

**METRO GOLD LINE FOOTHILL EXTENSION
CONSTRUCTION AUTHORITY**

**REQUEST FOR
STATEMENTS OF QUALIFICATIONS**

**PHASE 2B ALIGNMENT
DESIGN-BUILD PROJECT**

RFQ C2002

November 8, 2017

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1. INTRODUCTION

The Metro Gold Line Foothill Extension Construction Authority, a public entity of the State of California (the "Authority"), desires to obtain Statements of Qualifications (SOQs) from firms, or other entities, interested in providing complete design-build services for the Phase 2B Alignment Design-Build Project as more fully described in Appendix 1 (the "Project").

The purpose of this Request for Statements of Qualifications is to solicit information, in the form of SOQs, which will be evaluated by the Authority to determine which Proposers to shortlist in response to this RFQ (if any). The Authority intends to send the Shortlisted Proposers a Request for Proposals to be issued by the Authority in accordance with the procurement schedule contained in Section 3.1.

2. DEFINITIONS AND USAGE

2.1 Definitions

These definitions shall apply to the capitalized terms used throughout this RFQ.

TERM	DEFINITION
Affiliate	The parent company and its subsidiary companies
Authority	The meaning set forth in <u>Section 1</u>
Best Value Evaluation	The process used to select the most advantageous offer by evaluating factors in addition to cost or price with the intent of awarding to the Design-Builder that will give the Authority the best value for its money
Design-Builder	The firm or other entity, if any, awarded the design-build contract by the Authority after the procurement process is completed
Industry Review	Opportunity for Shortlisted Proposers to review the draft RFP and provide the Authority with comments before the issuance of the RFP
Key Personnel	Key Personnel shall include project manager, construction manager, design manager, quality manager, construction safety manager, freight and commuter rail safety manager, project controls manager, systems manager, signals design manager, third party coordinator(s), and community outreach lead
Project	The meaning set forth in <u>Section 1</u>
Proposer	A firm or other entity submitting an SOQ in response to this RFQ for consideration by the Authority to be shortlisted and invited to submit a proposal in response to the RFP (if any)

Quality Assurance (QA)	A program of planned policies, procedures, detailed responsibilities, and systematic actions (including inspection, testing, documentation, and auditing) necessary to provide adequate confidence that the Work (designs, materials, constructed facilities) meet the contract requirements
Quality Control (QC)	The program of witnessing, inspecting, checking, and testing in-process work during procurement, design, and/or construction, to determine whether the Work conforms with the specified requirements of construction
Request for Proposals (RFP)	The Request for Proposals, if any, issued by the Authority to obtain lump sum design-build proposals for the Project from shortlisted firms
Request for Statement of Qualifications (RFQ)	This Request for Statements of Qualifications from parties interested in providing complete design-build services for the Project
SCRRA	Southern California Regional Rail Authority
Shortlisted Proposers	The meaning in <u>Section 3</u>
Statement of Qualifications (SOQ)	The document submitted in response to this RFQ and prepared by parties interested in providing services for the Project
Subcontractor	A person or organization with whom the Design-Builder has entered into an agreement to perform any of the Work
Team	The entities identified in the SOQ submitted by the Proposer which shall include, at a minimum, the Design-Builder, the design professional, and Subcontractors who have been identified at the time of submittal of the SOQ. Entities may be independent or part of a joint venture or other teaming arrangement
Work	All of the work required under the design-build contract, including all administrative, design, engineering, finance, permitting, coordination, manufacturing, supply, installation, construction, supervision, management, testing, verification, labor, materials, equipment, documentation and other duties and services to be furnished and provided by Design-Builder as required by the design-build contract
U.S. GAAP	United States Generally Accepted Accounting Principles

2.2 Interpretation

In this RFQ: the singular includes the plural and vice versa; references to statutes or regulations include all statutory or regulatory provisions consolidating, amending or replacing the statute or regulation referenced; and the words “including,” “includes” and “include” shall be deemed to be followed by the words “without limitation”. Words such as “herein,” “hereof” and “hereunder” shall refer to the entire document in which they are contained and not to any particular provision or section; words not otherwise defined that have well-known technical or construction industry meanings are used in accordance with such recognized meanings; references to persons or entities include their respective permitted successors and assigns and, in the case of governmental entities, any such governmental entity succeeding to their respective functions and capacities; and words of any gender used herein shall include each other gender where appropriate

3. PROCUREMENT PROCESS

The Authority intends to employ a two-step procurement process to select a Design-Builder. In the first step, it is intended that SOQs will be submitted for review and evaluation by the Authority and a shortlist of Proposers (the “Shortlisted Proposers”) will be selected. The Authority intends then to request priced proposals only from the Shortlisted Proposers through issuance of a Request for Proposals, if any. Selection for award, if any, will be based upon a Best Value Evaluation. The Authority currently plans to issue a draft RFP and related draft documents for Industry Review on the date set forth in Section 3.1.

3.1 Procurement Schedule

The following dates are anticipated as project milestones leading to contract award and issuance of a notice to proceed. The Authority reserves the right to adjust the procurement schedule from time to time without prior notice by issuing written addenda in accordance with Section 3.4.

ISSUE REQUEST FOR QUALIFICATIONS	November 8, 2017
LAST DAY TO SUBMIT QUESTIONS	December 6, 2017
LAST DAY TO RESPOND TO QUESTIONS	December 13, 2017
STATEMENT OF QUALIFICATIONS DUE	January 24, 2018
SHORTLISTED PROPOSERS ANNOUNCED	February 14, 2028
ISSUE INDUSTRY REVIEW DRAFT RFP	February 15, 2018
INDUSTRY REVIEW COMMENTS DUE	April 4, 2018
ISSUE RFP	May 30, 2018
PROPOSALS DUE	September 12, 2018
COMPETITIVE RANGE DETERMINED (IF APPLICABLE)	TBD (IF APPLICABLE)
REVISED PROPOSALS DUE (IF	TBD (IF APPLICABLE)

APPLICABLE)	
BOARD CONSIDERS AWARD / EXECUTION OF CONTRACT	October 24, 2018 or TBD (IF APPLICABLE)

3.2 Point of Contact / Ex Parte Communications

The Authority’s Chief Contracting Officer and In-House Counsel, Mitchell S. Purcell, Esq. or his designee, will be the sole contact for the prospective Proposers during the qualification process. He will coordinate all managerial, administrative, and technical processes and decisions. Mr. Purcell is located at 406 East Huntington Drive, Suite 202, Monrovia, CA 91016. His telephone number is (626) 471-9050. His e-mail address is mpurcell@foothillgoldline.org. Section 3.4 describes the manner in which communication shall be conducted.

During the procurement period commencing on the date this RFQ is issued, and continuing until award of a contract or cancellation of this procurement, no employee, member or agent of any firm shall have any *ex parte* communications regarding this RFQ or the subsequent RFP with any member of the Authority's board members or staff, its advisors or any of its contractors or consultants involved with the procurement, except for communications expressly permitted by this RFQ or the RFP. Any firm engaging in such prohibited communications may be disqualified at the sole discretion of the Authority. The foregoing shall not preclude any firm from participating in public meetings of the governing board of the Authority.

3.3 Conflicts of Interest

Proposers and each member of their Teams must complete the form entitled “Organizational Conflicts of Interest Disclosure Statement” (Attachment C).

By submitting an SOQ, Proposers are certifying that at the time of the submission of the SOQ, their Team has no contractual or other relationships which would create any actual or perceived conflict of interest. Proposers further certify that during the term of the Project the Proposer, its joint venture members or partners (as applicable), Proposer’s Affiliates, Team and any of the employees of the foregoing shall not acquire any other contractual relationships which would create such a conflict.

The Authority will evaluate actual or perceived conflicts on a case-by-case basis. The Authority shall, at its sole discretion, determine whether a conflict of interest exists and qualify or disqualify firms or Teams accordingly.

3.4 Questions and Answers / Addenda

3.4.1 Generally

The Authority may at any time modify conditions or requirements of this RFQ by issuance of addenda. Addenda and other information will be posted to the Authority’s website at www.foothillgoldline.org. Proposers bear the responsibility of obtaining all addenda and such other information. The Authority shall make any changes to the requirements of this RFQ by written addenda only and nothing included in a written answer pursuant to Section 3.4.2, stated at a pre-proposal conference (if any), or at any other time shall change or qualify in any way any of the provisions in this RFQ. The Authority will not be bound by, and the Proposer shall not rely on, any oral communication or representation or any written communication except to the

extent that it is an addendum to this RFQ and is not superseded by a later addendum to this RFQ.

Should a Proposer have questions about this RFQ or require clarifications or comments, the Proposer shall notify the Authority in writing in accordance with Section 3.4.2. In the Authority's sole discretion, some or all of the inquiries, summaries of the inquiries, responses or other information may be posted on the Authority's website at www.foothillgoldline.org. The Authority does not anticipate issuing any responses to inquiries (to the extent the Authority elects to respond) later than the date set forth on Section 3.1 as the last day anticipated to respond to written questions. Any responses will not be considered part of the RFQ or Contract but may be relevant in resolving any ambiguities in the RFQ. Inquiries resulting in any modifications to this RFQ will be documented in Addenda. **Proposers are responsible for checking the Authority's website for addenda and other important information.**

3.4.2 Process for Submittal of Questions, Clarifications, and Comments

All questions or requests for clarifications and/or comments must be received by the Authority **at or before 11 a.m., Pacific Time** on the date indicated on Section 3.1 as the last day for submitting written questions. All questions or requests for clarifications and/or comments shall be in writing, clearly labeled "Written Questions," and either (1) emailed to Mitchell S. Purcell, Esq., Chief Contracting Officer at mpurcell@foothillgoldline.org with the email subject line "RFQ C2002 - Written Questions", or (2) mailed to Mitchell S. Purcell, Esq., Chief Contracting Officer, Metro Gold Line Foothill Extension Construction Authority, 406 East Huntington Drive, Suite 202, Monrovia, CA 91016 with the subject line "RFQ C2002 - Written Questions". The Authority shall not be responsible for failure to respond to a question or request for clarification and/or comment that has not been properly labeled.

3.5 Small Business Enterprise Goals

The Authority has adopted a Small Business Enterprise ("SBE") Program for businesses interested in providing design-build services to the Authority. It is the Authority's policy to undertake efforts to ensure that small businesses have opportunities to fully participate in its contracts. The SBE Program operates in a race and gender neutral manner. All Proposers, including small businesses, are required to make good faith efforts to achieve established contract goals. A copy of the SBE Program is at http://foothillgoldline.org/images/uploads/2017_05-24_-_Board_-_SBE_Phase_2B_Plan_Signed.pdf.

The aspirational goal for the Contract is 16.6%. The selected Design-Builder will be required to comply with SBE requirements as specified in the Contract.

3.6 Labor Compliance

The Proposers are advised that the Design-Builder must comply with all applicable California Labor Code sections, together with all applicable regulations and the applicable Department of Fair Employment and Housing regulations, applicable Bidder Nondiscrimination and Compliance regulations, and with all applicable labor requirements. Copies of the prevailing rate of per diem wages are on file at Authority's offices, and they will be made available to any interested party on request.

3.7 Changes in Proposer Organization

In order for a Shortlisted Proposer to remain qualified to submit a Proposal after it has been shortlisted, unless otherwise approved in writing by the Authority, Proposer's organization including Subcontractors and Key Personnel as identified in the SOQ must remain intact for the duration of the procurement process. If a Proposer wishes to make changes in the Team members or Key Personnel identified in its SOQ, including, without limitation, additions, deletions, reorganizations and or role changes, Proposer shall submit to the Authority a written request for approval of the change from the Authority. Any such request shall be addressed to the Authority's point of contact as set forth in Section 3.2, accompanied by the information specified for such entities or individuals in this RFQ, and shall contain a statement by Proposer that such entities or individuals do not have a conflict of interest under the applicable law. If a request is made to allow deletion or role change of any Team member identified in its SOQ, Proposer shall submit such information as may be required by the Authority to demonstrate that the changed Team meets the RFQ criteria. Proposer shall submit an original and four copies of each request package. The Authority is under no obligation to approve such requests and may approve or disapprove in writing a portion of the request or the entire request at its sole discretion.

3.8 Anticipated SCRRRA Requirements for Design Firm

At this time, it appears that an SCRRRA-approved design firm will be required for the design of the freight and commuter rail signal and communications systems. Pacific Railway Enterprises, SYSTRA Consulting, and Xorail (in alphabetical order) are SCRRRA-approved design firms for these systems elements. The Construction Authority intends to include this as a requirement in the RFP.

4. QUALIFICATION PROCESS AND EVALUATION CRITERIA

Evaluation Criteria. The Authority will evaluate and rate the qualifications, experience, and capabilities of each Team in accordance with the guidelines provided in this Section 4, using the adjectival rating system set forth in Section 4.5, and according to the following factors ("Evaluation Criteria"):

- Related Project Experience;
- Staffing and Organization;
- Legal Qualifications; and
- Financial Qualifications.

Evaluation Criteria, Minimum Rating. To be eligible for the shortlist, a Team must receive at least a "GOOD" rating for one or more of the Evaluation Criteria. A rating of "UNACCEPTABLE" as to any Evaluation Criteria will result in automatic disqualification.

Evaluation Sub-Criteria, Minimum Rating. Each Evaluation Criteria includes several sub-criteria. To be eligible for the shortlist, a Team must receive at least an "ACCEPTABLE" evaluation as to each of the listed sub-criteria. An "UNACCEPTABLE" evaluation as to any sub-criteria will result in an "UNACCEPTABLE" for the Proposal and automatic disqualification. For the sub-criteria described in Sections 4.3(a), 4.3(b), and 4.4(a), only an "ACCEPTABLE" or "UNACCEPTABLE" evaluation shall be indicated.

Shortlist Determination, Sole Discretion. Evaluations and rankings of the SOQs are subject to the sole discretion of the Authority. It is possible that many Proposers will submit high quality SOQs and are qualified to perform the Work, but that only a few are included on the shortlist. The Authority will make the final determinations of the Proposers to be shortlisted, if any, as it deems appropriate, in its sole discretion.

Reservation of Rights, Other. If the Authority determines that there are not enough shortlisted Teams, the Authority may declare that there are no Shortlisted Proposers and cancel this solicitation. The Authority reserves the right to reject any or all SOQs. This is not a request for proposals or an offer by the Authority to contract with any party responding to this RFQ. All materials submitted to the Authority in response to this RFQ shall remain the property of the Authority and subject to the provisions of the California Public Records Act (California Government Code § 6250 et seq.).

4.1 Related Project Experience

To be shortlisted, a Team must demonstrate significant and successful project experience (each a sub-criteria):

- (a) using the design-build delivery method to deliver major infrastructure projects, including rail transit projects;
- (b) designing and building freight, commuter rail and light rail alignment projects, including projects in comparable seismic zones;
- (c) designing and building rail transit stations or comparable structures;
- (d) building in an active freight and commuter rail corridor, including maintaining freight and commuter rail operations during construction;
- (e) working with state and local governments and agencies on similar infrastructure projects, experience working with SCRRA and SCRRA's design criteria is viewed positively;
- (f) conducting communications programs for the construction of large transit projects;
- (g) designing and building rail transit projects in shared corridors where light rail track is adjacent to freight and/or commuter rail track;
- (h) designing, installing, testing, and commissioning the following for LRT, freight and commuter rail projects: signaling, communication systems, and rail electrification (LRT only); and
- (i) performing work with a strong record of safety in the workplace / on the job-site, including work in an active freight and commuter rail corridor.

4.2 Staffing and Organization

To be shortlisted, a Team must demonstrate that it has (each a sub-criteria):

- (a) a clear and well-planned organizational structure for Key Personnel and Team members;
- (b) significant positive experience working together as a team;
- (c) a project manager and other Key Personnel who are very well-qualified for the positions they expect to hold;
- (d) a project manager and other Key Personnel deeply involved with the positive experience discussed in Section 4.1;
- (e) excellent project management experience demonstrating a highly successful track record managing complex design-build projects, particularly as it relates to (i) schedule control, (ii) cost control, and (iii) design-builder QA/QC programs; and
- (f) demonstrated success involving SBEs in meaningful and significant roles on similar projects.

4.3 Legal Qualifications

To be shortlisted, a Team must demonstrate that it has (each a sub-criteria):

- (a) articles of incorporation, articles of organization, or other evidence of valid legal existence for each Team member;
- (b) a clear plan to obtain and maintain all licenses necessary to perform the Work;
- (c) a history of project performance demonstrating either the absence or a minimum of performance-related problems; and
- (d) a history of project performance demonstrating the absence or a minimum of legal-related problems.

4.4 Financial Qualifications

To be shortlisted, a Team must demonstrate that it has (each a sub-criteria):

- (a) the capability to provide payment and performance bonds assuring performance of the contract;
- (b) the ability to pay their subcontractors, overhead, staff and other costs and simultaneously carry up to \$40 million in outstanding invoices with the Authority for a duration of up to 60 days; and
- (c) a history of financial stability and strong financial performance indicating the ability to meet the requirements of Section 4.4(b).

The Authority reserves the right to condition the shortlisting of any Proposer on provision of financial assurances in the form of a guarantee from a parent company or third party, in addition to the requirement to provide surety bonds.

4.5 Adjectival Ratings

The following adjectival ratings shall be used in evaluation of each Evaluation Criteria and sub-criteria:

EXCEPTIONAL: The Proposer has demonstrated an approach that is considered to significantly exceed stated requirements in a way that is beneficial to the Authority. This rating indicates a consistently outstanding level of quality, with very little or no risk that this Proposer would fail to meet the requirements of the solicitation. There are essentially no weaknesses (as such term is defined below).

GOOD: The Proposer has demonstrated an approach that is considered to exceed stated objectives/ requirements. This rating indicates a generally better than acceptable quality, with little risk that this Proposer would fail to meet the requirements of the solicitation. Weaknesses, if any, are very minor.

ACCEPTABLE: The Proposer has demonstrated an approach that is considered to meet the stated objectives/requirements. This rating indicates an acceptable or average level of quality. The Proposal demonstrates a reasonable probability of success. Weaknesses are fairly minor and can be corrected.

UNACCEPTABLE: The Proposer has demonstrated an approach that indicates significant weaknesses/deficiencies and/or unacceptable quality. The Proposal fails to meet the stated objectives/requirements and/or lacks essential information and is conflicting and/or unproductive. There is no reasonable likelihood of success; weaknesses/deficiencies are so major and/or extensive that a major revision to the Proposal would be necessary.

In assigning ratings the Authority may assign “+” or “-” (such as, “Exceptional -”, “Good +”, and “Acceptable +”) to the ratings in order to more clearly differentiate the ratings.

The term “weakness,” as used herein, means any flaw in the proposal that increases the risk of unsuccessful contract performance. A significant weakness in the proposal is a flaw that appreciably increases the risk of unsuccessful contract performance. The term “deficiency” means a material failure of a proposal to meet an RFQ requirement or a combination of significant weaknesses in a proposal that increases the risk of unsuccessful contract performance to an unacceptable level.

Each sub-criteria will be assigned a consensus rating. The rating of each sub-criteria under a particular Evaluation Criteria will be combined through consensus to arrive at an overall rating for such Evaluation Criteria.

5. STATEMENT OF QUALIFICATIONS SUBMITTAL REQUIREMENTS

The SOQ shall document the Proposer’s and other Team member’s qualifications in light of the Evaluation Criteria. As the SOQ describes various Team qualifications, it must clearly identify to which Team member such qualifications apply using the complete legal name of such Team member. For example, any construction management experience of the design professional member of the Team shall be clearly attributed to the design professional, and shall not be imputed to the design-builder or other member of the Team. Likewise, an SOQ shall only include the qualifications of legal entities which, or individuals who, are included as part of the Team.

The SOQ must contain sufficient detailed information to enable the Authority to make an adequate evaluation of the Proposer's overall qualifications to perform in the design-build role for the Project and the Team's overall qualifications to complete the Project successfully. The Authority may ask Proposers individually or collectively for additional information or clarification regarding their SOQs.

The information provided on Form B and the Form D submittals, as well as other information provided or available by any means, may be used to evaluate the Evaluation Criteria.

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5.1 Related Project Experience

The SOQ shall demonstrate that the Team meets or exceeds the qualifications requirements listed in Section 4.1. Where appropriate, Proposer's responses to this Section 5.1 may cross-reference and summarize the separate Form D submittals, and need not duplicate the information provided on the Form D submittals. The SOQ shall provide information in a concise form, in the same order as listed below, and shall include the following:

- (a) A detailed description of the Team's experience using the design-build delivery method to deliver major infrastructure projects (project value over \$300M), including and emphasizing rail transit projects;
- (b) A detailed description of the Team's experience designing and building freight, commuter rail and light rail alignment projects including particular description of those rail alignment projects located in comparable seismic zones;
- (c) A detailed description of the Team's experience designing and building rail transit stations or comparable structures;
- (d) building in an active freight and commuter rail corridor, including maintaining freight and commuter rail operations during construction;
- (e) A detailed description of the Team's experience on similar projects working with state and local governments and agencies with specific focus on transportation and transit agencies within California, including a section specifically describing experience working with SCRRA and SCRRA's design criteria on similar freight and commuter rail projects, if applicable;
- (f) A detailed description of the Team's experience, including the proposed project manager, in conducting communications and community outreach for similar projects; including experience using traditional outreach and communications methods, as well as new media and on-line outreach and communications tools;
- (g) A detailed description of the Team's experience designing and building rail transit projects in shared corridors, where light rail track is adjacent to freight and/or commuter rail track;
- (h) A description of the Team's experience designing, installing, testing, and commissioning the following for LRT, freight and commuter rail projects: signaling, communication systems, and rail electrification (LRT only); and
- (i) A description of the Team's record of safety in the workplace / on the job-site, include (1) a brief description of any accidents or regulatory violations within the past five years (for all Team members), (2) the Proposer's and other Team members' Worker's Compensation Experience Modification Rating for the prior three calendar years (for all Team members who have such a rating), (3) copies of safety awards received from work on comparable projects (for all Team members), and (4) Proposer's plan to ensure safety on the Project, with focus on the safety working around operational freight and commuter rail tracks.

5.2 Staffing and Organization

The SOQ shall demonstrate that the Team meets or exceeds the qualifications requirements listed in Section 4.2. The SOQ shall provide information in a concise form, in the same order as listed below, and shall include the following:

- (a) A clear description of the proposed organizational structure of the Team and Key Personnel, including (1) a description of any teaming arrangements, (2) the functions of each Team member (including systems and trackwork) and Key Personnel, and (3) an organizational chart visually presenting the Team's organization and Key Personnel, lines of communication and reporting relationships, and any other information to clarify the Proposer's approach to Team / project management;
- (b) A well-organized and detailed description of the Team's experience working together to deliver similar projects, including whether such described Team members held similar roles as presented in this SOQ and any notable successes or failures of such cooperation;
- (c) The identities of the project manager and other Key Personnel as well as a description of their experience, education, and professional credentials; including brief resumes (not more than two pages each) for the project manager and other Key Personnel;
- (d) A description of the degree to which the project manager and other Key Personnel were involved with the experience discussed in Section 5.1;
- (e) A detailed description of the project manager's and other relevant Key Personnel's project management experience including specific examples of successful (1) schedule control, (2) cost control, and (3) QA/QC management for comparable design-build projects, including experience in providing sampling, inspection, and testing and reporting services (include any relevant awards or notable achievements);

Include also (i) Proposer's proposed schedule control methodology and the system Proposer intends to use to deliver the Project on time, (ii) Proposer's proposed cost control methodology and the system Proposer intends to use to deliver the Project within budget, (iii) how the Proposer intends to structure the QA/QC function on this Project so as to ensure independent and professional QA/QC decisions and control, (iv) the management and communication procedures Proposer intends to use for this Project, including Proposer's approach to negotiating changes and resolving conflicts, reporting procedures, approach to partnering with the Authority, and the frequency and process for obtaining design / program input from the Authority and others (with particular emphasis on Proposer's approach to minimizing change order requests); and

- (f) A detailed description of the Team's experience and intended approach to involve SBEs in meaningful and significant roles on similar projects.

5.3 Legal Qualifications

The SOQ shall demonstrate that the Team meets or exceeds the qualifications requirements listed in Section 4.3. The SOQ shall provide information in a concise form, in the same order as listed below, and shall include the following:

- (a) Copies of the articles of incorporation, articles of organization, or other evidence of valid legal existence for each Team member; and
- (b) Provide a statement listing the California design and construction licenses held by the Proposer and other Team members along with a description of the licenses anticipated to be required to perform the Work and a clear plan to obtain and maintain them.

5.4 Financial Qualifications

The SOQ shall demonstrate that the Team meets or exceeds the qualifications requirements listed in Section 4.4. The information provided in this Section 5.4 shall be packaged separately for each separate organization with a cover sheet identifying the name of the organization; its role, financial liability and Standard Industry Classification (SIC) Code. Affiliate information included in the SOQ shall be deemed irrelevant unless such entities are Team members or otherwise financially liable for a Team member (with a clear statement of such liability). The SOQ shall provide information in a concise form, in the same order as listed below, and shall include the following:

- (a) Evidence from a surety (or sureties) indicating that the Proposer is capable of obtaining a performance bond in an amount of up to \$748 million and a payment bond in an amount of up to \$748 million.

The evidence regarding bonding capacity shall take the form of a letter from a surety or insurance company indicating that such capacity exists for the Proposer. Letters indicating “unlimited” bonding capability are not acceptable. If the Proposer cannot meet these limits, it must indicate the maximum amount that can be obtained. The surety must be admitted to do business in the State of California. The surety shall have been in business and have a record of successful continuous operations for at least five years. The surety providing such letter must be rated in the top two categories by two nationally recognized rating agencies or a “Best’s Rating” of at least A minus and VIII or better by A.M. Best Co.

Provide a statement listing the names of all surety companies utilized by the firm/Team members (and all financially liable entities) in the last five years. State whether a surety had to complete any part of the firm/Team member’s work during the past five years.

- (b) Describe the Team’s experience in paying subcontractors, overhead, staff and other costs and simultaneously carrying up to \$40 million in outstanding invoices with the client for a duration of up to 60 days, including a summary of the manner in which such financing was arranged on at least two, but no more than four, large infrastructure projects that are similar to the complexity of the Project; at

least one example must be design-build. Highlight any examples of the prudence of past and current financial management practices.

- (c) Evidence of the Proposer's financial capacity to undertake the anticipated investment in the Project. The SOQ shall include financial statements (income statement, balance sheet, and cash flow statement) for each financially liable entity, including each parent company in the case of a joint-venture or other applicable case, for the three most recent fiscal years, audited by a certified public accountant in accordance with U.S. GAAP. Financial statements must be provided in U. S. Dollars. If any financially liable entity files reports with the Securities and Exchange Commission, then such financial statements shall be provided through a copy of their annual report on Form 10K. For all subsequent quarters, provide a copy of any report filed on Form 10Q which has been filed since the latest filed 10K.

Required financial statements shall include:

- Opinion letter (auditor's report)
- Balance sheet
- Income Statement
- Statement of changes in cash flow
- Footnotes

The SOQ shall include information on any proposed or anticipated changes in the financial condition of each financially liable entity for the next reporting period.

If financial statements are prepared in accordance with other than U. S. GAAP, the SOQ shall include a letter from the entity's certified public accountant discussing the areas of the financial statements that would be materially affected by a conversion to U. S. GAAP.

The SOQ shall include a letter from the entity's certified public accountant identifying all off balance-sheet liabilities.

The SOQ shall include a copy of publicly available credit reports from Dunn and Bradstreet or other corporate rating agencies.

5.5 Proposer Information, Forms and Attachments

- (a) Provide a letter of interest no more than three pages in length including the following information: (1) identification of the Proposer, its joint venture members or partners (as applicable), all other Team members, and any Affiliates who are financially liable for any Team member (as described in Section 5.4), using full legal company names, along with addresses and phone numbers, (2) the name and title of the primary contact for the Proposer along with his or her address, email address, fax number, and phone number, (3) the basic roles each of the Team members will perform, and (4) the signature of the person(s) authorized to submit the Statement of Qualifications on behalf of the Proposer.
- (b) Provide completed and signed Form A for Proposer, its joint venture members or partners (as applicable), each other Team member, and any Affiliates who are

financially liable for any Team member (as described in Section 5.4); Form B for Proposer, its joint venture members or partners (as applicable), and each other Team member; and Form C for Proposer. If a particular item does not apply, please indicate "Not Applicable". If the space provided is not adequate to provide an accurate response, additional pages may be added.

- (c) Proposer shall submit a Form D for each contract for work on a comparable project performed by Proposer and each other Team member in the past five years. Proposer and each Team member must include its two most recent rail projects (including those currently under construction that are at least 50% complete).
- (d) The Proposer must acknowledge receipt of all addenda in Form F. If there were no addenda issued, the Proposer shall indicate "No addenda issued" on the form and sign.
- (e) In conformance with the statutory requirements of the State of California Government Code Sections 84308 and 87100, part of Political Reform Act and Title 2, California Code of Regulations 18438 through 18438.8 and California Public Utilities Code 132410, regarding campaign contributions and gifts to members of appointed Boards of Directors and governing bodies and staff members, Proposer, its joint venture members or partners (as applicable), each other Team member, and any Affiliates who are financially liable for any Team member, must complete and submit the forms provided as Attachments A and B to this RFQ.
- (f) The Proposer must complete and submit the form entitled "Organizational Conflicts of Interest Disclosure Statement" provided as Attachment C to this RFQ.

6. SUBMITTAL DETAILS

SOQs shall be submitted in three volumes and in accordance with the provisions herein.

Volume One

Volume One shall begin with a separate introductory section containing the letter of interest described in Section 5.5(a). Thereafter, Volume One shall be divided into three sections using the headings from Sections 5.1, 5.2, and 5.3. Each of the three sections must be separately indexed with tabs for each of the subsections included in Sections 5.1, 5.2, and 5.3.

The total number of pages for Volume One shall not exceed 65 single-sided, single-spaced typewritten 8-1/2" x 11" pages. This page limit shall not apply to the following: (i) the letter of interest; (ii) any organizational charts required by Section 5.2(a) (which may be prepared on 11" by 17" paper, single-sided and folded to fit within this volume); (iii) the information provided in Section 5.3; (iv) copies of safety awards as set forth in Section 5.1(h)(4); and (v) resumes as described in Section 5.2(c) (but the two page limit for each resume shall still apply). No font size shall be less than 11 point. Each subsection must be separately tagged with appropriate headings taken from Section 5.1, Section 5.2, and Section 5.3. Each page shall be numbered for ease of reference. Pages shall be numbered consecutively. Page dividers shall not contain narrative and will not be counted against the 65-page limit.

Volume Two

Volume Two will be divided into two sections. Each section and subsection must be separately indexed with tabs and clearly labeled. The first section will include all completed copies of Forms A through D and F as described in Sections 5.5 (b), (c), and (d); each form shall be treated as a separate subsection. The second section will include all completed copies of Attachments A, B and C as described in Sections 5.5 (e) and (f); each attachment shall be treated as a separate subsection. The second section will also include, as a separate tab, a statement that Proposer is willing and able to provide insurance consistent with the requirements described in Appendix 2.

Volume Three

Volume Three will be labeled using the heading of Section 5.4 and will contain three sections, separated according to the information requested in Sections 5.4(a) through (c). Proposer shall create subsections as necessary to clarify and organize the information as requested. Information provided pursuant to Section 5.4(c) shall be packaged separately with an appropriate cover sheet.

Generally

Pre-printed brochure and promotional material, if submitted, will not be evaluated.

One original and eight hard copies of the SOQ, along with an electronic copy of the SOQ included on a CD, DVD, or flashdrive, addressed to the Authority's point of contact must be received by the Authority at its reception desk located at 406 East Huntington Drive, Suite 202, Monrovia, CA 91016, **no later than 11:00 a.m.** on the date indicated in Section 3.1 as the date that Statements of Qualifications are due to Authority. It is each Proposer's responsibility to have its SOQ delivered to the Authority reception desk before the deadline. Under California State Law, no late submittals will be evaluated.

All originals and copies will be sealed, and in the lower left-hand corner of the submittal, place the following notation:

"Statement of Qualifications, Contract No. C2002,
Phase 2B Alignment Design-Build Project"

The Authority will not accept any SOQ transmitted by facsimile or other electronic means.

7. NOTIFICATION OF QUALIFICATION

Upon completion of the evaluation and selection process, the Authority will announce the Shortlisted Proposers, if any. Only the Shortlisted Proposers will receive the RFP. No proposals produced in response to the RFP will be accepted from any Proposer that is not a Shortlisted Proposer.

8. AUTHORITY RESERVED RIGHTS

In connection with this procurement, the Authority reserves to itself all rights (which rights shall be exercisable by the Authority) available to it under its administrative code and applicable law, including without limitation, with or without cause and with or without notice, the right to:

- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by the Authority of a design-build contract, without incurring any cost obligations or liabilities;
- Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP;
- Not issue an RFP;
- Reject any and all submittals, responses and SOQs received at any time;
- Exclude any potential Proposer from submitting any response to the RFQ based on failure to comply with any requirements;
- Appoint evaluation committees to review SOQs, make recommendations to the Authority and seek the assistance of outside technical experts and consultants in SOQ evaluation;
- Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ;
- Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ;
- Add or delete Proposer responsibilities from the information contained in this RFQ;
- Waive deficiencies in an SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to an SOQ;
- Disqualify any Proposer that changes its submittal without the Authority's approval;
- Hold meetings, conduct discussions and communicate individually with one or more of the Proposers responding to this RFQ to seek an improved understanding and evaluation of the SOQs or other aspect of the procurement;
- Disqualify any Proposer under this RFQ, the RFP or during the period between the RFQ and the RFP for violating any rules or requirements of the procurement set forth in this RFQ, the RFP or in any other communication from the Authority; and
- Exercise any other right reserved or afforded to the Authority under this RFQ or by law.

This RFQ does not commit the Authority to enter into a contract or 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, or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

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 design-build contract, 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

FORM A - PROPOSER AND TEAM INFORMATION¹

Complete/Legal
Name of Firm: _____

Year Established: _____ Individual Contact: _____

California Contractor's License(s) #: _____ Individual's Title: _____

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

Standard Industry Classification Code: _____ Fax No.: _____

Name of Official Representative: _____

Business Organization (check one):

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

A. Business Name: _____

B. Business Address:

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

¹ Complete a separate Form A for Proposer, its joint venture members or partners (as applicable), each other Team member, and any Affiliates who are financially liable for any Team member (as described in Section 5.4).

- C. If the entity is a Joint Venture, Partnership or Limited Liability Company, indicate the complete name and role of each member in the space below. Complete a separate Contractor Information form for each member and attach it to the SOQ. Also indicate the name and role of each other financially liable party and attach a separate form.

Name of Member Firm	Role	Financial Liability
_____	_____	_____
_____	_____	_____
_____	_____	_____

- D. Is the firm under investigation by any agency of the federal government (e.g. the Justice Department, SEC, Department of Defense, Federal Trade Commission, etc.) or by any agency of a state or foreign government?

Yes No

If yes, please explain. _____

- E. Have any banks refused to lend to the firm in the last two years?

Yes No

If yes, please explain. _____

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's official representative:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM B - CONTRACTOR CERTIFICATION²

1. Within the past ten years, has the firm or any Affiliate ever failed to complete any work it agreed to perform, or had a contract terminated?

Yes No

If yes, please explain and provide owner contact information including telephone numbers:

2. Is any litigation pending by a project owner against the firm or any Affiliate?

Yes No

If yes, please explain and provide owner contact information including telephone numbers:

3. Has the firm or any Affiliate or any officer thereof, been indicted or convicted of bid or other contract related crimes or violations or any other felony or serious misdemeanor within the past five years?

Yes No

If yes, please explain:

4. Has the firm or any Affiliate ever sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

5. Has the firm or any Affiliate ever been debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental

² Complete a separate Form B for Proposer, its joint venture members or partners (as applicable), and each other Team member.

entity, including is the firm or any Affiliate ineligible to bid or work on, or be awarded, a public works project pursuant to Section 1777.1 or 1777.7 of the Labor Code?

Yes No

If yes, please explain:

6. Has the firm or any Affiliate ever been assessed liquidated damages or stipulated damages during the past five years in excess of \$100,000 on any project (including penalties for nonconforming work as well as completion delay)?

Yes No

If yes, please explain including a description of any nonconforming work and a statement regarding the duration of the delay and the cause:

7. Is the firm currently asserting against any public agency any construction claim(s) in excess of \$100,000, or has it made any such claim(s) against any public agency during the past two years, or have any such claims been taken to arbitration or litigation during the past 10 years? For purposes of this question, the term "claim" shall include each separate demand for payment of money or damages arising from work done by or on behalf of the contractor in connection with a public works contract which was disputed by the public agency, even though the agency may have ultimately agreed to make payment.

Yes No

If yes, please explain the circumstances surrounding the claims and /or litigation in detail:

8. Has the firm been awarded a design contract by the City of Los Angeles or the Los Angeles Metropolitan Transportation Authority within the past 10 years?

Yes No

If yes, please identify the team members and the agencies, and provide owner contact information including telephone numbers.

9. Has the firm been awarded a construction contract by the City of Los Angeles or the Los Angeles Metropolitan Transportation Authority within the past 10 years?

Yes No

If yes, please identify the team members and the agencies, and provide owner contact information including telephone numbers.

10. Has the firm ever been the subject of any inquiry by any public agency as to whether it has made any false claim or other material misrepresentation?

Yes No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

11. Has any construction project performed or managed by the firm involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

Yes No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C - WAIVER OF PROTEST³

Firm Name: _____

Address: _____

Telephone: _____

Fax: _____

By submitting an SOQ in response to this RFQ, the undersigned waives any and all rights to contest and/or protest the RFQ qualification procedures, procurement procedures or evaluation and selection process, or file a claim regarding any matter in connection therewith.

By: _____ Print Name: _____

Title: _____ Date: _____

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

³ Form C to be completed by Proposer only.

**FORM D - SUMMARY OF COMPARABLE CONTRACTS
IN THE PAST 7 YEARS**

COMPARABLE CONTRACTS IN THE PAST 7 YEARS (INCLUDING THREE MOST RECENT RAIL PROJECTS, ONE OF WHICH MUST BE LIGHT RAIL CONSTRUCTION)	
Name of Team member	
Contract execution year	
Duration of the work	
Year of completion	
Nature (title) of project	
<div style="text-align: right; padding-right: 20px;"> Owner Name Address Phone Contact Person </div>	
Prime Contractor's Name	
Nature of the work performed by Team member *	

Total value of Team member's contract	
Total amount of the work carried out by Team member's own forces	
Indicate whether the project was completed on time, and if delayed, the amount and cause of delay	
Indicate whether the project was completed within budget, and if over budget, the amount and cause	
Amount of the performance bond Supplied by Team member	

* Please give details such as: Work in shared corridors; construction management approach; train electrification; train signaling; positive train control (PTC); highway/rail crossing protection; communications; commissioning, startup and testing; QA/QC approach; and any other relevant details.

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

FORM E – NOT USED

FORM F - RECEIPT OF ADDENDA⁴

The undersigned acknowledges receipt of addenda to the RFQ as indicated below. If no addenda are issued, indicate "No addenda issued."

ADDENDA

ADDENDUM NO.		DATED	

Failure to acknowledge receipt of all addenda may cause the SOQ to be considered non-responsive to the solicitation. Acknowledged receipt of each addendum must be clearly established and included with response to RFQ.

Authorized Signature

Please print or type name

⁴ Form F to be completed by Proposer only.

Attachments A-C

Attachment A - Campaign Contribution Disclosure⁵

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

Campaign Contribution Disclosure Information Sheet

The attached Campaign Contribution Disclosure Form must be completed by any person submitting a statement of qualifications, proposal or bid to enter into a contract or subcontract with the Metro Gold Line Foothill Extension Construction Authority (“Authority”). If no such contributions have been made, Proposer shall sign and indicate on the form.

Important Notice

The basic provisions of Government Code Section 84308, 2 Cal. Adm. Code Section 18438.8 and Public Utilities Code Section 132410 as applicable to contractors, prospective contractors and subcontractors are as follows:

- I. If you are a contractor with or a prospective contractor or subcontractor with the Authority you are prohibited from making a campaign contribution of more than \$250 to any Board Member or his or her alternate or other officer of the Authority. This prohibition begins on the date the Authority releases documents requesting statements of qualifications (“RFQ”), requests for proposals (“RFP”) or invitations for bid (“IFB”) and ends three months after the Board of Directors awards the contract. In addition, no Board Member or alternate or Authority officer may solicit or accept a campaign contribution of more than \$250 from you during this period.
- II. These prohibitions also apply to your agents, and, if you are a closely held corporation, to your majority shareholder as well. These prohibitions also apply to your subcontractor(s), joint venturer(s), and partner(s) in the contract. Also included are parent companies and subsidiary companies directed and controlled by you, and political action committees directed and controlled by you.
- III. You and your subcontractors must file the attached disclosure form and disclose whether you or your agent(s) have in the aggregate contributed more than \$250 to any Board Member or his or her alternate or any other Authority officer during the 24 month period preceding the release of the RFQ, RFP or IFB.
- IV. To determine whether a campaign contribution of more than \$250 has been made by you, campaign contributions made by you within the preceding 24 months must be aggregated with those made by your agent within the preceding 24 months. Contributions made by your majority shareholder (if a closely held corporation), your subcontractor(s), your joint venture(s), and your partner(s) in the proceeding must also be included as part of the aggregation. Campaign contributions made to different Members of the Board of Directors or

⁵ Complete a separate Attachment A for Proposer, its joint venture members or partners (as applicable), each other Team member, and any Affiliates who are financially liable for any Team member.

Attachments A-C

their alternates or different Authority officers are not aggregated.

- V. If you or your agent or subcontractor have in the aggregate contributed more than \$250 to any individual Board Member or his/or her alternate or other Authority officer during the 24 months preceding the decision to award the contract that Board Member or alternate or other Authority officer must disqualify himself or herself from the decision. However, disqualification is not required if the Board Member or alternate or other Authority officer returns the campaign contribution within 30 days from the time the recipient knows, or should have known, about both the contribution and the fact that you have indicated a desire to enter into a contract with the Authority.
- VI. The Campaign Disclosure Form shall be completed and filed with your statement of qualification, proposal and bid.

A list of the Board Members and alternates and other Authority officers is attached.

This notice summarizes the major requirements of Government Code Section 84308 of the Political Reform Act, 2 Cal. Adm. Code Sections 18438.8 and Public Utilities Code Section 132410. You should consult these statutes and regulations for specific information.

Attachments A-C

Attachment A

CAMPAIGN CONTRIBUTION DISCLOSURE FORM

Contractor's or Subcontractor's Name: _____

Contractor's or Subcontractor's Address: _____

Contract Title: _____

Board Member(s) or Alternate(s) or other officer(s) to whom campaign contributions were made and dates of contribution(s) in the preceding 24 months (if none, please so state):

Name of Recipient of Contribution: _____

Name of Contributor (if other than Party): _____

Date(s): _____

Amount(s): _____

Name of Recipient of Contribution: _____

Name of Contributor (if other than Party): _____

Date(s): _____

Amount(s): _____

Name of Recipient of Contribution: _____

Name of Contributor (if other than Party): _____

Date(s): _____

Amount(s): _____

Date: _____

Signature of Party and/or Agent

Add additional sheets as necessary.

Attachments A-C

AUTHORITY BOARD OF DIRECTORS	AUTHORITY BOARD ALTERNATES
Doug Tessitor	Daniel Evans
Sam Pedroza	Gene Murabito
Marisol Salguero	N/A
Paul Leon	N/A
John Fasana	N/A
Gene Masuda	N/A
Daniel Evans	N/A
Carrie Bowen	N/A
Alan Wapner	Deborah Robertson

Attachments A-C

Attachment B - Gift Disclosure⁶

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

Gift Disclosure Information Sheet

The attached Gift Disclosure Form must be completed by contractors, potential contractors and their subcontractors submitting a statement of qualifications, proposal or bid to enter into a contract or subcontract with the Metro Gold Line Foothill Extension Construction Authority (“Authority”). If no such gifts have been made, Proposer shall sign and so indicate on the form.

Important Notice

Basic Provisions of Government Code Section 87100 and Public Utilities Code Section 132410:

- I. Board members and their alternates and all Authority employees (“employees”) of the Authority are prohibited from accepting gifts valued at more than \$10 from contractors, subcontractors or potential contractors with the Authority.
- II. All contractors, potential contractors and subcontractors with the Authority must file the attached disclosure form and disclose whether they have in the aggregate contributed \$10 or more to any Board member or his or her alternate or any employee during the 12 month period preceding the date of submission of a response to a statement of qualifications, request for proposals or invitation for bid.
- III. Board members and alternates must disqualify themselves from decisions to award a contract which will have a material financial effect on a donor of a gift of more than \$10 in the preceding 12 months.
- IV. A list of Board Members and their alternatives and Authority employees is attached.
- V. The Gift Disclosure Form shall be completed and filed with each response to a request for a statement of qualifications, request for proposals or invitation to bid.
- VI. This information sheet summarizes the provisions of Government Code Section 87100 and Public Utilities Code Section 132410. You should consult these statutes for more specific information.

⁶ Complete a separate Attachment B for Proposer, its joint venture members or partners (as applicable), each other Team member, and any Affiliates who are financially liable for any Team member.

Attachments A-C

ATTACHMENT B

GIFT DISCLOSURE FORM

To be completed only if gifts have been made in the preceding 12 months.

Donor's Name: _____

Donor's Address: _____

Proposed or Current Contract: _____

Board Member(s) or Alternate(s) or staff member to whom you and/or your agent made gifts in excess of \$10 in the prior 12 months (if none, please so state).

Name of Recipient: _____

Date(s): _____

Amount(s): _____

Name of Person Making Gift (if other than Party): _____

Donor's Name: _____

Donor's Address: _____

Proposed or Current Contract: _____

Board Member(s) or Alternate(s) or staff member to whom you and/or your agent made gifts in excess of \$10 in the prior 12 months.

Name of Recipient: _____

Date(s): _____

Amount(s): _____

Name of Person Making Gift (if other than Party): _____

Date: _____

Signature of Contractor,

Potential Contractor or Subcontractor

(Attach additional forms as necessary)

Attachments A-C

AUTHORITY BOARD OF DIRECTORS	AUTHORITY BOARD ALTERNATES
Doug Tessitor	Daniel Evans
Sam Pedroza	Gene Murabito
Marisol Salguero	N/A
Paul Leon	N/A
John Fasana	N/A
Gene Masuda	N/A
Daniel Evans	N/A
Carrie Bowen	N/A
Alan Wapner	Deborah Robertson

Attachments A-C

Attachment C – Organizational Conflicts of Interest Disclosure Statement⁷

METRO GOLD LINE FOOTHILL EXTENSION CONSTRUCTION AUTHORITY

1. Policy

An organizational conflict of interest means that because of other activities, relationships, or contracts, a Proposer, its joint venture members or partners (as applicable), Team member, or any Affiliates who are financially liable for any Team member is unable, or potentially unable, to render impartial assistance or advice to the Authority; a contractor's objectivity in performing the contract work is or might be otherwise impaired; or a contractor has an unfair competitive advantage.

2. Disclosure

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present or planned interest(s) of the Proposer and its Team (including Proposer, Team members, and all Subcontractors identified at the time of the submittal of the SOQ, and their respective personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with the RFQ.

⁷ Complete Attachment C for Proposer only.

Attachments A-C

3. Explanation

In the space below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid or mitigate any organizational conflicts of interest described herein.

4. Certification

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Organizational Conflicts of Interest Disclosure Statement, other than as disclosed above.

Signature

Name

Title

Proposer Name

APPENDIX 1 - PRELIMINARY DESCRIPTION OF THE WORK

Project Development History

Pursuant to California Public Utilities Code section 132405, the Authority is responsible for completing the construction of the Los Angeles-Pasadena Foothill Extension Gold Line light rail project, extending from Union Station in the City of Los Angeles to Sierra Madre Villa Boulevard in the City of Pasadena (“Phase 1”), and any mass transit guideway that may be planned east of Sierra Madre Villa Boulevard along the rail right-of-way (“ROW”) extending to the City of Montclair (“Phase 2”). Phase 2, also known as the “Foothill Extension”, is an anticipated approximate 24 mile east-west light rail extension of Phase 1 from the City of Pasadena to the City of Montclair. The Foothill Extension is to be built in two phases. The first phase (“Phase 2A”), was substantially completed in September 2015 and extends the Phase 1 terminus approximately 12 miles from the Sierra Madre Villa Station in City of Pasadena to Citrus Avenue in the City of Azusa. The second phase (“Phase 2B”) is planned to extend the terminus approximately 12.3 miles from the City of Azusa to the City of Montclair.

Summary Scope of Work for Phase 2B Alignment Design-Build Project

Description of the Work

A brief description of the physical Work is provided below. Note that the description is general in nature, and is only intended to help identify where various aspects of the scope of the Project are addressed in this document.

General

- A. The Work shall include the engineering, design, manufacture, fabrication, supply, delivery, construction, installation, verification, acceptance testing, systems integration testing, approval, quality control, quality assurance, community relations, impact mitigations, and support during pre-revenue service of the completed Project elements, all in accordance with the requirements of the Contract Documents in order to provide the Authority with a complete and finished Project.
- B. The Design-Builder shall not rely solely on the description provided in this Attachment 1 to identify all Project components. The Design-Builder shall determine the full scope of the work based on a thorough examination of the Contract Documents and the Project site, and as may be reasonably inferred from such examination.
- C. Except as specifically provided for in the Contract Documents, all materials, services and efforts necessary to achieve Project completion and final acceptance, on or before Project milestones, shall be the Design-Builder’s sole responsibility.
- D. The Authority shall furnish directly, or from Metro, ticket vending machines; universal fare system (UFS); light rail vehicles (LRVs); light rail supervisory control and data acquisition system; rail operations control (ROC) facility; fiber optic cable connection between APU/Citrus College and ROC; radio system for the light rail transit (LRT) line;

and Authority and Metro operational staff during field acceptance testing (as requested), systems integration testing and for all other test involving the movement of LRVs over the Project.

Alignment

Metro Gold Line Azusa Tail Track to Gladstone Avenue (Segment 1)

This segment of the alignment is approximately 4.4 miles, runs mainly at-grade, and includes nine at-grade crossings at Barranca Avenue, Foothill Boulevard/Grand Avenue (freight only), Vermont Avenue, Glendora Avenue, Pasadena Avenue, Glenwood Avenue, Elwood Avenue, Loraine Avenue, Lone Hill Avenue (freight only) and grade separations at Foothill Boulevard/Grand Avenue (LRT only), State Route 66 (SR-66), Lone Hill Avenue (LRT only), multiple channel crossings, and an undercrossing at I-210 including the modification of the slope in front of existing bridge abutments. This segment of the alignment contains an existing freight track which will be relocated and remain active during the entire Project. The work of this section includes grading, drainage, trackwork, retaining walls, sound walls, fencing, utility relocations, guideway lighting, emergency walkway, right-of-way access/egress, interfacing with the existing operating Metro Gold Line (MGL) at the eastern end of the existing alignment, overhead contact system (OCS), separate signaling, power services, and communication systems conduits, and equipment for LRT and freight. LRT universal crossovers are to be located west of Vermont Avenue and east of Loraine Avenue.

This segment of the Project has one center platform station in Glendora between Vermont Avenue and Glendora Avenue. The Glendora parking facility will contain a parking lot and parking structure with 420 stalls with a vehicular connection to Vermont Avenue, as well as pedestrian connections to Vermont Avenue, Glendora Avenue, and the LRT Platform. The Glendora station will have a pedestrian connection from the parking facility to the platform via a pedestrian undercrossing.

Gladstone Avenue to White Avenue (Segment 2)

This segment of the alignment is approximately 3.9 miles, runs mainly at-grade, and includes nine (9) at-grade crossings at Gladstone Avenue, Eulah Avenue, San Dimas Avenue, Walnut Avenue, San Dimas Canyon Road, Wheeler Avenue, A Street, D Street, and E Street; a grade separation at Bonita Avenue/Cataract Avenue; as well as multiple channel crossings and an undercrossing at SR-57 including the modification of the slope in front of existing bridge abutment. This segment of the alignment contains an existing freight track which will be relocated and remain active during the entire Project. The work of this section includes grading, drainage, trackwork, retaining walls, sound walls, fencing, utility relocations, lighting, emergency walkway, right-of-way maintenance access/egress, overhead contact system (OCS), separate signaling, power services, and communication systems conduits, and equipment for LRT and freight. LRT universal crossovers are to be located east of Eucla Avenue and west of Wheeler Avenue.

This segment of the Project has two center platform stations, one in San Dimas (east of San Dimas Avenue) and one in La Verne (east of E Street). The San Dimas parking structure will contain 450 stalls with a vehicular connection to Arrow Highway. The La Verne parking structure will contain 600 stalls with a vehicular connection to Arrow Highway. Both the San Dimas station and the La Verne station will have a pedestrian connection from the parking structure to the platform via a pedestrian undercrossing.

White Avenue to Freight/MetroLink Tie-in (Segment 3)

This segment of the alignment is approximately 1.9 miles and includes two LRT at-grade crossings at White Avenue and Fulton Avenue, two LRT grade separations at Garey Avenue and Towne Avenue, four freight at-grade crossings at White Avenue, Fulton Avenue, Garey Avenue, and Towne Avenue, an LRT/freight flyover as well as a channel crossing. This segment of the alignment contains an existing freight track and existing sidings which will be relocated and remain active during the entire Project. The MetroLink commuter rail tracks are immediately to the south of the LRT tracks in this segment and are not to be disturbed with the exception of improvements to the grade crossing warning systems. The work of this section includes grading, drainage, trackwork, retaining walls, sound walls, fencing, utility relocations, lighting, emergency walkway, right-of-way maintenance access/egress, overhead contact system (OCS), separate signaling, power services, and communication systems conduits, and equipment for LRT and freight. Two LRT single crossovers and single switch interlockings with a LRV siding track between the two interlockings is to be located east of White Avenue.

This segment of the Project has one center platform station in Pomona (west of Garey Avenue). The Pomona parking structure will contain 850 stalls with a vehicular connection to the local street network. The Pomona station will have a pedestrian connection from the parking structure to the LRT platform and MetroLink station via a pedestrian overcrossing.

Freight/MetroLink Tie-in to Montclair (Segment 4)

This segment of the alignment is approximately 2.1 miles, runs mainly at-grade, and includes three LRT at-grade crossings at Cambridge Avenue, College Avenue, and Claremont Boulevard; two LRT grade separations at Indian Hill Boulevard and Monte Vista Avenue; four freight/MetroLink at-grade crossings at Cambridge Avenue, College Avenue, Claremont Boulevard, and Indian Hill Boulevard; one freight/MetroLink grade separation at Monte Vista Avenue; as well as a channel crossing. This segment of the alignment contains an existing freight/MetroLink commuter rail track which will be relocated and remain active during the entire Project. The work of this section includes grading, drainage, trackwork, retaining walls, sound walls, fencing, utility relocations, lighting, emergency walkway, right-of-way maintenance access/egress, overhead contact system (OCS), separate signaling, power services, and communication systems conduits, and equipment for LRT and freight/MetroLink. LRT diamond crossovers are to be located west and east of the Montclair station.

This segment of the Project has two center platform LRT stations, one in Claremont (west of College Avenue) and one in Montclair (east of Monte Vista Avenue at the existing Transit Center). The Claremont and Montclair LRT stations will have at-grade pedestrian connections from both ends of the platform. The Claremont parking facility will consist of a parking structure located east of College Avenue and north of the LRT tracks as well as a parking lot, and will include 1260 stalls. In addition, a new MetroLink platform will be constructed approximately 800 feet east of College Avenue with a pedestrian undercrossing that connects to the Claremont parking structure to the north and the recreational area to the south. The existing Montclair Transit Center parking lot will be reconfigured to allow space for the new LRT platform, relocated bus bays and will contain 1600 stalls. The existing shelters will be removed, MetroLink ticket vending machines (TVM) will be relocated, and the existing restrooms will be reconfigured. A new LRT operator layover building will be provided. At the Montclair LRT station, the ticket vending machines (TVMs), fare gate array, TVM canopies, and emergency exit gates will be located off the platform.

Ridership and Headway

The system shall be designed to support the following operational headways:

- Traction Power: Three-car trains at five-minute headway.
- Train Control: Design (non-interference) headway of 3.3 minutes. This shall include operation into, and departure from, the terminal station at Montclair. One, two, and three-car trains shall be supported.
- The design shall additionally support reverse contingency (single-tracking between any two interlockings) operation with a service headway of 10 minutes.
- All other systems: Three-car trains at five-minute headway.
- LRV Compatibility: System shall be compatible with all existing Metro LRVs.

Community Impact and Communications

This work includes developing and implementing a comprehensive and proactive communications program that communicates early and regularly with impacted stakeholders regarding activities on the Project. The program shall include, but is not limited to: providing public outreach offices at key locations; coordination of, and participation at stakeholder meetings and community events; development of public information materials; creation and distribution of construction-related public notices and media advisories; informational billboards and signage at strategic locations; hosting and staffing a community hotline for calls and concerns regarding construction; documentation of outreach and construction activities (including photography and videography) for potential use in Authority communication material; and staff support for the Authority's overall community relations program.

Streetwork

This work includes grading, paving, drainage, street, and roadway improvements, intersections, parking, pedestrian grade crossings and facilities, medians, driveways, traffic signals, pole line removal, signage, marking and striping, and street lighting.

Site Clearing, Grubbing, and Demolition

This work consists of surface and subsurface demolition including backfilling of excavations, structure cavities and depressions; removing and disposing of vegetation and trees, existing ballast, track materials, signaling equipment, slabs, concrete/asphalt pavement, curbs and gutters, sidewalks, traffic islands, light poles, traffic signals, retaining walls, bridges, irrigation pipe, storm drain pipes and drainage structures, buildings, and other existing facilities and Utilities.

Drainage

This work includes drainage of structures, streets, roads, surface areas, parking areas, trackway, and storm runoff not collected by typical curb-side drainage structures. The LRT trackway and SCRRA corridor trackway shall be designed and constructed as separate

drainage systems to allow for independent access and maintenance. The storm drainage systems comprise of existing, new, and modified drainage facilities, swales, conduits, retention and infiltration facilities, permeable paving, and bio swales.

Barriers and Fences

This work includes providing vehicular and pedestrian barriers and fences to control the access to, and inside the right-of-way including locked or monitored gates to preclude unauthorized access to system facilities, such as the traction power supply substations (TPSS) and signaling equipment bungalows/cabinets.

Utilities

This work includes locating, identifying, abandoning, protecting, encasing, maintaining, permanently and temporarily relocating, modifying, and replacing wet and dry utilities. The Contract Documents identify the major existing utilities. The Design-Builder shall determine the actual extent of utility work necessary for the Project and resolve all conflicts on the Project, in coordination with the utility owner.

Light Rail Transit (LRT) Rail Track and Trackway

This work includes all aspects of the LRT rail track and trackway including installation of rail, special trackwork, track drainage system, sub-ballast and ballast material, conduits/duct banks and appurtenances, OCS pole foundations, corrosion control and grounding, noise/vibration mitigation, at-grade crossing panels, bumping posts, wayside and at-grade crossing signal and gate/flashers and foundations, and other appurtenances.

Freight Rail Track and Trackway

This work includes all aspects of the relocated freight track and trackway including installation of rail, track drainage system, sub-ballast and ballast material, sub-grade, conduits/duct banks, guard rail, at-grade crossing panels, bumping posts, wayside and at-grade crossing signal and gate/flashers and foundations, and other appurtenances.

Structures

This work includes bridges, aerial guideways, pedestrian undercrossings, pedestrian overcrossing, earth retaining structures, sound walls, stations, buildings, parking structures, traction power supply substation slabs, drainage structures, and other infrastructure for system equipment, and miscellaneous structures for both LRT and freight/Metrolink commuter rail. Separate structures shall be designed and constructed for the support of the LRT and freight/Metrolink commuter trackway.

Stations & Parking Facilities

This work consists of all elements of the stations and parking facilities, including platforms, entry ramps, canopies, train control and communications equipment, furniture, signage/graphics, elevators/stairs, artwork, electrical, lighting, railings, map cases, universal fare system equipment (supplied and installed by others), closed circuit television (CCTV), bike access and parking, electrical vehicle chargers, and miscellaneous equipment and facilities.

Landscaping

This work consists of landscape elements including irrigation and planting, and maintenance thereof, related to all light rail right-of-way, planters, station areas, and other public right-of-way areas.

Signage and Graphics

This work includes providing all informational and emergency signage at each station; all graphics, wayfinding, and regulatory signage at each parking facility; all signage along the trackway; and all systems related signage.

Mechanical, Electrical and Plumbing (MEP)

This work includes providing HVAC for rooms, and equipment housings; sump pumps at pedestrian undercrossings and other parking structures; fire suppression systems at each parking structure; Metro keying system; utility power provisions and AC electrical power distribution for all equipment located at stations and along the alignment; lighting for public and non-public areas of the stations, parking facilities, pedestrian crossings, emergency walkways, and bridges; elevators for each parking structure; plumbing system design, installation, and start-up services for the facilities associated with the at-grade stations, Montclair layover building, and the pedestrian undercrossings; and solar panel installation on the parking structures to supplement the Project's power needs.

Duct Banks and Conduits

This work includes providing duct banks and conduits for train control, stations, grade crossing warning, communications, traction power, overhead contact system (OCS), universal fare system (UFS), AC power distribution, and fixed-facility elements.

Corrosion Control and Grounding

This work includes providing soil and water corrosion prevention, stray current corrosion prevention, and atmospheric corrosion prevention as well as grounding systems for traction power supply stations, passenger stations, aerial structures, fencing, railing, and all other wayside locations.

Traction Power and Overhead Contact System

This work includes providing the required systems, equipment, facilities, and all other appurtenances to deliver a complete, safe, operational traction power and electrification system of proven design including the following:

Wayside propulsion power equipment including traction power supply substations, the overhead contact system that includes the overhead wires, the physical support system, and the associated feeder system. Provide all wiring, controls, transfer trip cabling, disconnect switches, ETS system, conduits/duct banks, and other devices associated with the distribution, removal, and isolation of propulsion power. Provide all necessary diagnostic and test equipment including substation and OCS grounding equipment. Include all necessary operational and safety signage and equipment. Procure and install Utility incoming switchgear as required by the Utility, interface, schedule, and otherwise obtain and install Utility connections for traction power supply substations, including any temporary power requirements for construction purposes.

Train Control and Grade Crossing Warning

The Project includes the design and construction of a number of gated crossings along the alignment. The grade crossing requirements are defined in the CPUC grade crossing applications and Advanced Conceptual Engineering Drawings included with the Contract Documents.

Train control comprises the complete provision of new LRT signaling elements for the Project, and replacement/additional signaling elements for the SCRRA corridor rail operations, in conjunction with relocating and reconfiguring the SCRRA corridor rail alignment and tracks. Train control and grade crossing warning systems including tie-in to existing LRT system; temporary work to keep the freight system active and in service; wayside bungalows and cases; train detection and vehicle cab signals; switch-and-lock movements; wayside signals; interlocking control; train-to-wayside communication (TWC); wire and cabling; foundations; signal and power track bonding; and grade crossing gates, warning lights and control.

Communications Systems

Design, furnish, install, and commission the required systems, equipment, facilities, and all other appurtenances to deliver a complete, safe, operational communication systems of proven design including the following:

Cable transmission system (CTS), a closed circuit television (CCTV) system, a telephone system, a fire alarm system, a facilities intrusion detection/controlled access (IDS) system, a wayside intrusion detection system (WIDS), public address (PA) system, a visual message sign (VMS) system which are a part of the transit passenger information system (TPIS), provisions for interfaces with the existing supervisory control and data acquisition (SCADA) system, provisions for interfaces with the Metro-furnished universal fare system (UFS) and all other associated provisions and interfaces as required at Metro's Rail Operations Control (ROC). As of the date of this document, the radio system for the line will be furnished by Metro.

Rail Operations Control (ROC)

The ROC will be prepared by Metro to accommodate the Project. The Design-Builder shall be responsible for the interface to Metro's Rail Operations Control (ROC).

Vehicles

Interface definition and verification between the LRT vehicles and the traction electrification system and the new wayside equipment and car-borne train control equipment of each model in

the fleet intended for use on the Metro Gold Line Foothill Extension. Automatic train protection (ATP), cab signaling, TWC and train detection capability shall be included. LRVs will be provided by Metro.

Universal Fare System

The fare collection system will be consistent with Metro's universal fare system (UFS) implemented throughout Metro's rail system. The Design-Builder shall provide locations and provisions for Metro-furnished and installed ticket vending machine (TVM) and fare gate equipment within non-paid areas of the station at each public access to the station platform.

End of Appendix 1

APPENDIX 2 - PRELIMINARY INSURANCE REQUIREMENTS

Required Coverage

The Authority has not yet completed its review of the insurance requirements that may be required for the Project. However, for your informational purposes only, this Appendix 2 sets forth certain information regarding the current thinking on such requirements as well as an indication of what was previously required for the Phase 2A Alignment Design-Build Contract. Policies will name Design-Builder and Authority as well as LACMTA and SCRRRA as additional insureds.

Insurance to be provided as part of a Design-Builder Controlled Insurance Program ("CCIP"):

The CCIP will provide the following coverages:

- A. Automobile Liability Insurance in the amount of \$10,000,000 Combined Single Limit each for Bodily Injury and Property Damage.
- B. Workers' Compensation and Employer's Liability Insurance, Workers' Compensation insurance complying with California Workers' compensation laws, including Employer's Liability, including statutory limits with All States Endorsement and the following Employer's Liability Limits:
 - \$1,000,000 per accident for each bodily injury by accident
 - \$1,000,000 per employee for bodily injury by disease
 - \$1,000,000 policy limit for bodily injury by disease
- C. Commercial General Liability Insurance with the following limits of liability:
 - \$2,000,000 Per Occurrence
 - \$4,000,000 General Annual Aggregate
 - \$4,000,000 Products-Completed Operations Aggregate
- D. Umbrella:
 - Each Occurrence Limit \$100,000,000
 - Annual General Aggregate Limit \$100,000,000
- E. Builder's Risk:
 - Replacement value for "all risks" of direct physical loss or damage or \$150,000,000, whichever is less
- F. Professional Liability:
 - Project specific: \$20,000,000 Per Claim and Aggregate
 - Ten year coverage period (after Substantial Completion)

G. Railroad Protective

Remove exclusions from GL and Umbrella

H. Environmental Insurance

Contractor's Pollution: \$25,000,000 Per Occurrence and \$25,000,000 Aggregate

Environmental impairment: \$25,000,000

End of Appendix 2