

THE PORT AUTHORITY OF NY & NJ

**REQUEST FOR QUALIFICATIONS
FOR
GOETHALS BRIDGE REPLACEMENT PROJECT
(RFQ #22697)**

October 2010

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1. INTRODUCTION

The Port Authority of New York and New Jersey (the "Port Authority" or "Authority") is an agency of the States of New York and New Jersey, created and existing by virtue of the Compact of April 30, 1921, made by and between the two States, and thereafter consented to by the Congress of the United States.

The Goethals Bridge, originally designed for narrower vehicles and local traffic movements, has become increasingly deficient in accommodating the markets it serves. As early as the mid-1980s, the Authority recognized that the bridge had become functionally and physically obsolete. In addition, deteriorated traffic conditions and relatively higher accident levels on the bridge were attributed to ever-increasing traffic volumes, including truck traffic. In response to these conditions, the Authority undertook an analysis of potential alternative improvements for the Staten Island Bridges, and an environmental review of the alternatives was undertaken in the early 1990s.

As a result of those studies, the Authority initiated an environmental process for a new Goethals Bridge between 1994 and 1997. The project was stalled for several years due to unresolved issues, but the need for modernization of the Goethals Bridge continued. Under a new environmental process initiated in 2004, and for which final environmental clearance is expected shortly, the Authority seeks a total replacement of the existing Goethals Bridge.

The Authority provides transportation, terminal and other facilities of trade and commerce within the Port District. The Port District comprises an area of about 1,500 square miles in both States, centering about New York Harbor. The Port District includes New York City and Yonkers in New York State, and the cities of Newark, Jersey City, Bayonne, Hoboken and Elizabeth in the State of New Jersey, and over 200 other municipalities, including all or part of seventeen counties, in the two States. The Authority manages and/or operates all of the region's major commercial airports (Newark Liberty International, John F. Kennedy International, Teterboro, LaGuardia and Stewart International Airports, marine terminals in both New Jersey and New York (Port Newark and Elizabeth, Howland Hook and Brooklyn Piers); and its interstate tunnels and bridges (the Lincoln and Holland Tunnels; the George Washington, Bayonne, and Goethals Bridges; and the Outerbridge Crossing), which are vital "Gateways to the Nation."

In addition, the Port Authority operates the Port Authority Bus Terminal in Manhattan, the largest facility of its kind in the world, and the George Washington Bridge and Journal Square Transportation Center bus stations. A key link in interstate commuter travel, the agency also operates the Port Authority Trans-Hudson Corporation (PATH), a rapid rail transit system linking Newark, and the Jersey City and Hoboken waterfronts, with midtown and downtown Manhattan. A number of other key properties are managed by the Authority including but not limited to a large satellite communications facility (the teleport) in Staten Island, and a resource recovery co-generation plant in Newark, New Jersey. Prior to September 11, 2001, the Port Authority's headquarters were located in the World Trade Center, and that complex is still owned and being partially redeveloped by the Authority.

The Authority released a Request for Information on May 12, 2010 regarding a proposed future solicitation to design, build, finance and maintain the replacement Goethals Bridge. The Authority sought and obtained the industry's perspective and feedback on the project. Organizations that did not respond to the Request for Information are not precluded from participating in the procurement process that is initiated through the issue of this RFQ. Any information previously provided through the Request for Information or any other channel that conflicts with this Request for Qualifications ("RFQ") should be disregarded.

The Authority hereby requests the submittal of Statements of Qualification ("SOQ") from entities ("Responding Teams") desiring to design, construct, finance and maintain the replacement Goethals Bridge.

The Authority will notify teams responding to this RFQ of the resulting outcome on or about January 14, 2011.

It is presently anticipated that draft RFP document(s) will be available to Prequalified Teams in Q1 2011, that final RFP documents will be available during Q3 2011 and that all design and construction under the Project Agreement be completed no later than during 2017.

2. DEFINITIONS

Developer – The entity selected by the Authority for execution of a Project Agreement and performance of the services contemplated therein.

Engineer of Record – The licensed Professional Engineer in the State of New York and the State of New Jersey employed by the Lead Engineering Firm responsible for preparing final engineering drawings and design specifications and providing drawings of record for the Project.

Equity Member – A member of a Responding Team that will contribute shareholders' equity to the Developer as part of the financing plan for the Project.

FOI – Freedom of Information policy and procedure which can be accessed at <http://www.panynj.gov/corporate-information/pdf/Freedom-of-Information-Policy-and-Procedure.pdf>

Guarantor – The entity providing a guarantee pursuant to Section 5.3.2(e).

Lead Contractor – The member of the Responding Team, whether a single entity or a joint venture, primarily responsible for the construction of the Project.

Lead Engineering Firm – The member of the Responding Team, whether a single entity or a joint venture, primarily responsible for the design and engineering of the Project.

Lead Operations & Maintenance Firm – The member of the Responding Team, whether a single entity or a joint venture, primarily responsible for maintenance and operation obligations as set forth in the Project Agreement.

Major Non-Equity Member – Any or all of the Responding Team's Lead Engineering Firm, Lead Contractor and Lead Operations & Maintenance Firm except where any of these entities qualify as an Equity Member.

Prequalified Teams – Responding Teams submitting Statements of Qualification that are subsequently selected by the Authority to submit Proposals.

PIM or Project Information Memorandum – A non-binding, supplementary document released in conjunction with this RFQ. The PIM contains provisional information about the project and its status.

Project Agreement – The contract the Port Authority will enter into with the Developer upon successful completion of the procurement process to design, build, and maintain the Project.

Proposals – Proposals submitted by Prequalified Teams in response to the RFP.

Request for Proposals (RFP) – The solicitation that may be issued by the Authority to Prequalified Teams which will outline Proposal requirements.

Responding Teams – Companies, teams, joints ventures, partnerships or consortia submitting SOQs in response to this RFQ.

Similar Scope and Complexity - A Roadway Bridge with multiple travel lanes, multiple spans and a main span of at least 600 feet.

Statement of Qualifications (SOQ) – Qualifications package submitted by Responding Teams in response to this RFQ.

Transportation Project – A project for construction of highways, bridge structures, and related infrastructure. Rehabilitation projects must include major reconstruction of roadways, bridges and related infrastructure. (Projects comprised entirely or almost entirely of Intelligent Transportation Systems or Electronic Toll Collection or similar type of electronic system shall not qualify.)

3. PROJECT INFORMATION

3.1 Scope of Project

The services of the Developer shall include, but are not limited to designing, building, financing and maintaining a replacement Goethals Bridge together with the demolition and disposal of the existing bridge upon completion of the new facility (the “Project”).

The Developer shall deliver the Project efficiently and economically through an approach that:

- integrates design, construction and operational aspects as required to minimize life cycle costs, while maximizing service life;
- optimizes risk allocation between the parties; and
- generates savings through private sector innovation.

3.2 Project Constraints

The following provides a summary of principal Project constraints, further details of which are provided in the PIM, together with the Authority’s illustrative design.

The main span of the replacement bridge shall have a minimum span length of 900 ft between piers.

The navigational clearance to the replacement bridge shall be a minimum of 137.90 ft measured above mean high water (MHW) at the channel center. The design speed shall be 60 mph and the Authority will not consider deviations from geometric standards.

The Project is subject to aviation constraints. The maximum height for the replacement bridge towers and any appurtenance shall be 272 ft above mean sea level (MSL). No object attached to the top of the replacement bridge may exceed 272 ft above MSL. The Authority will provide guidelines in the RFP describing the discussions already held with the FAA and commercial carriers on this subject. Third party agreements would be needed to support an application for temporary construction work exceeding the 272 ft permanent height limitation.

The design concept advanced by the Authority and described in the Final Environmental Impact Statement (FEIS) envisions a replacement bridge that includes two general purpose 12 ft lanes, one 12 ft Managed Use Lane, a 12 ft outer shoulder, and a 5 ft inner shoulder in each direction. The bridge would also include a 10 ft bike and pedestrian facility.

The replacement bridge shall be designed in a manner that does not preclude a future transit corridor with a minimum clear width of 27 ft (29 ft with barriers). The bike/pedestrian walkway shall be a minimum of 10 ft and located on the North side of the structure. The maximum out-to-out width of the deck shall not exceed 210 ft.

The Authority has determined that the replacement bridge will be built to the south of the existing bridge. The existing bridge would remain in place during construction. Demolition of the existing bridge and its dolphin protection system is included as part of the scope of work.

Pier location footprints of approach spans may be subject to some amendment as compared to that depicted in the FEIS, but would need to comply with constraints such as wetlands impacts.

4. PROCUREMENT PROCESS

4.1 Procurement Considerations for Responding Teams

4.1.1 Shortlisting and Notification

The Authority will evaluate the SOQs and determine, according to criteria outlined herein, which teams are prequalified to receive and respond to the subsequent RFP. The Authority intends to shortlist no more than four Prequalified Teams.

Notification as to whether a Responding Team has been prequalified will be made only by a notice in writing, signed by the Manager, Construction Contract Awards on behalf of the Authority and mailed or delivered to the office designated by the Responding Team in its response to this RFQ.

4.1.2 Responding Team Structure and Joint Ventures

There shall be only one Lead Contractor, one Lead Engineering Firm and one Lead Operations & Maintenance Firm within a Responding Team.

The Authority will entertain requests for prequalification from a Responding Team being a consortium, partnership or any other form of joint venture subject to the requirements set forth in Sections 5.3.1.

4.1.3 Responding Team Conflict of Interest

If a Responding Team, including any employee, agent or subcontractor of a Responding Team, may have a possible conflict of interest or may give the appearance of a possible conflict of interest, the Responding Team shall include in its SOQ a statement indicating the nature of the conflict. The Authority reserves the right to disqualify the Responding Team in its entirety if, in its sole discretion, any interest disclosed from any source could create a conflict of interest or give the appearance of a conflict of interest. The Authority's determination regarding any questions of conflict of interest shall be final.

The following entities and individuals are precluded from submitting an SOQ and from participating as an Equity Member, Major Non-Equity Member, or subcontractor/sub-consultant to a Responding Team:

- (a) Any consultant firm that has been contracted by the Authority to serve as a primary technical consultant in the development of procurement documents, evaluation criteria, or technical criteria for the Project is prohibited from participating in any capacity on a Responding Team for the Project.
- (b) Any entity that is a parent, affiliate, or subsidiary of any of 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, or technical criteria for the Project is prohibited from participating in any capacity on a Responding Team.

4.1.4 Participation on more than one Responding Team

Equity Members and Major Non-Equity Members shall not participate in any capacity on more than one Responding Team. 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.

4.1.5 Disclosure of Ownership among Entities on Different Responding Teams

If any entity on one Responding Team has non-controlling, but direct or indirect ownership in any entity on another Responding Team, such ownership must be immediately disclosed to the Authority. The Authority will evaluate whether such ownership could potentially affect fair competition in this procurement.

A Responding Team comprising one or more members with direct or indirect links to an entity on another Responding Team shall provide comprehensive, detailed information 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 shall then, in its sole discretion, determine whether the corporate relationship between the two (or more) Responding Teams' entities prohibits

participation in the procurement. The Authority may request additional information and/or assurances as it deems appropriate to make such a determination.

Any corporate ownership changes occurring during the course of this RFQ that give rise to any of the circumstances described above must be immediately disclosed to the Authority. Failure to promptly disclose such ownership changes may result in disqualification of the Responding Team(s) and subject the affected Responding Team to the prohibitions, requirements and provisions herein. Upon disclosure of any ownership changes by any Equity Member and/or Non-Equity Member, the Authority shall, in its sole discretion, evaluate and determine whether such ownership change potentially affects the fair competition of this procurement.

4.1.6 Licensing and Certification of Design Firms

The firm employing the Engineer of Record and the firm employing the Independent Bridge Check Engineer must have all required New Jersey, New York State and New York City certifications and / or licenses to perform the work in accordance with codes, rules and regulations, if applicable.

4.1.7 Clarification Questions

Any question by a Responding Team shall be sent by e-mail to Ms. Laurie Spencer at [lspencer@panynj.gov](mailto: lspencer@panynj.gov) any time prior to 2:00 p.m. EST on November 5, 2010.

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. If interpretation or additional information is required, it will be communicated by written addendum issued by the Manager, Construction Contracts Awards Division, Procurement Department, and such writing shall form a part of this RFQ, and the accompanying documents, as appropriate.

Responding Teams must periodically monitor the Authority website at <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html?tabnum=4> to ensure awareness of changes, if any.

4.2 Considerations for Prequalified Teams

4.2.1 Release of Draft RFP

The Authority anticipates release of a draft RFP to Prequalified Teams for review and comment. Following receipt of written comments/questions by said teams, the Authority may schedule one-on-one and/or group fact-finding meetings to exchange ideas and to discuss issues raised.

4.2.2 Payment for Work Product

The Authority intends to pay or arrange for payment to each Prequalified Team that submits a responsive Proposal but is not selected for execution of a Project Agreement an amount not to exceed \$1,000,000. The RFP will set forth the terms of the payment, in return for which the Authority intends to reserve the right to use, as it deems appropriate, any of the concepts or ideas contained within the Proposals submitted by unsuccessful Prequalified Teams. The payment is not intended as full compensation to the unsuccessful Prequalified Team(s) for the cost of preparing a Proposal.

4.2.3 Compliance with Laws and Regulations

It will be a requirement of the RFP that the Lead Contractor (and if a joint venture, all participants) must comply with all provisions of federal, state, municipal, local and department laws, ordinances, rules, regulations and orders, as will be more fully described in the RFP.

In addition, the services of the Developer shall comply with all local, state and federal codes, ordinances, and other requirements that would be in effect if the Authority were a private corporation, as appropriate.

4.2.4 Prequalified Team Conflict of Interest

The conflict of interest considerations set forth in Section 4.1.3 for Responding Teams shall apply also to Prequalified Teams and the specified prohibitions shall remain in place for a period up to and including the date the Authority executes a Project Agreement or when the Authority determines that any such conflict no longer exists, whichever is earlier.

4.2.5 Participation on more than one Prequalified Team

Equity Members and/or Major Non-Equity Members shall not participate in any capacity on more than one Prequalified Team. 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 Prequalified Team that fails to comply with this prohibition may be disqualified from submitting a Proposal.

4.2.6 Disclosure of Ownership among Entities on Different Prequalified Teams

The considerations regarding disclosure of links among entities as set forth in Section 4.1.5 shall apply also to Prequalified Teams. Any ownership changes occurring during the course of the RFP that give rise to any of the circumstances described shall be immediately disclosed to the Authority. Failure to promptly disclose such ownership relationships or changes may result in disqualification of the Prequalified Team(s).

4.2.7 Federal Requirements

The Authority recognizes that Prequalified Teams may wish to consider federal programs, including TIFIA credit assistance and private activity bonds, as part of their financing plans. To the extent a Prequalified Team's financing plan includes federal financing, the Prequalified Team will be obligated to comply at its cost with any corresponding federal laws, regulations or other conditions applicable to the selected federal financing source.

4.2.8 Liability, Insurance and Bonds

The Authority anticipates that the Project Agreement will require the Developer to assume liabilities, to provide 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.

4.2.9 Minority and Women-Owned Business Enterprises

It is the policy of the Authority 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 Port Authority, through its Office of Business and Job Opportunity, conducts its own certification process rather than accept the certification of any other jurisdiction. In cases where the Authority contracts and purchases with funds received from the U.S. Department of Transportation through federal agencies, the Authority must comply with the Code of Federal Regulations (CFR) Part 26 regarding Disadvantaged Business Enterprises. It is anticipated that MBE/WBE or DBE goals, as appropriate, will be included in the Project Agreement.

4.2.10 Confidential and Privileged Information

Prequalified Teams in the preparation of Proposals and subsequently the Developer may require access to Port Authority Confidential and Privileged Information. Confidential and Privileged Information is information belonging to the Port Authority that, if it were subject to unauthorized access, modification, loss or misuse could seriously damage the Authority, public safety, or homeland security. Protecting this sensitive information requires the application of uniform safeguarding measures to prevent unauthorized disclosure and to control any authorized disclosure of this information within the Authority or when released by the Authority to outside entities. These procedures are identified in the Authority's "Information Security Handbook". For reference, the Information Security Handbook may be accessed on the procurement website at <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html?tabnum=4>.

To that end, the Authority maintains a secure collaborative Program Website called Livelink to store, share and distribute all Project documentation. For any information deemed to be Confidential & Privileged Information / Sensitive Security Information, Livelink is the only acceptable means of electronically distributing and sharing such information. Each Prequalified Team and each participant in a joint venture will be required to designate a Security Information Manager ("SIM") responsible for identifying members of their 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 their firm'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 Prequalified Team.

Notes on security and personnel requirements:

- The Information Security Handbook requires that certain criteria be met prior to being granted access to Confidential Information. Generally, an individual must be a U.S. Citizen, or be an alien who has been lawfully admitted for permanent residency or employment (indicated by immigration status), as evidenced by Immigration and Naturalization Service documentation, or be 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 § 3.2 of the Information Security Handbook for details on this policy and the process for waiver.

- Prequalified Teams in the preparation of Proposals and the appointed Developer performing work under the Project Agreement should be aware that background checks will be required of all individuals who work on the Project (both on site and off site). 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 receive a high clearance level.

5. SOQ FORMAT, CONTENT AND SUBMITTAL REQUIREMENTS

5.1 General Instructions

SOQs submitted in response to this RFQ shall provide enough information about the requested items so as to allow the Authority to evaluate and prequalify the Responding Teams based on the criteria set forth herein.

SOQs shall be written in the English language only and shall provide cost and revenue references in United States of America dollar denominations.

For the purposes of this RFQ, all Responding Teams must employ the referenced "Form" documents as required, and as included in this RFQ. All requested information shall be provided by the Responding Teams, as appropriate.

Where page restrictions are provided, information shall be submitted in 12 point font or larger. Any information included in the proposal that exceeds page limits set out in this RFQ will be disregarded by the Authority.

5.2 Contents and Organization

The SOQ shall contain two separately labeled parts. Part 2 shall contain any information for which a Responding Team requests confidential and proprietary status (See Sections 5.4 (a) and (b) below). Part 1 shall contain all other required information.

Part 1 of the SOQ shall be divided into three sections: (1) General; (2) Financial; and (3) Technical. Each section shall be submitted in a separate binder subdivided by distinguishable tabs as needed.

5.3 Part 1 Submittal Requirements

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

List of Submittal Requirements	
5.3.1: General	a. Contact Information
	b. Form A - Transmittal Letter
	c. Forms B and B-1 - Information on Equity Members, Major Non-Equity Members, and Guarantors
	d. Evidence of electronic submittal of BQQ
	e. Teaming Agreement - Responding Team(if applicable)
	f. Teaming Agreements – Lead Contractor, Engineering Firm or O&M Firm(if applicable)
	g. Joint and Several Liability Commitment – Responding Team (if applicable)
	h. Joint and Several Liability Commitment(s) – Lead Contractor, Engineering Firm, or O&M Firm (if applicable)
	i. Table of Organization
	j. Form E – Responding Team and Key Personnel References
	k. Form F - Agreement on Terms of Discussion
5.3.2: Financial	a. Form C-1 - Financial Qualifications – Equity Member’s Experience
	b. Form C-2 - Financial Qualifications – Summary Financial Information
	c. Financial Statements
	d. Credit Rating (if applicable)
	e. Letter of Parent Company support (if applicable)
	f. Equity Funding Letter
	g. Letters of Lenders’ Support
	h. Surety Letter
	i. Statement of Financial Approach
	j. Form C-3 - Equity Members’ Track Record
5.3.3: Technical	a. Form D-1 - Technical Qualifications Design
	b. Form D-2 - Technical Qualifications Construction
	c. Form D-3 - Technical Qualifications O&M
	d. Organization Chart
	e. Personnel Qualifications
	f. Statements of Personnel Commitment
	g. Statement of Technical Approach
	h. Experience Modification Rate

5.3.1 Submittal Requirements for Part 1: General

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

- (a) Contact Information indicating the name, title, firm name, address, telephone number, facsimile number and e-mail address for **one** designated member of the

Responding Team responsible for receiving official notices in relation to the Project on behalf of its Responding Team.

- (b) Form A – Transmittal Letter: A duly authorized official or representative of the Responding Team must execute the transmittal letter in blue ink. For Responding Teams that are joint ventures, partnerships, limited liability companies, consortia, or other associations, the transmittal shall have appended to it letters on the letterhead stationery of each Equity Member or Major Non-Equity Member, executed by authorized officials of such Equity Member or Major Non-Equity Member, stating that representations, statements and commitments made by the lead firm on behalf of the Equity Member or Major Non-Equity Member have been authorized by, are correct, and accurately represent the role of the Equity Member or Major Non-Equity Member in the Responding Team.
- (c) Forms B and B-1 – Information Regarding Equity Members, Major Non-Equity Members and Guarantors. Complete a single Form B containing the summary information and separate B-1 forms for each Equity Member, Major Non-Equity Member and the Guarantor of these entities (if any), in accordance with Form B-1 instructions.

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

- (d) Each Equity Member and Major Non-Equity Member of the Responding Team 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 November 15, 2010. This document and instructions for submitting the completed BQQ to the Authority's Office of Inspector General are attached hereto and can also be obtained at the Authority's website through the following link: <http://www.panynj.gov/business-opportunities/bid-proposal-advertisements.html?tabnum=4>
- (e) Teaming Agreement – Responding Team (if applicable). If the Responding Team is a consortium, partnership or any other form of a joint venture, the SOQ shall contain an executed teaming agreement, or alternatively, if the entities making up the Responding Team have not executed a teaming agreement, the SOQ shall contain a summary of key terms of the anticipated agreement.
- (f) Teaming Agreement – Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (if applicable). If any of the Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm is a joint venture, 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 – Responding Team (if applicable). If the Responding Team is a consortium, partnership or any other form of a joint venture,

or an association that is not a legal 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 legal entity is formed as the Developer.

- (h) Joint and Several Liability Letter - Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (if applicable). If any of the Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm is a joint venture, or an association that is not a legal 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 legal entity is formed as the Developer.
- (i) Table of Organization - The Equity and Major Non-Equity Members of the Responding Team shall be portrayed in a table of organization. The percentage of shareholding among the Equity Members shall be indicated, as well as the percentage of shareholding for each of the Major Non-Equity Members in instances where the Lead Contractor, Lead Design Firm and Lead Operations & Maintenance Firm are joint ventures. In addition, any Equity or Major Non-Equity Member receiving a parent company guarantee shall provide a table of organization showing the relationship between the Equity or Major Non-Equity Member and its parent entity.
- (j) Form E – Responding Team and Key Personnel References. The SOQ shall contain a completed Form E consolidating all of the references required. This should include references for all project experience listed on Forms C-1, C-3, D-1, D-2 and D-3 and three references for each Key Personnel position listed in Section 5.3.3 (e). For the Key Personnel, references shall be previous owners or clients with whom these individuals have worked within the past 10 years (including at least one reference from the past 5 years). All references provided on Form E shall include the name, position, company or agency and current addresses, phone and fax numbers, and e-mail.
- (k) Form F – A duly authorized official or representative of the Responding Team must execute the Agreement on Terms of Discussion in blue ink. For Responding Teams that are joint ventures, partnerships, limited liability companies, consortia, or other associations, additional copies executed by authorized officials of such Equity Member or Major Non-Equity Member shall also be submitted.

5.3.2 Submittal Requirements for Part 1: Financial

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

- (a) Financial Qualifications – Equity Member's Experience. Provide details for a maximum of 6 projects in compliance with the requirements set forth in Form C-1 and Section 6.1.
- (b) Financial Qualifications – Summary Financial Information. Provide summary financial information for all Equity Members and Major Non-equity Members for financial years 2007, 2008 and 2009 in compliance with Form C-2 requirements.

- (c) Financial Statements (except to the extent the Responding Team requests confidential status and therefore includes in Part 2) shall be provided in a separate notebook/binder. Responding Teams are encouraged to submit financial statements electronically and to avoid, to the extent possible, large and unwieldy notebooks. If the relevant entities have received full parent guarantees as evidenced in Form B and by parent guarantee letters as described in Section 5.3.2 (e) below, then financial statements need be submitted only for the parent entity.

Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below. If the Responding Team is a newly formed entity and does not have independent financial statements, financial statements for the Equity Members shall be sufficient (and the Responding Team shall expressly state that the Responding Team is a newly formed entity and does not have independent financial statements). Financial statements must be provided in U.S. Dollars. If audited financial statements are not available for an Equity Member or Major Non-Equity Member, the SOQ shall include unaudited financials for such member, certified as true, correct and complete by the Chief Financial Officer or Treasurer of the entity.

If any Equity Member or Major Non-Equity Member of the Responding Team 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 5.3.2 (e) below. The SOQ shall identify the proposed Guarantor for each Equity Member or Major Non-Equity Member in Form B and shall include audited financial statements for each proposed Guarantor. The Authority may, in its sole discretion require that a guarantee from an acceptable Guarantor be provided before a Responding Team may be accepted as a Prequalified Team.

For an Equity Member that intends to source its equity commitment through an investment fund in accordance with 5.3.2 (f) below, the fund's financial statements, as well as those of the general partner and fund manager (as applicable) shall also be provided.

If the Responding Team, 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 shall be provided.

Financial statements shall include:

- i. Opinion Letter (Auditor's Report)
- ii. Balance Sheet
- iii. Income Statement
- iv. Statement of Changes in Cash Flow

- v. Footnotes
- vi. If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.)
- (d) Credit Rating – If available, the SOQ shall include the credit rating for the Responding Team, including the rating for each Equity Member and Major Non-Equity Member and, if applicable, each of the members of the joint venture comprising the Equity Member or Major Non-Equity Members. The SOQ shall also include the most recent credit rating information for any proposed Guarantor.
- (e) Letter of Parent Company support - When a parent company's experience and financial strength are being provided in support of an Equity Member or Major Non-Equity Member, provide a letter from the parent company (the "Guarantor"), signed by a parent company officer, confirming its intention to provide performance and financial support to the subsidiary's participation during the current procurement process and in the delivery of the Project. This letter must clearly state that the Guarantor will provide the financial support and human resources 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 or Major Non-Equity Member's anticipated involvement. If a letter satisfying these requirements and supporting Form B are not provided by the Guarantor, the member will be assessed solely on the basis of its own financial standing and experience and the experience or financial statements of the Guarantor will not be considered.
- (f) Equity Funding Letter (except to the extent the Responding Team requests confidential status and therefore includes in Part 2) - For each Equity Member, a notarized letter shall be provided. The Equity Funding Letter will be used as supporting evidence of the member's full commitment to the funding of the Project. Refer to Appendix A for detailed requirements for the Equity Funding Letter.
- (g) Letters of Lenders' Support – no fewer than five (5) and no more than seven (7) commercial banks, monoline insurers or bond underwriters' support letters are required. These letters must be from financial institutions that possess long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group) and the financial institution's long-term, unsecured debt rating shall be indicated in the letter. These financial institutions must support the Responding Team or the Equity Members, state the financial institution's interest in providing or underwriting debt (which type will be specified) on the Project within the contracting framework outlined in Section 7 of the PIM, 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. Each letter shall identify any experience the financial institution has with the Responding Team or Equity Member in connection with relevant public-private partnership financing packages involving Transportation Projects that have

closed within the last seven (7) years. Each 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. Each experience that the financial institution identifies in the letter must contain contact information with respect to that project with phone, facsimile number and e-mail address and name of contact for the reference.

- (h) Surety Letter – Evidence from a surety duly authorized to carry the business of suretyship in the States of NY and NJ indicating without conditions or qualifications that the Lead Contractor is capable at the time of the SOQ submission of obtaining a Performance Bond and Payment Bond in an amount of at least \$250 million. The letter shall make reference to the fact that the bonds would be applicable specifically to the Goethals Bridge Replacement Project and shall identify that the surety is aware that the total design and construction cost element of the Project including risks to be assumed by the Developer may exceed \$1 billion (this being a notional amount for the purpose of the surety letter at SOQ stage and not necessarily representing the Authority's estimate of such costs). The evidence regarding bonding capacity shall 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 shall be attached to the letter. The letter must specifically state that the surety has read this RFQ and the PIM 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 5.3.2 (h), the Responding Team may submit two letters from different banks, each indicating a willingness to issue a letter of credit in the amount of \$250 million without conditions or qualifications at the time of the 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 of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The banks' 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 \$250 million amount referenced above. The Authority shall delineate such requirements in the RFP.

- (i) Statement of Financial Approach - A statement of the Responding Team'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 Section 7 of the PIM. The statement may be no longer than 4 pages. The Statement of Financial Approach shall not be confidential and is subject to the terms of Form F.
- (j) Form C-3 - Equity Members' Track Record (included in Part 1 except to the extent confidential status is requested, in which case such information shall be in Part 2).

5.3.3 Submittal Requirements for Part 1: Technical

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

- (a) Technical Qualifications – Design. Provide details for a maximum of 4 projects in compliance with the requirements set forth in Form D-1 and Section 6.2.3 (b) ii.
- (b) Technical Qualifications – Construction. Provide details for a maximum of 6 projects in compliance with the requirements set forth in Form D-2 and Section 6.2.3 (b) i.
- (c) Technical Qualifications – Operations and Maintenance. Provide details for a maximum of 4 projects in compliance with the requirements set forth on D-3 and Section 6.2.3 (b) iii.

(d) Organization Chart

Provide an Organization Chart, consistent with the Table of Organization described in Section 5.3.1 (i) above, showing the "chain of command" with Key Personnel and any other significant positions anticipated, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing and maintaining the Project. Additionally, provide a narrative of no more than five pages describing the functional relationships among participants.

(e) Personnel Qualifications

Key Personnel are individuals for whom a resume is to be submitted, who should be shown in the Organization Chart, for whom a Statement of Commitment is required in accordance with Section 5.3.3 (f) and whose qualifications and experience will be evaluated as described in Section 6.

Other Personnel are individuals for whom a resume is to be submitted, who should be shown in the Organization Chart, whose qualifications and experience will be evaluated under scored criteria as described in Section 6 and for whom specific minimum qualifications and experience will be set forth in the Project Agreement.

- i. Provide separate resumes for all Key Personnel and Other Personnel. Resumes shall be limited to 2 pages per person (exclusive of licenses and/or license applications) and only one individual shall be designated to fill each position. If an individual fills more than one position, only one resume is required. Appendix B describes the functions that the Authority anticipates for the Key Personnel and Other Personnel, but the Authority reserves the right to add, remove, or modify requirements for any personnel at the RFP stage.
- ii. Resumes shall include the following information for each project listed:
 - 1. Name of the project, the public owner's contract information (project manager name, phone number, e-mail address), and project number (if any) and dates of work performed on the project. If the owner's project manager is no longer employed by the owner, provide an alternative contact at the owner / agency who played a leadership role for the owner during and is familiar with the project. The Authority may elect to use the information provided as an additional reference check.

2. Description of the work or services provided and role on the project. If more than one role was played, identify the dates and duration of each role.
 3. Relevant licensing and registration (copies of licenses and / or application for licenses where applicable must be attached).
- iii. Key Personnel and Other Personnel are listed as follows. Details of the anticipated roles and responsibilities for each personnel classification are provided in Appendix B.

	Key Personnel	Other Personnel
Lead Contracting Firm	<ul style="list-style-type: none"> • Lead Contractor's Project Manager • Superintendent for Lead Contractor 	<ul style="list-style-type: none"> • Lead Quality Manager • Environmental Compliance Manager • Safety Manager
Lead Engineering Firm	<ul style="list-style-type: none"> • Design Manager • Lead Bridge Design Engineer 	<ul style="list-style-type: none"> • Independent Bridge Check Engineer • Geotechnical Engineering Team Leader • Design Quality Manager • Visual Quality Manager
Lead O&M Firm	<ul style="list-style-type: none"> • O&M Manager 	
Management Team		<ul style="list-style-type: none"> • Lead Individual(s) from Equity and Non-Equity team members

(f) Statements of Personnel Commitment - An express, written statement committing that the individuals designated in the SOQ for the Key Personnel positions described in Section 5.3.3 (e) shall be available to serve the position so identified in connection with the Project. The Statement shall be of the following form:

"[Key Personnel name] is currently employed by [*organization*] and is available for work on the Project in the position identified as [.....]. The Responding Team understands that requests by a Prequalified Team to implement a change in any Key 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 Team being deemed non-responsive."

(g) Technical Approach - A narrative statement of the Responding Team's technical approach to the Project. This statement shall include the Responding Team's:

- i. understanding of the Project Scope;

- ii. approach to design-build-maintain contracting and to successfully delivering the Project using design-build-maintain contracting; and
- iii. identification and understanding of the top Project risks and potential solutions to address the risk, including:
 - risks with consequences arising during design;
 - risks with consequences arising during construction; and
 - risks with consequences arising during maintenance.

The Statement of Technical Approach may be no longer than 10 pages. The Statement of Technical Approach shall not be confidential and is subject to the terms of Form F.

- (h) Experience Modification Rate. The Responding Team must submit a copy of the Experience Modification Rate (EMR) for the Lead Contractor (or JV Partners if applicable) as a measure of the Responding Team's safety record. If the rate is above 1.2, or has been rising over the past three years, a written explanation shall be provided. For companies that do not have an EMR, due to work experience outside the US, a frequency rate table or accident incident rate or similar statistics shall be provided indicating the safety record over the last five years.

5.4 Part 2 Submittal Requirements

This Section 5.4 sets forth the requirements for Part 2 of the submittal that shall contain any SOQ material for which the Responding Team requests confidential and proprietary status.

- (a) The first page of each binder for Part 2 shall be a page executed by the Responding Team that sets forth the specific items that the Responding Team deems confidential, trade secret or proprietary information protected from public disclosure under applicable laws. Each entry shall list the specific legal basis that the Responding Team believes would protect that item from public disclosure. Blanket designations that do not identify the specific information shall not be acceptable. The list required under this Section 5.4 is intended to inform the Authority as to the confidential nature of a Responding Team's SOQ, but such list shall not be binding on the Authority or determinative of any issue relating to confidentiality.
- (b) The Responding Team shall separate the items included in Part 2 into technical information and financial information and submit these two types of information in two separate binders. The Responding Team shall label these binders "Part 2: Confidential Proprietary Information – Technical" or "Part 2: Confidential Proprietary Information – Financial," as appropriate.
- (c) The Authority will consider the Responding Team 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 Responding Team includes that item in the list described in Section 5.4 (a).

5.5 **Submittal Instruction**

Submit twelve (12) hard copies of the required qualification information and four (4) copies in CD-Rom format. Each SOQ should be delivered in sufficient time so that the Authority receives it **no later than 2:00 p.m. on November 30, 2010**.

The outside cover of your submittal must include the RFQ Number and title as indicated on the title page of this RFQ. The Authority assumes no responsibility for delays caused by any delivery services.

Submittals shall be sent to:

RFQ Custodian
The Port Authority of New York and New Jersey
Procurement Department
One Madison Ave, 7th Floor
New York, NY 10010

6. **EVALUATION PROCESS AND CRITERIA**

6.1 Responsiveness

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

In order for project experience provided in the SOQ to be considered responsive, Forms C-1, D-1, D-2 and D-3 shall list only projects for which the corporate entity (company, joint-venture, partnership or consortium) providing the equity investment, engineering, construction or operations and maintenance experience is respectively the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm. Project experiences provided by a parent or sister company of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm shall only be considered responsive to this SOQ 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 Company Support specified under Section 5.3.2 (e).

An Equity Member that, as general partner and/or 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/or fund manager at the time of financial close and such experience would be considered responsive.

6.2 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 6.2. The Authority will first determine those SOQs that meet all the requirements set forth in this Section 6.2 and are deemed to be responsive. SOQs meeting these requirements will then be evaluated as set forth in Section 6.3.

6.2.1 General Pass-Fail

- (a) Responding Team's Contact Information, Transmittal Letter (Form A), and Team Member information (Forms B and B-1) is submitted with appropriate information and signatures in accordance with Section 5.3.1.
- (b) The BQQ form has been submitted electronically to the Authority's Office of Inspector General.
- (c) Teaming Agreements and/or key terms are submitted by the Responding Team (as applicable). (Section 5.3.1 (e))
- (d) Teaming Agreements and/or key terms are submitted by the Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (as applicable). (Section 5.3.1 (f))
- (e) Joint and Several Liability Commitment is submitted by the Responding Team (as applicable). (Section 5.3.1 (g))
- (f) Joint and Several Liability Commitment is submitted – Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (as applicable). (Section 5.3.1 (h))
- (g) A Table of Organization is submitted with appropriate information in accordance with Section 5.3.1 (i)
- (h) The SOQ contains all appropriate references in Form E in accordance with Section 5.3.1 (j)
- (i) The Responding Team has submitted Form F in accordance with Section 5.3.1 (k) agreeing to the terms.

6.2.2 Financial Evaluation Pass-Fail

- (a) The Responding Team 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 5.3.2 (h).
- (b) The Responding Team has submitted the letters of lender support as described in Section 5.3.2 (g).
- (c) The Responding Team has submitted a Notarized Equity Funding Letter, conforming to the requirements set forth in Section 5.3.2 (f).
- (d) The Responding Team has submitted Form C-3 containing the required information for each Equity Members' Track Record in accordance with Section 5.3.2 (j).

- (e) The Responding Team has submitted financial statements and a Form C-2 containing the required summary financial information for all Equity Members and Major Non-Equity Members as described in Section 5.3.2 (b).
- (f) The Responding Team includes on its submitted Form C-1 at a minimum, one or more Equity Members with experience over the last 7 years in closing financing for at least two new-build Transportation Projects each in excess of \$400 million of private debt and equity.

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

- For projects with a public subsidy or co-financing, only the private portion of the financing is eligible for consideration;
- The relevant experience must be from Equity Members that will hold at least twenty percent (20%) equity interest (held in the form of shares) in the Developer; and
- 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%) equity interest as of original financial close in the entity actually securing the financing package, excluding any shares or grant funds provided by governmental entities.

- (g) A Statement of Financial Approach has been submitted in accordance with Section 5.3.2 (i).

6.2.3 Technical Evaluation Pass-Fail

- (a) Management and Team Structure – The Organization Chart shows the Key Personnel and Responding Team members and depicts functional relationships adequate to the Project demands.
- (b) The Responding Team satisfies the minimum threshold (as evidenced in submission of completed Forms D-1, D-2, and D-3) for technical capability as follows:
 - i. The Lead Contractor shall have a minimum of the following experience:
 1. at least three Transportation Projects with a value greater than \$400 million completed or substantially completed in the last ten (10) years;
 2. at least one cable-supported bridge of Similar Scope and Complexity that included construction over a navigable waterway, completed or substantially completed in the last ten (10) years;
 3. at least two Transportation Projects with a fixed firm price or guaranteed maximum price with value greater than \$400m completed or substantially completed within last ten (10) years, one of which must have been performed as a design-build contract; and

4. at least one Transportation Project in the United States with value greater than \$400 million that has received "Notice to Proceed with major construction" 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; and
 - If the Lead Contractor is a joint venture, the experience must be from joint venture member(s) that will be responsible for at least thirty percent (30%) of the Lead Contractor's potential construction work for the Project.
- ii. The Lead Engineering Firm shall have a minimum of the following experience:
 1. final design of at least one cable-supported bridge of Similar Scope and Complexity that reached construction completion or substantial completion within the last ten (10) years; and
 2. final design of at least one Transportation Project in the United States that reached completion or substantial completion within the last seven (7) years.

Notes for above referenced Lead Engineering Firm pass-fail evaluation criteria

- The relevant experience must be on projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the responsibility for the listed design and engineering experience; and
 - If the Lead Engineering Firm is a joint venture, the experience must be from joint venture members that will perform at least thirty percent (30%) of the Lead Engineering Firm's potential engineering work for the Project.
- iii. The Lead Operation and Maintenance Firm shall have a minimum of the following experience:
 1. maintenance responsibility for at least one bridge project; and
 2. maintenance responsibility (post-completion and opening to traffic) for at least one Transportation Project for which the maintenance responsibility has been held for five years or longer.

Notes for above referenced Operations & Maintenance Firm pass-fail evaluation criteria:

- The relevant experience must be on projects where the Lead Operation and Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the listed operations and maintenance experience;
- If the Lead Operations & Maintenance Firm is a joint venture, the relevant experience must be from members of the joint venture that will be

responsible for at least fifty percent (50%) of the Lead Operations & Maintenance Firm's potential operation and maintenance work for the Project.

(c) Key Personnel

Key Personnel shall meet the following experience requirements:

- i. Lead Contractor's Project Manager shall have:
 1. at least fifteen (15) years experience in the management of major Transportation Projects; and
 2. experience within the last seven (7) years managing the firm fixed price construction of one cable-supported bridge project of Similar Scope and Complexity.
- ii. The Superintendent for the Lead Contractor shall have:
 1. at least ten (10) years experience in a similar role; and
 2. experience within the last seven (7) years managing the construction of at least one cable-supported bridge project of Similar Scope and Complexity (may be obtained from multiple projects rather than from a single project containing all the features).
- iii. The Design Manager shall be an employee of the Lead Engineering Firm and shall have:
 1. at least ten (10) years experience in the design management of one project of Similar Size and Complexity; and
 2. registered professional engineer qualification in the State of NY or NJ and if not registered in both states, evidence that a registration application has been submitted.
- iv. The Lead Bridge Design Engineer (who will be the Project's Technical Lead) shall have:
 1. at least twenty (20) years of bridge design experience as a professional engineer; or
 2. at least fifteen (15) years of bridge design experience as a professional engineer plus experience as either the Engineer of Record or lead design engineer of two projects of Similar Scope and Complexity; and
 3. experience as the Engineer of Record or lead design engineer on at least one project of Similar Scope and Complexity within the last seven (7) years; and
 4. registered professional engineer qualification in the State of NY or NJ and if not registered in both states, evidence that a registration application has been submitted.
- v. The O&M Manager shall have at least seven (7) years experience in the maintenance and operation of major bridges.

- (d) The Responding Team made the express, written commitments regarding the availability of personnel as required in Section 5.3.3 (f).
- (e) A statement of Technical Approach has been submitted in accordance with Section 5.3.3 (g).
- (f) Submission of the EMR or equivalent for the Lead Contractor in accordance with Section 5.3.3 (h).

6.3 **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 6.2 according to the criteria set forth in Sections 6.3.1 and 6.3.2 below. Major evaluation headings denoted as "Financial Qualifications and Capacity" and "Technical Qualifications and Capability" will be given equal weighting in the scored evaluation. Level 1 evaluation criteria are those criteria immediately beneath the major evaluation headings, preceded by letters (a), (b), (c) and (d) and are listed in descending order of importance. Level 2 and level 3 evaluation criteria are those criteria appearing as subheadings beneath the level 1 evaluation criteria and the order in which these level 2 and level 3 evaluation criteria appear within each section is not an indication of weighting or importance.

6.3.1 Financial Qualifications and Capacity (50 Points Maximum)

- (a) Equity Members' long-term commitment and ability to successfully achieve financial close and implement the Project through construction and operations (30 Points Maximum):
 - i. Relevance and comparability of the Equity Member's experience in closing the financing of large and technically complex new-build public-private partnership projects, with an emphasis on road transportation projects and availability payment mechanisms;
 - ii. Experience as (lead) Equity Member in successfully bringing comparable public-private partnership Transportation Projects through construction completion and subsequently managing and administering operating service of comparable public-private partnership Transportation Projects;
 - iii. Level of readiness, flexibility and availability of funds to invest levels of equity consistent with the scope and nature of the Project and interest in, ability to maintain and track record of maintaining stable (or increasing) equity positions throughout procurements and during project implementation on a long-term basis;
 - iv. Specificity and degree of financial support for the Responding Team from lenders; and
 - v. Equity Members' experience in closing and investing in a diverse range of financing structures for public-private partnership projects (including structures involving bank loans, bonds, government credit programs, and other sources of financing).

(b) Financial capability of the Responding Team Members (*12.5 Points Maximum*)

- i. Robustness of financial statements included in the SOQ and parent company letters of support; and
- ii Ability to provide construction securities as demonstrated by the specificity and degree of financial support for the Responding Team from sureties/banks indicating their willingness to provide a surety bond or letter of credit to the Responding Team. (Ability to provide both will be a plus).

(c) Statement of Financial Approach (*7.5 Points Maximum*)

Extent to which the Statement of Financial Approach identifies the Project's key financing issues and challenges and suggests adequate and innovative approaches consistent with the project contracting and financial overview set forth in the PIM.

6.3.2 Technical Qualifications and Capability (50 Points Maximum)

(a) Experience of the Responding Team Firms (*30 Points Maximum*)

Extent to which each Team Member demonstrates the following:

i. Lead Contractor

1. Exceeds the minimum pass-fail requirements as set forth in Section 6.2.3 (b) above;
2. Experience in similar major metropolitan areas with similar traffic density/population, and particularly in New York/New Jersey;
3. Experience of team members working together successfully as an integrated team (individual members of Lead Contracting Firm if JV and/or prior work experience with Lead Designer / O&M Firm);
4. Experience in the construction of cable-stayed bridges of Similar Scope and Complexity;
5. Completed or substantially completed work performed by design-build contracting and/or design-build-maintain contracting;
6. Experience in managing construction with significant external constraints, including navigable waterways, aviation corridors, major roadway crossings, rail/transit crossings; and
7. Experience in coordination of construction in a highly regulated environment with stakeholders such as the US Coast Guard, New York and New Jersey Departments of Transportation, regulatory agencies, and operators of major roadways/facilities.

ii Lead Engineering Firm

1. Exceeds the minimum pass-fail requirements as set forth in Section 6.2.3 (b) above;
2. Experience of team members working together successfully as an integrated team;

3. Experience in the design of cable-stayed bridges of Similar Scope and Complexity;
4. Experience with design-build contracting;
5. Experience with design of foundations with similar geotechnical challenges;
6. Experience with the integration of requirements for mass transit into bridge designs;
7. Experience with successful design of aesthetically important structures; and
8. Experience in design coordination with stakeholders such as the US Coast Guard, Departments of Transportation and operators of major roadways/facilities.

iii. Lead O&M Firm

1. Exceeds the minimum pass-fail requirements as set forth in Section 6.2.3 (b) above;
2. Roadway maintenance experience in similar major metropolitan areas and similar maintenance challenges;
3. Experience of Lead O&M firm working together collaboratively as part of an integrated design-build-maintain team with inputs and guidance to the design process;
4. Experience with design-build-maintain contracting;
5. Experience of effectively managing complex maintenance interfaces with owner-retained functions such as policing and incident management;
6. Experience of managing and reporting lane availability on similar projects;
7. Experience in managing maintenance interfaces with adjacent roadways/facilities; and
8. Experience in managing maintenance under a labor or site agreement.

(b) Experience of the Key Personnel and Other Personnel (*10 Points Maximum*)

The experience of Key Personnel and Other Personnel will be scored according to the following criteria:

Key Personnel / Other Personnel	Scored Evaluation Criteria
Lead Contractor's Project Manager	<p>Extent to which the submitted experience exceeds minimum requirements set forth in <u>Section 6.2.3 (c)</u> (multiple projects and/or years' experience exceeding thresholds);</p> <p>Length and depth of experience in managing construction of cable-supported bridge projects of Similar Scope and Complexity;</p>

Key Personnel / Other Personnel	Scored Evaluation Criteria
	<p>Extent of experience in similar major metropolitan areas, particularly NY / NJ; and</p> <p>Evidence of experience in coordination with relevant regulatory agencies including projects with aviation constraints and dealing with challenges of navigable waterways.</p>
Superintendent for Lead Contractor	<p>Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 6.2.3 (c)</u> (multiple projects and/or years' experience exceeding thresholds); and</p> <p>Experience of superintendence of projects with challenges similar to Goethals Bridge (e.g. navigable waterway, utility coordination, projects in metro area, coordination with relevant regulatory agencies).</p>
Lead Quality Manager	<p>Length and depth of experience developing, implementing, and maintaining quality management systems; and</p> <p>Evidence of relevant education, training and certification exceeding minimum requirements (e.g., ISO certification).</p>
Environmental Compliance Manager	<p>Evidence of experience in coordination with relevant regulatory agencies; and</p> <p>Experience in environmental compliance of projects with wetlands and permitting challenges.</p>
Safety Manager	<p>Extent to which person has appropriate training in OSHA and related matters; and</p> <p>Extent to which person has experience with training / crane safety / permitting requirements of the NY/NJ metropolitan area.</p>
Design Manager	<p>Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 6.2.3 (c)</u> (multiple projects and/or years' experience exceeding thresholds);</p> <p>Length and depth of experience in managing design of cable-supported bridge projects of Similar Scope and Complexity;</p> <p>Length and depth of experience in managing the design of aesthetically important structures;</p>

Key Personnel / Other Personnel	Scored Evaluation Criteria
	<p>Evidence of design or design management experience in NY / NJ or similar major metropolitan area; and</p> <p>Evidence of design or design management experience of projects with challenges similar to Goethals Bridge (e.g. geotechnical, MPT, interfaces, utilities).</p>
Lead Bridge Design Engineer	<p>Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 6.2.3 (c)</u> (multiple projects and/or years' experience exceeding thresholds);</p> <p>Length and depth of experience in design of cable-supported bridge projects of Similar Scope and Complexity;</p> <p>Length and depth of experience in the design of aesthetically important structures;</p> <p>Evidence of design experience in NY / NJ or similar major metropolitan area;</p> <p>Evidence of design experience for similar structures required to support transit loadings; and</p> <p>Evidence of design experience in situations where life cycle performance and ease of maintenance were important characteristics.</p>
Independent Bridge Check Engineer	Extent of previous experience as independent bridge check engineer on projects of Similar Scope and Complexity.
Geotechnical Engineering Team Leader	<p>Length and depth of experience of foundation design in seismic conditions, particularly where liquefaction of sand layers, lateral spreading and flow loads need to be taken into account in design; and</p> <p>Experience of the design of major bridge foundations.</p>
Design Quality Manager	Extent of previous experience as design quality manager on projects of Similar Scope and Complexity.
Visual Quality Manager	See Note
O&M Manager	Extent to which submitted experience exceeds minimum requirements set forth in <u>Section 6.2.3 (c)</u> (multiple projects and/or years' experience

Key Personnel / Other Personnel	Scored Evaluation Criteria
	exceeding thresholds); See Note

Note to Key Personnel and Other Personnel Scored Evaluation Criteria

- Unless specific requirements are otherwise stated, all Key Personnel and Other Personnel will be assessed on evidence of experience meeting or exceeding the requirements that would be expected to fulfill the role for a Project of Similar Scope and Complexity.

(c) Management and Team Structure (*5 Points Maximum*)

Extent to which the proposed organization is capable of functioning as a well-integrated design-build-maintain team that will effectively manage all Project risks.

(d) Statement of Technical Approach (*5 Points Maximum*)

- 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, construction and maintenance.

7. PROTEST PROCEDURES

Any bidder or proposer submitting an SOQ or proposal in response to a solicitation may protest the award or decision to award a contract, or decision to prequalify firms, by submitting by certified mail or by hand delivery such protest setting forth the basis thereof in writing to the Director of Procurement no later than ten (10) calendar days after notice of the award or announcement of the decision on Procurement's website or actual knowledge by the protester that a decision by Procurement to award to or prequalify other than the protester has been made, whichever occurs first, addressed as follows:

Director of Procurement
The Port Authority of New York and New Jersey
One Madison Avenue, 7th Floor
New York, NY 10010

The written protest must be received in the Procurement office no later than 5:00p.m. on the tenth (10th) day as set forth above. In the event the tenth (10th) day falls on a weekend or an official holiday, the ten-day period expires at 5:00p.m. on the next regular business day.

The protest should contain, at a minimum, the following:

- Name and address of the protester including telephone and facsimile numbers and email address;
- The solicitation title and number;

- The contract or purchaser order title and number, if available;
- A statement concerning the protester's interest in the award or non-award of the contract;
- A detailed statement of the basis for the protest including any supportive documents and information;
- The relief requested and the reason therefore.

The Director of Procurement shall, within three (3) business days of receipt of the protest, appoint a Protest Officer who will be a Manager or other employee in the Procurement Department with the requisite procurement knowledge, as designated by the Director. The Protest Officer shall review the protest and supportive documents and issue a written decision within five (5) business days of the appointment where feasible. The Protest Officer may take any action or make any request he or she deems necessary in order to investigate the protest, including extending the time to issue a decision in order to obtain all evidence and other pertinent information.

The protester will be provided a copy of the written decision. This decision will be final unless within three (3) business days of receipt of the written decision, the protester appeals to the Director of Procurement of the Port Authority or her/his designee. The appeal shall be in writing, sent via facsimile and certified mail, or by hand delivery to the Director of Procurement, to the address listed above.

No evidence or information may be introduced or relied upon in the appeal that has not been presented to the Protest Officer. The Director of Procurement will review the appeal and supportive documents and the decision of the Protest Officer and issue a written decision within five (5) business days of receipt if feasible. The Director may take any action or make any requests he or she deems necessary including extending the time to issue a decision in order to render a decision on the appeal.

The decision of the Director of Procurement or her/his designee shall be conclusive and final.

8. RESERVED RIGHTS

The Authority reserves to itself all rights (which rights shall be exercisable by the Authority in its sole 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/Bid.
- (c) Reject any and all submittals, responses and 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.

- (g) Seek the assistance of outside technical experts and consultants in SOQ or Proposal evaluation.
- (h) Require confirmation of information furnished by a Responding Team, require additional information or clarification from a Responding Team 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 of the responses to this RFQ.
- (j) Add or delete Prequalified Team responsibilities from the information contained in this RFQ and/or issue an RFP, or contractual documents that differ in material ways from discussion in the PIM.
- (k) Waive defects or other irregularities in an SOQ or permit clarifications or supplements to an SOQ.
- (l) Disqualify any Responding Team who changes its SOQ without the Authority approval.
- (m) Accept, reject or seek additional information regarding a Prequalified Team'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 Team as a whole meets the minimum criteria contained in this RFQ;
 - ii. whether such a change would render the Prequalified Team materially different than the Prequalified Team originally shortlisted ; and
 - iii. any other factors that the Authority considers material.
- (n) Not issue a notice to proceed after execution of the Project Agreement.
- (o) Disqualify a Responding Team or Prequalified Team in the event that a conflict of interest arises, such as described in Section 4.1.3, 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 Team shall provide all information needed to facilitate the Authority's consideration and if the changes include the addition or substitution of one or more new Equity Members or Major Non-Equity Members, shall provide all of the information that is required in this RFQ regarding Equity Members and Major-Non-Equity Members of a Responding Team.

This RFQ does not commit the Authority to determine the Prequalified Teams, or to proceed with the procurement described herein. 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/or responding to this RFQ. All of such costs shall be borne solely by each Responding Team.

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

APPENDIX A

SUPPLEMENTARY FINANCIAL SUBMITTAL REQUIREMENTS

Requirements for the Equity Funding Letter

The information presented here supplements the information presented in Section 5.3.2 (f).

- 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:
 1. 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
 2. 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.
 3. Investment Capacity. Provide supplemental information to the financial statements (as necessary) of the investment fund cited in (2) above to positively 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. 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.
 4. Investment Criteria. Provide assurances that the Project meets all of the investment policy requirements of the investment fund cited in (2) above (e.g., is an approved project, does not contradict any capital allocation policy) and is consistent with its investment objectives. This should include (but not be limited to) acknowledgement that the Project is a new-build major bridge with the potential contracting structure identified in the PIM; and that the investment in the Project is able to be held without sale or securitization until at least 2019 if necessary.¹
- 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:

¹ This is a qualification requirement only and is not intended to establish the equity transfer restrictions. Responding Teams should note that all requirements regarding equity transfer restrictions will be established in the RFP.

1. 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.
2. 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 share percentage shown on Form B) will be sourced and a narrative description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member pursues simultaneously.
3. Investment Criteria. Provide assurances that the Project meets all corporate strategy and investment policy requirements. This should include (but not be limited to) acknowledgement that the Project is a new-build major bridge in which the relationships between the parties will be as set forth in the project contracting and financial overview in the PIM; and that the investment in the project is able to be held until at least 2019 if necessary.

APPENDIX B

SUPPLEMENTARY TECHNICAL SUBMITTAL REQUIREMENTS

Description of Key Personnel and Other Personnel Roles and Responsibilities

The descriptions listed here supplement the positions presented under Section 5.3.3 (e).

1. Key Personnel (Lead Contracting Firm)
 - a. Lead Contractor's Project Manager - Responsible for overall design, construction and contract administration for Project, assigned to the Project full time and on site/co-located until substantial completion.
 - b. Superintendent for Lead Contractor - Responsible for ensuring that the Project is constructed in accordance with the Project requirements. Shall be on-site/co-located until substantial completion. Works under the direct supervision of Lead Contractor's Project Manager.
2. Other Personnel (Lead Contracting Firm)
 - a. Lead Quality Manager - Responsible for the overall design, construction and life cycle quality of the project, implementing quality planning and training, and managing the team's quality management processes. Reports directly to individual at Lead Contractor who is outside the production team and bears no direct immediate profit and loss responsibility for the Project. Independent of Lead Contractor's production team and has the authority to stop work. May also serve as construction quality manager, but not the Design Quality Manager. Shall be co-located and on-site until final acceptance.
 - b. Environmental Compliance Manager - Responsible for assuring compliance of all on site activities with the requirements of all permits and regulatory requirements. Reports directly to the Lead Individual(s) from the Equity Member. Independent of Lead Contractor's production team and has the authority to stop work.
 - c. Safety Manager - Responsible for assuring compliance with all site safety and health and safety programs for the Project. Point of contact for all outside entities on safety such as OSHA. Reports directly to individual at Lead Contractor who is outside the production team and bears no direct immediate profit and loss responsibility for the Project. Independent of Lead Contractor's production team and has the authority to stop work.
3. Key Personnel (Lead Design Firm)
 - 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, including design activities

related to field design changes. Works under direct supervision of Lead Contractor's Project Manager. Authorized to deal directly and reach agreement on certain design issues with the Authority's staff responsible for design development.

- b. Lead Bridge Design Engineer - Responsible for ensuring that the design of the bridge is completed and design criteria requirements are met. Will be the Engineer of Record for the bridge. To be co-located at the facility for design coordination and comment resolution meetings. Attends site periodically during activities related to the construction of the bridge. 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.

4. Other Personnel (Lead Design Firm)

- a. Independent Bridge Check Engineer - Responsible for performing an independent check on the design of the bridge, including a check of all plans and computations. May not be involved with the production of the design. Does not need to be at the co-located facility.
- b. Geotechnical Engineering Team Leader - Responsible for all design activities involving geotechnical engineering. Reports directly to the Design Manager and is co-located during design coordination and comment resolution meetings. Available as necessary to be on-site during foundation construction activities.
- c. Design Quality Manager - Responsible for all aspects of design quality and for implementation of procedures to ensure all design products are accurate and checked before release. Reports directly to Lead Quality Manager.
- d. Visual Quality Manager – Responsible for ensuring that the final design is in compliance with the requirements of the visual quality management plan and for ensuring that the Authority is in compliance with its Memorandum of Agreement with the SHPOs.

5. Key Personnel (Operations & Maintenance Firm)

- a. O&M Manager – Responsible for all operational and maintenance matters on behalf of the Developer, including safety and environmental compliance following service commencement and interfacing with the Authority in compliance with the O&M protocols arrangement.

6. Other Personnel (Management Team)

- a. Lead Individual(s) from Equity and Non-Equity team members - Responsible for coordination including the overall responsibility for quality – one individual to be identified as the single point of contact in all matters having authority to bind the Developer under the Project Agreement.

APPENDIX C

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 Responding Team and each person signing on behalf of the Responding Team certifies, and in the case of a joint venture each party thereto certifies as to its own organization, that the organizations representing the Responding Team and each parent and/or affiliate of any of these organizations has 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 Responding Team members as follows: if the Responding Team member is a corporation, such certification shall be deemed to have been made not only with respect to the Responding Team 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 Responding Team 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 Responding Team or any of its members cannot make the foregoing certification, the Responding Team shall so state and shall furnish with the SOQ a signed statement which sets forth in detail the reasons therefore. If the Responding Team 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 Responding Team 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 Responding Team 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 Responding Team 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 Responding Team 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 Responding Team is not a responsible entity and may, in addition to exercising any other rights or remedies available to it, reconsider whether the Responding Team is eligible to be a Prequalified Team. In addition, Responding Teams 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.). Responding Teams are also advised that the inability to make such certification will not in and of itself disqualify a Responding Team, and that in each instance the Authority will evaluate the reasons therefore provided by the Responding Team

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

By submitting and SOQ, each Responding Team and each person signing on behalf of any Responding Team 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 Responding Team 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 Responding Teams"), 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 Responding Team for the purpose of securing business, has been employed or retained by the Responding Team 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 Responding Team 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 Responding Team as follows: if the Responding Team is a corporation, such certification shall be deemed to have been made not only with respect to the Responding Team itself, but also with respect to each parent, affiliate, director and officer of the Responding Team, 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 Responding Team 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 Responding Team cannot make the foregoing certification, the Responding Team shall so state and shall furnish with the signed bid a signed statement which sets forth in detail the reasons therefore. If the Responding Team 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 Responding Team may be able to make the foregoing certification at the time the SOQ is submitted, the Responding Team 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 Responding Team 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 shortlisting of Prequalified Teams that a Responding Team 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 Responding Team is not responsible and may, in addition to exercising any other rights or remedies it may have, reconsider whether the Responding Team is eligible to be a Prequalified Team.

In addition, Responding Teams 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.). Responding Teams are also advised that the inability to make such certification will not in and of itself disqualify a Responding Team from becoming a Prequalified Team, and that in each instance the Authority will evaluate the reasons therefore provided by the Responding Team.

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

Responding Teams 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.

APPENDIX D

LIST OF AVAILABLE INFORMATION SOURCES

Responding Teams are advised that information relating to the Project may be found at the following locations:

Goethals Bridge Environmental Impact Study:

- <http://www.goethalseis.com/>

To view the previously-issued Request for Information for the Goethals Bridge Replacement Program:

- [Request for Information](#)

RFQ FORMS

Form A	Transmittal Letter
Form B	Summary Information Regarding Responding Team Members
Form B-1	Information Regarding Equity Members and Major Non-Equity Members and Guarantors
Form C-1	Financial Qualifications – Equity Member’s New-Build Transportation Project Development and Investment Track Record
Form C-2	Financial Qualifications – Summary Financial Information
Form C-3	Equity Members’ Track Record
Form D-1	Technical Qualifications – Design
Form D-2	Technical Qualifications – Construction
Form D-3	Technical Qualifications – Operations and Maintenance
Form E	Responding Team and Key Personnel Reference Summary
Form F	Agreement on Terms of Discussion

FORM A
TRANSMITTAL LETTER

RESPONDING TEAM: _____

SOQ Date: _____

The Port Authority of New York and New Jersey
One Madison Avenue, 7th Floor
New York, New York 10010

Ladies and Gentlemen:

The undersigned ("Responding Team") submits this qualification submittal (this "SOQ") in response to that certain Request for Qualifications dated as of October 6, 2010, issued by the Port Authority of New York and New Jersey ("the Authority") to design, build, finance, operate and maintain the Goethals Bridge Replacement Project (the "Project") through a Project Agreement ("Project Agreement"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Our team consists of the following members:

Equity Members

Major Non-Equity Members

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 – Summary Information Regarding Responding Team Members
- Form B-1 – Administrative Information Regarding each Responding Team's Equity Member, Major Non-Equity Member and Guarantors

- Teaming Agreements/Summary of Anticipated Teaming Agreements (if applicable)
- Joint and Several Liability Commitment(s) (if applicable)
- Responding Team Table of Organization
- Form C-1 – Financial Qualifications – Equity Member’s New-Build Transportation Project Development and Investment Track Record
- Form C-2 – Financial Qualifications – Summary Financial Information
- Form C-3 – Equity Members’ Track Record
- Form D-1 – Technical Qualifications – Design
- Form D-2 – Technical Qualifications – Construction
- Form D-3 – Technical Qualifications – Operation and Maintenance
- Form E - Responding Team Reference Summary (Firms and Key Personnel)
- Form F – Agreement on Terms of Discussion
- Personnel Qualifications
- Statements of Personnel Commitment
- Financial Statements
- Credit Rating (if applicable)
- Surety Letter(s)
- Letter(s) of Parent Company Support (if applicable)
- Letter(s) of Lender’s Support
- Equity Funding Letter(s)
- Statement of Financial Approach
- Statement of Technical Approach

PART 2:

- Information for which confidential proprietary status is requested

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

[Responding Team to list any addenda to this RFQ and sets of questions and answers by dates and numbers]

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

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

Responding Team 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 Responding Team.

Responding Team agrees that the Authority will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ or in this SOQ.

Responding Team warrants that it has read the policies and undertakings set forth in Appendix C 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.

Responding Team warrants that it has read the policies and undertakings set forth in Appendix C 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.

Responding Team warrants that it has read the policies set forth in Appendix C 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 or New Jersey and by submittal of this SOQ certifies its acceptance of these policies.

Authorized Representative of Responding Team: _____.

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

Responding Team's business address:

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

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

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

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

[Insert Responding Team's name]

By: _____

Print Name: _____

Title: _____

2. Sample signature block for partnership or joint venture:

[Insert Responding Team's name]

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

By: _____

Print Name: _____

Title: _____

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

3. Sample signature block for attorney in fact:

[Insert Responding Team's name]

By: _____

Print Name: _____

Attorney in Fact

FORM B

1. SUMMARY INFORMATION REGARDING RESPONDING TEAM MEMBERS

Name of Responding Team: _____

Name of Official 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 Responding Team members in alphabetical order:

Name and Address	Proposed Role(s) Within the Respondent Team	Classification(s) (<i>Equity Member, Lead Engineering Firm, Lead Contractor and Lead Operations & Maintenance 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 Contractor
Example: Company B	Example: Investor and Financial Adviser	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: Engineering Firm	Example: Lead Engineering Firm
Example: Company D	Example: O&M Contractor	Example: Lead Operations & Maintenance 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 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 Engineering Firm, Lead Contractor and/or Lead Operations & Maintenance Firm.

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 as Lead Engineering Firm, Lead Contractor and/or Lead Operations & Maintenance Firm (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 LEAD ENGINEERING FIRM, LEAD CONTRACTOR AND LEAD OPERATIONS & MAINTENANCE FIRM

Provide the following information the Lead Engineering Firm, Lead Contractor and Lead Operations & Maintenance Firm. 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.

Lead Engineering Firm, Lead Contractor and/or Lead Operations & Maintenance Firm Name and Address	Proposed Role: Lead Engineering Firm, Lead Contractor and/or Lead Operations & Maintenance Firm	Guarantor Name and Address
Example: Consortium A (75% Company A1 and 25% Company A2)	Example: Lead Contractor	
Example: Joint Venture C (Joint Venturer C1 – 60% and Joint Venturer C2 – 40%)	Example: Joint Venturer C1 – Bridge Engineering Example: Joint Venturer C2 – All Other Engineering	
Example: Company D	Example: Lead Operations & Maintenance Firm	Example: Company D1

AUTHORIZED REPRESENTATIVE:

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

By: _____
Title: __

Print Name: _____
Date: __

FORM B-1

**INFORMATION REGARDING THE RESPONDING TEAM'S
EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND GUARANTORS***

[Submit one copy of this Form B-1 related to each Responding Team member who is an Equity Member or Major Non-Equity Member, and each Guarantor. If a Responding Team member or Guarantor identified in Section 1 of Form B is a joint venture, consortium, partnership or limited liability company, provide one copy of this Form B-1 for each member of the joint venture, consortium member, partner or limited liability company member of the Responding Team member or Guarantor (as applicable).]

Name of Responding Team: _____

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 Goethals Replacement 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 Official 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-1 - FINANCIAL QUALIFICATIONS –EQUITY MEMBER’S NEW-BUILD TRANSPORTATION PROJECT DEVELOPMENT AND INVESTMENT TRACK RECORD

PROJECT NAME AND LOCATION (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) A maximum of six (6) projects may be included. Only list transportation infrastructure 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 6.1), was an original investor (i.e. did not acquire shares via a secondary market transaction) and participated in the project development/procurement process.

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 Responding Team’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 E.

(2) Identify the corporate entity that has an effective equity interest in the project. If applicable, indicate the name of any parent company guarantor, and/or, in the case of an experience provided by a company related to an Equity Member, its relation to the Responding Team’s Equity Member.

(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 June 30, 2010

(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 (availability payment, shadow toll, real toll or combinations of these mechanisms).

FORM C-2 - FINANCIAL QUALIFICATIONS – SUMMARY FINANCIAL INFORMATION (*)

SUMMARY FINANCIAL INFORMATION () FOR ALL EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS OF THE RESPONDING TEAM FOR FINANCIAL YEARS 2007, 2008 AND 2009 (1)**

COMPANY	ROLE/ RESPONSIBILITY WITHIN THE RESPONDING TEAM	MAIN SHAREHOLDERS (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 from the parent company for each reporting entity must certify the information on this form as complete, true and correct. Information should be derived from audited financial statements where possible. Audited financial statements will prevail over this table.

(**) 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 C-3 - EQUITY MEMBERS' TRACK RECORD*

	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 \$200 million of capital works?	(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 the Equity Member was an equity investor in projects at the time of financial close? Please only include projects with public sector owners and that involved than \$200 million of capital works.	(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 and public-sector owner 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 C-3 if necessary.	(viii) Identify the project name and public-sector owner 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 C-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.

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

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2), (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORKS COMPLETED BY JULY 31, 2010	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of the Lead Engineering Firm only, whether or not future shareholders of the Developer.

Notes:

- (1) A maximum of four (4) projects may be included. In the case of an experience provided by a company related to the Lead Engineering Firm (to the extent permitted under Section 6.1), specify its relation to the Lead Engineering Firm.
- (2) Only list projects on which the Lead Engineering Firm worked within the past ten (10) years.
- (3) Only list projects where the Lead Engineering Firm held a minimum thirty percent (30%) of the ultimate responsibility for the design and engineering experience. If the Lead Engineering 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 Engineering 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 July 31, 2010, 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 (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 D-2 - TECHNICAL QUALIFICATIONS - CONSTRUCTION
EXPERIENCE OF THE LEAD CONTRACTOR* IN THE CONSTRUCTION OF REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2), (3)	PROJECT COST (4) & (5)	START/END DATES	% OF WORKS COMPLETED BY JULY 31, 2010	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of the Lead Contractor only, whether or not future shareholders of the Developer.

Notes:

- (1) A maximum of six projects may be included. In the case of an experience provided by a company related to the Lead Contractor (to the extent permitted under Section 6.1), specify its relation to the Lead Contractor.
- (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 July 31, 2010, 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 D-3 - TECHNICAL QUALIFICATIONS – OPERATIONS AND MAINTENANCE
EXPERIENCE OF THE LEAD OPERATIONS & MAINTENANCE FIRM* IN THE REFERENCE PROJECTS**

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2), (3)	PROJECT COST (4) & (5)	START/END DATES	LENGTH OF ROAD UNDER OPERATION	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

* List the experience of Lead Operations & Maintenance Firm only, whether or not future shareholders of the Developer.

Notes:

- (1) A maximum of four (4) projects may be included. In the case of an experience provided by a company related to the Lead Operations & Maintenance Firm (as permitted in Section 6.1), specify its relation to the Lead Operations & Maintenance Firm.
- (2) Only list projects on which the Lead Operations & Maintenance Firm worked within the past ten (10) years.
- (3) Only list projects where the Lead Operations & Maintenance Firm held a minimum fifty percent (50%) of the ultimate responsibility for the operations and maintenance experience. If the Lead Operations & Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least fifty percent (50%) of the Lead Operations & Maintenance Firm's potential operations and maintenance 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 July 31, 2010, 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, specify the type of payment mechanism or type of revenue used by the project owner to pay the company, indicate whether the project was a public-private partnership or concession, state the current Annual Average Daily Traffic for the project, explain why the experience the company gained on the project is relevant and provide contact information for reference purposes.

FORM E

RESPONDING TEAM and KEY PERSONNEL REFERENCE SUMMARY

Responding Teams should consolidate references for all project experience and key personnel included in their SOQs within the Table below.

References unable to be contacted may be disregarded by the Authority at its own discretion [Note: This section might be a spreadsheet file the Responding Team's can complete]

Responding Team Member	Project	Contact Name	Company / Agency	Current Address	Phone Number	E-mail	Fax
Equity Member	1.						
	2.						
	3.						
	4.						
	5.						
Lead Contractor	1.						
	2.						
	3.						
	4.						
	5.						
	6.						
Lead Engineering Firm	1.						
	2.						
	3.						
	4.						
Lead Operations & Maintenance Firm	1.						
	2.						
	3.						

Responding Team Member	Project	Contact Name	Company / Agency	Current Address	Phone Number	E-mail	Fax
	4.						
Lead Contractor's Project Manager	1.						
	2.						
	3.						
Lead Contractor's Supervisor	1.						
	2.						
	3.						
Lead Design Engineer	1.						
	2.						
	3.						
Lead Design Manager	1.						
	2.						
	3.						
Maintenance Manager	1.						
	2.						
	3.						

FORM F

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 therefore (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.

(Signature of Authorized Representative of Responding Team)

(Title)

(Date)

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DO NOT RETYPE**

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

Goethals Bridge Replacement Project
Project Information Memorandum

October 2010

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1 INTRODUCTION

1.1 Purpose of this Project Information Memorandum

The Port Authority of New York and New Jersey (“**the Authority**”) releases this Project Information Memorandum (“**PIM**”) in conjunction with its Request for Qualifications (“**RFQ**”) for the Goethals Bridge Replacement Project (the “**Project**”). The PIM describes the Project as currently planned and provides information for use by Responding Teams considering submission of a Statement of Qualifications (“**SOQ**”) in response to the RFQ.

With the issuance of the RFQ, the Authority will commence the procurement process. Upon successful completion of the procurement process, a “Project Agreement” and “Private Placement Finance Agreement” (collectively referred to herein as the “**Agreement**”), for the right to design, build, finance and maintain the Project will be awarded. The entity formed by the Prequalified Team chosen by the Authority as the “**Best Value Proposer**” who subsequently executes the Agreement is referred to as the “**Developer**”.

1.2 Project Summary

The Authority’s goal is to replace the Goethals Bridge as part of its efforts to improve regional mobility, and to address the needs identified in the Final Environmental Impact Statement (FEIS). The Authority is currently considering commencing a procurement to prequalify entities for the subsequent submission of Proposals for the “Project”. The Authority intends to enter into a contractual arrangement with the Developer. The Authority would retain responsibility for toll operations and would fund payments to the Developer as described in Section 7.1 herein.

2 THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

2.1 Origins and Mandate

The Authority is a municipal corporate instrumentality and political subdivision of the States of New York and New Jersey, created and existing by virtue of the Compact of April 30, 1921, made by and between the two States, and thereafter consented to by the Congress of the United States.

The compact created the Port District, which comprises an area of about 1,500 square miles in both States, centering about New York Harbor, and includes the Cities of New York and Yonkers in New York State, and the Cities of Newark, Jersey City, Bayonne, Hoboken and Elizabeth in the State of New Jersey, and over 200 other municipalities, including all or part of 17 counties, in the two States. The Authority is mandated to provide transportation, terminal and other facilities of commerce within the Port District, and, for such purposes, the States have, from time to time, authorized specific transportation and terminal facilities and facilities of commerce and economic development. The Compact has been amended and supplemented from time to time by legislation adopted by the two States.

2.2 Port Authority Governance

The Authority is governed by a 12-member Board of Commissioners, comprised of six Commissioners from the State of New York and six Commissioners from the State of New Jersey. Each Commissioner is appointed by the respective Governor thereof with the advice and consent of the respective State Senate. The actions the Commissioners take at Port Authority meetings are subject to gubernatorial review for a period of 10 days and may be vetoed by the Governor of their respective State during such period.

2.3 Port Authority Organization and Business Lines

The Authority is organized around six lines of business: Aviation, PATH (Rail), Port Commerce, Tunnels-Bridges-Terminals, the World Trade Center, and Real Estate and Development. Multi-modal transportation and economic development are at the core of these business areas.

These six lines of business have their own dedicated staff and control approximately 30 Port Authority facilities that handle millions of customers annually as well as millions of tons of cargo – via air, marine, rail or truck. The Authority's focus is on maintaining and improving service levels so that the overall regional transportation network can operate as effectively as possible. The network moves passengers and goods within, and in and out of, the region.

The six lines of business and the Executive Offices are supported by support staff functions including but not limited to Engineering, Financial, Legal, Procurement, Public Safety, and Technology.

2.4 Port Authority Financial Overview

The Authority raises the necessary funds for the improvement, construction or acquisition of its facilities generally upon the basis of its own credit. The Authority has no power to levy taxes or assessments. Its bonds, notes and other obligation(s) are not obligations of the two States or of either of them.

The revenues of the Authority are derived principally from the tolls, fares, landing and dockage fees, rentals and other charges for the use of, and privileges at, certain of the Authority's facilities. Some facilities operate at a deficit, do not generate surplus revenue or are non-revenue producing to the Authority. The purposes for which the Authority's various funds, including revenues, can be applied are set forth in various statutes and in the agreements with the holders of its obligations. Such statutes and agreements can be found in Section V of the Official Statement.

The Authority reports its financial results on a consolidated basis. Contained below are key summary tables from the Authority's Financial Statement for the year ended December 31, 2009. Full statements and appended notes can be found at <http://www.panynj.gov/corporate-information/pdf/financial-statement-2009.pdf>.

Consolidated Statement of Net Assets

	2009	2008	2007
	(In thousands)		
ASSETS			
Current assets	\$ 3,542,307	\$ 2,538,552	\$ 3,723,049
Noncurrent assets			
Facilities, net	18,398,356	16,490,195	14,869,612
Other noncurrent assets	5,266,810	6,008,780	5,119,398
Total Assets	27,207,473	25,037,527	23,712,059
LIABILITIES			
Current liabilities	2,292,249	2,344,466	3,192,021
Noncurrent liabilities			
Bonds and other asset financing obligations	12,406,153	10,949,849	9,524,310
Other noncurrent liabilities	1,831,289	1,911,848	2,058,447
Total liabilities	16,529,691	15,206,163	14,774,778
NET ASSETS			
Invested in capital assets, net of related debt	8,415,993	7,526,446	6,609,691
Restricted	211,725	409,800	719,306
Unrestricted	2,050,064	1,895,118	1,608,284
Total net assets	10,677,782	9,831,364	8,937,281

Consolidated Statements of Revenues, Expenses and Changes in Net Assets

	2009	2008	2007
(In thousands)			
Gross operating revenues	\$ 3,552,243	\$ 3,527,552	\$ 3,191,626
Operating expenses	(2,438,670)	(2,463,692)	(2,247,394)
Depreciation and amortization	(786,948)	(715,460)	(691,869)
Net recoverables (expenses) related to the events of September 11, 2001	202,978	457,918	(4,563)
Income from operations	529,603	806,318	247,800
Net non-operating expenses	(329,326)	(496,562)	(251,583)
Contributions, PFCs and grants	646,141	584,327	1,306,661
Increase in Net Assets	846,418	894,083	1,302,878

Revenues

	2009	2008	2007
(In thousands)			
Gross operating revenues:			
Rentals	\$ 1,115,652	\$ 1,079,634	\$ 986,663
Tolls and fares	1,068,105	1,054,801	800,244
Aviation fees	839,327	816,628	781,355
Parking and other	316,005	328,220	387,966
Utilities	140,817	169,576	149,537
Rentals - Special Project Bonds Projects	72,337	78,693	85,861
Total	3,552,243	3,527,552	3,191,626

The Authority's primary financing instrument is the Consolidated Bond, which was established by the Consolidated Bond Resolution adopted by the Board of Commissioners on October 9, 1952.

More information about the Consolidated Bond Resolution and the Authority's other financing instruments, statutes and agreements with bondholders can be found in the most recent Official Statement, which can be obtained by request to Laurie Spencer via email at lspencer@panynj.gov.

The table below summarizes the major ratings agencies' view of the Authority's outstanding obligations. Consolidated Bonds and Notes are direct and general

obligations of the Authority and the full faith and credit of the Authority are pledged to the payment of debt service thereon. Commercial Paper and Versatile Structure Obligations are special obligations of the Authority (and are further described in Section 7.1).

Bond Ratings (as of March 25, 2010)

	S&P	Fitch	Moody's
Consolidated Bonds	AA-	AA-	Aa2
Consolidated Notes	SP-1+	F-1+	MIG1
Commercial Paper	A-1+	F-1+	P-1
Versatile Structure Obligations: Short Term	A-1+	F-1+	VMIG1
Versatile Structure Obligations: Long Term	A+	A+	A2

3 BACKGROUND

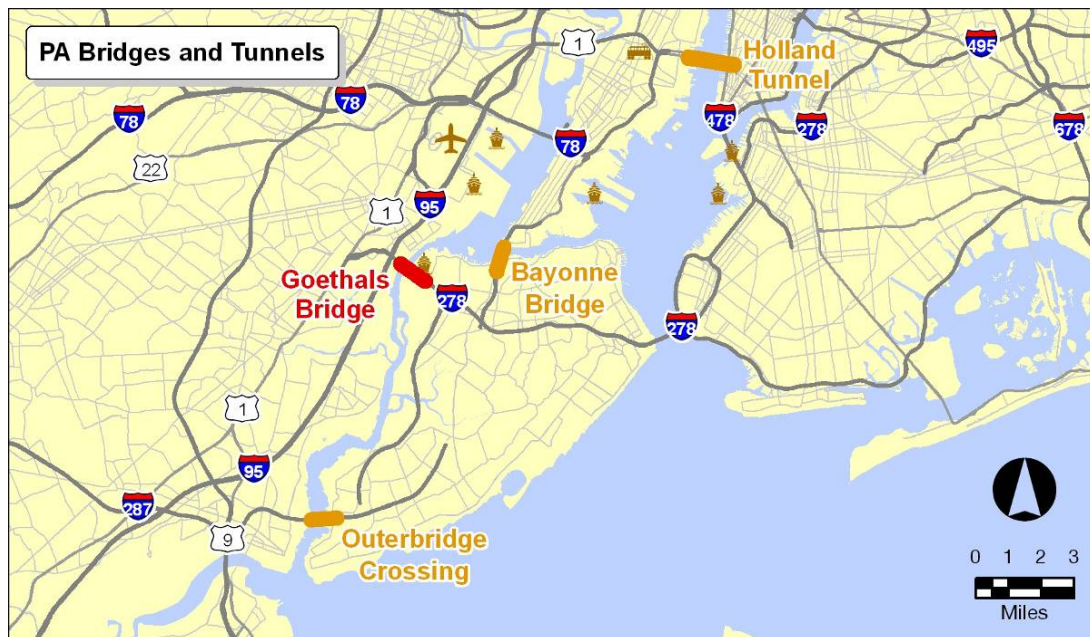
3.1 Staten Island Bridges and Regional Network

The Authority's Tunnels, Bridges and Terminals Department is responsible for operating a number of crossings within the Metropolitan NY/NJ region. These facilities include the three Staten Island Bridges: Goethals Bridge, Outerbridge Crossing, and Bayonne Bridge; and the Holland Tunnel (shown below), Lincoln Tunnel and George Washington Bridge, which provide east-west linkages between New York and New Jersey across the Hudson River.



The three Staten Island Bridges link residential communities and allow for the movement of goods and services between Newark and Elizabeth, New Jersey, Staten Island, Queens, and Long Island. The facilities are nationally significant to mobility and commerce, linking the New Jersey seaport / airport complex with Howland Hook Marine Terminal, the Brooklyn waterfront, and John F. Kennedy Airport. They also provide a regionally significant southern by-pass to the Downtown and Midtown Corridors.

Figure 3.1: Port Authority Bridges and Tunnels



3.2 The Goethals Bridge

The Goethals Bridge opened on June 29, 1928, the same day as The Outerbridge Crossing. The facility is named in memory of Major General George W.



Goethals, builder of the Panama Canal and the first consulting engineer of the Authority.

Figure 3.2: Construction of existing Goethals Bridge approaches

The Goethals Bridge forms part of the regional transportation network, and is a key link in the Southern Corridor that connects I278, Route 1/9, and the NJ Turnpike to the Staten Island Expressway and West Shore Expressway.

The FEIS has been issued by the USCG for public review. The Notice of Availability of the FEIS may be found in the Federal Register dated August 13, 2010. The FEIS analyzes the potential for impact to the natural and manmade environment by the proposed Goethals Bridge Replacement Project.

The purpose and need of the Project is to address bridge deficiencies that make the bridge functionally obsolete. These include 10-ft. lane widths, a lack of emergency shoulders, and the approach span alignment. Traffic speeds on the bridge and adjacent roadways often fall below 30 mph.



Figure 3.3: Goethals Bridge Current Lane Configuration

The objectives of the Project include:

- Providing safer operating conditions
- Decreasing congestion
- Enhancing structural integrity and reducing life-cycle costs
- Designing for provision of future transit in the corridor
- Providing for pedestrian and bicycle traffic.

Further details may be found in Chapter 2 of the FEIS at http://www.goethalseis.com/pdfs/feis/section_02.pdf

4 PROJECT SCOPE AND STATUS

4.1 Design Concept and Components

Figure 4.1 below illustrates the design concept and key components. Further details are provided in Section 5 below and on the Project Information Drawings contained in Appendix A. It should be noted that the main span support structure identified in the figure below is illustrative and the Authority would contemplate different structural forms for the main spans and approaches provided that mandatory requirements are met, as contained in the FEIS, ROD and RFP.

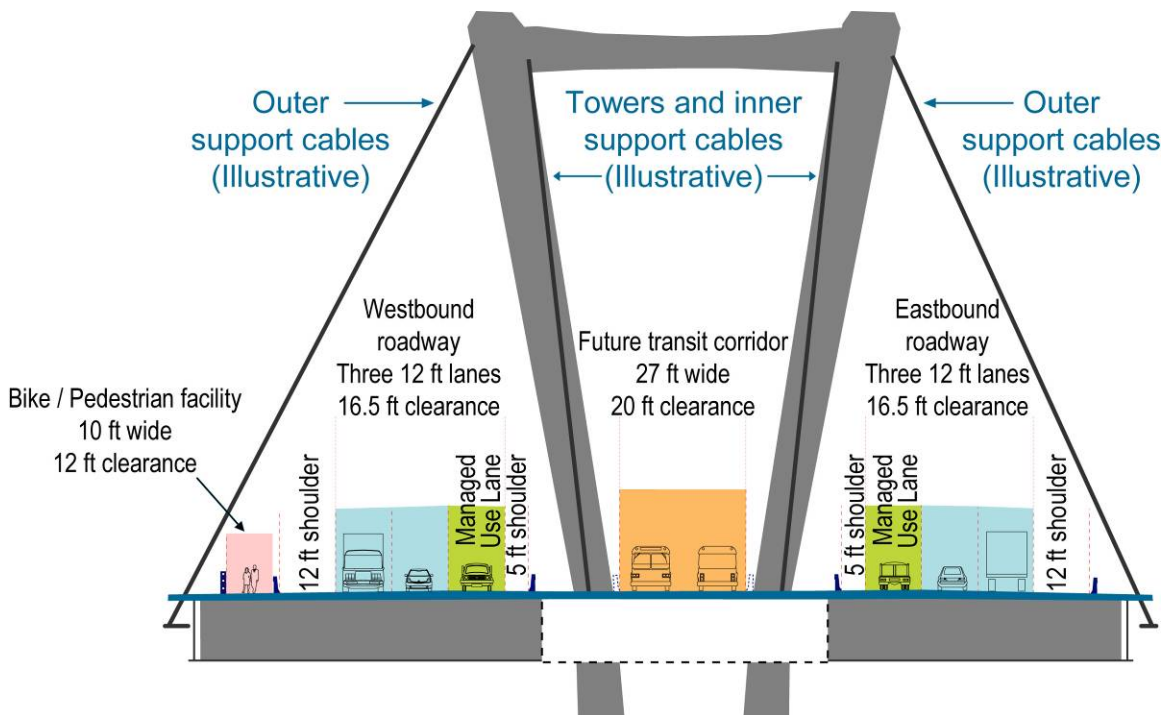


Figure 4.1: Illustrative Main Span Cross-section

Notes to Figure 4.1

- 1 – Future transit corridor 27ft is minimum width
- 2 – 16.5ft clearance envelope includes shoulders

4.2 Alignment

Following the close of the public comment period in July 2009, the Authority chose the New Alignment South as its proposed alignment. This alignment will constitute and define the Proposed Project within various permit applications. The USCG has identified the New Alignment South as the Preferred Alternative for presentation and evaluation in the FEIS. The existing bridge, including its main truss span, New Jersey and New York approach spans and abutments, would be entirely demolished and removed after construction of the new bridge is completed.

The diagram below in Figure 4.2 shows the relationship between the existing and replacement bridges. Further details of mandatory cross sectional components are provided in Section 5 below. The layout plan and typical cross section provided in Figure 4.2 below are indicative, and further details are found in the Design Physical Constraints drawings in Appendix A.

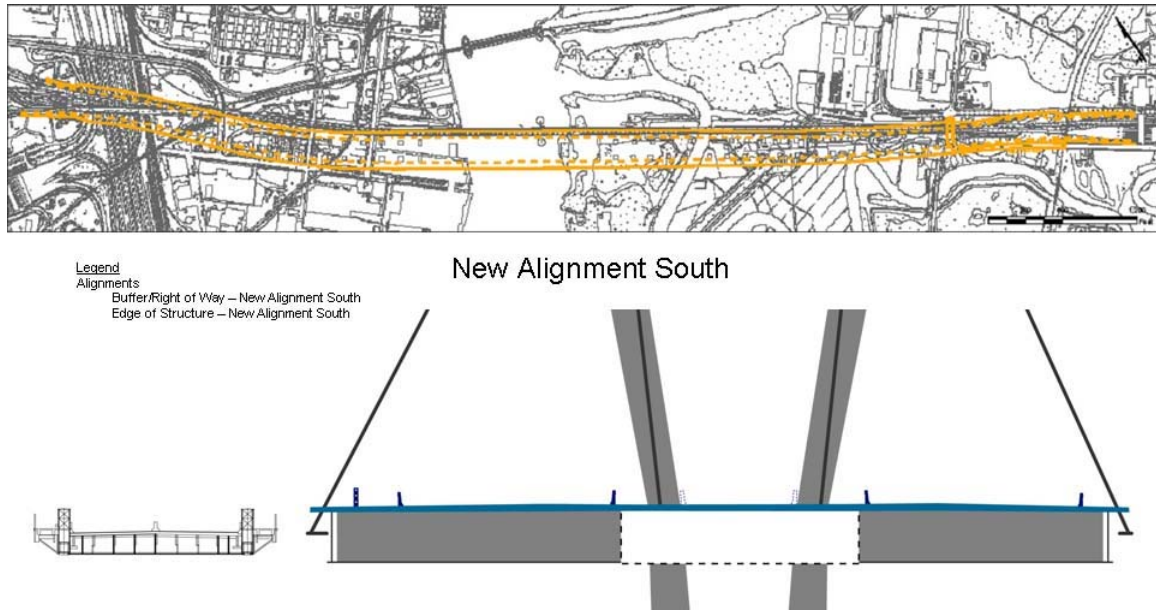


Figure 4.2: Project Alignment – New Alignment South Corridor

4.3 Jurisdictional Limits

The aerial photograph in Figure 4.3 below shows key connecting road network components in New Jersey and the Authority’s ownership limits (shaded in yellow in the photograph below).



Figure 4.3: Authority Property Ownership Limits – New Jersey Approach

Further details of the Authority's existing property limits are provided in the Project information drawings and Illustrative Design Concept (Appendix A) included herewith and made a part hereof.

The aerial photograph in Figure 4.4 below shows the key connecting road network components on the NY side of the Project, and the Authority's Jurisdictional Limits (shaded in yellow below).



Figure 4.4: Authority Property Ownership Limits – New York Approach

The limit of work on the NY side will terminate approximately 175' prior to the Toll Plaza on the eastbound roadway side and extend beyond the Toll Plaza to the approximate Port Authority property limits for the westbound roadway as shown in greater detail on drawing C18 in Appendix A. Any modification needed to that facility would be done by the Authority. The project scope would include replacement of the existing Travis Rail Bridge that is impacted by the new alignment.

4.4 Right-of-Way Acquisition

4.4.1 Scope of Right-of-Way Acquisition

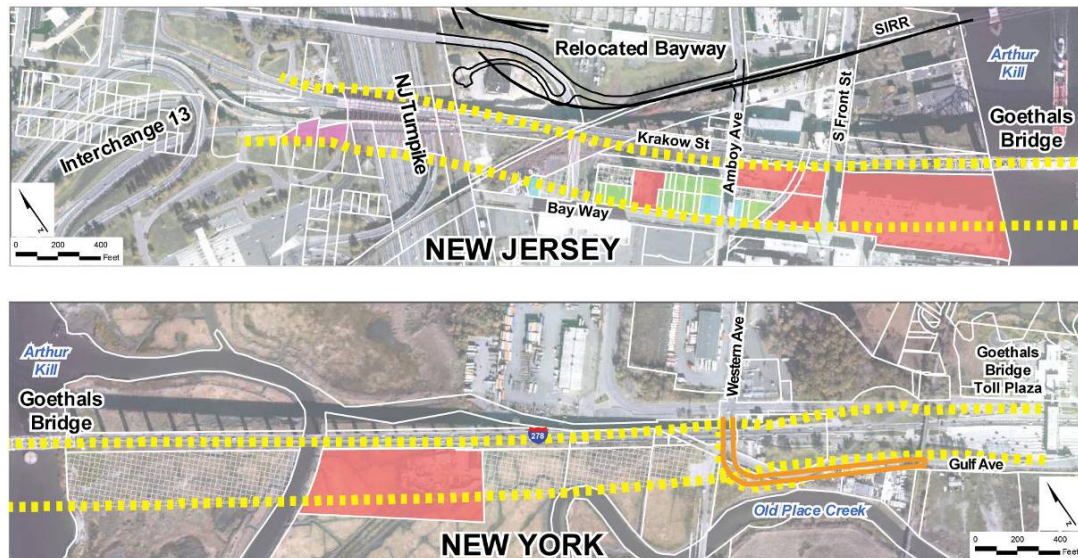
Project development would necessitate right-of-way (ROW) acquisition of a number of parcels. In total, acquisitions would include 12 parcels with partial takes and 29 parcels with full takes, totaling approximately 31 acres. In addition, 6 easements, totaling approximately 5 acres, would be required. Table 4.1 below summarizes the

scope of the ROW Acquisition requirements for the south alignment alternative. More detailed information is provided in the FEIS.

Table 4.1: Scope of Right-of-Way Acquisition

Land Use	Acquisitions			Easements	
	Partial Takes	Full Takes	Acres	No.	Acres
Commercial	2	5	15.0	0	0
Mixed Use	0	3	0.5	0	0
Residential	0	18	1.6	0	0
Transportation	4	0	0.6	6	4.9
Undeveloped	4	0	10.2	0	0
Vacant	2	3	2.7	0	0
Total Impacts	12	29	30.6	6	4.9

In New Jersey, the acquisition requirements would comprise 18 residential, 3 mixed use and 7 commercial parcels. The photograph below highlights these parcels. In New York, 1.6 acres of vacant lands and 10.2 acres of undeveloped land would be acquired including one full acquisition (R.T. Baker and Son).



Legend

- Proposed 50-foot Right-of-Way (ROW)
- Proposed realigned Gulf Avenue and its 15-foot limit-of-disturbance

Data Sources:
 Basemapping: Port Authority of New York and New Jersey, 2002
 Site plan: Goethals Bridge Replacement EIS, 2009

Parcel Impacts

- Commercial (full take)
- Commercial (partial take)
- Mixed use (full take)
- Residential (full take)
- Transportation, communication & utilities (partial take)
- Transportation, communication & utilities (easement)
- Vacant & undeveloped (partial or full take)
- No impact *

*Port Authority parcels are not included in this assessment since the use of such parcels is not considered a property impact for the purpose of constructing a Port Authority facility

Figure 4.5: Right-of-Way Acquisition Parcels

4.4.2 ROW Responsibilities

The Authority will retain primary responsibility for ROW acquisition. The Port Authority typically initiates ROW acquisition processes for its projects following a Record of Decision and internal Project Authorization. For the Goethals Bridge Replacement, this would not be earlier than February 2011. Currently, the Port Authority has not determined the extent to which it would be able to progress ROW acquisition processes in advance of “commercial close” of the Agreements. In making this determination, the Port Authority will consider the potential risks and schedule impacts associated with different ROW strategies.

4.5 Permits and Approvals

Release of the FEIS has prompted the final review by the United States Coast Guard (USCG) as the Federal lead agency, which will result in a Record of Decision (ROD). The Authority has applied for or is progressing the following permits (Table 4.2) on a conditional basis to the extent required to secure a ROD and Bridge Permit, based on the current design status:

Table 4.2: Permits Applied for or Progressed by Port Authority Pre-ROD

Agency	Permit
USCG	Section 9 - Bridge Permit
USACE	Section 404 Permit
USACE	Section 10 - Rivers & Harbors Act of 1899
FAA	FAA Navigable Airspace Application
NJDEP	Waterfront Development Review (Waterfront Development Law)
NJDEP	NJ Rules on CZ Management Program
NJDEP	Freshwater Wetlands Protection Act Permits (General Permit No. 6)
NJDEP	Flood Hazard Area Individual Permit
NJDEP	Land Use Regulation Program (LURP) Permits
NYSDEC	Water Quality Certification (6NYCRR 608) - Protection of Waters
NYSDOS	Coastal Management Program Consistency Certification, State Waterfront Revitalization & Coastal Resources Act of 1981 (NJAC 7:7E)
NYSDEC	Tidal Wetlands Permit (ECL Article 25)
NYCDCP	Waterfront Revitalization Plan Compliance (LWRP)
NYCDCP	Landmarks Review

In addition, a Memorandum of Agreement (MOA) between the Authority and the State Historic Preservation Officers forms a part of the FEIS and the Developer shall be required to enable the Authority to comply with its requirements.

Following Project Authorization, the Authority will be pursuing additional permits that include the following:

Table 4.3: Permits Applied for or Progressed by Port Authority Post-Authorization

Agency	Permit
NJDEP	Tidelands Instruments
NYSDEC	Underwater Lands Instrument
NYCDCP	Uniform Land Use Review Procedure (ULURP)

The Developer would be responsible for other permits. These may include, but are not limited to:

Table 4.4: Permits Developer to Obtain

Agency	Permit
NJDEP	Hazardous Waste Storage Facility Permit (Solid Waste Management Act)
NJDEP	Hazardous Waste Transport Permit (Solid Waste Management Act)
NJDEP	Industrial Site Recovery Act (ISRA, formerly ECRA)
NJDEP	NJ Pollutant Discharge Elimination System (NJPDES)
NJDEP	Boring Permit, NJAC 7-10
NJDEP	Well permit, NJAC 7-10
NJDEP	Well Abandonment permit, NJAC 7:9-9.2
NJDEP	Stormwater Management Rules, NJSA 7:8
NJDOT	Access Permit, NJAC Title 16, Chapter 41 Highway Occupancy Permit
NJTP	Traffic Permit
NYSDEC	Hazardous Waste Storage Facility Permit (6 NYCRR Parts 361 & 373)
NYSDEC	Hazardous Waste Transport Permit (6 NYCRR Part 364)
NYSDEC	Non-Hazardous Waste Management Facility Permit (6 NYCRR Part 360)
NYSDEC	Conservation Regulation (6 NYCRR Part 608)
NYSDOS	Public Lands Law (Article 6, Section 75)
NYSDEC	State Pollutant Discharge Elimination Permit (SPDES) (ECL Article 17, Titles 7 & 8)
NYSDOT	Highway Work Permit (NYSHL Article 3, Section 52)
NYCDOT	Construction Activity Permit
NYCDEP	Sanitary Sewer Connection Approval

The need for additional permits that the Developer would be responsible for may arise during final design and construction of the Project.

Permit applications advanced by the Authority are based on certain design assumptions for drainage and project layout. The Developer would be required to

finalize and update any Authority-obtained permits to the extent its design differs from the Authority design used to support a permit application.

Further information regarding permit applications may be found in Chapter 7 of the FEIS at http://www.goethalseis.com/pdfs/feis/section_07.pdf

4.6 Project Schedule

The anticipated project schedule is as follows:

Issued RFI	May 2010
Published FEIS	August 2010
Issue RFQ	October 2010
Issue ROD	Q4 2010
PA Board Meeting	February 2011
Issue Draft RFP	Q1 2011
Issue Final RFP	Q3 2011
Best Value Proposer Announced	Q1 2012
Close of Finance	Q2 2012
Service Commencement New Bridge	2016
Complete Demolition of Existing Bridge	2017

4.7 Selected Environmental Impacts and Mitigations

The FEIS identified a number of potential environmental impacts, as well as mitigation activities to be included in project development. Complete descriptions are published in the FEIS. Highlights of two primary impacts – traffic and wetlands – are provided here:

4.7.1 Traffic

- *Impact:* Modest congestion and speed impacts from new bridge construction and additional traffic capacity.
- *Mitigation:* Managed Use Lane in each direction during peak commuting hours for buses and high-occupancy vehicles (Policies and enforcement will be the Authority's responsibility).
- Local improvements - signal timings, street re-striping and removal of on-street parking. (Authority responsibility and external to the Project).

4.7.2 Wetlands

- *Impact:* Temporary: 0.20 to 0.27 acres (< 6 months), Permanent: 5.19 to 5.51 acres (> 6 months)

- *Mitigation:* Modify design and/or restoration-in-place for existing piers and access road. Wetland mitigation bank in NJ and on/off-site mitigation (enhancement, restoration, or creation) in NY.

The Authority intends to temporarily fund wetland mitigation activities in advance of project award. Under this arrangement, a fee would be payable to the Authority at the Close of Finance to serve as reimbursement for this and other Authority-funded pre-development activities.

5 DESIGN AND TECHNICAL CONSIDERATIONS

5.1 Mandatory Requirements

The design physical constraints for the project are set forth on the “Design Physical Constraints” drawings in Appendix A.

The Project shall have minimum navigational clearances in accordance with those set out in the Section 9 Bridge Permit. Navigational clearance beneath the new bridge is designed for a minimum of 137.90 feet above mean high water (MHW) at the channel center. Detailed Proposals from Prequalified Teams should provide the maximum possible navigational clearance allowed for by their proposed design solution. It should be noted that the vertical alignment design is constrained by a maximum 4% grade and by the minimum navigation clearances. This limitation has ruled out certain structural solutions with deck thickness much greater than the existing. The Authority would not consider deviations from the geometric constraints set forth in Appendix A.

The maximum out-to-out width of the main span of the bridge would be 210 feet. Part of that width comprises a 65-foot-wide central area between the eastbound and westbound decks, which accommodates the towers and support cables, as well as the 27-foot-wide minimum clearance for a potential mass transit corridor (29 feet with barriers).

The main piers shall be a minimum of 900 feet apart, an increase from the existing horizontal separation of 672 feet. This removes all bridge structure-related hazards out of the Arthur Kill’s 500-foot navigation channel. Pier location footprints of approach spans may be subject to some amendment as compared to that depicted in the FEIS, but any variation is constrained by the total wetlands impacts identified in the FEIS.

The elevation of the two bridge towers shall not exceed 272 feet above mean sea level (MSL), as compared to the 248 feet above MSL associated with the existing bridge’s truss superstructure. No object attached to the top of the bridge tower may exceed 272 ft above MSL. The Authority will provide guidelines in the RFP describing the discussions already held with the FAA and commercial carriers on this subject. This would include the framework for third party agreements needed by the Developer to support an application for temporary construction work exceeding the 272 ft permanent height limitation.

Please note that all minimum clearances are subject to revision based on the USCG Bridge Permit approval.

The replacement bridge shall consist of the following cross section components:

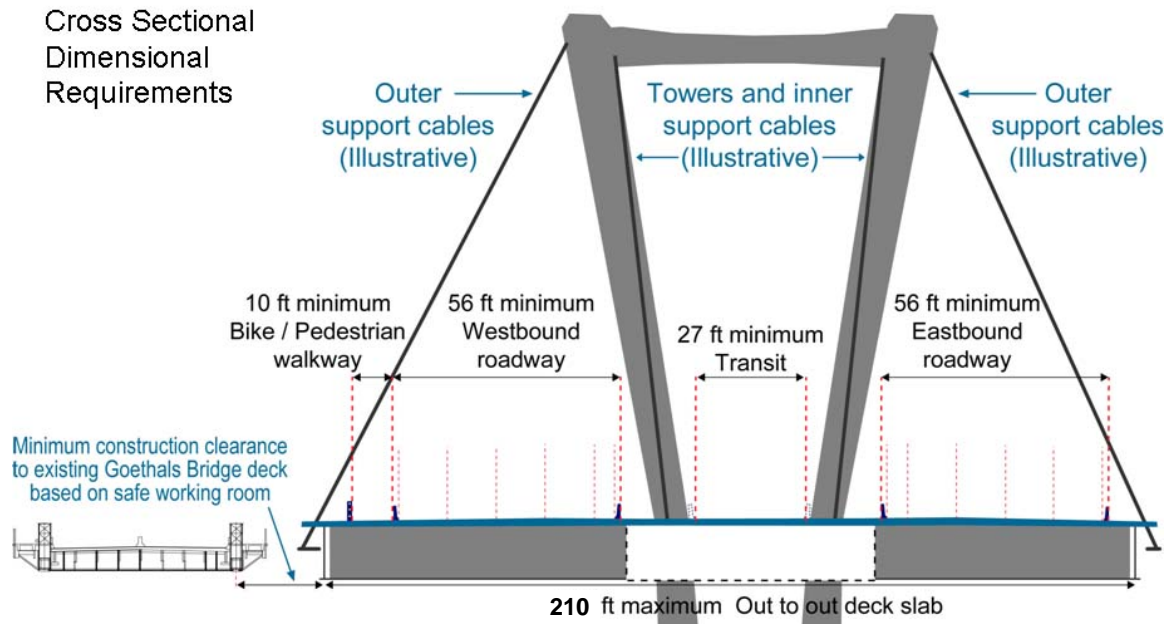
- Six 12-foot-wide travel lanes, three on each roadway deck (i.e., one roadway deck for eastbound traffic and one roadway deck for westbound traffic);
- A 12-foot-wide outer shoulder on each roadway deck;
- A 5-foot-wide inner shoulder on each roadway deck;

- A minimum 10-foot-wide sidewalk/bikeway along the northern edge of the westbound roadway deck;
- A central area to be maintained between the eastbound and westbound roadway decks with sufficient width to accommodate the provision of transit service, should future conditions warrant inclusion of such service during the service life of the bridge; and
- Safe clearance is to be maintained between new construction and the existing bridge, which shall be kept in operation throughout construction.

Other elements of the Preferred Alternative include:

- New approach spans at both the New Jersey and the New York ends of the new bridge with roadway dimensions similar to the bridge section;
- A buffer on both sides of the replacement bridge and approach spans;
- Permanent right-of-way fencing at ground level along both sides of the proposed replacement bridge approach spans, except through open waters;
- A permanent access road located generally below the proposed replacement bridge approach spans for purposes of construction, maintenance and security;
- Replacement of the Travis Branch railroad bridge over I-278 in Staten Island in order to accommodate the wider roadway; and
- Re-alignment of Gulf Avenue in Staten Island.

Additionally it is anticipated that there will be a need for construction staging areas of approximately five acres on each side of the Arthur Kill, which are required for storage of the materials, pre-assembly activities and office space for the construction effort.

Figure 5.1: Cross-Sectional Dimension Requirements

5.2 Design Progress and Flexibilities

5.2.1 Illustrative Design

The Authority's design may be considered "illustrative." Other similar designs may be acceptable, provided they meet the mandatory requirements as described in the preceding section, are consistent with all of the commitments in the FEIS, and meet other stakeholder and permitting requirements, and other agreements necessitated during development of the project. Details of the illustrative design may be found on the drawings contained in Appendix A.

The Authority, the US Coast Guard and other reviewing authorities have invested significant time and effort in the NEPA process for this project. In order to achieve current progress towards NEPA finality, it has been necessary for the Authority to develop and publish design concepts to provide information to the US Coast Guard, the public and other authorities as regards to the potential environmental impact of the bridge, including its appearance. The Authority has considered a number of design concepts for the main span, a summary of which would be made available to organizations as part of any procurement process. The Port Authority would scrutinize carefully any alternative concept that carried a potential risk of infringing on a condition or assumption associated with the Record of Decision and that could consequently result in the need for environmental re-evaluation. Responding Teams are advised that as part of any procurement process, the Port Authority would retain the right to reject any such alternative concept at its sole discretion.

The following statement appears in Section 3.5 the FEIS

“...the New Alignment South proposes replacement of the Goethals Bridge with a cable-stayed bridge directly and entirely south of the existing bridge’s alignment. Its cable-stayed design will be a single bridge configuration that contains two separate roadway decks (i.e., one eastbound and one westbound), each containing three 12-foot-wide travel lanes, a 12-foot-wide outer shoulder, and a 5-foot-wide inner shoulder. The northern roadway deck (i.e., westbound traffic) will also have a minimum 10-foot-wide sidewalk/bikeway...”

It should be noted that this statement provides the clear expectation that the Goethals Bridge Replacement will be by means of a cable-stayed bridge.

The Authority will outline protocols for accepting Alternative Technical Concepts in such a manner as to encourage innovation while maintaining transparency and fair competition.

5.2.2 Aesthetics Constraints

The appearance of the structure is of great importance to the Authority, and the illustrative design has been subject to considerable attention with regard to visually significant elements such as pier shape and cable layout. However, the “illustrative design” has been presented at public meetings with the proviso that it may be subject to amendment.

The Authority is developing aesthetic requirements to clearly define unacceptable solutions (e.g. vertical “smokestack” pylon design) and help Responding Teams determine the range of design solutions that may be acceptable. Aesthetic guidelines will cover overall form and function and matters such as edge detailing and finishes that are not yet reflected in the Authority’s “illustrative design.”

Historic setting of the proposed bridge is subject to approval by the New York State Historic Preservation Office and the New Jersey State Historic Preservation Office. Attention is drawn to Sections 5.7.5 and 5.8.5 of the FEIS that contain discussion of the ongoing Section 106 Consultation and the now-in-place Memorandum of Agreement (MOA) per Section 106 of the National Historic Preservation Act.



5.3 Technical Requirements

The Authority is developing Technical Requirements that will contain a combination of mandatory standards and, where appropriate, performance standards covering the performance in service of the asset. The Authority will express requirements for design life, service life, handback and residual life of bridge components to obtain an optimal solution.

In all cases, the Authority will require structural health monitoring of the facility and will require easy access to, and high quality of, inspection records.

The Authority places a high focus on sustainability and may specify recycling of certain materials, the use of green construction methods, and/or propose specific sustainability guidelines.

5.4 Existing Conditions (Available Information)

To the extent possible, subject to access constraints, the Authority has assembled data relating to the site such as topographical surveys, geotechnical investigations, utility surveys, hazardous materials investigations, and truck loadings beyond AASHTO standards. Reference should be made to the Project Information Drawings in [Appendix A](#) that contain details of geotechnical investigations undertaken by the Authority.

The Authority intends to complete additional subsurface investigation and laboratory testing data before issue of RFP. This will include approximately 60 borings to better define site conditions and establish engineering properties of the in-situ soils and rock along the preferred alignment. The subsurface program will include:

- Standard split-spoon samples will be retrieved to provide soil classification logs, blow counts (SPT “N” values), location of change in stratum and approximate water table.
- Seven (7) Cone Penetration Test (CPTU) borings.

- Seismic cone will be performed in four (4) of the CPT.
- SPT borings will be sampled continuously to bedrock with 25 feet of rock cored at the approach spans and 50 feet of rock cored at the main span piers.
- SPT holes will be video inspected at the main piers to record jointing location and orientation.
- Tube sampling of organic layers and stiff clay layers will be conducted. Undrained Unconsolidated (quick) test will be performed on the selected samples to obtain cohesive strength for the materials.
- 1-D consolidation tests for the organic tubes to obtain settlement data for the access roadway and verify the 50% pore pressure from the CPTU.
- Three (3) Crosshole Seismic Tests will be conducted to establish shear and compression wave velocities of the in situ soils and underlying bedrock. These tests will be performed at the main New York piers.
- Laboratory testing may include; unconfined compression tests of rock, UU Triaxial Strength Tests and Grain Size Analysis.

Any further geotechnical information required by a Prequalified Team in support of its Proposal or by the Developer in support of its work under the Project Agreement, will be the responsibility of the Prequalified Team and/or Developer as appropriate.

In the case of properties to be acquired, site investigations are subject to access constraints for privately owned properties. All of this information is being compiled as it becomes available and will be included on the Project website. During the procurement process, the Authority is committed to continue performance of such surveys as are physically possible, and that would, in its determination, assist Prequalified Teams in developing their detailed proposals.

The Authority will develop mutually acceptable risk-sharing arrangements, taking into account generally accepted principles governing topics such as “undiscovered hazardous materials,” “geotechnical conditions,” and “generator status.”

5.5 Other Design and Technical Issues

5.5.1 Signing

The Authority will state minimum requirements for signing for proper traffic management, including variable message signs, static signs, incident detection, and vehicle monitoring. The Developer would be responsible for the provision and maintenance of such equipment.

5.5.2 Mass Transit Corridor

As described in Section 3.3.2 of the FEIS, the Project has been designed so as not to preclude the consideration of a potential future mass transit corridor. A reserved clear width of 27' plus barriers has been allocated. The Authority will provide design criteria for the mass transit corridor in the RFP.

5.6 Role of the Authority

Throughout the Project, in collaboration with the successful Developer, the Authority will:

- Audit design documents for compliance to code, technical contractual obligations, and scope;
- Audit construction for compliance to code and technical contractual obligations;
- Perform limited materials testing audits;
- Perform Special Inspections as required by code;
- Issue a Permit to Occupy or Use – similar to a Certificate of Occupancy; and
- Review Federally Mandated Biennial Inspection Results as performed by the Developer for acceptability and compliance with said requirements. The Authority will review the results prior to the Developer submitting them to New York State Department of Transportation and New Jersey Department of Transportation.

None of the above shall relieve the Developer's responsibility for ultimate Quality Control and Quality Assurance of the project.

5.7 Preliminary Cost Estimate

The Authority developed a preliminary construction cost estimate for the Project assuming a conventional design-bid-build procurement. The estimated construction cost was approximately \$755 million in 2007 Dollars (See FEIS Section 3.3.2). This cost included ancillary construction activities related to the demolition of the existing Goethals Bridge, local roadway modifications, and the replacement of the Travis Branch Railroad Bridge. It did not include the costs of ROW acquisition, special access requirements in the wetlands, wetlands restoration, utility relocations, or engineering and administration. The Project Agreement will define what scope items will be contracted, shared or performed by the Authority.

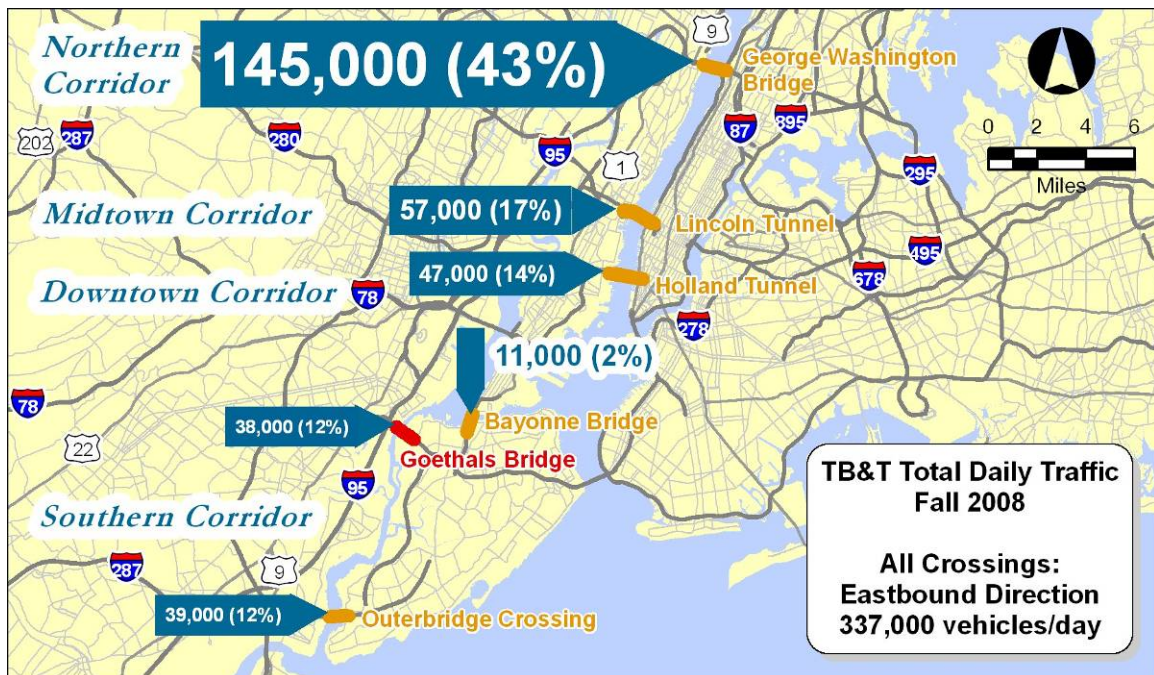
6 OPERATIONS AND MAINTENANCE

6.1 Traffic and Revenues

As previously noted, the Goethals Bridge forms a key link in the regional network of east-west traffic flows. The Authority's tunnel and bridge facilities generated approximately \$975M in combined revenues in 2009, with the three Staten Island Bridges providing approximately 25% of that total toll revenue.

Within the same timeframe as the scheduled construction of the Goethals Bridge, the Authority is moving towards installing a new toll revenue collection system that will include cashless toll collection capabilities.

At present, tolls are collected only in the eastbound direction. Traffic is heaviest during the PM peak, unlike other regional facilities with heaviest AM peak. The Goethals Bridge attracts approximately half of the total trips for the Staten Island Bridges (14.2m tolled trips during 2009, generating \$120m in gross revenues).



Current Average Annual Daily Traffic (AADT) – the total for both directions - on the Goethals Bridge is approximately 75,000. The peak hour traffic flows for 2004 were:

- 1800 vph eastbound, 2800 vph westbound AM
- 3100 vph eastbound, 2000 vph westbound PM
- Trucks account for 10% of the eastbound AM Peak

Future traffic volumes for the Goethals Bridge in 2034 are forecast to be:

- 4000 vph eastbound, 4600 vph westbound AM
- 4700 vph eastbound, 4300 vph westbound PM

6.2 Existing Goethals Bridge Toll Plaza

The existing plaza (shown below) will remain in some form when the new bridge is constructed. The Authority anticipates that it will be responsible for any modification to building structure / lane layout at the toll plaza as needed to suit the tie-in to the Project and for any changes that may arise from the change to all electronic tolling (AET) technology.



6.3 Requirements for Availability and Safety

The Authority has a commitment to the safety, comfort and availability of its assets. The contractual structure will align incentives to:

- Maintain the asset to meet specified performance requirements affecting user comfort and safety such as ride quality and skid resistance
- Ensure that lanes are available for use and meet the performance requirements
- Include mechanisms to maximize the long term performance and security of the asset

The Authority will develop a contract payment mechanism that:

- Fully aligns the Developer with the Authority's aims and objectives
- Is practical, easily measurable and proven in service.

6.4 Port Authority Operational Responsibilities

6.4.1 Tolling

The Authority will retain responsibility for all tolling and customer accounts, maintenance of the toll equipment, and for the toll pricing structure.

6.4.2 Area-wide traffic management

The Authority will continue to be responsible for area-wide traffic management policies affecting its Staten Island Bridges. Managed Use Lanes will be in operation only during peak hours, and will not be barrier separated. The Authority will be responsible for Managed Use Lane policies. Compliance with these policies will be the responsibility of the Developer.

All closures for periodic maintenance will need to be coordinated through the Authority to manage impacts on Authority Facilities, as well as with NJDOT, NYSDOT, and the NJ Turnpike. In the event of a major incident, traffic will be routed either towards or away from the Goethals.

6.4.3 Security

The Authority will continue to have responsibility for all security matters related to the Project. The Developer shall be required to provide and maintain certain equipment and facilities to be defined in the subsequent Project Agreement as may be required to enable the Authority to effectively provide this function.

6.5 Operations and Maintenance Open Issues

The Authority is currently considering its approach to operations and maintenance issues. Examples of the areas under consideration include:

- The responsibility for and scope of components such as variable message signing and CCTV;
- Incident response protocols and repair of damage to the bridge from traffic incidents;
- Public safety; and
- Interfaces between the Authority and the Developer

The Authority will continue to maintain the Outerbridge Crossing and the Bayonne Bridge, as well as Goethals Bridge Administration / Maintenance Building. As a result, the existing Goethals Bridge Maintenance Building will still be largely utilized by the Authority. This sharing agreement will be explored further in development of the subsequent solicitation documents and through feedback from potential Developers.

There is no ITS network currently in place for the Staten Island Bridges. The Authority is exploring what components that will be required as part of the Project Agreement.

7 PROJECT CONTRACTING AND FINANCIAL OVERVIEW

The Port Authority intends to achieve a fixed price contract for the design, construction, and maintenance of the replacement Goethals Bridge. The Port Authority seeks to not make cash payments until service commencement of the bridge and would have the right to reduce future payments due to non-performance on the part of the private partner.

7.1 Contractual Structure

The principal agreements between the Port Authority and the Developer will be the Project Agreement and the Private Placement Financing Agreement, which are described below.

7.1.1 Project Agreement

The Port Authority anticipates entering into an agreement (“Project Agreement”) with a single entity, the Developer, to design, build, and maintain the Project for 30-40 years (the “Term”). The Project Agreement will define the rights, obligations, expectations, and standards that will apply to the project throughout the Term. The two principal components of the Project Agreement are a design and construction component and a maintenance component.

7.1.1.1 Design and Construction

The Developer shall furnish all design and other services, and provide all materials, equipment and labor to achieve service commencement of the Project by a specified completion date.

In full consideration for the performance by the Developer for its design and construction obligations, the Port Authority will agree to pay the Developer a guaranteed fixed price (“D/B Completion Amount”), payable as a lump sum amount upon final completion of the Project solely from and to the extent that financing is provided by the Developer (See Section 7.1.2 for Private Placement Financing Agreement).

7.1.1.2 Maintenance

Upon service commencement, the Developer shall maintain the Project in accordance with specified standards for a period of 30-40 years.

In full consideration for the performance by the Developer of its maintenance obligations, the Port Authority will agree to pay the Developer a guaranteed fixed price (“Maintenance Amount”), disbursed in equal monthly installments (“Monthly Maintenance Amount”). The Monthly Maintenance Amounts will be adjusted annually at an escalation factor stated in the RFP.

In the event that the Developer fails to meet performance standards or defaults on any of its maintenance performance obligations, it would owe damages to the Authority. If the Developer fails to pay damages, the Monthly Maintenance Amounts will be applied against such unpaid damages. In the event damages exceed the Monthly Maintenance Amount, see Section 7.1.2.2.

The Port Authority will require the establishment of reserve accounts or alternative security to ensure Developer's adherence to contractual standards. It is anticipated that 5 years prior to the end of the Term, the ongoing program of inspections and testing will determine the amount of work (if any) that will be necessary to meet the handback conditions, and from this time until the end of the Term, the Authority will exercise a right to direct the Developer to increase the reserve balance. Failure of the Developer to maintain the required reserve balance shall be a default under the Project Agreement.

7.1.1.3 Developer's Financial Responsibility

The Developer shall be responsible for obtaining financing necessary to fulfill its obligations under the Project Agreement. The Developer shall submit a financial model with its proposal, which will be updated at financial close.

In the case of a default during the design, construction or maintenance periods, the Developer's lenders will have the right to step-in and rectify the causes of any defaults during a cure period prior to the Authority terminating for Developer default. In the event of early termination during the maintenance period, the Project Agreement will provide for the calculation of compensation due to the Developer (if any), consistent with industry practice. Different calculations will apply for termination due to Developer default, force majeure and the Port Authority's convenience, and will include as applicable any necessary offsets to the principal balance of the Private Placing Financing Agreement and/or breakage costs.

7.1.2 Private Placement Financing Agreement

The Developer and the Port Authority will enter into a Private Placement Financing Agreement ("Private Placement Financing Agreement") attached to the Project Agreement, with the Developer as lender and the Port Authority as borrower. The Private Placement Financing Agreement will have the same term as the Project Agreement, will be executed concurrently with the Project Agreement, and will have cross default and termination provisions.

7.1.2.1 Timing and Amount of Loan

Under the Private Placement Financing Agreement, the Developer would agree to lend the Port Authority a principal amount equal to the D/B Completion Amount. The principal amount outstanding under the Private Placement Financing Agreement will be zero until the D/B Completion Amount is due. At that time, the Developer must lend the Port Authority an amount equal to the

D/B Completion Amount and the Port Authority must, simultaneously with such loan, pay the D/B Completion Amount to the Developer in satisfaction of the Port Authority's payment obligations under the Project Agreement. This simultaneous loan and payment transaction will be executed without a funds transfer. The principal amount then outstanding under the Private Placement Financing Agreement will be amortized over a specified term on a monthly basis. While the exact shape of the debt service (principal and interest) payment profile will be provided in the RFP, the Authority anticipates that the total annual amount of debt service to be paid each year will escalate annually at a predetermined rate.

7.1.2.2 Debt Service Offset for Unpaid Damages

Under the Private Placement Financing Agreement, the Developer, as Lender, will consent and agree to allow the Port Authority to offset against debt service payments any unpaid damages owed by the Developer to the Port Authority under the Project Agreement.

7.1.2.3 Port Authority Sources for Debt Service Payments

The Private Placement Financing Agreement shall be a special obligation of the Port Authority, payable in the same manner, to the same extent and from the same sources as the Port Authority's Versatile Structure Obligations, Variable Rate Master Note and Commercial Paper Obligations.

Payments under the Private Placement Financing Agreement shall be payable from the proceeds of obligations of the Port Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefore, from other moneys of the Port Authority legally available for such payments when due.

The term "Net Revenues" shall mean, solely for purposes of the private placement financing, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (i) payment or provision for payment of debt service on the Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (ii) payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes; and (iii) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution. (A copy of the Consolidated Bond Resolution is available in the Official Statement, page 4-15).

The principal and interest on the Private Placement Financing Agreement shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (i) the payment of debt service on Consolidated Bonds as required by the applicable provision of the Consolidated Bond Resolution, and (ii) payment into the General Reserve Fund of the amount

necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund Statutes.

7.2 Potential for Federal Financing

The Authority recognizes that access by the Developer to Federal credit assistance or loan programs such as Private Activity Bonds or TIFIA may be a key to lowering the cost of financing on the Project. The Authority has submitted a Letter of Interest for the Project on March 1, 2010, noting that the procurement may be structured as a DBFM. On September 15, 2010, the Port Authority was selected by the Federal Highways Agency (FHWA) as one of four projects to proceed with the TIFIA application process.

Additionally, the Authority is currently working to gain access to Private Activity Bonds for the Project in case such financing may be needed by the Developer.

8 PROJECT PROCUREMENT

8.1 Two-Step Procurement Process

The Authority intends to use a two-step procurement process for the Project. This will consist of an RFQ followed by an RFP. The anticipated procurement schedule is as follows:

Procurement Activity	Schedule
<u>Issued RFI</u>	May 2010
<u>RFQ Phase</u>	
SOQ Due Date	November 30, 2010
Shortlist	January 14, 2011
<u>RFP Phase</u>	
Issue First Draft of RFP to Shortlisted Teams	2011 Q1
Proposer Review of RFP Drafts	2011 Q1-2
Issue Final RFP	2011 Q-3
Proposal Due Date	2012 Q1
Award	2012 Q-1
Contract Execution / Close of Finance	2012 Q-2

8.2 RFP Process Overview

It is intended that the RFP process will include issuance of the Draft RFP and subsequently a Final RFP, to be followed by proposal submission, proposal evaluation and best value selection by the Authority.

Following short-listing of proposers, the Authority anticipates release of the Draft RFP to the Prequalified Teams. The Draft RFP will include Instructions to Proposers, draft Agreements as well as technical provisions and requirements. During this phase, and after receipt of proposer questions, and/or comments, Prequalified Teams will be invited to proprietary meetings as required by the Authority and will be allowed to submit written questions and comments. A process for the submission and review of Alternative Technical Concepts prior to detailed proposal submission will also be established.

The Authority will develop the Final RFP documentation taking into account feedback from the Prequalified Teams. The Final RFP will be issued to all Prequalified Teams.

The proposers will be required to make technical and financial submissions that are compliant with, and demonstrate full acceptance of contractual terms. The Authority expects the financial proposals to be backed by a robust and complete financing plan. A proposal security will be required.

In recognition that there is limited ability to maintain financing commitments for an extended amount of time, the Authority will endeavor to structure a procurement process that shortens the period between proposal submission and close of finance to the greatest extent possible while preserving the integrity of the competition.

The intent of the Authority is to use a best value selection. The Authority may identify an upset limit on proposed price, beyond which proposals may be rejected at the Authority's discretion.

Appendix A – Project Information Drawings and Illustrative Design Concept

General Description	Sheet No.	Dwg No.	Title
Project Information Drawings			
General Drawings	1	G1	Title Sheet
	2	G2	Index of Drawings
Project Site Aerial - 2003	3	PA1	Project site Aerial 1 of 8
	4	PA2	Project site Aerial 2 of 8
	5	PA3	Project site Aerial 3 of 8
	6	PA4	Project site Aerial 4 of 8
	7	PA5	Project site Aerial 5 of 8
	8	PA6	Project site Aerial 6 of 8
	9	PA7	Project site Aerial 7 of 8
	10	PA8	Project site Aerial 8 of 8
Design Physical Constraints Drawings	11	PC01	Keyplan and Elevation
	12	PC02	EIS Alignment Corridor
	13	PC03	New Jersey Turnpike Approaches
	14	PC04	Main Span
	15	PC05	Main Span Pier Section
	16	PC06	Old Place Creek Clearance
	17	PC07	Gulf Avenue Constraints
	18	PC08	Travis Bridge Clearance
	19	PC09	Local Rail Spur - NJ
Existing Geotechnical Information	20	GT1	Soil Profile along Centerline of Roadway (New York Side)
	21	GT2	Soil Profile along Centerline of Roadway (New Jersey Side)
	22	GT3	Project Site Map, General Notes, Legend Abbreviations and Symbols soil Classifications
	23	GT4	Boring Location Plan
	24	GT5	Presentation Of Borings 1
	25	GT6	Presentation Of Borings 2
	26	GT7	Presentation Of Borings 3
	27	GT8	Boring Location Plan – 1989 – 1
	28	GT9	Boring Location Plan - 1989 – 2
	29	GT10	Presentation Of Borings –1989 – 1
	30	GT11	Presentation Of Borings – 1989 – 2
	31	GT12	Presentation Of Borings – 1989 – 3
	32	GT13	Presentation Of Borings – 1989 - 4
	33	GT14	Presentation Of Borings – 1989 – 5
	34	GT15	Presentation Of Borings - 1989 – 6
	35	GT16	Boring Location Plan - 1993
	36	GT17	Presentation Of Borings –1993 – 1
	37	GT18	Presentation Of Borings – 1993 – 2
	38	GT19	Boring Location Plan - 1994
	39	GT20	Presentation Of Borings –1994 – 1

General Description	Sheet No.	Dwg No.	Title
	40	GT21	Presentation Of Borings – 1994 – 2
	41	GT22	Presentation Of Borings – 1994 – 3
	42	GT23	Presentation Of Borings – 1994 - 4
Illustrative Design Concept			
Illustrative Design Concept – Civil Drawings	43	C01	KeyPlan
	44	C02	EB Profile 1 (WB Similar)
	45	C03	EB Profile 2 (WB Similar)
	46	C04	EB Profile 3 (WB Similar)
	47	C05	EB Profile 4 (WB Similar)
	48	C06	EB Profile 5 (WB Similar)
	49	C07	EB Profile 6 (WB Similar)
	50	C08	EB Profile 7 (WB Similar)
	51	C09	EB Profile 8 (WB Similar)
	52	C010	Realigned Gulf Avenue Profile
	53	C011	Alignment Plan 1
	54	C012	Alignment Plan 2
	55	C013	Alignment Plan 3
	56	C014	Alignment Plan 4
	57	C015	Alignment Plan 5
	58	C016	Alignment Plan 6
	59	C017	Alignment Plan 7
	60	C018	Alignment Plan 8
	61	C019	Alignment Plan 9
62	C020	Typical Section	
New Jersey Turnpike Approach Structures			
	63	S01	General Plan and Elevation
	64	S02	General Cross Section
	65	S03	Eastbound Pier 1,2,3 Plan and Elevation
New Jersey and New York Approach Spans			
	66	S04	Key Plan and Elevation – PPC Girder Option
	67	S05	Key Plan and Elevation – Steel Girder Option
	68	S06	Typical Cross Sections Approaches
	69	S07	CIP or Precast Pier Details – PPC & Steel Girder Options
Construction and Maintenance Access Road			
	70	S08	Keyplan – Construction Access Road
	71	S09	Keyplan – Maintenance Access Road
Main Span Cable Stay Option			
	72	S10	General Plan and Elevation
	73	S11	Cable and Superstructure Layout
	74	S12	Typical Superstructure Section
	75	S13	Foundation Layout
	76	S14	Tower Elevations
Demolition of the Existing Goethals			
	77	S15	Existing Bridge Demolition Sheet 1 of 3 (Main Span)

General Description	Sheet No.	Dwg No.	Title
Bridge	78	S16	Existing Bridge Demolition Sheet 1 of 3 (Main Span)
	79	S17	Existing Bridge Demolition Sheet 1 of 3 (Approaches)
Travis Rail Spur Bridge	80	S18	Keyplan
	81	S19	General Plan and Elevation
	82	S20	Typical Section

THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
PROJECT CORRUPTION PREVENTION PROGRAM
BACKGROUND QUALIFICATION QUESTIONNAIRE PACKAGE

Introduction:

The Port Authority of New York and New Jersey (the “Port Authority”) has implemented a Project Corruption Prevention Program (“PCPP”). The PCPP is grounded in the bedrock belief that fair and ethical business practices are an absolute prerequisite to doing business with the Port Authority. These ethical practices must be followed by all contractors, consultants, vendors and suppliers, of all tiers, on all Port Authority projects.

One of the components of the PCPP is contractor and vendor screening, designed to ensure that, in addition to demonstrated records of quality performance and solid financial capacities, firms awarded contracts for work possess high ethical standards and a record of law abiding conduct. Screening is being performed through the use of a background qualification questionnaire package (“BQQP”). To that end, and to facilitate the consideration of your firm for the award of a contract, we have enclosed a BQQP for your immediate attention.

Instructions:

- **Failing to follow these instructions may delay the award of a contract or result in a finding of non-responsibility, affecting the Company’s ability to be awarded current or future Port Authority contracts or subcontracts.**
- All consultants, sub-consultants, contractors, sub-contractors, and vendors, of all tiers, whose contracts or purchase orders will exceed \$100,000, must complete an initial Background Qualification Questionnaire and the attached Exhibit A Certification (collectively, the “BQQ”, also sometimes referred to as the 1WTC – Rider K Attachment).
- The BQQ must be completed by a Key Person (see Question 9 of the BQQ for definition of Key People) who is knowledgeable about the past and present operations of the Company.
- The Company will be required to file updates to the BQQ for each new contract or purchase order in excess of \$100,000. So that companies do not have to file a new BQQ every time, companies may submit the Certification of No Change, if applicable. In the event that the Company cannot certify to no change, the Company will be required to file an updated BQQ in full.
- In the event of changes in ownership, address, circumstances, conditions or status of the firm that would require amending any of the answers to this Questionnaire, the firm shall notify the above in writing of such changes within one month after the change has occurred.
- Answer all questions truthfully, fully and accurately. The Company may expand on the answers given by attaching additional pages. For your convenience, a blank Attachment form has been provided with the BQQ for this purpose. When completing the BQQP, err on side of full and complete disclosure.
- Return the completed BQQP to the Office of Inspector General, not to the firm that your Company will be contracting with. In order to ensure timely processing, please complete the BQQ or the Certification of No Change (if applicable) and send the **signed & notarized original**, to:

The Port Authority of NY & NJ, Office of Inspector General
Attn: Fraud Prevention Unit
5 Marine View Plaza, Suite 502, Hoboken, NJ 07030
- To further expedite processing, the Office of Inspector General will also accept a fully completed preliminary BQQP via fax (973-565-4307) or email (OIGBQQP@panynj.gov), however, follow-up with the **original by mail is still required**, as detailed above.
- Make sure that you submit the most current version of the BQQP, which can be downloaded from the Port Authority’s website (www.panynj.gov).

Questions?

Please call the Office of Inspector General at (973) 565-4340 and request to speak with an Investigator in the Fraud Prevention Unit. Do not submit questions via email.

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
BACKGROUND QUALIFICATION QUESTIONNAIRE
FOR

(“Company”)

General Identification

1. Tax ID# (or SSN) _____

Business Entity Name (the "Company") _____

D/B/A name, if any _____
 (D/B/A means "doing business as")

Street address _____

City/State/Zip _____

Mailing address (if different) _____

City/State/Zip _____

Phone No. _____ Fax No. _____

E-mail address _____ Website _____

2. a. What project is the Company bidding, proposing, or intending to work on? (Select one).

<input type="checkbox"/> 1 World Trade Center	<input type="checkbox"/> Central Chiller Plant
<input type="checkbox"/> Nat'l Sept. 11 Memorial & Museum	<input type="checkbox"/> Streets, Utilities, & Infrastructure
<input type="checkbox"/> Transportation Hub	<input type="checkbox"/> Vehicular Security Center
<input type="checkbox"/> Retail	<input checked="" type="checkbox"/> Other (Specify) <u>Goethals Bridge</u>

b. Prime Contractor (the "Prime") _____
 (The firm that the Company will be contracting with.)

c. Description of Work _____

3. a. Has the Company changed address(es) in the past five years?
 No Yes

b. Has the Company operated under any other name(s) in the past five years?
 No Yes

c. Does the Company have offices, plants or warehouses at other addresses?
 No Yes

If 'yes', to question 3 a, b, or c provide details below:

Specify (3a-c)	Name	Address	From (Mo./Yr.)	To (Mo./Yr.)

Business Organization and History

4. Type of Entity: Corporation Partnership Sole Proprietorship Joint Venture*
 Limited Liability Company Other (Specify) _____

* If the Company is a Joint Venture, please provide a list of all partner firms and/or parties to the Joint Venture below. All partners and/or parties listed are also required to individually complete a separate BQQ.

Partner/Party Name	Tax ID# (or SSN)	% of Ownership

5. a. Date the Company was formed _____
b. Date of incorporation if different than date the Company was formed _____
c. State in which formed or incorporated _____
d. Number of shares authorized for issuance if Company is a corporation _____
e. Number of shares issued to individuals or entities _____
f. Registered Agent (Lawyer/incorporator) _____

6. Was the Company purchased as an existing business by its present owner(s)?
 No Yes (if yes, provide information below)

Date purchased _____
Previous Owner(s) Name(s): _____

7. Does the Company own, rent, or lease any of its office facilities?
 Own
 Lease/Rent (if leased or rented, provide information below)

Owner Name	Address	Phone Number

8. Does the Company share any office space, staff, or equipment (including telephone exchanges) with any other business or organization?
 No Yes (list below)

Tax ID# (or SSN)	Firm Name	Address	Space	Staff	Equip
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. Identify all Key People

Instructions: Fill in the required information on all present and past **Key People for the past five years.**

"Key People" include:

- Principals, directors, officers
- Shareholders of 5% or more of the Company's issued and outstanding stock
- Any manager or individual who participates in overall policy-making or financial decisions for the Company
- Project managers and project executives
- Any person in a position to control and direct the Company's overall operations
- Authorized signatories to bank accounts and any debt instruments, whether or not otherwise considered Key People

"Shareholders" are owners of stock or other securities that can be converted to stock that, if converted, would constitute 5% of the Company's issued and outstanding stock. Other securities include stock options, secured or unsecured bonds, warrants and rights.

Be sure to include all those who fit the definition of Key People for the past five years whether or not they are currently with the Company. Copy this page if more space is required.

KEY PEOPLE TABLE
COMPLETE ALL BLANK AREAS

	PERSON #1	PERSON #2	PERSON #3
NAME AND HOME ADDRESS*			
Date of Birth			
SS #			
Current Title			
From (Date)			
To (Date)			
% of Ownership			
Number of Shares Owned			
How Shares Were Acquired			
	PERSON #4	PERSON #5	PERSON #6
NAME AND HOME ADDRESS*			
Date of Birth			
SS #			
Current Title			
From (Date)			
To (Date)			
% of Ownership			
Number of Shares Owned			
How Shares Were Acquired			

*Provide current proper legal name and specify any name change, including maiden or married names or aliases.

10. At present or during the past five years:

- a. Has the Company been a subsidiary of any other firm?
 No Yes
- b. Has the Company consisted of a partnership in which one or more partners are other firms?
 No Yes
- c. Has any other firm owned 5% or more of the Company?
 No Yes
- d. Has the Company been a joint venture partner with any other firms?
 No Yes

If 'yes' to question 10 a, b, c, or d, list the other firms below and indicate the percent of stock, if any, owned in the Company.

	FIRM #1	FIRM #2
Specify (10a-d)		
Tax ID#		
Firm Name		
Address		
Relationship To The Company (Co. Owner, Partner, Etc.)		
% of the Company Owned		
From (Date)		
To (Date)		
Representative Name/Title		

11. At present or during the past five years:

- a. Has the Company had any subsidiaries?
 No Yes
- b. Has the Company owned 5% or more of any other firm?
 No Yes

If 'yes' to question 11 a or b, list the firms below and indicate the percent of the other firm's stock owned by the Company.

Specify (11a,b)	Tax Id#	Firm Name and Address	% Owned By The Company	Dates of Ownership From/To

12. At present or during the past five years have any of the Key People of the Company served as a Key Person (see definition in question 9) or owned 5% or more of any other firm (including firms that are inactive or have been dissolved)?
 No Yes

If 'yes' to question 12, list below:

Firm Name and Address	Tax Id#	Key Person	Position Held	% Owned	Remainder Owned By	Dates Owned From/To

All firms listed in questions 10 a-d, 11 a-b, and 12 will be referred to in the following questions as: "Affiliate Firms"

13. Are any Key People of the Company:
- a. present or past employees of The Port Authority of New York and New Jersey, or the Prime identified in Question 2(b)?
 No Yes
 - b. related by kinship or marriage to any present or past employee of The Port Authority of New York and New Jersey, or the Prime identified in Question 2(b)?
 No Yes

If 'yes' to question 13a or b, provide names of such individual(s) and indicate relationship to the current/former employee.

14. Number of employees of the Company (not including Key People) _____

15. Is the Company a union company or non-union company?
 Union Non-Union

If 'Union', provide below which trade(s) the Company has agreements with and the date of their expiration.

Union Name & Local #	Exp. Date	Union Name & Local #	Exp. Date

16. Does the Company currently participate in, or have any applications pending for, any business or job opportunity certification programs with The Port Authority of New York and New Jersey or any other government agency? (i.e. MBE, WBE, SBE, DBE, LBE, etc.)
 No Yes

If 'yes' to question 16, provide details below:

Certification Type	Exp. Date	Certifying Agency	Certification #

Financial Information

17. At present or in the past five years:

- a. Has the Company been indebted to an individual or entity other than a commercial lending institution in the cumulative amount of \$50,000 or more?
 No Yes

- b. Have any of the Company's Key People been indebted to an individual or entity other than a commercial lending institution in the cumulative amount of \$50,000 or more, for the benefit of the Company?
 No Yes

- c. Has the Company pledged any of its stock to guarantee any of the above obligations?
 No Yes N/A

- d. Has any individual or the Company been a guarantor, co-maker or co-signer of any of these obligations on behalf of the Company?
 No Yes N/A

If 'yes', to any portion of question 17a-d, provide details below:

Specify (17a-d)	Name of Creditor	Name of Borrower	Amount of Loan & Balance Remaining	Terms of Pledge or Loan	Name of Guarantor, or Co-Signer

- e. Have monies generated by the Company in the cumulative amount of \$50,000 or more been loaned to another firm or individual by the Company or its Key People? No Yes

If 'yes', please provide details below:

Name: _____

Address: _____

- f. Has the Company, or any of its Affiliate Firms, or any of its Key People paid commissions or finders fees to obtain contracts or work to anyone other than its own key people? No Yes

If yes, explain: _____

- 18. Has the Company, or any of its Affiliate Firms, or any of its Key People been a party to a bankruptcy or reorganization proceeding?
 No Yes

If 'yes,' provide details below:

Caption	Date	Docket #	Court	County

19. During the past five years, has the Company ever:
- a. been the subject of a lien, judgment or litigated claim of \$25,000 or more by a subcontractor, supplier or other creditor?
 No Yes
 - b. failed to complete a contract for a commercial or private owner or government agency?
 No Yes
 - c. had, or does it currently have, any delinquent local, city, state or federal taxes or liens outstanding?
 No Yes

If 'yes' to question 19 a, b or c, supply details below:

Specify (19a-c)	Agency/Owner	Contract #	Describe Circumstances & Current Status	Date of Events	Name/Phone No. of Contact Person

Experience/Performance

20. On the following table state the Company's gross revenues for the past three years:

	Sales/Gross Revenues	Net Income
Past Fiscal Year		
Past Fiscal Year (-1)		
Past Fiscal Year (-2)		

21. Does the Company have a bonding capacity?
 No Yes

If 'yes', provide information below on all surety companies that have agreed to furnish the Company with performance and payment bonds and answer all related questions:

- a. Surety Name: _____
 Address: _____

 Agent/Broker: _____
 Phone No. (____) _____

- b. In writing bonds for the Company, does the surety company rely on the indemnity of any other firm(s) or individual(s)?
 No Yes

If 'yes', supply names & addresses of others:

c. What is the Company’s bonding capacity:

Single Job: \$ _____ Aggregate: \$ _____

22. Has the Company or any of its Key People, officers, owners or managers had any business related or professional licenses, certificates or certifications revoked or suspended in the past five (5) years?
 No Yes (if yes, explain below)

Compliance Information

23. Has the Company or any of its Affiliate Firms ever been the subject of any of the following actions by any government agency:

Government agencies include city, state, federal public agencies, quasi-public agencies, authorities and corporations, public development corporations, public benefit corporations and local development corporations.

*Note: Matters under appeal must be disclosed.

- a. been suspended, debarred, disqualified, declared non-responsible or non-responsive, or had its prequalification revoked or otherwise been declared ineligible to bid or to perform work?
 No Yes
- b. been barred from bidding or denied a contract as a result of refusal of Key People to testify before a grand jury or administrative board?
 No Yes
- c. been denied a contract despite being the low bidder for any other reason?
 No Yes
- d. been defaulted on or breached any contract?
 No Yes
- e. had a contract terminated, for either “cause” or “convenience”?
 No Yes
- f. been given a final unsatisfactory performance evaluation or determination, or deemed a poor performer (by letter or formal proceedings)?
 No Yes
- g. been prevented, or barred from bidding for any other reason?
 No Yes
- h. been denied a contract for failure to obtain surety or otherwise provide required security?
 No Yes
- i. had liquidated damages assessed against it upon completion of a contract or failure to complete a contract?
 No Yes

If 'yes', to any portion of question 23 supply details below:

Specify (23a-i)	Agency	Contract #	Date of Action	Describe Action	Name/Phone # of Agency or Owner Contact Person

24. In the past five (5) years, has the Company or any current or past Key People or Affiliate Firms been a plaintiff or defendant in any lawsuits arising out of the Company's operations?
 No Yes

If 'yes', to question 24, supply details below and submit documentation if applicable. Indicate in P/D column whether the Company's Key People or Affiliate Firms were plaintiffs (P) or defendants (D).

Caption or Action	P/D	Court	Index/Docket No.	Nature of Claim	Date	Status

25. In the past ten (10) years has the Company or any of its current or past Key People or Affiliate Firms:
- a. voluntarily engaged the services of an Integrity Monitor, independent private sector inspector general, or integrity compliance consultant (hereinafter collectively referred to as an "Integrity Monitor") in connection with the performance of any public or private contract?
 No Yes
 - b. been required to engage the services of an Integrity Monitor in connection with the award of, or in order to complete, any public or private contract?
 No Yes
 - c. been required to submit a Certification in connection with the award of, or in order to complete, any public or private contract?
 No Yes
 - d. otherwise been the subject of audits/investigations (see definition of investigation below in Question 26a) performed by an Integrity Monitor in connection with any public or private contract?
 No Yes

If yes to any portion of question 25, explain below:

26. In the past five (5) years has the Company or any of its Affiliate Firms been subject to or issued any OSHA violations?
 No Yes

If 'yes', to any portion of question 26 supply details below:

Nature of Violation	Type (Serious, Willful, Repeat, etc.)	Penalty Amt. (\$)	Date

27. Has the Company or any of its current or past Key People or Affiliate Firms ever:

- a. been under investigation involving any alleged violation of criminal law relating to business activities?
 No Yes

An INVESTIGATION includes an appearance before a grand jury by representatives of a business entity, any oral or written inquiry or review of the entity's documents by a public agency, temporary commission or other investigative body including, but not limited to, subpoenas and/or search warrants, or questioning of employees concerning the general operation or a specific project or activities of such business entity, whether or not such business entity is notified, is in-fact, or otherwise believed to be, the subject or target of any such investigation.

- b. had records in its or his/her control, custody or ownership subpoenaed or seized by a search warrant by any law enforcement or government agency?
 No Yes
- c. been questioned by any officer or agent of a law enforcement or investigative agency regarding any practices or conduct relating to the providing of services?
 No Yes
- d. been advised of being the target, subject, or person of interest of an investigation involving any violation of criminal law?
 No Yes
- e. been notified of being the subject of court ordered electronic surveillance?
 No Yes
- f. been arrested or indicted or otherwise named as an unindicted co-conspirator in any indictment or other accusatory instrument?
 No Yes
- g. been convicted, after trial or by plea, of any felony under state or federal law?
 No Yes
- h. been convicted of any misdemeanor involving business-related crimes?
 No Yes
- i. entered a plea of nolo contendere to any felony and/or business-related misdemeanor?
 No Yes
- j. entered into a consent decree, deferred prosecution agreement, or non-prosecution agreement?
 No Yes
- k. been granted immunity from prosecution for any business-related conduct constituting a crime under state or federal law?
 No Yes
- l. exercised the Fifth Amendment right against self-incrimination in testimony regarding a business related crime?
 No Yes

If 'yes', to any portion of question 27, supply details below and submit documentation.

Specify (27a-l)	Agency Or Court	Nature Of Action	Person or Entity Named or Involved	Date	Status/Outcome

28. Do any current or past Key People listed in this application have any felony or misdemeanor charges pending against them that were filed either before, during or after their employment with the Company?
 No Yes

If 'yes' to question 28, provide details below:

Agency or Court	Nature of Charges	Key Person Named	Date of Charges

29. Has the Company or any of its current or past Key People or affiliate firms ever engaged in any of the following practices:
- a. filed with a government agency or submitted to a government employee a written instrument which the Company or any of its Key People or affiliate firms knew contained a false statement or false information?
 No Yes
 - b. falsified business records?
 No Yes
 - c. given, or offered to give, money, gifts or anything of value or any other benefit to a labor official or public servant with intent to influence that labor official or public servant with respect to any of his or her official acts, duties or decisions as a labor official or public servant?
 No Yes
 - d. given or offered to give, money, gifts or anything of value or any benefit to a labor official or public servant for any reason?
 No Yes
 - e. given, or offered to give, money or other benefit to an official or employee of a private business with intent to induce that official or employee to engage in unethical or illegal business practices?
 No Yes
 - f. agreed with another to bid below prevailing market rate?
 No Yes
 - g. agreed with another to submit identical or complementary bids or otherwise not to bid competitively or agree to withdraw or abstain from bidding?
 No Yes
 - h. agreed with another not to submit competitive bids in another's territory established either by geography or customers?
 No Yes
 - i. agreed with another to take turns in obtaining contracts by pre-determining which firm shall submit the lowest bid?
 No Yes

If 'yes', to any portion of question 29, explain below:

30. This document was prepared by (Note: This person must be a Key Person listed in response to Question 9):

_____ (Name)

_____ (Title)

_____ (Signature)

_____ (Date)

EXHIBIT A
CERTIFICATION

A materially false statement willfully or fraudulently made in connection with this Certification, and/or failure to conduct appropriate due diligence in verifying the information that is the subject matter of this Certification may prevent the Company and/or the undersigned from being found to be responsible bidders/proposers in connection with future agreements. In addition, a materially false statement willfully or fraudulently made in connection with this Certification may subject the Company and/or the undersigned to criminal charges, including charges for violation of New York State Penal Law Sections 175.35 (Offering a False Statement for Filing) and 210.40 (Sworn False Statement), New Jersey Code of Criminal Justice Title 2C:28-3 (Unsworn Falsification to Authorities), and/or Title 13 U.S.C. Sections 1001 (False or Fraudulent Statement) and 1341 (Mail Fraud).

Certifications must be notarized when signed.

I _____, being duly sworn, state that I am _____, an officer of
(Print Name) (Title)
the Company, and that I have read and understood the questions contained in the attached questionnaire.

I certify that to the best of my knowledge the information given in response to each question, whether prepared by me, or by the Key Person identified in Question 30, is full, complete and truthful as of this date hereof. I agree and warrant that truthfully answering the questions is an event entirely within my control.

I recognize that all the information submitted in connection with this Questionnaire is for the express purpose of inducing the Port Authority to enter into a contract with, or to approve the award of a contract or subcontract to, or otherwise approve some other relationship with, the Company.

I acknowledge that the Port Authority, may by means it deems appropriate, determine the accuracy, truth and completeness of the answers to the questions in the questionnaire. I authorize the Port Authority or its designee to contact any person or entity for purposes of verifying the information supplied by the Company.

(Print Name)

(Signature)

Sworn to before me
this ____ day of _____ 20____

Notary Public

ATTACHMENT ____ of ____

Response to Question _____:

Response to Question _____:

Response to Question _____:

Response to Question _____:

Response to Question _____:

THE PORT AUTHORITY OF NY & NJ

PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010

November 5, 2010

ADDENDUM #1

To prospective Responding Teams on Request for Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 11/30/2010, no later than 2:00 P.M.

The following changes are hereby made to the subject RFQ:

On Page 9 of the RFQ document, under Section 4.1.7, change the date from November 5, 2010, to November 12, 2010.

On Page 19 of the RFQ, under Section 5.3.3, Submittal Requirements for Part 1: Technical, (e) iii, remove the words “Independent Bridge Check Engineer” in their entirety.

On Page 31 of the RFQ, under Section 6.3.2, Technical Qualifications and Capability, (b), remove the words “Independent Bridge Check Engineer” and the words “Extent of previous experience as Independent Bridge Check Engineer on projects of Similar Scope and Complexity” in their entirety.

On Page 2 of Appendix B to the RFQ, Section 4, remove Paragraph “a.” in its entirety.

In Appendix B to the RFQ, after Section 6, add the following:

“Note: the Authority intends to include at RFP stage a requirement for an independent bridge check engineer to be employed by an organization independent of the Lead Engineering Firm, but a resume for this individual is not to be submitted at this RFQ stage.”

On Page 14 of the RFQ, in Section 5.3.1(b), Form A – Transmittal Letter, delete the words “lead firm” and insert the words “Authorized Representative” therefor.

On Page 14 of the RFQ, in Section 5.3.1(g), delete the paragraph in its entirety and insert the following paragraph therefor:

“Joint and Several Liability Letter – Responding Team (if applicable). If the Responding Team is a joint venture, consortium, partnership or any other form of an association that is not a legal entity, the SOQ shall include a letter signed by

each member (Equity Member and Major Non-Equity Member) indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability company or other form of legal entity is formed as the Developer.”

On Page 16 of the RFQ, in Section 5.3.2 (c), in the second paragraph, after the words “joint venture”, insert a comma followed by the words “consortium, partnership, or any other form of association”

On Page 16 of the RFQ, in Section 5.3.2 (c), in enumerated item “iv” under “Financial statements shall include”, delete the words “Changes in” and add an “s” to the word “Flow”.

On Page 17 of the RFQ, in Section 5.3.2 (c), delete enumerated item “vi” under “Financial statements shall include” and replace it with the following new item “vi”:

“If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, generally identifying the areas of the financial statements that would be materially affected by a conversion to U.S. GAAP, and the directional or general impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.)”

On Page 17 of the RFQ, in Section 5.3.2 (c), under “Financial statements shall include”, add new enumerated item “vii”: If financial statements are converted from a foreign currency into U.S. Dollars, the conversion method(s) needs to be explained in an attachment.”

On Page 26 of the RFQ, in Section 6.3.2(c) iii 1, delete the word “Size” and replace it with the word “Scope”.

RESPONDING TEAMS’ QUESTIONS AND ANSWERS

The following information is made available in response to questions submitted by prospective Responding Teams. It should not be deemed to answer all questions, which have been submitted by Responding Teams to the Port Authority. It addresses only those questions, which 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 Responding Team 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 Contract. 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 Responding Team, 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 directors, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the Statement of Qualifications required by this Request for Qualifications, and the Responding Team agrees that it shall not hold the Port Authority liable or responsible therefore in any manner whatsoever.

1	Question	Our question refers to the first sentence in Section 4.1.4: <i>Participation on more than one Responding Team: "Equity Members and Major Non-Equity Members shall not participate in any capacity on more than one Responding Team"</i> . What is considered a "Major Non-Equity Member"? Specifically, would the Independent Bridge Check Engineer be considered a Major Non-Equity Member? We are suggesting this in the case where the Independent Bridge Check Engineer is not affiliated with the Lead Engineering firm, which is often a requirement of solicitations of this type.
	Answer	Please see Addendum No. 1 items in reference to the Independent Bridge Check Engineer.
2	Question	5.3.1 (d) requires BQQs for each Equity Member, Major Non-Equity Member and their Guarantors, whereas the instructions for completing the BQQ suggests that one should be completed for any firm which is likely to receive orders of \$100,000 or greater. Which set of instructions should prevail?
	Answer	The requirements in 5.3.1 shall prevail. A modified version of the BQQ conforming to this change will be made available on the Port Authority website shortly.
3	Question	In completing the BQQ for a guarantor which is a major quoted corporation operating globally the quantity of information required, for example, to answer comprehensively questions relating to affiliates, subsidiaries and key individuals could run to many volumes of paper and take very considerable effort to compile and to receive. Could the Authority please clarify its requirement for background information about major quoted entities?
	Answer	Responding Teams should only submit BQQs for those entities whose qualifications are to be considered under this RFQ. BQQs do not need to be submitted at this time for those affiliates or subsidiaries whose qualifications are not being considered and who

		will not be involved in performing the work.
4	Question	In the case of a fund where the entity that manages the investment fund (and which employs those that will be working on the project) is separate to the fund itself, is the management entity required to submit a BQQ?
	Answer	Yes.
5	Question	RFQ Section 5.3.2 (d) states that the SOQ shall include the most recent credit rating information for any proposed guarantor. Where the guarantor does not maintain a formal credit rating can we assume that the 3 most recent years of full financial statements provided under 5.3.2 (c) will be sufficient information in this regard?
	Answer	Yes.
6	Question	The RFQ states “Each Equity Member and Major Non-Equity Member of the Responding Team 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”, however the form itself states that “All consultants, sub-consultants, contractors, sub-contractors, and vendors, of all tiers, whose contracts or purchase orders will exceed \$100,000, must complete an initial Background Qualification Questionnaire and the attached Exhibit A Certification (collectively, the “BQQ”, also sometimes referred to as the 1WTC – Rider K Attachment).” Please confirm only entities explicitly outlined in the RFQ as Equity Members or Major Non-Equity Members are required to submit the BQQ at this time of the procurement. Following the principle nature of the Background Qualification we would kindly ask to confirm that only Guarantors, which are acting as direct Equity Members or Major Non-Equity Members as per RFQ definitions, are required to submit an BQQ. Guarantors which are not directly performing works or services for the project (and only backing-up the companies performing the works) are normally large multi-national holdings with a vast number of subsidiaries, business Locations and key individuals around the world. It would be very difficult to disclose the information required in the BQQ form, nor does it seem to be relevant for the Port Authority’s intentions.
	Answer	See responses to Questions 2 – 4.
7	Question	Section 5.3.2, requires Major Non-Equity Members to submit financial statements. Please confirm: 1) the audited financials for a

		Major Non-Equity member may be submitted directly to the Authority in a separate sealed envelope marked confidential; and 2) a privately-held corporation's financial information will be considered privileged information and the authority will use reasonable commercial efforts to safeguard the confidentiality of the information identified by the Proposer as confidential.
	Answer	Response Pending
8	Question	Responding Team seeks approval from the Sponsor to waive the submission of a letter from the certified public accountant addressing the areas of financial statements that would be affected by a conversion to U.S. GAAP pursuant to Section 5.3.2 (c) vi of the RFQ. Responding Team desires to present the consolidated financial statements from FIRMNAME, the ultimate parent company of (Major Non-Equity Member) and (Equity Member), prepared under International Financial Reporting Standards (IFRS). The financial statements include the opinion letter of the auditor, balance sheet, income statement, statement of changes in cash flow and footnotes as requested in section 5.3.2 (c) of the RFQ. On December 21, 2007 the SEC adopted as a final rule Securities Act Release No. 8879 Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Financial Reporting Standards without Reconciliation to U.S. GAAP. The final rule became effective on March 4, 2008. Under this rule, FIRMNAME as a potential foreign issuer would not be requested to reconcile the IFRS financial statements to US-GAAP any more than in the case of a public or private placement in the US capital markets. Considering the above provisions of law, we would kindly ask the Sponsor to accept the financial statements prepared in EURO under IFRS to our Statement of Qualifications without an audit letter addressing U.S. GAAP.
	Answer	Response Pending
9	Question	Please confirm the letter required in 5.3.1.(g) Joint and Several Liability Letter, is to be signed by the Equity Members
	Answer	Please see Addendum No. 1 re Section 5.3.1 (g).
10	Question	Section 6.2.3 (c) iii, 1.- Indicates "Similar Size and Complexity". Section 2.- Definitions- defines "Similar Scope and Complexity". Please confirm that these definitions are meant to be different.
	Answer	Please see Addendum No. 1 re Section 6.2.3 (c) iii.
11	Question	Can the Independent Bridge Check Engineer be employed by the Lead Design Engineer as long as he/she is not involved in design production?

	<i>Answer</i>	Please see Addendum No. 1 items regarding the Independent Bridge Check Engineer. However, Responding Teams should note that the Port Authority anticipates that the future Independent Bridge Check Engineer will not be permitted to be an employee of the Lead Designer.
12	<i>Question</i>	Can the Port Authority confirm “immediate disclosure to the authority” referenced in 4.1.5 means immediately post the release of the Responding Team list? Prior to the release of the Responding Team List it may not be known if a related entity is on another Responding Team.
	<i>Answer</i>	The obligation exists from the time it becomes known. The Port Authority requests that firms make a good faith effort to determine if applicable, related entities are competing on other teams and to promptly report such information.
13	<i>Question</i>	Please explain the definition of “joint venture”: are you referring to any kind of consortium, partnership or association among companies?
	<i>Answer</i>	Please consult with your legal advisor as to the definition of “joint venture”.
14	<i>Question</i>	With respect to an Equity Member’s financial qualification, could you please provide clarification of the requirements in a situation under which an investment fund (which as a stand-alone entity has no guarantor/parent entity) has reached an initial close within the last 12 months and thus has not yet produced financial statements, though this initial close enables the fund to participate into the project and the fund manager is itself able to provide with three years of financial statements?
	<i>Answer</i>	Please refer to the second paragraph of Section 5.3.2 (c). The Port Authority would expect to see at a minimum a balance sheet ending 9/30/2010. Per the RFQ, any unaudited Statement should include a self-certification is provided by the Chief Financial Officer or Treasurer. In addition, sufficient detail should be provided in the Equity Funding Letter.
15	<i>Question</i>	Kindly provide the status on the environmental clearance process. Do you expect any delays in this (that could adversely affect the project development)?
	<i>Answer</i>	Please refer to the link provided in Appendix D of the RFQ document.
16	<i>Question</i>	The appended letter referred to be executed by each member of a consortium/JV should include the wording “representations, statements and commitments made by the lead firm (...)”. There is

		no definition of “lead firm” in the RFQ document; therefore, we suggest replacing the bold words by “authorized representative”. Please confirm if this is acceptable.
	Answer	Yes. Please see Addendum No. 1 re Section 5.3.1(b).
17	Question	We respectfully request that you consider the following proposed word change: “If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter from the certified public accountant (...)”. Those latter principles and/or the changes in the wording have been accepted in different procurement processes in the US recently.
	Answer	No. However, please see Addendum No. 1 re Section 5.3.2(c).
18	Question	Are responding teams permitted to recreate the forms for submission with the exception of Form F?
	Answer	No. Forms A through E will be made available for Responding Team’s use in Microsoft Word or Excel format, as appropriate, on the Port Authority website.

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

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

THE PORT AUTHORITY OF NY & NJ

**PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010**

November 10, 2010

ADDENDUM #2

To prospective Responding Teams on Request for Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 01/12/2011, no later than 2:00 P.M.

Originally due back on 11/30/2010, no later than 2:00 P.M.

The following changes are hereby made to the subject RFQ:

On Page 9 of the RFQ, as amended by Addendum No. 1, under Section 4.1.7, change the date for submittal of clarification questions from November 12, 2010, to **December 10, 2010**.

On Page 14 of the RFQ, under Section 5.3.1(d), change the date for submittal of Background Qualifications Questionnaires to **December 15, 2010**.

On Page 22 of the RFQ document, under Section 5.5, change the date for submittal of Statements of Qualifications from November 30, 2010, to **January 12, 2011**.

On Page 15 of the RFQ, under Section 5.3.2(c), remove the second paragraph in its entirety and substitute the following new paragraph therefor:

“Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant. If a member of a Responding Team provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP), the Port Authority reserves the right to request clarification or additional information as needed in order to facilitate the review of the financial statements provided.”

On Page 17 of the RFQ, under Section 5.3.2(c), delete item “vi” in its entirety.

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

MITCHELL V. YONKLER
MANAGER
CONSTRUCTION PROCUREMENTS/
INTEGRITY PROGRAMS

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

**THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010**

Date : December 3, 2010

ADDENDUM #3

To prospective Responding Teams on Request For Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 01/12/2011, no later than 2:00 P.M.

Originally due back on 11/30/2010, no later than 2:00 P.M

The following changes are hereby made to the subject RFQ:

On Page 14 of the RFQ, in Section 5.3.1(g), delete the paragraph in its entirety and insert the following paragraph therefor:

“Joint and Several Liability Letter – Responding Team (if applicable). If the Responding Team is a joint venture, consortium, partnership or any other form of an association that is not a legal entity, the SOQ shall include a letter signed by each Equity and any other member who will make up the Developer indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability company or other form of legal entity is formed as the Developer.”

NOTE: This change supersedes the change made to the same paragraph in Addendum No. 1.

On Page 15, under Section 5.3.2 (b) Financial Qualifications – Summary Financial Information, delete the existing sentence and substitute the following sentence therefor:

“Provide summary financial information for all Equity Members, Major Non-Equity Members and Guarantors for financial years 2007, 2008, 2009 in compliance with Form C-2 requirements.

On Form C-2, edit the subtitle to read as follows: “SUMMARY FINANCIAL INFORMATION (**) FOR ALL EQUITY MEMBERS, MAJOR NON-EQUITY MEMBERS AND GUARANTORS OF THE RESPONDING TEAM FOR FINANCIAL YEARS 2007, 2008 AND 2009 (1)”

On Form C-2, edit the first footnote to read as follows: “(*) The Chief Financial Officer of each reporting entity must certify the information on this form as complete, true and correct.”

On Page 18, under Section 5.3.2(g), Letters of Lenders’ Support, in the last sentence, replace the words, “with respect to that project” with the words, “for the borrower or the investor that had the largest equity stake in the project upon financial close”.

On Page 18, under Section 5.3.2(g), Letters of Lenders’ Support, after the last sentence add the following:

“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 Port 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) Alternate measures of ability to meet financial obligations, including other third party ratings 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 5.2.3 (g)).”

On Page 19, under Section 5.3.3, Submittal Requirements for Part 1: Technical, (e) i, delete the sentence, “If an individual fills more than one position, only one resume is required.”

On Page 20, under Section 5.3.3, Submittal Requirements for Part 1: Technical, (e) ii 1, delete the words, “as an additional reference check” and insert the words “to verify the experience claimed for an individual” therefor.

On Page 22, under Section 5.5, Submittal Instruction, delete the first paragraph and substitute the following paragraph therefor:

“Submit twelve (12) hard copies of the required qualification information and four (4) copies in CD-Rom format. Financial statements submitted in electronic

form (in which case twelve (12) separate CD-Roms shall be provided) do not need to be submitted in hard copies. Each SOQ should be delivered in sufficient time so that the Authority receives it **no later than 2:00 p.m. on January 12, 2010.**”

On Page 25, under Section 6.2.3 (b) 1, under the section with the bolded words, “**Notes for above referenced Lead Contractor pass-fail evaluation criteria**”, add a third bullet as follows:

- “Where a Responding Team submits a project that it wishes to be considered as substantially complete, but for which a “Certificate of Substantial Completion” has not been issued, evidence should be submitted to allow the Authority to determine, in its sole discretion, that construction of the bridge portion of the facility is sufficiently complete in accordance with the contract documents, that the facility is fit for its intended purpose.”

On Page 25, under Section 6.2.3 (b) 1, under the section with the bolded words, “**Notes for above referenced Lead Engineering Firm pass-fail evaluation criteria**”, add a third bullet as follows:

- “Where a Responding Team submits a project that it wishes to be considered as substantially complete, but for which a “Certificate of Substantial Completion” has not been issued, evidence should be submitted to allow the Authority to determine, in its sole discretion, that construction of the bridge portion of the facility is sufficiently complete in accordance with the contract documents, that the facility is fit for its intended purpose.”

On Page 26, under Section 6.2.3 (b) 1, under the section with the bolded words, “**Notes for above referenced Operations & Maintenance Firm pass-fail evaluation criteria**”, add a third bullet as follows:

- “‘Bridge’ shall mean a bridge with one or more spans having a total length of at least 200 feet and having characteristics that would make it subject to periodic inspection by U.S. federal regulations (National Bridge Inventory Standards (NBIS)).”

On Page 27, under Section 6.2.3 (c) v, add the following after the word “bridges”:

“‘Major bridge’ shall generally mean a bridge that is broadly equivalent to the Goethals Bridge Replacement from the perspective of challenges in inspection and maintenance as determined by the Authority. This would include one or more of: (a) a long span exceeding 600 feet; (b) multiple components for which inspection access requires special equipment and training; (c) heavily trafficked, subject to risk of vehicle damage and/or requiring traffic management and safety protocols for inspection and maintenance. In this context the “major bridge” need not be a cable supported bridge.”

On Form D-3, note (7), delete the words “indicate whether the project was a public private partnership or concession” in the second sentence.

RESPONDING TEAMS’ QUESTIONS AND ANSWERS

The following information is made available in response to questions submitted by prospective Responding Teams. It should not be deemed to answer all questions, which have been submitted by Responding Teams to the Port Authority. It addresses only those questions, which 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 Responding Team 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 Contract. 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 Responding Team, 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 directors, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the Statement of Qualifications required by this Request for Qualifications, and the Responding Team agrees that it shall not hold the Port Authority liable or responsible therefore in any manner whatsoever.

1	<i>Question</i>	Our question refers to the first sentence in Section 4.1.4: <i>Participation on more than one Responding Team: "Equity Members and Major Non-Equity Members shall not participate in any capacity on more than one Responding Team"</i> . What is considered a "Major Non-Equity Member"? Specifically, would the Independent Bridge Check Engineer be considered a Major Non-Equity Member? We are suggesting this in the case where the Independent Bridge Check Engineer is not affiliated with the Lead Engineering firm, which is often a requirement of solicitations of this type.
	<i>Answer</i>	Please see Addendum No. 1 items in reference to the Independent Bridge Check Engineer.
2	<i>Question</i>	5.3.1 (d) requires BQQs for each Equity Member, Major Non-Equity Member and their Guarantors, whereas the instructions for completing the BQQ suggests that one should be completed for any firm which is likely to receive orders of \$100,000 or greater. Which set of instructions should prevail?

	<i>Answer</i>	The requirements in 5.3.1 shall prevail.
3	<i>Question</i>	In completing the BQQ for a guarantor which is a major quoted corporation operating globally the quantity of information required, for example, to answer comprehensively questions relating to affiliates, subsidiaries and key individuals could run to many volumes of paper and take very considerable effort to compile and to receive. Could the Authority please clarify its requirement for background information about major quoted entities?
	<i>Answer</i>	Responding Teams should only submit BQQs for those entities whose qualifications are to be considered under this RFQ. BQQs do not need to be submitted at this time for those affiliates or subsidiaries whose qualifications are not being considered and who will not be involved in performing the work.
4	<i>Question</i>	In the case of a fund where the entity that manages the investment fund (and which employs those that will be working on the project) is separate to the fund itself, is the management entity required to submit a BQQ?
	<i>Answer</i>	Yes.
5	<i>Question</i>	RFQ Section 5.3.2 (d) states that the SOQ shall include the most recent credit rating information for any proposed guarantor. Where the guarantor does not maintain a formal credit rating can we assume that the 3 most recent years of full financial statements provided under 5.3.2 (c) will be sufficient information in this regard?
	<i>Answer</i>	Yes.
6	<i>Question</i>	The RFQ states “Each Equity Member and Major Non-Equity Member of the Responding Team 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”, however the form itself states that “All consultants, sub-consultants, contractors, sub-contractors, and vendors, of all tiers, whose contracts or purchase orders will exceed \$100,000, must complete an initial Background Qualification Questionnaire and the attached Exhibit A Certification (collectively, the “BQQ”, also sometimes referred to as the 1WTC – Rider K Attachment).” Please confirm only entities explicitly outlined in the RFQ as Equity Members or Major Non-Equity Members are required to submit the BQQ at this time of the procurement. Following the principle nature of

		<p>the Background Qualification we would kindly ask to confirm, that only Guarantors, which are acting as direct Equity Members or Major Non-Equity Members as per RFQ definitions are required to submit an BQQ. Guarantors which are not directly performing works or services for the project (and only backing-up the companies performing the works) are normally large multi-national holdings with a vast number of subsidiaries, business Locations and key individuals around the world. It would be very difficult to disclose the information required in the BQQ form, nor does it seem to be relevant for the Port Authority's intentions.</p>
	Answer	See responses to Questions 2 – 4.
7	Question	<p>Section 5.3.2, requires Major Non-Equity Members to submit financial statements. Please confirm: 1) the audited financials for a Major Non-Equity member may be submitted directly to the Authority in a separate sealed envelope marked confidential; and 2) a privately-held corporation's financial information will be considered privileged information and the authority will use reasonable commercial efforts to safeguard the confidentiality of the information identified by the Proposer as confidential.</p>
	Answer	<p>No. All SOQ information must be submitted in one package.</p> <p>The Port Authority confirms that it will use reasonable commercial efforts to safeguard the confidentiality of the financial statements of privately-held firms if they are marked as proprietary.</p>
8	Question	<p>Responding Team seeks approval from the Sponsor to waive the submission of a letter from the certified public accountant addressing the areas of financial statements that would be affected by a conversion to U.S. GAAP pursuant to Section 5.3.2 (c) vi of the RFQ. Responding Team desires to present the consolidated financial statements from FIRMNAME, the ultimate parent company of . (Major Non-Equity Member) and (Equity Member), prepared under International Financial Reporting Standards (IFRS). The financial statements include the opinion letter of the auditor, balance sheet, income statement, statement of changes in cash flow and footnotes as requested in section 5.3.2 (c) of the RFQ. On December 21, 2007 the SEC adopted as a final rule Securities Act Release No. 8879 Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Financial Reporting Standards without Reconciliation to U.S. GAAP. The final rule</p>

		<p>became effective on March 4, 2008. Under this rule, FIRMNAME as a potential foreign issuer would not be requested to reconcile the IFRS financial statements to US-GAAP any more than in the case of a public or private placement in the US capital markets.</p> <p>Considering the above provisions of law, we would kindly ask the Sponsor to accept:</p> <p>(a) the financial statements prepared in EURO; and</p> <p>(b) under IFRS to our Statement of Qualifications without an audit letter addressing U.S. GAAP.</p>
	Answer	<p>(a) No. Please see Response to Question 23.</p> <p>(b) See Addendum No. 2.</p>
9	Question	<p>Please confirm the letter required in 5.3.1.(g) Joint and Several Liability Letter, is to be signed by the Equity Members</p>
	Answer	<p>Please see Addendum No. 3, which supersedes the change in Addendum No. 1.</p>
10	Question	<p>Section 6.2.3 (c) iii, 1.- Indicates “Similar Size and Complexity”. Section 2.- Definitions- defines “Similar Scope and Complexity”. Please confirm that these definitions are meant to be different.</p>
	Answer	<p>Please see Addendum No. 1 re Section 6.2.3 (c) iii.</p>
11	Question	<p>Can the Independent Bridge Check Engineer be employed by the Lead Design Engineer as long as he/she is not involved in design production?</p>
	Answer	<p>Please see Addendum No. 1 items regarding the Independent Bridge Check Engineer. However, Responding Teams should note that the Port Authority anticipates that the future Independent Bridge Check Engineer will not be permitted to be an employee of the Lead Designer.</p>
12	Question	<p>Can the Port Authority confirm “immediate disclosure to the authority” referenced in 4.1.5 means immediately post the release of the Responding Team list? Prior to the release of the Responding Team List it may not be know if a related entity is on another Responding Team.</p>
	Answer	<p>The disclosure obligation exists from the time it becomes known. The Port Authority requests that firms make a good faith effort to determine if related entities are competing on other teams and to promptly report such information.</p>
13	Question	<p>Please explain the definition of “joint venture”: are you referring to any kind of consortium, partnership or association among</p>

		companies?
	<i>Answer</i>	Please consult with your legal advisor as to the definition of “joint venture”.
14	<i>Question</i>	With respect to an Equity Member’s financial qualification, could you please provide clarification of the requirements in a situation under which an investment fund (which as a stand-alone entity has no guarantor/parent entity) has reached an initial close within the last 12 months and thus has not yet produced financial statements, though this initial close enables the fund to participate into the project and the fund manager is itself able to provide with three years of financial statements?
	<i>Answer</i>	Please refer to the second paragraph of Section 5.3.2 (c). The Port Authority would expect to see at a minimum a balance sheet ending 9/30/2010. Per the RFQ, any unaudited Statement should include a self-certification is provided by the Chief Financial Officer or Treasurer. In additional, sufficient detail should be provided in the Equity Funding Letter.
15	<i>Question</i>	Kindly provide the status on the environmental clearance process. Do you expect any delays in this (that could adversely affect the project development)?
	<i>Answer</i>	Please refer to the link provided in Appendix D of the RFQ document.
16	<i>Question</i>	The appended letter referred to be executed by each member of a consortium/JV should include the wording “representations, statements and commitments made by the lead firm (...)”. There is no definition of “lead firm” in the RFQ document, therefore we suggest replacing the bold words by “authorized representative”. Please confirm if this is acceptable.
	<i>Answer</i>	Yes. Please see Addendum No. 1 re Section 5.3.1(b).
17	<i>Question</i>	We respectfully request that you consider the following proposed word change: “If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter from the certified public accountant (...)”. Those latter principles and/or the changes in the wording have been accepted in different procurement processes in the US recently.
	<i>Answer</i>	Please See Addendum No. 2.
18	<i>Question</i>	Are responding teams permitted to recreate the forms for submission with the exception of Form F?
	<i>Answer</i>	No. Forms A through E will be made available for Responding Team’s use in Microsoft Word or Excel format, as appropriate, on

		the Port Authority website.
19	<i>Question</i>	<p>Submittal requirements for Part 1: General. (d) Submittal requirements for Part 1: Financial. (e) Letter of Parent Company Support</p> <p>Section 5.3.1(d) requires that “...the Guarantor(s) ...shall submit a fully-completed ...BQQ...”</p> <p>Section 5.3.2(e) requires a Letter of Parent Company support “when a parent company’s experience and financial strength are being provided...”</p> <p>We have submitted a Letter of Parent Company Support on larger projects before but have never been obligated to have our parent company fill out a BQQ or similar document. Our parent company has hundreds of affiliates throughout the world and thousands of employees that under the basic tenets of the proposed BQQ might be considered to be Key People when they are not. It would be impossible for our parent company and guarantors to fill out the BQQ with full understanding of its needs, and it would also be impossible for them to prepare such document within the allotted time.</p> <p>We request that the requirement for the parent company / Guarantor to submit a fully completed BQQ be eliminated, and that just a Letter of Parent Company Support be required as a pre-requisite of acceptance of the SOQ. Please note that the BQQ of each of the Equity Members and Non-Equity Members themselves will include certifications as to their parent companies, so having the Guarantors themselves complete such questionnaire seems unnecessary.</p>
	<i>Answer</i>	Please see response to Question No. 3.
20	<i>Question</i>	<p>Submittal requirements for Part 1: General. (g) Joint and Several Liability Letter:</p> <p>Please clarify that this letter need only be submitted by the “Equity Members”, as it is not typical to have joint and several liabilities between the Equity Members and Non-Equity Members.</p>
	<i>Answer</i>	See Addendum No. 3, which supersedes the change in Addendum No. 1.
21	<i>Question</i>	<p>Submittal requirements for Part 1: General. (j) Form E</p> <p>Please clarify whether the lender’s project contact information included in the lender’s “Letters of support” should be added to this form.</p>
	<i>Answer</i>	No, it should not be added.

22	<i>Question</i>	<p>Submittal requirements for Part 1: Financial. (c) Financial Statements</p> <p>We understand that it is permitted that we submit the Financial Statements only electronically. Please, confirm the number of CD-ROM copies are required to be submitted.</p>
	<i>Answer</i>	Please see Addendum No. 3.
23	<i>Question</i>	<p>Submittal requirements for Part 1: Financial. (c) Financial Statements</p> <p>Please, confirm that in case that the Financial Statements of a company are not available in American dollars, it would be sufficient to present the financial statements in their original currency along with the corresponding form C-2.</p>
	<i>Answer</i>	No. Financial statements prepared in foreign currencies should be converted to U.S. dollars to facilitate the Port Authority’s timely evaluation of SOQs. Further, the methodology used for such conversion should be stated, as required under Section 5.2.3(c)(vii) in Addendum No. 1.
24	<i>Question</i>	<p>Technical Evaluation Pass-Fail</p> <p>Section 6.2.3(b)i.2 requires “at least one cable-supported bridge of Similar Scope and Complexity...completed or substantially completed in the last ten (10) years”;</p> <p>a. Does the reference to “cable-supported bridge” refer exclusively to cable-stayed bridges or can it also be construed to mean “suspension bridge”?</p> <p>b. Can a cable-stayed project that is on its way to substantial completion but not yet substantially completed qualify as accepted experience under this section?</p>
	<i>Answer</i>	<p>a. Cable-supported bridge is any bridge in which cables form the primary structural system and may include for example: “cable stayed bridge”, “tied arch bridge”, “suspension bridge”</p> <p>b. See response to Question 28, below.</p>
25	<i>Question</i>	<p>Certification of No Investigation, Non-Collusive Practices and Eligibility Determinations by States</p> <p>The definition of “affiliate” is very broad. The definition of “affiliate” is not clear and may be unintentionally overbroad. For example, it contains joint venture members which we are unable to control and for which we do not have access to the necessary</p>

		information. In addition, what is meant by “other financially liable parties”? Are (i) indirect parents (i.e., entities that do not own stock in the Proposer, but that own stock in the Proposer's direct parent company) and (ii) entities indirectly owned by a common parent included in the definition of affiliate?
	<i>Answer</i>	Response Pending.
26	<i>Question</i>	<p>Background Qualification Questionnaire, question # 11(b) thereof.</p> <p>The question asks: “<i>Has the Company consisted of a partnership in which one or more partners are other firms? . . . If 'yes' to question 10 a, b, c, or d, list the other firms below and indicate the percent of stock, if any, owned in the Company.</i>”</p> <p>Please clarify what entity/firm is being inquired about, as it is unclear what information is being requested.</p> <p>Is this question asking:</p> <ol style="list-style-type: none"> (1) whether the Company is a partnership, and if so, the identity of such partners, or (2) whether the Company has ever formed a partnership with another firm, and the information related to such other firm with whom it has formed the partner (i.e. its partner), or (3) whether the Company has ever formed a partnership with another firm, and the information related to such partnership formed?
	<i>Answer</i>	See Addendum No. 3, which supersedes the change in Addendum No. 1.
27	<i>Question</i>	<p>Background Qualification Questionnaire, definition of “Affiliate Firms” found in question # 12 thereof.</p> <p>The definition of “Affiliate Firms” in this questionnaire is not typical, as it includes entities for which companies cannot provide relevant information or make certifications, for example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliated Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliated Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control; • Based on question 12, an Affiliated Firm also includes any entity for which a Key Person as served as a Key Person or owned

		<p>5% or more of such entity. Because the definition of Key Person includes officers and directors (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new company, but that new company should not be considered an affiliated firm. Similarly, a director who also serves on the board of a completely un-related charitable organization, for example, should not then require that such charitable organization be considered an Affiliated Firm.</p> <p>We suggest utilizing a more traditional definition of “Affiliated Firm”.</p>
	<i>Answer</i>	See Response to Question No. 3 and Question No. 57.
28	<i>Question</i>	<p>Substantially Complete Definition 6.2.3 Technical Evaluation Pass - Fail</p> <p>For the purpose of the RFQ response and demonstrating the team design and construction experience, how does the PANYNJ intend to define “substantially complete” as the criteria for pass/fail? Is a Certificate of Substantial Completion (broadly defined as “the permanent construction has been satisfactorily completed to the point where the Work is fit for its intended purpose and use”) from the respective Agency required to consider a project substantially complete for qualification purposes? Or, can a project be used for demonstrating design and construction qualifications considered substantially complete if the new bridge is functional but the project is not totally complete due to approach phasing or work unrelated to the bridge main span and therefore a Certificate of Substantial Completion has not been issued for the entire project.</p>
	<i>Answer</i>	<p>Generally the PA will consider substantially complete to mean: the point when construction of the bridge portion of the facility is sufficiently complete in accordance with the contract documents, that the facility is fit for its intended purpose and use as determined by the Authority. Where a Responding Team submits a project that it wishes to be considered as substantially complete, but for which a Certificate of Substantial Completion has not been issued, evidence should be submitted to allow the Authority to verify that the project meets the above definition.</p> <p>See Addendum No. 3.</p>
29	<i>Question</i>	<p>Submission of Financial Statements 5.3.2 Submittal Requirements for Part 1: Financial (c) & 5.5 Submittal Instructions</p>

		<p>Section 5.3.2 (c) states “Responding Teams are encouraged to submit financial statements electronically and to avoid, to the extent possible, large and unwieldy notebooks.”</p> <p>While section 5.5 states “Submit twelve (12) hard copies of the required qualifications”.</p> <p>Can the Port Authority please clarify the number of copies of Financial Statements that are required to be submitted in hard copy?</p>
	Answer	Please see Addendum No. 3
30	Question	<p>Security Clearance 4.2.10 - Confidential and Privileged Information</p> <p>We kindly ask the Port Authority to consider in the upcoming RFP distinguishing between security-relevant information (for all technical specs and documents) and non-security-relevant information (for financial, commercial and legal project documentation).</p> <p>This distinction has previously been made in similar security sensitive projects, and has made the security clearance process manageable for the public clients and the bidding teams while all security goals were fully achieved.</p>
	Answer	Please refer to the Security Handbook.
31	Question	<p>Section 5.3.2(c) in its second paragraph states: “<i>Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below</i>”</p> <p>Additionally, Section 5.3.2(c).iv states: “<i>If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.)</i>”</p> <p>According to similar requirements in other RFQ process, we suggest</p>

		<p>to reword the paragraphs above to allow the submittal of Financial Statements according to International Financial Reporting Standards (IFRS). The IFRS are very similar to the US AAP and, as mentioned before, the submittal of Financial Statement following these rules has been considered acceptable in other PPP process in the US in the last few years.</p> <p>We strongly recommend allowing IFRS statements to preserve the accuracy and validity of the audit in the same terms it had been engaged. Therefore, we suggest the following changes into the RFQ:</p> <p>Section 5.3.2(c) in its second paragraph states: “Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP), <u>International Financial Reporting Standards (IFRS)</u> or accompanied by a letter in the form specified in paragraph (vi) below”</p> <p>Additionally, Section 5.3.2(c).iv states: “If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP <u>or IFRS</u>, and the financial impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.) “.</p>
	<i>Answer</i>	Please see Addendum No. 2.
32	<i>Question</i>	Regarding Technical requirements to submit in Part 1: Technical, c) Technical Qualifications – Operations and Maintenance, as maintenance responsibility for one bridge project, in Form D-3, could you detail the minimum requirements of the project length, maximum height, maximum span, construction methods, AADT, location, etc.? Would it be possible to include a concession road project with a bridge of total length 830 m, height 14m, maximum span 40m and AADT 37.086 in 2009 or other concession road project with a bridge of total length 700 m, height 60m, maximum span 90m and AADT 5.800 in 2009?
	<i>Answer</i>	Section 6.2.3 (b) iii. sets forth the requirements for project experience to be submitted by the Lead Operation and Maintenance Firm on Form D-3 and states that the Lead Operation and Maintenance Firm shall demonstrate “maintenance responsibility for at least one bridge project”.

		Please also see Addendum No. 3.
33	Question	Regarding Technical requirements to submit in Part 1: Technical, c) Personnel Qualifications, iii Key Personnel, O&M Manager experience, could you detail the minimum requirements of a major bridge: length, maximum height, maximum span, construction methods, AADT, location, etc.?
	Answer	Section 6.2.3 (c) v. sets forth the requirements for the O&M Manager and states that the O&M Manager shall have “at least seven years experience in the maintenance and operation of major bridges” Please also see Addendum No. 3.
34	Question	Regarding Technical requirements to submit in Part 1: Technical, f) Statements of Commitment, is it only for key personnel or also for other personnel as described in Section 5.3.3(e)?
	Answer	Statement of Commitment is required for Key Personnel only
35	Question	Regarding Technical requirements to submit in Part 1: Technical, f) Statement of Personnel Commitment, we understand that [organization] includes subsidiaries of Equity Members and Major Non-Equity members? In other words, our Key Personnel can be either from our Parent company or one of our subsidiaries?
	Answer	Response pending.
36	Question	Please confirm that by providing the Letter of Parent Company Support (as mentioned in 5.3.2 e) and by providing Form B by the Guarantor, Form C-2 is compliant by providing the summary financial information of the Equity Member and the Guarantor. If positive, we would then require that it is the CFO of the reporting entities the person who certifies the completeness of the information therein provided.
	Answer	Answer: Both Equity Members and Guarantors are to be identified on Form B. Please also see Addendum No. 3. As clarified in Addendum No. 3, <u>separate</u> Forms C-2 need to be provided for each Equity Member and respective Guarantor, each certified by their respective CFO.
37	Question	Regarding the requirement in 5.3.2c, we would need confirmation that we are still compliant in our SOQ even if our company only has financial statements in Euros, and also, due to the fact that we are a foreign company not subject to the requirements of the SEC, we do not file 10-Ks or 10-Qs.
	Answer	Please see response to Question 23 with respect to Euros. If 10-Ks or 10-Qs are not filed with the Securities and Exchange Commission, then links do not need to be submitted.

38	<i>Question</i>	Regarding Form C-3, Equity Member’s Track Record, we would need confirmation that with a Letter of Parent Company Support, (as mentioned in 5.3.2 d) and with the presentation of our Guarantor in Form B-1, we can present in Form C-3 the information for our firm.
	<i>Answer</i>	If a Guarantor supports an Equity Member, then Form C-3 shall be filled on the basis of the Guarantor and its subsidiaries and managed funds’ track records (as applicable and including the Equity Member).
39	<i>Question</i>	Regarding Financial Statements for the Responding Team in 5.3.2 c, our firm’s are not prepared in accordance with the GAAP principles. Given the complexity of the certified public accountant in addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP and the financial impact thereof, such an undertaking would not be completed by the RFQ due date given the necessity of a re-analysis of such financial statements.
	<i>Answer</i>	Please see Addendum No. 2.
40	<i>Question</i>	Regarding Form D-3, point No. 7 under “Notes”, can you please indicate what you mean by a public-private partnership or concession? Is there a difference?
	<i>Answer</i>	Please see Addendum No. 3.
41	<i>Question</i>	<p>We would like to request further clarification on subsections (g) and (h) of section “5.3.1 Submittal Requirements for Part 1: General”, of the RFQ.</p> <ul style="list-style-type: none"> a. In relation with subsection (h) it is our understanding that the requirement to submit a letter indicating willingness to accept joint and several liability, should only apply to the members that will form the “Developer” (i.e. Equity Members). We acknowledge that the Respondent Team may be a consortium formed by Equity Members and Major Non-Equity Members (such as the Lead Contractor firm, Lead Engineering firm or Lead Operations and Maintenance firm). However, since the responsibility to develop the project will lie on the Developer who will incorporate a special purpose vehicle to enter into the Project Agreement with the Authority, we understand the rest of the members that are part of the Respondent Team, but not part of the Developer, should not share joint and several liability with the Developer. Please confirm. b. In addition to this, please also confirm which obligations (their content) are expected to be joint and several for the Equity Members. c. It is also our understanding that the joint and several liability,

		will be restricted only to the RFQ and RFP stages. Please confirm.
	<i>Answer</i>	<p>a. Yes.</p> <p>b. Please consult with your legal advisor.</p> <p>c. Yes, joint and several liability exists until the point at which a corporation, limited liability company, or other form of legal entity is formed as the Developer.</p>
42	<i>Question</i>	In order to permit the inclusion of designers with extensive world-class experience in the design of cable-supported bridges outside the United States, we have the following question: Would you consider candidates for the Lead Bridge Design Engineer who have over 20 years of bridge design experience and equivalent professional qualifications; for example, an international Chartered Engineer? Such a candidate would show evidence of pending applications to NY and NJ, as required in section 6.2.3.C.iv., Page 26 of the RFQ.
	<i>Answer</i>	The Authority does not intend to amend the current qualification requirements for Lead Bridge Design Engineer.
43	<i>Question</i>	Can the lead engineering team use the project experience from a lead subconsultant to fulfill project experience requirements in Section 5.3.3.a and Section 6.2.3.b?
	<i>Answer</i>	No. The experience of both firms can only be used if they are a JV.
44	<i>Question</i>	Can an office owned by the same parent company as the lead engineering firm perform the independent check?
	<i>Answer</i>	Please see Addendum No. 1.
45	<i>Question</i>	Please confirm that “final design of at least one transportation project in the United States that reached completion or substantial completion with the last 7 years” (Section 6.2.3.b.ii.2) means substantial completion of the design phase.
	<i>Answer</i>	The requirement refers to substantial completion of construction. See also answer to question 28.
46	<i>Question</i>	<p>5.3.3(e) and(f) pages 19-20 Key Personnel</p> <p>(a) Is it our understanding when interpreting these paragraphs that your evaluation team may elect to contact the references listed by the each of the key persons. If this be the case the individual’s identity becomes public knowledge which can jeopardize that individual’s present employment. This project will be in the evaluation prior to award for in excess of 12 months and will present a hardship to those very qualified individuals that are available to fill these positions. We ask that the names be held confidential and that a commitment statement and personal interview be sufficient.</p> <p>(b) Can we hide the name of those resumes in this RFQ stages in</p>

		complying with concerns mentioned above?
	<i>Answer</i>	Response Pending
47	<i>Question</i>	<p>5.3.2(g) This clause indicates that “No fewer than five (5) and no more than seven (7) commercial banks, monoline insurers or bond underwriter’s support letters are required”.</p> <p>Our questions are:</p> <p>What is the intention to limit the number of financial institutions between five and seven? Is it mandatory? Based on our conversations with those large foreign banks who are interested in this project, each can and prefer to provide the loans without syndicate, so under this situation, do you still expect 5-7 banks to be involved? Could the number be dropped to 3?</p>
	<i>Answer</i>	Five institutions is the minimum number. Responding teams should demonstrate a sufficient breadth and diversity of relationships with financial institutions. Given the recent, extreme volatility in global financial markets Responding Teams should demonstrate that they are not overly reliant on any institution, and ideally not on any one form of financing.
48	<i>Question</i>	<p>5.3.2(g) This clause also requires that “Financial Institutions” long-term unsecured debt rating from at least 2 of 3 major rating agencies be not less than “A” or “A2”.</p> <p>Our questions are: some of the large foreign banks do not participate in the rating program by those three major rating agencies, so can this clause be relaxed or may other evaluation measures be adopted as alternatives?</p>
	<i>Answer</i>	Please see Addendum No. 3.
49	<i>Question</i>	PIM Section 7 It is uncommon that this project does not provide any milestone payment or final completion payment to the Developer, which might not be in the best interest of the public or the project. Will the Port Authority reconsider?
	<i>Answer</i>	Responding Teams should anticipate and must demonstrate sufficient financial capability to close long-term financing for the entire project without such payments. In addition, the Authority notes there are ample examples of P3s globally that have closed without such payments.
50	<i>Question</i>	<p>RFQ 5.3.2 (c) and RFQ 5.3.2 (c) vi. The RFQ states that Financial Statements must be provided in US GAAP.</p> <p>Some of the companies of our consortium publish their accounts in IFRS GAAP (International Financial Reporting Standard) and the conversion in US GAAP of the three most recent fiscal year would be difficult to reach with the RFQ timing. Could the PANYNJ</p>

		<p>accept the account published in IFRS GAAP ?</p> <p>If not, can PANYNJ specify the meaning of “the financial impact thereof” in Para; 5.3.2 (c) vi. Can general principles of conversion between US GAAP and IFRS GAAP be sufficient?</p>
	<i>Answer</i>	Please see Addendum No. 2.
51	<i>Question</i>	<p>RFQ Form C-2 (3) Note (3) requires the relevant revenue from Design-Build-Operate contract on transportation projects.</p> <p>Does the PANYNJ refer to annual revenue as Availability Payments or traffic tolls from transportation assets currently in operation?</p>
	<i>Answer</i>	This refers to any part of the financial statements’ revenue sourced from a concessionaire company or related sub-contractor.
52	<i>Question</i>	<p>RFQ Form C-2 (4) Note (4) excludes intangible assets from the Total Assets.</p> <p>Under IRFS rules, traffic risks Concessions (as a highway long-term concession) are considered as intangible.</p> <p>Can PANYNJ confirm that such concessions can be considered as tangible and are eligible for form C-2?</p>
	<i>Answer</i>	Please see response to Question 53. If truly warranted, firms may provide a brief note from an auditor and/or a reference to an audited financial statement footnote as an attachment Form C-2.
53	<i>Question</i>	RFQ Form C-2 Can the Port Authority specify the list of liabilities considered as Contingent?
	<i>Answer</i>	<p>Note that the RFQ states that information in Form C-2 should be derived from audited financial statements where possible, and that Audited financial statements will prevail over Form C-2.</p> <p>The Authority cannot provide a specific list as identification and classification of contingent liabilities is an accounting matter, dependent on interpretation of the applicable accounting standard. Firms may wish to consult with their legal and accounting resources in this determination and to provide adequate support (in accordance with the applicable accounting standard) with their submittal.</p>
54	<i>Question</i>	(a) Currently, each Equity Member, Non-Equity Member and Guarantor is required to deliver a completed BQQ on behalf of itself. We do not believe it is necessary to have parent-companies that are providing support to provide this type of certification, as they will be covered through the certifications

		<p>provided in their subsidiaries’ submissions. We request that, as has been standard in other P3 procurements throughout the country, the requirement for submission of this form only be required for the Equity Members and Non-Equity Members involved in the Project, and not the Guarantors.</p> <p>(b) In addition, we believe that the definition of “affiliate Firms” in this questionnaire is not typical, as it requests certifications for entities for which companies cannot provide relevant information or make certifications, for example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliated Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliated Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control. Based on Question 12, an Affiliated Firm also includes any entity for which a Key Person has served as a Key Person or owned 5% or more of such entity. Because the definition of Key Person includes officers and director (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new company, but that new company should not be considered an affiliated firm. Similarly, a director who also serves on the board of a completely unrelated charitable organization, for example, should not then require that such charitable organization be considered an Affiliated Firm. <p>Therefore, we suggest utilizing a more traditional definition of “Affiliated Firm” and limited to parent companies, subsidiaries for which the entity has a controlling interest and relevant “sister-companies”) in order to avoid a process that would be unduly burdensome.</p>
	<i>Answer</i>	See Response to Question No. 3.
55	<i>Question</i>	<p>1. Referring to the RFQ, page 26, the requirements for the Design Manager are given as:</p> <p>“iii. The Design Manager shall be an employee of the Lead</p>

		<p>Engineering Firm and shall have:</p> <ol style="list-style-type: none"> 1. at least ten (10) years experience in the design management of one project of Similar Size and Complexity; and 2. registered professional engineer qualification in the State of NY or NJ and if not registered in both states, evidence that a registration application has been submitted. “ <p>Referring to the RFQ, page 30, the evaluation criteria for the Design Manager include:</p> <p>“Extent to which submitted experience exceeds minimum requirements set forth in Section 6.2.3 (c) (multiple projects and/or years’ experience exceeding thresholds); Length and depth of experience in managing design of cable-supported bridge projects of Similar Scope and Complexity; Length and depth of experience in managing the design of aesthetically important structures; experience in NY / NJ or similar major metropolitan area; and Evidence of design or design management experience of projects with challenges similar to Goethals Bridge (e.g. geotechnical, MPT, interfaces, utilities).”</p> <p>The evaluation criteria include experience with ‘cable-supported’ bridge projects that are not required for the position as defined in Section 6.2.3. <i>Is ‘cable-supported’ experience required for the Design Manager role, or is that specialized experience simply a rating factor among all other experience on projects of similar size and complexity?</i></p> <ol style="list-style-type: none"> 2. May the Design Manager and the Lead Bridge Design Engineer be filled by the same person (consolidating these two roles)?
	Answer	<ol style="list-style-type: none"> 1. No, cable-supported experience is not a specific requirement for the Design Manager Role, but will be taken into account under the scored evaluation criteria 2. No, the Design Manager and Lead Bridge Design Engineer are to be separately identified individuals.
56	Question	<p>Addendum #1 to the RFQ amended section 5.3.1(g) as follows: <i>“Joint and Several Liability Letter – Responding Team (if applicable). If the Responding Team is a joint venture, consortium, partnership or any other form of an association that is not a legal entity, the SOQ shall include a letter signed by each member (Equity Member and Major Non-Equity Member) indicating a willingness to accept joint and</i></p>

		<p><i>several liability until the point at which a corporation, limited liability company or other form of legal entity is formed as the Developer.”</i></p> <p>As stated in this section, a legal entity will be formed as the Developer once the Project has been awarded, however, the only entities which will comprise this legal entity as the Developer will be the Equity Members. Therefore, as is the common practice in other P3 projects, only the Equity Members should only execute an agreement of joint and several liability with each other, as they will be the only entities to form the Developer. The Equity Members can accept joint and several liability for the Developer’s obligations and the Major Non-Equity Members can accept joint and several liability for their respective obligations under the RFQ. Major Non-Equity Members, such as members of the Construction Joint Venture (“CJV”) and Design Joint Venture (“DJV”), cannot assume joint and several liability for the entire project since they are only related to the development of one portion of the contract and they will not have an interest in the legal entity to be formed to develop and finance the entire project..</p> <p>We consider that the requirement in section 5.3.1(h) addresses the issue of joint and several liability amongst Major Non-Equity Members.</p> <p><i>“Joint and Several Liability Letter - Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (if applicable). If any of the Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm is a joint venture, or an association that is not a legal 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 legal entity is formed as the Developer.”</i></p> <p>The Major Non-Equity Members comprising the CJV will sign a joint and several liability statement with respect to their obligations as Lead Contractor, as will the DJV with respect to their obligations as Lead Engineering Firm.</p> <p>Therefore, we request the Authority to limit the requirements of RFQ Section 5.3.1(g) to <u>only</u> the Equity members.</p>
	Answer	See Addendum No. 3, which supersedes the change in Addendum No. 1.
57	Question	<p>The response to Question #3 in Addendum #1 reads as follows:</p> <p><i>“Responding Teams should only submit BQQs for those entities whose qualifications are to be considered under this RFQ. BQQs do not need to be submitted at this time for those affiliates or subsidiaries whose qualifications are not</i></p>

		<p><i>being considered and who will not be involved in performing the work.”</i></p> <p>Although this response purports to narrow the scope of the information to be presented it still does not address the fact the numerous of the BQQ questions refer to the “Company or <i>Affiliate Firms,</i>” and the definition of which is not traditionally defined. As previously commented, the definition of “Affiliate Firms” includes entities for which companies cannot provide relevant information or make certifications. For example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliate Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliate Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control; • Based on question 12, an Affiliated Firm also includes any entity for which a Key Person has served as a Key Person or owned 5% or more of such entity. Because the definition of Key Person includes officers and directors (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new and unrelated company, or a director who also serves on the board of a completely un-related charitable organization. Neither the new company nor the charitable organization should be considered an Affiliate Firm. <p>We suggest utilizing a more traditional definition of “Affiliated Firm” limited to parent companies, subsidiaries for which the entity has a controlling interest and relevant “sister-companies”.</p>
	<i>Answer</i>	<p>See response to Question No. 3.</p> <p>For example, in the first bullet of the question above, if the qualifications of the firm with whom the Company has formed a joint venture are not being considered under this RFQ, there is no reason to submit a BQQ for that firm. In the second bullet, if</p>

		<p>qualifications of the the Affiliate with whom the company has a 5% ownership interest are not being considered under this RFQ, there is no reason to submit a BQQ for that firm. In the third bullet, if the qualifications of either entity used as an example in the question are not being considered under this RFQ, there is no reason to submit a BQQ for that firm.</p>
58	<i>Question</i>	<p>In reference to RFQ 5.3.2 (g) Letters of Lenders’ Support</p> <p>The reference states: “Each experience that the financial institution identifies in the letter must contain contact information with respect to that project with phone, facsimile number and e-mail address and name of contact for the reference.”</p> <p>It seems unlikely that a project contact person in a procuring authority would have knowledge of each financial institution funding the project; therefore should we assume that these contact details for each listed experience are those of the appropriate person in the financial institution?</p>
	<i>Answer</i>	See Addendum No. 3.
59	<i>Question</i>	<p>Please provide a detailed scope for Operations and Maintenance (O&M) responsibilities. Initial meetings and discussion with the Port Authority indicated that the O&M responsibilities would be focused on warranty work, such as bearings, deck joints, deck rehabilitation, and cable repairs. This work is generally carried out by construction companies and not O&M (asset management) firms. If this is the case, would the Authority accept the experience of the contractor and its engineering team as the O&M firm in lieu of an O&M (asset management) firm?</p>
	<i>Answer</i>	<p>See Page 29, Section 6.3.2 (a) iii. Any firm may be named as the lead O&M firm as long as it can meet the pass/fail requirements.</p> <p>In addition, please see Section 6 of the PIM. The O&M work scope is currently under analysis and, during the draft RFP phase, feedback may be sought from Prequalified Teams. In order to ensure that Responding Teams are able to meet whatever O&M requirements are ultimately identified in the RFP, Responding Teams should consider that there is a possibility they could be responsible for, and need to be able to firmly price, any given aspect of O&M work except those expressly identified as Port Authority responsibilities under Section 6.4 of the PIM.</p>
60	<i>Question</i>	What are the limits of the O&M on the bridge (e.g., includes main span, viaduct, toll booth and revenue collection facilities)?
	<i>Answer</i>	Please refer to Section 6 of the PIM. While O&M responsibilities are still under analysis, it is not anticipated that traffic and revenue collection equipment will be the responsibility of the developer.
61	<i>Question</i>	Will biennial bridge inspections be required as part of the O&M? If

		so, will an independent engineering firm be required as part of the O&M entity?
	<i>Answer</i>	Yes, biennial bridge inspections will be required as part of the O&M. Identification of any independent engineering firm is not required for this RFQ.
62	<i>Question</i>	Will the PA provide facilities for O&M for snow removal equipment, sweeping and cleaning equipment?
	<i>Answer</i>	Please see Section 6.5 of the PIM.
63	<i>Question</i>	Who will provide traffic enforcement and emergency response?
	<i>Answer</i>	Please see Sections 6.4 and 6.5 of the PIM.
64	<i>Question</i>	Who will provide towing?
	<i>Answer</i>	Please see Section 6.5 of the PIM
65	<i>Question</i>	Will the O&M and Construction staff receive non-revenue pass plates?
	<i>Answer</i>	No.

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

Mitchell V. Yonkler
 Manager
 Construction Procurements/Integrity
 Programs

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

THE PORT AUTHORITY OF NY & NJ

**THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010**

Date : December 15, 2010

ADDENDUM #4

To prospective Responding Teams on Request For Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 01/12/2011, no later than 2:00 P.M.

Originally due back on 11/30/2010, no later than 2:00 P.M.

The following changes are hereby made to the subject RFQ:

On Page 14 of the RFQ, under Section 5.3.1(d) and as amended by Addendum No. 2, change the date for submittal of Background Qualifications Questionnaires to **December 30, 2010**.

Delete “Form F” of the RFQ and replace it with the new “Form F” attached hereto.

After Paragraph 4.1.4 of the RFQ, insert the following new paragraph:

“Any constituent firm of an Equity Member, Major Non-Equity Member or any Guarantor thereof shall not participate in any capacity on more than one Responding Team. 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.

If any constituent firm of an Equity Member or Major Non-Equity Member or any Guarantor thereof of a Responding Team directly or indirectly has or acquires control or greater than 50% of the voting stock of an Equity Member or Major Non-Equity Member or any Guarantor thereof of another Responding Team, or if any such constituent firms on different Responding Teams are under common control, such ownership/common control interest must be immediately disclosed

to the Authority. The Authority has determined that such ownership/common control will affect fair competition in this procurement. In such case, simultaneous participation by both Responding Teams, one of which contains the controlling entity and the other the controlled entity, or each of which contains an entity under common control, will be prohibited. Within five (5) business days of such acquisition of control, the controlling entity shall notify the Authority as to whether the controlling entity or the controlled entity will withdraw. In the case of two entities under common control, either entity shall notify the Authority as to which entity will withdraw. If no such notification is provided, then the Authority will require the immediate withdrawal of the controlling entity and the controlled entity, or in the case of two entities under common control, the entities under common control will be required to withdraw. In the event of a withdrawal of the controlled entity and/or the controlling entity or any entity under common control, then pursuant to Section 8(1), the Responding Team which contains such withdrawing entity will be disqualified and will not be permitted to participate in this procurement.”

Delete the existing Section 8(1) of the RFQ in its entirety and insert the following new Section 8(1) therefor:

“(1) Disqualify any Responding Team who changes its SOQ without Authority approval. The Authority has determined as a matter of policy that it will not approve any change to an SOQ that results from the withdrawal of a Major Equity Member or a Major Non-Equity Member or a Guarantor, or any constituent entity thereof.”

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

MITCHELL V. YONKLER
MANAGER
CONSTRUCTION PROCUREMENTS/
INTEGRITY PROGRAMS

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

FORM F

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 therefore (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.

(Signature of _____ For _____)
(Print Name) (Firm Name)

(Title)

(Date)

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DO NOT RETYPE**

THE PORT AUTHORITY OF NY & NJ

**THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010**

Date : December 22, 2010

ADDENDUM #5

To prospective Responding Teams on Request For Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 01/12/2011, no later than 2:00 P.M.

Originally due back on 11/30/2010, no later than 2:00 P.M.

The following changes are hereby made to the subject RFQ:

On Page 8 of the RFQ, remove in its entirety the Paragraph in Section 4.1.4 that reads:

“Equity Members and Major Non-Equity Members shall not participate in any capacity on more than one Responding Team. 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.”

On Page 19 of the RFQ, in Section 5.3.3(d), delete the first paragraph and replace it with the following new paragraph:

“Provide Organization Chart(s), consistent with the Table of Organization described in Section 5.3.1 (i) above, showing the "chain of command" with Key Personnel and any other significant positions anticipated, and identifying major functions to be performed and their reporting relationships in managing, designing, constructing and maintaining the Project. Up to three charts may be submitted, if appropriate, on paper up to 11x17 size. Additionally, provide a narrative of no more than five pages (8.5x11) describing the functional relationships among participants.”

On Page 19 of the RFQ, in Section 5.3.3(e)i, remove the sentence, “If an individual fills more than one position, only one resume is required.”

On Page 20 of the RFQ, in Section 5.3.3(e) iii, add the following as a note beneath the table:

“* Subject to the employment requirements for Key Personnel and Other Personnel set forth in Section 6.1, the Environmental Compliance Manager need not be an employee of the Lead Contractor.”

On Page 22 of the RFQ, add the following paragraph at the end of Section 6.1:

“Key Personnel and Other Personnel may be employed by the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself, or a controlled subsidiary of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm. Key Personnel and Other Personnel employed by a parent or sister company of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm shall only be considered responsive to this SOQ if the (common) parent company provides a Letter of Parent Company Support as a Guarantor.”

In Appendix B Section 2 (b), after the last sentence, add the following additional sentence:

“Subject to the employment requirements for Key Personnel and Other Personnel set forth in Section 6.1, the Environmental Compliance Manager need not be an employee of the Lead Contractor”

RESPONDING TEAMS’ QUESTIONS AND ANSWERS

The following information is made available in response to questions submitted by prospective Responding Teams. It should not be deemed to answer all questions, which have been submitted by Responding Teams to the Port Authority. It addresses only those questions, which 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 Responding Team 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 Contract. 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 Responding Team, 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 directors, officers, agents, representatives, or employees, oral or in writing, shall impair or limit the effect of the warranties of the Statement of Qualifications required by this Request for Qualifications, and the Responding Team agrees that it shall not hold the Port Authority liable or responsible therefore in any manner whatsoever.

1	Question	Our question refers to the first sentence in Section 4.1.4: <i>Participation on more than one Responding Team: "Equity Members and Major Non-Equity Members shall not participate in any capacity on more than one Responding Team"</i> . What is considered a "Major Non-Equity Member"? Specifically, would the Independent Bridge Check Engineer be considered a Major Non-Equity Member? We are suggesting this in the case where the Independent Bridge Check Engineer is not affiliated with the Lead Engineering firm, which is often a requirement of solicitations of this type.
	Answer	Please see Addendum No. 1 items in reference to the Independent Bridge Check Engineer.
2	Question	5.3.1 (d) requires BQQs for each Equity Member, Major Non-Equity Member and their Guarantors, whereas the instructions for completing the BQQ suggests that one should be completed for any firm which is likely to receive orders of \$100,000 or greater. Which set of instructions should prevail?
	Answer	The requirements in 5.3.1 shall prevail.
3	Question	In completing the BQQ for a guarantor which is a major quoted corporation operating globally the quantity of information required, for example, to answer comprehensively questions relating to affiliates, subsidiaries and key individuals could run to many volumes of paper and take very considerable effort to compile and to receive. Could the Authority please clarify its requirement for background information about major quoted entities?
	Answer	Responding Teams should only submit BQQs for those entities whose qualifications are to be considered under this RFQ. BQQs do not need to be submitted at this time for those affiliates or subsidiaries whose qualifications are not being considered and who will not be involved in performing the work.
4	Question	In the case of a fund where the entity that manages the investment fund (and which employs those that will be working on the project) is separate to the fund itself, is the management entity required to submit a BQQ?

	<i>Answer</i>	Yes.
5	<i>Question</i>	RFQ Section 5.3.2 (d) states that the SOQ shall include the most recent credit rating information for any proposed guarantor. Where the guarantor does not maintain a formal credit rating can we assume that the 3 most recent years of full financial statements provided under 5.3.2 (c) will be sufficient information in this regard?
	<i>Answer</i>	Yes.
6	<i>Question</i>	The RFQ states “Each Equity Member and Major Non-Equity Member of the Responding Team 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”, however the form itself states that “All consultants, sub-consultants, contractors, sub-contractors, and vendors, of all tiers, whose contracts or purchase orders will exceed \$100,000, must complete an initial Background Qualification Questionnaire and the attached Exhibit A Certification (collectively, the “BQQ”, also sometimes referred to as the 1WTC – Rider K Attachment).” Please confirm only entities explicitly outlined in the RFQ as Equity Members or Major Non-Equity Members are required to submit the BQQ at this time of the procurement. Following the principle nature of the Background Qualification we would kindly ask to confirm, that only Guarantors, which are acting as direct Equity Members or Major Non-Equity Members as per RFQ definitions are required to submit an BQQ. Guarantors which are not directly performing works or services for the project (and only backing-up the companies performing the works) are normally large multi-national holdings with a vast number of subsidiaries, business Locations and key individuals around the world. It would be very difficult to disclose the information required in the BQQ form, nor does it seem to be relevant for the Port Authority’s intentions.
	<i>Answer</i>	See responses to Questions 2 – 4.
7	<i>Question</i>	Section 5.3.2, requires Major Non-Equity Members to submit financial statements. Please confirm: 1) the audited financials for a Major Non-Equity member may be submitted directly to the Authority in a separate sealed envelope marked confidential; and 2) a privately-held corporation’s financial information will be considered privileged information and the authority will use reasonable commercial efforts to safeguard the confidentiality of the

		information identified by the Proposer as confidential.
	Answer	No. All SOQ information must be submitted in one package. The Port Authority confirms that it will use reasonable commercial efforts to safeguard the confidentiality of the financial statements of privately-held firms if they are marked as proprietary.
8	Question	Responding Team seeks approval from the Sponsor to waive the submission of a letter from the certified public accountant addressing the areas of financial statements that would be affected by a conversion to U.S. GAAP pursuant to Section 5.3.2 (c) vi of the RFQ. Responding Team desires to present the consolidated financial statements from FIRMNAME, the ultimate parent company of . (Major Non-Equity Member) and (Equity Member), prepared under International Financial Reporting Standards (IFRS). The financial statements include the opinion letter of the auditor, balance sheet, income statement, statement of changes in cash flow and footnotes as requested in section 5.3.2 (c) of the RFQ. On December 21, 2007 the SEC adopted as a final rule Securities Act Release No. 8879 Acceptance from Foreign Private Issuers of Financial Statements Prepared in Accordance with International Financial Reporting Standards without Reconciliation to U.S. GAAP. The final rule became effective on March 4, 2008. Under this rule, FIRMNAME as a potential foreign issuer would not be requested to reconcile the IFRS financial statements to US-GAAP any more than in the case of a public or private placement in the US capital markets. Considering the above provisions of law, we would kindly ask the Sponsor to accept: (a) the financial statements prepared in EURO; and (b) under IFRS to our Statement of Qualifications without an audit letter addressing U.S. GAAP.
	Answer	(a) No. Please see Response to Question 23. (b) See Addendum No. 2.
9	Question	Please confirm the letter required in 5.3.1.(g) Joint and Several Liability Letter, is to be signed by the Equity Members
	Answer	Please see Addendum No. 3, which supersedes the change in Addendum No. 1.
10	Question	Section 6.2.3 (c) iii, 1.- Indicates “Similar Size and Complexity”. Section 2.- Definitions- defines “Similar Scope and Complexity”. Please confirm that these definitions are meant to be different.
	Answer	Please see Addendum No. 1 re Section 6.2.3 (c) iii.
11	Question	Can the Independent Bridge Check Engineer be employed by the

		Lead Design Engineer as long as he/she is not involved in design production?
	<i>Answer</i>	Please see Addendum No. 1 items regarding the Independent Bridge Check Engineer. However, Responding Teams should note that the Port Authority anticipates that the future Independent Bridge Check Engineer will not be permitted to be an employee of the Lead Designer.
12	<i>Question</i>	Can the Port Authority confirm “immediate disclosure to the authority” referenced in 4.1.5 means immediately post the release of the Responding Team list? Prior to the release of the Responding Team List it may not be know if a related entity is on another Responding Team.
	<i>Answer</i>	The disclosure obligation exists from the time it becomes known. The Port Authority requests that firms make a good faith effort to determine if related entities are competing on other teams and to promptly report such information.
13	<i>Question</i>	Please explain the definition of “joint venture”: are you referring to any kind of consortium, partnership or association among companies?
	<i>Answer</i>	Please consult with your legal advisor as to the definition of “joint venture”.
14	<i>Question</i>	With respect to an Equity Member’s financial qualification, could you please provide clarification of the requirements in a situation under which an investment fund (which as a stand-alone entity has no guarantor/parent entity) has reached an initial close within the last 12 months and thus has not yet produced financial statements, though this initial close enables the fund to participate into the project and the fund manager is itself able to provide with three years of financial statements?
	<i>Answer</i>	Please refer to the second paragraph of Section 5.3.2 (c). The Port Authority would expect to see at a minimum a balance sheet ending 9/30/2010. Per the RFQ, any unaudited Statement should include a self-certification is provided by the Chief Financial Officer or Treasurer. In additional, sufficient detail should be provided in the Equity Funding Letter.
15	<i>Question</i>	Kindly provide the status on the environmental clearance process. Do you expect any delays in this (that could adversely affect the project development)?
	<i>Answer</i>	Please refer to the link provided in Appendix D of the RFQ document.

16	<i>Question</i>	The appended letter referred to be executed by each member of a consortium/JV should include the wording “representations, statements and commitments made by the lead firm (...)”. There is no definition of “lead firm” in the RFQ document, therefore we suggest replacing the bold words by “authorized representative”. Please confirm if this is acceptable.
	<i>Answer</i>	Yes. Please see Addendum No. 1 re Section 5.3.1(b).
17	<i>Question</i>	We respectfully request that you consider the following proposed word change: “If financial statements are prepared in accordance with principles other than U.S. GAAP or IFRS, a letter from the certified public accountant (...)”. Those latter principles and/or the changes in the wording have been accepted in different procurement processes in the US recently.
	<i>Answer</i>	Please See Addendum No. 2.
18	<i>Question</i>	Are responding teams permitted to recreate the forms for submission with the exception of Form F?
	<i>Answer</i>	No. Forms A through E will be made available for Responding Team’s use in Microsoft Word or Excel format, as appropriate, on the Port Authority website.
19	<i>Question</i>	<p>Submittal requirements for Part 1: General. (d) Submittal requirements for Part 1: Financial. (e) Letter of Parent Company Support</p> <p>Section 5.3.1(d) requires that “...the Guarantor(s) ...shall submit a fully-completed ...BQQ...” Section 5.3.2(e) requires a Letter of Parent Company support “when a parent company’s experience and financial strength are being provided...”</p> <p>We have submitted a Letter of Parent Company Support on larger projects before but have never been obligated to have our parent company fill out a BQQ or similar document. Our parent company has hundreds of affiliates throughout the world and thousands of employees that under the basic tenets of the proposed BQQ might be considered to be Key People when they are not. It would be impossible for our parent company and guarantors to fill out the BQQ with full understanding of its needs, and it would also be impossible for them to prepare such document within the allotted time.</p> <p>We request that the requirement for the parent company / Guarantor to submit a fully completed BQQ be eliminated, and that just a Letter of Parent Company Support be required as a pre-requisite of</p>

		acceptance of the SOQ. Please note that the BQQ of each of the Equity Members and Non-Equity Members themselves will include certifications as to their parent companies, so having the Guarantors themselves complete such questionnaire seems unnecessary.
	<i>Answer</i>	Please see response to Question No. 3.
20	<i>Question</i>	Submittal requirements for Part 1: General. (g) Joint and Several Liability Letter: Please clarify that this letter need only be submitted by the “Equity Members”, as it is not typical to have joint and several liabilities between the Equity Members and Non-Equity Members.
	<i>Answer</i>	See Addendum No. 3, which supersedes the change in Addendum No. 1.
21	<i>Question</i>	Submittal requirements for Part 1: General. (j) Form E Please clarify whether the lender’s project contact information included in the lender’s “Letters of support” should be added to this form.
	<i>Answer</i>	No, it should not be added.
22	<i>Question</i>	Submittal requirements for Part 1: Financial. (c) Financial Statements We understand that it is permitted that we submit the Financial Statements only electronically. Please, confirm the number of CD-ROM copies are required to be submitted.
	<i>Answer</i>	Please see Addendum No. 3.
23	<i>Question</i>	Submittal requirements for Part 1: Financial. (c) Financial Statements Please, confirm that in case that the Financial Statements of a company are not available in American dollars, it would be sufficient to present the financial statements in their original currency along with the corresponding form C-2.
	<i>Answer</i>	No. Financial statements prepared in foreign currencies should be converted to U.S. dollars to facilitate the Port Authority’s timely evaluation of SOQs. Further, the methodology used for such conversion should be stated, as required under Section 5.2.3(c)(vii) in Addendum No. 1.
24	<i>Question</i>	Technical Evaluation Pass-Fail Section 6.2.3(b)i.2 requires “at least one cable-supported bridge of Similar Scope and Complexity...completed or substantially completed in the last ten (10) years”;

		<p>a. Does the reference to “cable-supported bridge” refer exclusively to cable-stayed bridges or can it also be construed to mean “suspension bridge”?</p> <p>b. Can a cable-stayed project that is on its way to substantial completion but not yet substantially completed qualify as accepted experience under this section?</p>
	<i>Answer</i>	<p>a. Cable-supported bridge is any bridge in which cables form the primary structural system and may include for example: “cable stayed bridge”, “tied arch bridge”, “suspension bridge”</p> <p>b. See response to Question 28, below.</p>
25	<i>Question</i>	<p>Certification of No Investigation, Non-Collusive Practices and Eligibility Determinations by States</p> <p>The definition of “affiliate” is very broad. The definition of “affiliate” is not clear and may be unintentionally overbroad. For example, it contains joint venture members which we are unable to control and for which we do not have access to the necessary information. In addition, what is meant by “other financially liable parties”? Are (i) indirect parents (i.e., entities that do not own stock in the Proposer, but that own stock in the Proposer's direct parent company) and (ii) entities indirectly owned by a common parent included in the definition of affiliate?</p>
	<i>Answer</i>	Response Pending.
26	<i>Question</i>	<p>Background Qualification Questionnaire, question # 11(b) thereof.</p> <p>The question asks: “<i>Has the Company consisted of a partnership in which one or more partners are other firms? . . . If 'yes' to question 10 a, b, c, or d, list the other firms below and indicate the percent of stock, if any, owned in the Company.</i>”</p> <p>Please clarify what entity/firm is being inquired about, as it is unclear what information is being requested.</p> <p>Is this question asking:</p> <ol style="list-style-type: none"> (1) whether the Company is a partnership, and if so, the identity of such partners, or (2) whether the Company has ever formed a partnership with another firm, and the information related to such other firm with whom it has formed the partner (i.e. its partner), or (3) whether the Company has ever formed a partnership with another firm, and the information related to such partnership

		formed?
	<i>Answer</i>	See Addendum No. 3, which supersedes the change in Addendum No. 1.
27	<i>Question</i>	<p>Background Qualification Questionnaire, definition of “Affiliate Firms” found in question # 12 thereof.</p> <p>The definition of “Affiliate Firms” in this questionnaire is not typical, as it includes entities for which companies cannot provide relevant information or make certifications, for example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliated Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliated Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control; • Based on question 12, an Affiliated Firm also includes any entity for which a Key Person as served as a Key Person or owned 5% or more of such entity. Because the definition of Key Person includes officers and directors (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new company, but that new company should not be considered an affiliated firm. Similarly, a director who also serves on the board of a completely un-related charitable organization, for example, should not then require that such charitable organization be considered an Affiliated Firm. <p>We suggest utilizing a more traditional definition of “Affiliated Firm”.</p>
	<i>Answer</i>	See Response to Question No. 3 and Question No. 57.
28	<i>Question</i>	<p>Substantially Complete Definition 6.2.3 Technical Evaluation Pass - Fail</p> <p>For the purpose of the RFQ response and demonstrating the team design and construction experience, how does the PANYNJ intend to define “substantially complete” as the criteria for pass/fail? Is a Certificate of Substantial Completion (broadly defined as “the permanent construction has been satisfactorily completed to the point where the Work is fit for its intended purpose and use”) from the respective Agency required to consider a project substantially</p>

		complete for qualification purposes? Or, can a project be used for demonstrating design and construction qualifications considered substantially complete if the new bridge is functional but the project is not totally complete due to approach phasing or work unrelated to the bridge main span and therefore a Certificate of Substantial Completion has not been issued for the entire project.
	Answer	Generally the PA will consider substantially complete to mean: the point when construction of the bridge portion of the facility is sufficiently complete in accordance with the contract documents, that the facility is fit for its intended purpose and use as determined by the Authority. Where a Responding Team submits a project that it wishes to be considered as substantially complete, but for which a Certificate of Substantial Completion has not been issued, evidence should be submitted to allow the Authority to verify that the project meets the above definition. See Addendum No. 3.
29	Question	Submission of Financial Statements 5.3.2 Submittal Requirements for Part 1: Financial (c) & 5.5 Submittal Instructions Section 5.3.2 (c) states “Responding Teams are encouraged to submit financial statements electronically and to avoid, to the extent possible, large and unwieldy notebooks.” While section 5.5 states “Submit twelve (12) hard copies of the required qualifications”. Can the Port Authority please clarify the number of copies of Financial Statements that are required to be submitted in hard copy?
	Answer	Please see Addendum No. 3
30	Question	Security Clearance 4.2.10 - Confidential and Privileged Information We kindly ask the Port Authority to consider in the upcoming RFP distinguishing between security-relevant information (for all technical specs and documents) and non-security-relevant information (for financial, commercial and legal project documentation). This distinction has previously been made in similar security sensitive projects, and has made the security clearance process manageable for the public clients and the bidding teams while all

		security goals were fully achieved.
	Answer	Please refer to the Security Handbook.
31	Question	<p>Section 5.3.2(c) in its second paragraph states: <i>“Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP) or accompanied by a letter in the form specified in paragraph (vi) below”</i></p> <p>Additionally, Section 5.3.2(c).iv states: <i>“If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP, and the financial impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.)”</i></p> <p>According to similar requirements in other RFQ process, we suggest to reword the paragraphs above to allow the submittal of Financial Statements according to International Financial Reporting Standards (IFRS). The IFRS are very similar to the US AAP and, as mentioned before, the submittal of Financial Statement following these rules has been considered acceptable in other PPP process in the US in the last few years.</p> <p>We strongly recommend allowing IFRS statements to preserve the accuracy and validity of the audit in the same terms it had been engaged. Therefore, we suggest the following changes into the RFQ:</p> <p>Section 5.3.2(c) in its second paragraph states: <i>“Financial statements for the Responding Team, including the Equity Members and Major Non-Equity Members and, if applicable, any member of a joint venture making up the Equity Members or Major Non-Equity Members, for the three (3) most recent fiscal years, audited by a certified public accountant in accordance with U.S. Generally Accepted Accounting Principles (GAAP),</i> <u>International Financial Reporting Standards (IFRS)</u> or accompanied by a letter in the form specified in paragraph (vi) below”</p> <p>Additionally, Section 5.3.2(c).iv states: <i>“If financial statements are prepared in accordance with principles other than U.S. GAAP, a letter from the certified public accountant of the applicable entity, addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP or</i></p>

		IFRS , and the financial impact thereof. (Provided that this letter is submitted, a restatement of the financial information according to U.S. GAAP principles is not required.) “.
	Answer	Please see Addendum No. 2.
32	Question	Regarding Technical requirements to submit in Part 1: Technical, c) Technical Qualifications – Operations and Maintenance, as maintenance responsibility for one bridge project, in Form D-3, could you detail the minimum requirements of the project length, maximum height, maximum span, construction methods, AADT, location, etc.? Would it be possible to include a concession road project with a bridge of total length 830 m, height 14m, maximum span 40m and AADT 37.086 in 2009 or other concession road project with a bridge of total length 700 m, height 60m, maximum span 90m and AADT 5.800 in 2009?
	Answer	Section 6.2.3 (b) iii. sets forth the requirements for project experience to be submitted by the Lead Operation and Maintenance Firm on Form D-3 and states that the Lead Operation and Maintenance Firm shall demonstrate “maintenance responsibility for at least one bridge project”. Please also see Addendum No. 3.
33	Question	Regarding Technical requirements to submit in Part 1: Technical, c) Personnel Qualifications, iii Key Personnel, O&M Manager experience, could you detail the minimum requirements of a major bridge: length, maximum height, maximum span, construction methods, AADT, location, etc.?
	Answer	Section 6.2.3 (c) v. sets forth the requirements for the O&M Manager and states that the O&M Manager shall have “at least seven years experience in the maintenance and operation of major bridges” Please also see Addendum No. 3.
34	Question	Regarding Technical requirements to submit in Part 1: Technical, f) Statements of Commitment, is it only for key personnel or also for other personnel as described in Section 5.3.3(e)?
	Answer	Statement of Commitment is required for Key Personnel only
35	Question	Regarding Technical requirements to submit in Part 1: Technical, f) Statement of Personnel Commitment, we understand that [organization] includes subsidiaries of Equity Members and Major Non-Equity members? In other words, our Key Personnel can be either from our Parent company or one of our subsidiaries?
	Answer	Key Personnel and Other Personnel may be employed by the Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm itself, or a controlled subsidiary of

		<p>such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm. Key Personnel and Other Personnel employed by a parent or sister company of such Equity Member, Lead Engineering Firm, Lead Contractor or Lead Operations & Maintenance Firm shall only be considered responsive to this SOQ if the (common) parent company provides a Letter of Parent Company Support as a Guarantor.</p> <p>Please also see Addendum No. 5</p>
36	Question	<p>Please confirm that by providing the Letter of Parent Company Support (as mentioned in 5.3.2 e) and by providing Form B by the Guarantor, Form C-2 is compliant by providing the summary financial information of the Equity Member and the Guarantor. If positive, we would then require that it is the CFO of the reporting entities the person who certifies the completeness of the information therein provided.</p>
	Answer	<p>Answer: Both Equity Members and Guarantors are to be identified on Form B. Please also see Addendum No. 3.</p> <p>As clarified in Addendum No. 3, <u>separate</u> Forms C-2 need to be provided for each Equity Member and respective Guarantor, each certified by their respective CFO.</p>
37	Question	<p>Regarding the requirement in 5.3.2c, we would need confirmation that we are still compliant in our SOQ even if our company only has financial statements in Euros, and also, due to the fact that we are a foreign company not subject to the requirements of the SEC, we do not file 10-Ks or 10-Qs.</p>
	Answer	<p>Please see response to Question 23 with respect to Euros.</p> <p>If 10-Ks or 10-Qs are not filed with the Securities and Exchange Commission, then links do not need to be submitted.</p>
38	Question	<p>Regarding Form C-3, Equity Member's Track Record, we would need confirmation that with a Letter of Parent Company Support, (as mentioned in 5.3.2 d) and with the presentation of our Guarantor in Form B-1, we can present in Form C-3 the information for our firm.</p>
	Answer	<p>If a Guarantor supports an Equity Member, then Form C-3 shall be filled on the basis of the Guarantor and its subsidiaries and managed funds' track records (as applicable and including the Equity Member).</p>
39	Question	<p>Regarding Financial Statements for the Responding Team in 5.3.2 c, our firm's are not prepared in accordance with the GAAP principles. Given the complexity of the certified public accountant in addressing the areas of the financial statements that would be affected by a conversion to U.S. GAAP and the financial impact thereof, such an undertaking would not be completed by the RFQ due date given the necessity of a re-analysis of such financial</p>

		statements.
	<i>Answer</i>	Please see Addendum No. 2.
40	<i>Question</i>	Regarding Form D-3, point No. 7 under “Notes”, can you please indicate what you mean by a public-private partnership or concession? Is there a difference?
	<i>Answer</i>	Please see Addendum No. 3.
41	<i>Question</i>	<p>We would like to request further clarification on subsections (g) and (h) of section “5.3.1 Submittal Requirements for Part 1: General”, of the RFQ.</p> <p>a. In relation with subsection (h) it is our understanding that the requirement to submit a letter indicating willingness to accept joint and several liability, should only apply to the members that will form the “Developer” (i.e. Equity Members). We acknowledge that the Respondent Team may be a consortium formed by Equity Members and Major Non-Equity Members (such as the Lead Contractor firm, Lead Engineering firm or Lead Operations and Maintenance firm). However, since the responsibility to develop the project will lie on the Developer who will incorporate a special purpose vehicle to enter into the Project Agreement with the Authority, we understand the rest of the members that are part of the Respondent Team, but not part of the Developer, should not share joint and several liability with the Developer. Please confirm.</p> <p>b. In addition to this, please also confirm which obligations (their content) are expected to be joint and several for the Equity Members.</p> <p>c. It is also our understanding that the joint and several liability, will be restricted only to the RFQ and RFP stages. Please confirm.</p>
	<i>Answer</i>	<p>a. Yes.</p> <p>b. Please consult with your legal advisor.</p> <p>c. Yes, joint and several liability exists until the point at which a corporation, limited liability company, or other form of legal entity is formed as the Developer.</p>
42	<i>Question</i>	In order to permit the inclusion of designers with extensive world-class experience in the design of cable-supported bridges outside the United States, we have the following question: Would you consider candidates for the Lead Bridge Design Engineer who have over 20 years of bridge design experience and equivalent professional

		qualifications; for example, an international Chartered Engineer? Such a candidate would show evidence of pending applications to NY and NJ, as required in section 6.2.3.C.iv., Page 26 of the RFQ.
	<i>Answer</i>	The Authority does not intend to amend the current qualification requirements for Lead Bridge Design Engineer.
43	<i>Question</i>	Can the lead engineering team use the project experience from a lead subconsultant to fulfill project experience requirements in Section 5.3.3.a and Section 6.2.3.b?
	<i>Answer</i>	No. The experience of both firms can only be used if they are a JV.
44	<i>Question</i>	Can an office owned by the same parent company as the lead engineering firm perform the independent check?
	<i>Answer</i>	Please see Addendum No. 1.
45	<i>Question</i>	Please confirm that “final design of at least one transportation project in the United States that reached completion or substantial completion with the last 7 years” (Section 6.2.3.b.ii.2) means substantial completion of the design phase.
	<i>Answer</i>	The requirement refers to substantial completion of construction. See also answer to question 28.
46	<i>Question</i>	<p>5.3.3(e) and(f) pages 19-20 Key Personnel</p> <p>(a) Is it our understanding when interpreting these paragraphs that your evaluation team may elect to contact the references listed by the each of the key persons. If this be the case the individual’s identity becomes public knowledge which can jeopardize that individual’s present employment. This project will be in the evaluation prior to award for in excess of 12 months and will present a hardship to those very qualified individuals that are available to fill these positions. We ask that the names be held confidential and that a commitment statement and personal interview be sufficient.</p> <p>(b) Can we hide the name of those resumes in this RFQ stages in complying with concerns mentioned above?</p>
	<i>Answer</i>	<p>(a) Key Personnel and Other Personnel employment requirements are considered in the response to question 35 above. The individual’s current employer, being a part of the Responding Team, must have consented to the individual’s name being presented within the SOQ. The Authority would not accept the names of Key Personnel or Other Personnel being deemed confidential by the Responding Team.</p> <p>(b) The Authority requires the names of Key Personnel and Other Personnel to be disclosed within the SOQ. The Authority’s policy is to publish such information only after award, but the Authority cannot guarantee the confidential status of such information.</p>

		Please also see Addendum No. 5.
47	<i>Question</i>	<p>5.3.2(g) This clause indicates that “No fewer than five (5) and no more than seven (7) commercial banks, monoline insurers or bond underwriter’s support letters are required”.</p> <p>Our questions are:</p> <p>What is the intention to limit the number of financial institutions between five and seven? Is it mandatory? Based on our conversations with those large foreign banks who are interested in this project, each can and prefer to provide the loans without syndicate, so under this situation, do you still expect 5-7 banks to be involved? Could the number be dropped to 3?</p>
	<i>Answer</i>	Five institutions is the minimum number. Responding teams should demonstrate a sufficient breadth and diversity of relationships with financial institutions. Given the recent, extreme volatility in global financial markets Responding Teams should demonstrate that they are not overly reliant on any institution, and ideally not on any one form of financing.
48	<i>Question</i>	<p>5.3.2(g) This clause also requires that “Financial Institutions”’ long-term unsecured debt rating from at least 2 of 3 major rating agencies be not less than “A” or “A2”.</p> <p>Our questions are: some of the large foreign banks do not participate in the rating program by those three major rating agencies, so can this clause be relaxed or may other evaluation measures be adopted as alternatives?</p>
	<i>Answer</i>	Please see Addendum No. 3.
49	<i>Question</i>	PIM Section 7 It is uncommon that this project does not provide any milestone payment or final completion payment to the Developer, which might not be in the best interest of the public or the project. Will the Port Authority reconsider?
	<i>Answer</i>	Responding Teams should anticipate and must demonstrate sufficient financial capability to close long-term financing for the entire project without such payments. In addition, the Authority notes there are ample examples of P3s globally that have closed without such payments.
50	<i>Question</i>	<p>RFQ 5.3.2 (c) and RFQ 5.3.2 (c) vi. The RFQ states that Financial Statements must be provided in US GAAP.</p> <p>Some of the companies of our consortium publish their accounts in IFRS GAAP (International Financial Reporting Standard) and the conversion in US GAAP of the three most recent fiscal year would be difficult to reach with the RFQ timing. Could the PANYNJ</p>

		<p>accept the account published in IFRS GAAP ?</p> <p>If not, can PANYNJ specify the meaning of “the financial impact thereof” in Para; 5.3.2 (c) vi. Can general principles of conversion between US GAAP and IFRS GAAP be sufficient?</p>
	<i>Answer</i>	Please see Addendum No. 2.
51	<i>Question</i>	<p>RFQ Form C-2 (3) Note (3) requires the relevant revenue from Design-Build-Operate contract on transportation projects.</p> <p>Does the PANYNJ refer to annual revenue as Availability Payments or traffic tolls from transportation assets currently in operation?</p>
	<i>Answer</i>	This refers to any part of the financial statements’ revenue sourced from a concessionaire company or related sub-contractor.
52	<i>Question</i>	<p>RFQ Form C-2 (4) Note (4) excludes intangible assets from the Total Assets.</p> <p>Under IRFS rules, traffic risks Concessions (as a highway long-term concession) are considered as intangible.</p> <p>Can PANYNJ confirm that such concessions can be considered as tangible and are eligible for form C-2?</p>
	<i>Answer</i>	Please see response to Question 53. If truly warranted, firms may provide a brief note from an auditor and/or a reference to an audited financial statement footnote as an attachment Form C-2.
53	<i>Question</i>	RFQ Form C-2 Can the Port Authority specify the list of liabilities considered as Contingent?
	<i>Answer</i>	<p>Note that the RFQ states that information in Form C-2 should be derived from audited financial statements where possible, and that Audited financial statements will prevail over Form C-2.</p> <p>The Authority cannot provide a specific list as identification and classification of contingent liabilities is an accounting matter, dependent on interpretation of the applicable accounting standard. Firms may wish to consult with their legal and accounting resources in this determination and to provide adequate support (in accordance with the applicable accounting standard) with their submittal.</p>
54	<i>Question</i>	(a) Currently, each Equity Member, Non-Equity Member and Guarantor is required to deliver a completed BQQ on behalf of itself. We do not believe it is necessary to have parent-companies that are providing support to provide this type of certification, as they will be covered through the certifications

		<p>provided in their subsidiaries’ submissions. We request that, as has been standard in other P3 procurements throughout the country, the requirement for submission of this form only be required for the Equity Members and Non-Equity Members involved in the Project, and not the Guarantors.</p> <p>(b) In addition, we believe that the definition of “affiliate Firms” in this questionnaire is not typical, as it requests certifications for entities for which companies cannot provide relevant information or make certifications, for example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliated Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliated Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control. Based on Question 12, an Affiliated Firm also includes any entity for which a Key Person has served as a Key Person or owned 5% or more of such entity. Because the definition of Key Person includes officers and director (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new company, but that new company should not be considered an affiliated firm. Similarly, a director who also serves on the board of a completely unrelated charitable organization, for example, should not then require that such charitable organization be considered an Affiliated Firm. <p>Therefore, we suggest utilizing a more traditional definition of “Affiliated Firm” and limited to parent companies, subsidiaries for which the entity has a controlling interest and relevant “sister-companies”) in order to avoid a process that would be unduly burdensome.</p>
	<i>Answer</i>	See Response to Question No. 3.
55	<i>Question</i>	<p>1. Referring to the RFQ, page 26, the requirements for the Design Manager are given as:</p> <p>“iii. The Design Manager shall be an employee of the Lead</p>

		<p>Engineering Firm and shall have:</p> <ol style="list-style-type: none"> 1. at least ten (10) years experience in the design management of one project of Similar Size and Complexity; and 2. registered professional engineer qualification in the State of NY or NJ and if not registered in both states, evidence that a registration application has been submitted. “ <p>Referring to the RFQ, page 30, the evaluation criteria for the Design Manager include:</p> <p>“Extent to which submitted experience exceeds minimum requirements set forth in Section 6.2.3 (c) (multiple projects and/or years’ experience exceeding thresholds); Length and depth of experience in managing design of cable-supported bridge projects of Similar Scope and Complexity; Length and depth of experience in managing the design of aesthetically important structures; experience in NY / NJ or similar major metropolitan area; and Evidence of design or design management experience of projects with challenges similar to Goethals Bridge (e.g. geotechnical, MPT, interfaces, utilities).”</p> <p>The evaluation criteria include experience with ‘cable-supported’ bridge projects that are not required for the position as defined in Section 6.2.3. <i>Is ‘cable-supported’ experience required for the Design Manager role, or is that specialized experience simply a rating factor among all other experience on projects of similar size and complexity?</i></p> <ol style="list-style-type: none"> 2. May the Design Manager and the Lead Bridge Design Engineer be filled by the same person (consolidating these two roles)?
	Answer	<ol style="list-style-type: none"> 1. No, cable-supported experience is not a specific requirement for the Design Manager Role, but will be taken into account under the scored evaluation criteria 2. No, the Design Manager and Lead Bridge Design Engineer are to be separately identified individuals.
56	Question	<p>Addendum #1 to the RFQ amended section 5.3.1(g) as follows: <i>“Joint and Several Liability Letter – Responding Team (if applicable). If the Responding Team is a joint venture, consortium, partnership or any other form of an association that is not a legal entity, the SOQ shall include a letter signed by each member (Equity Member and Major Non-Equity Member) indicating a willingness to accept joint and</i></p>

		<p><i>several liability until the point at which a corporation, limited liability company or other form of legal entity is formed as the Developer.”</i></p> <p>As stated in this section, a legal entity will be formed as the Developer once the Project has been awarded, however, the only entities which will comprise this legal entity as the Developer will be the Equity Members. Therefore, as is the common practice in other P3 projects, only the Equity Members should only execute an agreement of joint and several liability with each other, as they will be the only entities to form the Developer. The Equity Members can accept joint and several liability for the Developer’s obligations and the Major Non-Equity Members can accept joint and several liability for their respective obligations under the RFQ. Major Non-Equity Members, such as members of the Construction Joint Venture (“CJV”) and Design Joint Venture (“DJV”), cannot assume joint and several liability for the entire project since they are only related to the development of one portion of the contract and they will not have an interest in the legal entity to be formed to develop and finance the entire project..</p> <p>We consider that the requirement in section 5.3.1(h) addresses the issue of joint and several liability amongst Major Non-Equity Members.</p> <p><i>“Joint and Several Liability Letter - Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm (if applicable). If any of the Lead Contractor, Lead Engineering Firm or Lead Operations & Maintenance Firm is a joint venture, or an association that is not a legal 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 legal entity is formed as the Developer.”</i></p> <p>The Major Non-Equity Members comprising the CJV will sign a joint and several liability statement with respect to their obligations as Lead Contractor, as will the DJV with respect to their obligations as Lead Engineering Firm.</p> <p>Therefore, we request the Authority to limit the requirements of RFQ Section 5.3.1(g) to <u>only</u> the Equity members.</p>
	Answer	See Addendum No. 3, which supersedes the change in Addendum No. 1.
57	Question	<p>The response to Question #3 in Addendum #1 reads as follows:</p> <p><i>“Responding Teams should only submit BQQs for those entities whose qualifications are to be considered under this RFQ. BQQs do not need to be submitted at this time for those affiliates or subsidiaries whose qualifications are not</i></p>

		<p><i>being considered and who will not be involved in performing the work.”</i></p> <p>Although this response purports to narrow the scope of the information to be presented it still does not address the fact the numerous of the BQQ questions refer to the “Company or <i>Affiliate Firms</i>,” and the definition of which is not traditionally defined. As previously commented, the definition of “Affiliate Firms” includes entities for which companies cannot provide relevant information or make certifications. For example:</p> <ul style="list-style-type: none"> • Based on question 10(d), an Affiliate Firm would also include a firm with which the Company has formed a joint venture. A joint venture can be formed with completely unrelated and uncontrolled entities, and we would be unable to certify as to any actions of our joint venture partners; • Based on questions 11(a) and (b), an Affiliate Firm would include any subsidiary or entity for which the Company has only a 5% ownership interest. A typical definition of “Affiliate” should look at issues of control, as Company cannot make representations or certify as to entities for which it does not control; • Based on question 12, an Affiliated Firm also includes any entity for which a Key Person has served as a Key Person or owned 5% or more of such entity. Because the definition of Key Person includes officers and directors (both past and present), this definition could implicate completely unrelated entities for which the Company has no control or oversight and would not be able to certify to. For example: an officer who has left the Company may now serve as an officer at a new and unrelated company, or a director who also serves on the board of a completely un-related charitable organization. Neither the new company nor the charitable organization should be considered an Affiliate Firm. <p>We suggest utilizing a more traditional definition of “Affiliated Firm” limited to parent companies, subsidiaries for which the entity has a controlling interest and relevant “sister-companies”.</p>
	Answer	<p>See response to Question No. 3.</p> <p>For example, in the first bullet of the question above, if the qualifications of the firm with whom the Company has formed a joint venture are not being considered under this RFQ, there is no reason to submit a BQQ for that firm. In the second bullet, if</p>

		<p>qualifications of the the Affiliate with whom the company has a 5% ownership interest are not being considered under this RFQ, there is no reason to submit a BQQ for that firm. In the third bullet, if the qualifications of either entity used as an example in the question are not being considered under this RFQ, there is no reason to submit a BQQ for that firm.</p>
58	<i>Question</i>	<p>In reference to RFQ 5.3.2 (g) Letters of Lenders’ Support</p> <p>The reference states: “Each experience that the financial institution identifies in the letter must contain contact information with respect to that project with phone, facsimile number and e-mail address and name of contact for the reference.”</p> <p>It seems unlikely that a project contact person in a procuring authority would have knowledge of each financial institution funding the project; therefore should we assume that these contact details for each listed experience are those of the appropriate person in the financial institution?</p>
	<i>Answer</i>	See Addendum No. 3.
59	<i>Question</i>	<p>Please provide a detailed scope for Operations and Maintenance (O&M) responsibilities. Initial meetings and discussion with the Port Authority indicated that the O&M responsibilities would be focused on warranty work, such as bearings, deck joints, deck rehabilitation, and cable repairs. This work is generally carried out by construction companies and not O&M (asset management) firms. If this is the case, would the Authority accept the experience of the contractor and its engineering team as the O&M firm in lieu of an O&M (asset management) firm?</p>
	<i>Answer</i>	<p>See Page 29, Section 6.3.2 (a) iii. Any firm may be named as the lead O&M firm as long as it can meet the pass/fail requirements.</p> <p>In addition, please see Section 6 of the PIM. The O&M work scope is currently under analysis and, during the draft RFP phase, feedback may be sought from Prequalified Teams. In order to ensure that Responding Teams are able to meet whatever O&M requirements are ultimately identified in the RFP, Responding Teams should consider that there is a possibility they could be responsible for, and need to be able to firmly price, any given aspect of O&M work except those expressly identified as Port Authority responsibilities under Section 6.4 of the PIM.</p>
60	<i>Question</i>	What are the limits of the O&M on the bridge (e.g., includes main span, viaduct, toll booth and revenue collection facilities)?
	<i>Answer</i>	Please refer to Section 6 of the PIM. While O&M responsibilities are still under analysis, it is not anticipated that traffic and revenue collection equipment will be the responsibility of the developer.
61	<i>Question</i>	Will biennial bridge inspections be required as part of the O&M? If

		so, will an independent engineering firm be required as part of the O&M entity?
	<i>Answer</i>	Yes, biennial bridge inspections will be required as part of the O&M. Identification of any independent engineering firm is not required for this RFQ.
62	<i>Question</i>	Will the PA provide facilities for O&M for snow removal equipment, sweeping and cleaning equipment?
	<i>Answer</i>	Please see Section 6.5 of the PIM.
63	<i>Question</i>	Who will provide traffic enforcement and emergency response?
	<i>Answer</i>	Please see Sections 6.4 and 6.5 of the PIM.
64	<i>Question</i>	Who will provide towing?
	<i>Answer</i>	Please see Section 6.5 of the PIM
65	<i>Question</i>	Will the O&M and Construction staff receive non-revenue pass plates?
	<i>Answer</i>	No.
66	<i>Question</i>	Port Authority Freedom of Information Policy and Procedure In the event that the Port Authority receives a request from a third party under its Freedom of Information Policy and Procedure seeking disclosure of information that a Responding Team has designated, in Part 2 of the Responding Team's SOQ, as information of a type that should be exempt from public disclosure (e.g., confidential, trade secret or proprietary information), will the Port Authority provide the Responding Team with notice of such third party request and provide the Responding Team with an opportunity to substantiate its claim that such information is protected from public disclosure prior to any such public disclosure being made?
	<i>Answer</i>	Requests made under the Port Authority's Freedom of Information Policy will be processed in accordance with that policy.
67	<i>Question</i>	The RFQ for the Goethals project reads as follows: <i>Section 5.3.1.(k) Form F – A duly authorized official or representative of the Responding Team must execute the Agreement on Terms of Discussion in blue ink. For Responding Teams that are joint ventures, partnerships, limited liability companies, consortia, or other associations, additional copies executed by <u>authorized officials of such Equity Member or Major Non-Equity Member</u> shall also be submitted.</i> However, the signature block of the “form F” reads: “(Signature of Authorized Representative of Responding Team)” As “the form F” is at this moment, an authorize official of an Equity Member or a Major-Non-Equity Member should modify the form to specify his/her role. Therefore, we suggest the PANYNJ to rewrite

		<p>the form to allow the authorized officials of the different members of an association to sign and submit the form.</p> <p>We would also appreciate if a word version of the form could be posted at the Port Authority website.</p>
	<i>Answer</i>	<p>The form cannot be provided to Respondents in Word. However, please see Addendum No. 4 for a revised version of Form F.</p>
68	<i>Question</i>	<p>The Section 2 of the RFQ defines Similar Scope and Complexity as “A Roadway Bridge with multiple travel lanes, multiple spans, and a main span of at least 600 feet”.</p> <p>It is our understanding that no bridge with a main span longer than 440 feet has been constructed in NY and NJ over the past 10-15 years on a roadway bridge with multiple travel lanes and multiple spans. It is also our understanding that the average main span of the longest bridges constructed in NY and NJ over the same period was 250 feet, that the longest main span - on the Victory Bridge - was 440 feet, and that the average span of all roadway/bridge construction projects in NY and NJ over the last 10-15 years was well under 200 feet.</p> <p>As written, the RFQ’s pass-fail requirements for Design Manager do preclude all of NY and NJ professional engineers with demonstrated expertise in large roadway/bridge projects in the NY/NJ metropolitan area from qualifying as Design Manager.</p> <p>Since the RFQ requires the appointment of a Lead Bridge Design Engineer who must have the required experience on two projects of Similar Scope and Complexity - and ultimately have cable-supported experience - we request that the first pass-fail requirement for Design Manager, RFQ section 6.2.3.(c)iii be amended to read:</p> <p style="text-align: center;">“at least ten (10) years experience in the design management of one project of Similar Scope and Complexity or in the design management of at least two large roadway bridge projects with multiple lanes, and a main bridge span of at least 200 feet”</p> <p>and that the Score Evaluation Criteria for the Design Manager be similarly amended to reflect the proposed wording.</p>
	<i>Answer</i>	<p>Within the definition of similar scope and complexity, there is no limitation as to location. Therefore, the Authority does not intend to revise the minimum requirements for “Design Manager”.</p>
69	<i>Question</i>	<p>Will the Port Authority accept a brief (10 pages or less) “Letter of Introduction” or “Executive Summary” as part of the Statement of Qualifications? We believe this would be helpful in providing</p>

		sufficient information to aid the Authority in evaluating and prequalifying the Responding Team.
	Answer	No. Please provide the information as requested.
70	Question	For the financial scoring criteria – section 6.3.1(b) relating to financial capability of Responding Team Members. In sub-item (i), are the financials of only equity members evaluated, or are the financials of both equity and non-equity members evaluated for “robustness”. If both, what is the criteria for non-equity members, is it, solely to evaluate the financial stability of the company’s role on the team?
	Answer	The financial statements of both Equity Members and Major Non-Equity members will be evaluated. Further details on evaluation criteria will not be provided.
71	Question	In responding to Submittal Requirements 5.3.3(d), organization chart, if we show “other significant positions” on the organization chart, is it acceptable to include resumes of those individuals and/or one page profiles of exclusive key subconsultants?
	Answer	No. Please provide only the information requested.
72	Question	We are working to have all BQQs submitted by Dec 15 electronically; however, can the due date for the BQQ be extended to December 30, or if an entity becomes a major participant (whether or not equity) on the team after December 15, is the BQQ’s submission after December 15, but before the SOQ due date acceptable?
	Answer	Please see Addendum No. 4 for a revised BQQ due date.
73	Question	Please confirm that in accordance with 5.3.3(d) we are allowed to submit a five page narrative to describe the organization chart. In addition, are we allowed to: - Attach multiple organization charts to describe the different phases of the project? If so, will the additional organization charts count towards the five-page limit? - Can the overall project organization chart be submitted on an 11x17 page?
	Answer	If appropriate, up to three organization charts may be submitted depicting different phases of the project. These charts would not be considered within the five-page limit for the descriptive narrative. The charts may be submitted on paper up to 11 X 17 size. Additional charts and diagrams may be submitted within the narrative and would be counted within the five-page limit. See also Addendum No. 5.

74	Question	<p>In Addendum #3 the following has been changed: "On Page 18, under Section 5.3.2(g), Letters of Lenders' Support, in the last sentence, replace the words, "with respect to that project" with the words, "for the borrower or the investor that had the largest equity stake in the project upon financial close"."</p> <p>A. Can the Port Authority agree that the required contact details will not only come from the borrower or the investor with the largest equity stake, but also from the directly involved employee of the lender?</p> <p>B. Would the Authority consider that that due to the involvement of third parties to the consortium, the issuing of Letters of Lenders' Support is a lengthy and complicated process and that the contacts from the lenders will have the same reliability as the contacts from the borrower or the investors?</p> <p>C. Would the Authority consider accepting Letters of Lenders Support that contain the lender's contact information rather than the borrowers?</p>
	Answer	<p>A. Letters need to provide at a minimum the borrower (or investor with the largest equity stake)'s contact information. If additional contact information is provided, the rationale for providing additional contact details shall be explained.</p> <p>B. Please see response to Question No. 47.</p> <p>C. The letters need to be issued by lenders and therefore should identify the lender's contact information. <u>In addition</u>, the contact information for the borrower or investor with the largest equity stake in each project cited in a given letter also needs to be identified.</p>
75	Question	<p>The RFQ indicates that the Environmental Compliance Manager position must be filled by personnel from the Lead Contracting Firm. If the Lead Engineering Firm has an exceptionally qualified candidate to propose in that role, would the Authority accept an Environmental Compliance Manager from the Lead Engineering Firm if you deem the candidate otherwise qualified?</p>
	Answer	<p>The Authority does not need to require that the Environmental Compliance Manager (ECM) is employed by the Lead Contractor. However, if the ECM is employed by another entity, the Responding Team would be expected to demonstrate how the ECM would exercise the necessary authority to fulfill the requirements of the role.</p>

		See also Addendum No. 5.
76	<i>Question</i>	While the response to Questions 35 and 46 are pending, can the Authority please confirm that the Statement of Commitment must be signed by an authorized representative of a Responding Team Member and hence the Key Personnel must be employed by Responding Team Member at the time that the SOQ is submitted."
	<i>Answer</i>	See responses to Questions 35 and 46, as well as Addendum No. 5.

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

Mitchell V. Yonkler
 Manager
 Construction Procurements/Integrity
 Programs

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

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

MITCHELL V. YONKLER
MANAGER
CONSTRUCTION PROCUREMENTS/
INTEGRITY PROGRAMS

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.

THE PORT AUTHORITY OF NY & NJ

**THE PORT AUTHORITY OF NEW YORK & NEW JERSEY
PROCUREMENT DEPARTMENT
ONE MADISON AVENUE 7TH FL.
NEW YORK, NY 10010**

Date : December 29, 2010

ADDENDUM #6

To prospective Responding Teams on Request For Qualifications No. 22697 for the Goethals Bridge Replacement Project

Due back on 01/12/2011, no later than 2:00 P.M.

Originally due back on 11/30/2010, no later than 2:00 P.M.

The following changes are hereby made to the subject RFQ:

On Page 14 of the RFQ, under Section 5.3.1(d) and as amended by Addenda Nos. 2 and 4, change the date for submittal of the Background Qualification Questionnaires (BQQ) to **January 12, 2011**.

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

In case any Responding Team 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

MITCHELL V. YONKLER
MANAGER
CONSTRUCTION PROCUREMENTS/
INTEGRITY PROGRAMS

RESPONDING TEAM NAME: _____

INITIALED: _____

DATE: _____

QUESTIONS CONCERNING THIS ADDENDUM MAY BE ADDRESSED TO MS. LAURIE E. SPENCER, WHO CAN BE REACHED AT lspencer@panynj.gov.