2 requests projects closed in the last 10 years but 5.2.4(f) requests projects closed within 7 years but in compliance with Form G-2. Is the pass fail requirement 7 or 10 years?	<i>If there is only one Equity Member, such Equity Member must have closed a project within the past 7 years. If there are multiple Equity Members, at a minimum, one of them must have closed a project within the past 7 years. The</i>

			<i>rest could provide projects that have closed within the past 10 years.</i>
62	4.2.4(b)	Form G-2 and 4.2.4(b) are in conflict. Is the maximum number of projects that may be listed 5 or 6?	<i>Please see the Response to Question 41 in Addendum 3.</i>
63	4.2.4(g),	In 4.2.4(g), Letter of Lender’s Support, it is unclear which entities are required to provide the letters. There is some mention of the Respondent and Equity Members. Which entities have to provide these letters? Respondent, Equity Members, Non-Equity Members, Lead Firms, etc.?	<i>Section 4.2.4(g) clearly states that the Letter of Lender’s Support is to be provided by “bond underwriters and/or commercial banks” – entities which presumably would underwrite public debt for the Project or provide commercial loans to the Project.</i>
64	N/A	Please provide further details on the \$1 billion of PFCs understood to be allocated to the privately financed component of this project. Are these PFCs assumed to only come from LGA or other Port Authority airports? Is there an anticipated time horizon that we should assume this \$1 billion will span (10 yrs, 20 yrs, 30 yrs, other?)	<i>Further details regarding PFCs will be provided in the RFP. See PBB 14.3.1.</i>
65	N/A	Does the Authority have a preliminary construction draw schedule over time horizon shown on page 51 of the Briefing Book in same level of detail or greater as the table on page 43? Is there any further breakdown on the \$1.5 billion shown for the terminal to ensure which pieces (or all) that would be PFC eligible?	<i>The Authority will be looking to Prequalified Respondents to provide ideas with respect to drawdowns and cashflow schedules in their responses to the RFP.</i> <i>Further details regarding PFCs will be provided in the RFP. See PBB 14.3.1.</i>
66	N/A	In terms of mechanics for collection, is it correct that the Authority would continue to collect all such PFCs and would pledge the predefined amount of \$1 billion to the Project subject to ongoing transfers from the Port Authority over time?	<i>See response to Question 64.</i>

67	Form E-2 and Section 5.2.2 (b)(i)	Can a project value be described in todays value (Dec. 2012) ? For instance, when a contract price is several years old.	<i>No. Project value should reflect the contract price at the time the project was constructed.</i>
68	N/A	For some of our consortium members, the financial statements (as in 4.2.4.c) are confidential. Based on the RFQ document, these financial statements can be moved to Part 2 of the SOQ. Can you please confirm that it is OK to move Form G-1 to Part 2 as well, given that Form G-1 is a summary of the financial statements.	<i>Section 4.2.5 of the RFQ describes the procedure to obtain confidential treatment of a Respondent’s SOQ. Subject to compliance with Section 4.2.5 of the RFQ, Form G-1 may be moved to Part 2.</i>
69	N/A	<p>Just a clarification regarding the response #42 in Addendum 4 to the RFQ.</p> <p>1) Can you confirm that financial statements and a BQQ will not be required for the Lead Contractor, Lead Design Firm and Lead Terminal Operator where:</p> <p>(i) Lead Contractor will enter into a DB Contract with the Project Company;</p> <p>(ii) Lead Design Firm will enter into a Design Agreement with the Lead Contractor; and</p> <p>(iii) Lead Terminal Operator will enter into a O&M agreement w/ the Project Company.</p> <p>2) Does the PANYNJ envisage either the Lead Contractor or Lead Terminal Operator entering into Direct Agreements w/ the PANYNJ, and would this make the Lead Contractor or the Lead Terminal Operator a Non-Equity Member.</p>	<p><i>1) Please see Addendum No. 5.</i></p> <p><i>2) The Authority does not have any preconceptions of a team structure nor is it proposing one. The principle behind some of the Definitions (e.g., Member and Lead Firm along with their associated definitions) is to make sure the Authority gains sufficient information about the principal actors on each team, namely any Member that would be directly entering into Project Documents with the Authority, or Lead Firms that would be playing a principal role in the execution of the Project regardless of whether or not they are Members. It also wants to ensure that Members and Lead Firms are not participants on multiple teams.</i></p>

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
2 MONTGOMERY STREET, 3RD FL.
JERSEY CITY, NJ 07302**

Date: January 10, 2013

ADDENDUM # 7

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

The addition indicated as highlighted on the attached is hereby made to the response to Question 66 in Addendum No. 6 to the subject RFQ.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S NAME: _____

INITIALED: _____

DATE: _____

**QUESTIONS / REQUESTS FOR CLARIFICATIONS / COMMENTS
REGARDING THE REQUEST FOR QUALIFICATIONS
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT
(RFQ #31224)**

Q#	RFQ Section Reference	Question/Request for Clarification/Comment	Project Team Response
66	N/A	In terms of mechanics for collection, is it correct that the Authority would continue to collect all such PFCs and would pledge the predefined amount of \$1 billion to the Project subject to ongoing transfers from the Port Authority over time?	<p><i>See response to Question 64.</i></p> <p><i>The Authority presently anticipates that it will provide approximately \$1 billion of PFCs to the Project over the course of the construction period.</i></p>

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
2 MONTGOMERY STREET, 3rd FL.
JERSEY CITY, NJ 07302**

January 17, 2013

ADDENDUM # 8

TO PROSPECTIVE RESPONDENTS TO RFQ# 31224

**LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING
REPLACEMENT PROJECT**

SOQs Due Back on January 25, 2013 at 2:00PM EST

1. The following changes are hereby made to the subject RFQ:

In Section 1.2 Definitions, on page 4, skip a space after the definition for “Prequalified Respondent”, and insert: *“Professional Engineer” or “PE” means one who is licensed and registered to practice engineering in New York State as provided by New York State Education Law, Title VIII, Article 145.*

Also on page 4, skip a space after the definition for “Proposal”, and insert: *“Registered Architect” or “RA” means one who is licensed and registered to practice architecture in New York State as provided by New York State Education Law, Title VIII, Article 147.*

In Section 5.2.2 (c) “v” (b), delete the words, “Registered professional engineer or architect qualification in the State of New York” and replace them with the words, “A Professional Engineer or Registered Architect licensed in the State of New York.”

In Section 5.3.2 (a) “i”, “Management and Operations Qualifications and Capability,” change “Section 5.2.3 (b)” to “Section 5.2.3 (a)”.

In Section 5.3.2 (d) “ii”, delete the words, “Statement of Technical Approach” and replace them with “Statement of Management and Operations Approach”.

2. See attached responses to questions.

The following information is available in response to questions submitted by prospective Respondents. The responses should not be deemed to answer all questions that have been submitted by Respondents to the Port Authority. It addresses only those questions that the Port Authority has deemed to require additional information and/or clarification.

The fact that information has not been supplied with respect to a question asked by a Respondent does not convey, nor should it be deemed to convey, any meaning, construction or implication.

The Port Authority makes no representation, warranty or guarantee that the information contained herein is accurate, complete or timely or that such information accurately represents conditions that would be encountered during the performance of the Project. The furnishing of such information by the Port Authority shall not create or be deemed to create any obligation or liability upon it for any reason whatsoever and each Respondent, by submitting its Statement of Qualifications, expressly agrees that it has not relied upon the foregoing information and that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever. Accordingly, nothing contained herein and no representation, statement or promise of the Port Authority, its Commissioners, officers, agents, representatives or employees, oral or in writing, shall impair or limit the effect of the warranties of the submittals required by this Request for Qualifications, and the Respondent agrees that it shall not hold the Port Authority liable or responsible therefor in any manner whatsoever.

This communication should be initialed by you and annexed to your Statement of Qualifications upon submission.

In case any Responding Teams fails to conform to these instructions, its Statement of Qualifications will nevertheless be construed as though this communication had been so physically annexed and initialed.

THE PORT AUTHORITY OF NY & NJ

RESPONDENT'S NAME: _____

INITIALED: _____

DATE: _____

**QUESTIONS / REQUESTS FOR CLARIFICATIONS / COMMENTS
REGARDING THE REQUEST FOR QUALIFICATIONS
LAGUARDIA AIRPORT CENTRAL TERMINAL BUILDING REPLACEMENT PROJECT
(RFQ #31224)**

Q#	RFQ Section Reference	Question/Request for Clarification/Comment	Project Team Response
70	5.2.2 (c) v	In terms of meeting the requirement that the Design Manager must be a registered professional engineer or architect in New York State, will the Port Authority accept evidence of ‘registration in progress’? Does licensure for this specific individual need to be in hand at the time of submittal, or can the criteria be met with proof of filing an application and a NY license secured by the contract award date?	<p><i>The Design Manager must be a licensed Professional Engineer (“PE”) or Registered Architect (“RA”) who is both licensed and registered in New York State (“NYS”). The Authority may in its sole discretion accept an engineer or architect licensed and registered to practice in another state who through reciprocity or otherwise demonstrates his ability to and does obtain a NYS license and registration. In the latter case, however, Respondents must also submit an alternate candidate who is a currently licensed and registered PE or RA in NYS in the event that the first candidate is not able to obtain the required NYS license.</i></p> <p><i>See also the change to Section 5.2.2. in Addendum No. 8.</i></p>
71		If the Design Manager comes from a firm that is sub-contracted to the Lead Design firm, will the Port Authority accept his/her credentials as meeting the requirements for this position?	<p><i>No. The Design Manager must come from the Lead Design firm.</i></p>