



**Illinois Department
of Transportation**

**REQUEST FOR QUALIFICATIONS
SOLICITATION NO. IPDSSAP32025**

**SOUTH SUBURBAN AIRPORT
PUBLIC-PRIVATE PARTNERSHIP**

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PART A
BACKGROUND AND INSTRUCTIONS

1. INTRODUCTION

1.1 Definitions

Terms used herein shall have the meaning given to them in Part D (Definitions).

1.2 Overview of the Opportunity

The Illinois Department of Transportation (“**IDOT**”) is pleased to present this Request for Qualifications (“**RFQ**”) to prospective entities or groups (“**Respondents**”) interested in submitting Statements of Qualifications (“**SOQs**”) to design, build, finance, operate, and maintain (“**DBFOM**”) the South Suburban Airport (“**SSA**”), a commercial service airfield that will serve the greater Chicagoland area on State-acquired land in Will County near Peotone, Illinois (the “**Project**”). Phase 1 of the Project is the “**Inaugural Airport Program**” or “**IAP**”), described further in Part A Section 2.2 (Project Overview).

The SSA will be conveniently located approximately 35 miles south of Chicago’s downtown area. Its location was specifically chosen to serve the rapidly-expanding Chicago Southland and also is positioned to meet growing demand for airport operations in northeast Illinois and northwest Indiana. IDOT’s vision for the SSA includes offering travelers and businesses an expanded array of options in air and freight travel to meet their growing transportation needs. The SSA will provide a convenient and accessible venue for commercial passenger service and cargo operations, as well as corporate and general aviation activities.

In 2013, the Illinois General Assembly passed the Public-Private Agreements for the South Suburban Airport Act, 620 ILCS 75/2-1 *et seq.* (the “**SSA Act**”) that authorizes IDOT to use a public-private partnership (P3) structure to develop, finance, construct, manage, operate, and maintain the SSA, or any combination of these responsibilities. IDOT commenced the preparation of this RFQ earlier this year in response to Public Act 103-317 (eff. January 1, 2024), which amended the SSA Act to require IDOT to commence a prequalification process for the SSA.

As part of the SOQ process, IDOT requests non-binding views, opinions, and feedback from potential Respondents on the innovative delivery models and potential Project configurations under consideration by IDOT, as well as technical aspects and financial and commercial terms as they apply to the Project. IDOT intends to use the information gathered during the RFQ process as described herein in refining its approach to the procurement and project delivery method for this Project in subsequent addenda to this RFQ and in the RFP.

IDOT is seeking one Developer to deliver the SSA pursuant to either (1) a public-private agreement or (2) a pre-development agreement as a form of interim agreement to be entered into prior to or in connection with a public-private agreement (each, an “**Agreement**”), details of which will be based on feedback from potential Respondents and set forth in subsequent addenda to this RFQ.

This RFQ is intended to identify qualified parties that meet IDOT’s standards for airport technical and professional ability and experience and financial capacity, stability, and reputation. Successful Respondents will be invited to participate in the subsequent RFP Phase.

To achieve the goals IDOT has set forth for this procurement, IDOT is aware of the need to engage with and receive significant substantive feedback from potential Respondents and to consider revisions to this RFQ based on such feedback. It is IDOT’s intention to engage with potential Respondents through the process set forth in this RFQ. Based on feedback received from potential Respondents during this process, IDOT plans to issue one or more addenda to this RFQ through which IDOT intends to provide more detailed information regarding the

form of Agreement (e.g., pre-development agreement or public-private agreement) that IDOT would propose to enter into pursuant to this RFQ. As a result, the provisions of this RFQ, including, without limitation, the evaluation criteria and submission requirements, may be subject to material revision in subsequent addenda to this RFQ.

1.3 Statutory Authority

IDOT is issuing this RFQ in accordance with the SSA Act, which can be found at [620 ILCS 75/ Public-Private Agreements for the South Suburban Airport Act \(ILGA.gov\)](#), and other applicable provisions of Illinois law. This RFQ has been prepared in response to Public Act 103-317 (eff. January 1, 2024), which amended the SSA Act to require IDOT to commence a prequalification process for the SSA.

On August 9, 2024, the Governor of Illinois signed HB5496 (Public Act 103-0864), which amends the SSA Act to permit IDOT to accept unsolicited proposals for the development of the SSA pursuant to the terms of the Public-Private Partnerships for Transportation Act, 630 ILCS 5/1 et seq., and to enter into sole source negotiations related to the development, financing, building, operating and maintaining of the SSA, in each case subject to IDOT's discretion with respect to entering into a public-private agreement.

1.4 Project Goals

The goals for the Project include the following:

- (a) Expand transportation capacity in the region, which has long served as the crossroads of American transportation and commerce.
- (b) Reduce the equity gap by supporting underserved community needs and creating opportunities for economically disadvantaged populations and businesses.
- (c) Support job creation and opportunities for a diverse workforce in key State growth sectors, such as transportation and logistics, agribusiness, alternative energy, and life sciences.
- (d) Support resilient, sustainable, economic development in the region and in the State.
- (e) Ensure financial stewardship of public funds and resources through site development.
- (f) Facilitate existing latent demand for aviation facilities, accommodate projected mid-term growth in the aviation market, and provide long-range supplemental regional capacity.
- (g) Best-align the SSA with local, regional, and State priorities.
- (h) Develop a "smart" airport utilizing the latest innovations and efficiencies with respect to design, construction, operations, security, and financing.
- (i) Incorporate sustainability features and clean technology in the development and operations of the SSA to make SSA a leader among green airports in North America.
- (j) Provide a high-quality, reliable, durable, and maintainable facility.
- (k) Minimize the cost and funds required to develop, design, build, finance, operate, and maintain the Project.
- (l) Sustain the vital economic position and quality of life in the region.
- (m) Partner with a world-class Developer that will be a committed partner with IDOT and the State.

- (n) Develop the SSA to include bespoke and modern airport amenities that enhance the customer experience.
- (o) Incentivize the Developer to establish and grow commuter, cargo, and general aviation services.
- (p) Collaborate with the Developer with respect to obtaining and maintaining an Airport Operating Certificate under 14 CFR Part 139 (the “**Part 139 Certificate**”).

1.5 Procurement Process Overview

IDOT will use a two-phase procurement process, similar to procurement processes used by other public entities for other P3 projects, to select a developer to design, build, finance, operate, and maintain the Project in exchange for compensation as further described in Part A Section 4.2 (Payment Structure) (the “**Developer**”).

As the entity responsible for the planning and development of transportation in Illinois and pursuant to the SSA Act, IDOT will be responsible for (a) the evaluation of SOQs and the selection of Shortlisted Respondents; (b) the development of the RFP, including the form of Agreement and the technical specifications for the Project; and (c) the evaluation of responses to the RFP (“**Proposals**”) and the selection of the Respondent having the preferred Proposal (the “**Preferred Offeror**”). IDOT has engaged a full team of advisors with experience in P3 procurements to assist in managing the procurement process and developing Project Documents.

1.6 Project Documents

This RFQ has been posted to the IPD Bulletin. Certain documents relating to the Project (“**Project Documents**”) have been made available upon issuance of this RFQ on the Project Website. Additional Project Documents will be posted to the Project Website as they become available.

Please note that the Project Documents and any reference to any website in this RFQ, including the IPD Bulletin and the Project Website, are provided for reference and background information only. IDOT makes no representation as to the accuracy, completeness, or pertinence of the Project Documents or the information in any referenced website. IDOT shall not be responsible for any interpretations thereof or conclusions drawn therefrom.

2. DESCRIPTION OF THE PROJECT

2.1 Aviation in Illinois and the Chicago Southland

The aviation industry in Illinois contributes \$95.5 billion annually in economic output. Over 100 million commercial passengers, in addition to hundreds of thousands of air freight, corporate, and general aviation flights, fly to or through State airports annually. The Chicago area is home to some of the busiest airspace and airports in the world, including Chicago O’Hare International Airport and Chicago Midway International Airport, and demand for additional regional aviation capacity is steadily increasing.

The Project Site (as further described in Part A Section 2.6 (Project Site)) is in Will County, located in the heart of Northeastern Illinois and just south of Chicago. Will County’s strategic location in the Chicago Southland and its rapid population growth, vibrant manufacturing sector, and well-trained workforce make it an ideal location for the SSA.

Will County’s population has more than doubled between 1985 and 2014, making it one of the fastest-growing counties in the United States. By 2040 Will County’s population is expected to reach more than 1.2 million inhabitants, up from 685,000 today. With its proximity to major interstates

such as I-55, I-80, and I-355, Will County benefits from efficient distribution networks, enabling streamlined movement of goods and services. The presence of well-connected railways and key freight railroads, including BNSF Railway and Union Pacific Railroad, further enhances the region's logistical capabilities. The area's educational landscape is characterized by a diverse range of institutions—from prestigious universities to community colleges and vocational training centers—thereby catering to various in-demand skillsets necessary for the Project. In addition, Will County has a vibrant manufacturing sector employing high technology to produce specialized products.

The Project is aimed at meeting current and near-term demand for airport operations, promoting job creation for underserved communities and the development of a diverse workforce, and securing an operationally efficient, environmentally feasible, and cost-effective solution to address the need for additional long-term capacity for the Chicago region.

2.2 Project Overview

The Project Site currently contains Bult Field, a small, active corporate and general aviation airport located in the footprint of the overall future commercial SSA development (“**Bult Field**”). The first phase of the South Suburban Airport is the IAP. The IAP will consist of utilizing the Project Site (including Bult Field) to deliver the following features:

- (a) **Commercial Runway.** The commercial runway for the IAP will be a newly-constructed 9,500-foot precision instrument runway 09L-27R with a full-length, 75 foot wide, parallel taxiway that will be constructed to allow future expansion to the west. The 5,001-foot non-precision Bult Field runway will remain to serve corporate and general aviation aircraft.
- (b) **Passenger Terminal.** The IAP will include a terminal sized to provide passenger screening, baggage handling, concession areas, waiting areas, and office space. The terminal will include vehicle and aircraft parking areas and is intended to accommodate future expansion as needed.
- (c) **Air Cargo Area.** The IAP also includes a dedicated air cargo area with substantial expansion potential located within the central terminal corridor. This air cargo area will include ample space for on-site intermodal, warehousing, and logistics development, with direct access to the SSA’s operations area, as well as an on adjacent airport property.
- (d) **General Aviation and Corporate Area.** The IAP is intended to build upon Bult Field’s corporate runway 09L-27R, which is 5,000 feet long, with non-precision approaches and a full-length parallel taxiway. Existing areas include T-hangars, aircraft parking apron, terminal/FBO, fuel facilities and auto parking.
- (e) **Support and Ancillary Facilities; Navigational Aids.** The IAP will include an Airport Traffic Control Tower (ATCT), subject to FAA siting approval. Airport Rescue & Fire Fighting (ARFF) and Snow Removal Equipment (SRE) will be centrally located for operational efficiency. Various navigational aids will provide guidance to aircraft during inclement weather (Category I Instrument Landing System (ILS), Runway Visual Range (RVR), approach lights, Precision Approach Path Indicators (PAPI), rotating beacon, etc.). Airport Surveillance Radar (ASR) and Very High Frequency Omni-Directional Range (VOR) locations have been identified as well.

In addition to work in connection with the IAP, IDOT anticipates the scope of the Agreement to include the potential involvement of the Developer with future development of the Project beyond the IAP. IDOT intends to seek feedback from potential Respondents regarding the scope of the Project

and the obligations of the Developer related to the development of the IAP and future development of the Project beyond the IAP.

IDOT expects the SSA will have direct access to Interstate 57 via a new interchange, roughly four miles due west of the SSA near Eagle Lake Road, in the vicinity of mile marker 332 and a railroad crossing. The development of the interchange is included in IDOT's multi-year program. This interchange will provide ample opportunity for third-party development, such as restaurants, hotels, business parks, logistics and distribution centers.

More information about the Project Site, current land available for the Project, and the process for acquiring additional land can be found in [Part A Section 2.6 \(Project Site\)](#). Additional detail concerning, among other things, the Developer's development, design, construction, financing, operations, maintenance, and hand-back obligations for the Project will be provided in subsequent addenda to the RFQ and in the RFP.

2.3 Development Cost Estimate

The cost of developing portions of the IAP is currently projected to be between \$275 million and \$300 million in 2024 dollars ("**Development Cost Estimate**"). IDOT is providing the Development Cost Estimate to inform potential Respondents of the relative size of the Project based on IDOT's planning process to date. The Development Cost Estimate is subject to change based on the ongoing development of the IAP and feedback from potential Respondents. Additional details with respect to the Development Cost Estimate will be provided in the RFP.

2.4 Environmental Status

To make the Project a reality, IDOT's Division of Aeronautics, the Federal Aviation Administration ("**FAA**"), and other local and regional stakeholders initiated an airport master plan and environmental impact statement, steps necessary to construct the SSA. To date, more than 4,550 acres have been purchased around the Project Site. Additional information with respect to the Project Site can be found in [Part A Section 2.6 \(Project Site\)](#).

IDOT previously received a Tier 1 Record of Decision pursuant to the National Environmental Policy Act ("**NEPA**") that established the overall site for the SSA. IDOT subsequently prepared a master plan and associated airport layout plan for the SSA, along with various environmental and technical studies, to assist the FAA in its analysis of the IAP. In connection with meetings undertaken prior to the release of this RFQ, the FAA informed IDOT that IDOT must update the master plan, after which the FAA will commence the NEPA process with respect to the updated master plan.

Nothing contained in this RFQ, including any description of the Project, is intended to modify, limit, or otherwise constrain the environmental process or to commit IDOT or any other entity to take any action with respect to the Project, including any procurement for the final design and construction of the Project.

2.5 Permitting

IDOT anticipates that the Developer will be required to obtain several key preconstruction environmental permits commensurate with the state of Project development. In addition, IDOT anticipates that additional major permits shall be required for the Project.

Upon award, the Developer will generally be responsible for continuing to advance, obtain and maintain all pending and existing permits and obtain and maintain all other necessary regulatory, environmental, building and other permits for the Project, including any permit modifications. IDOT

will support the Developer in coordinating with environmental regulatory and permitting agencies under terms to be set forth in the Agreement.

Further details regarding permits and allocation of responsibility for securing them will be provided in subsequent addenda to this RFQ and in the RFP.

2.6 Project Site

IDOT has acquired approximately 4,550 acres of land in eastern Will County, including Bult Field, in support of the Project (the “**Project Site**”), of which approximately 4,250 acres are within the IAP boundary (See [Figure 2 \(Depiction of Acquired and Remaining Parcels\)](#)). IDOT’s goal is to make all the parcels of land it has acquired for the Project contiguous, and only a handful of key strategic parcels totaling less than 400 acres remain to be acquired to facilitate the construction of the IAP. Overall, approximately 1,540 acres remain to complete the full IAP boundary.

IDOT is acquiring land for the development of the SSA in accordance with applicable Federal and State guidance. IDOT anticipates developing a plan for acquisition of additional parcels in consultation with the Developer, including with respect to allocation of related costs. IDOT intends to seek feedback from potential Respondents regarding the land acquisition process during one-on-one meetings. Addenda to the RFQ will include more detail regarding the land acquisition process and the manner in which Respondents will be asked to submit SOQs based on such process.

A picture of Bult Field ([Figure 1](#)), and a depiction of acquired and remaining parcels ([Figure 2](#)), and a depiction of SSA’s location relative to the Chicago Southland ([Figure 3](#)) are shown below.

Figure 1. Bult Field



Figure 2. Depiction of Acquired and Remaining Parcels

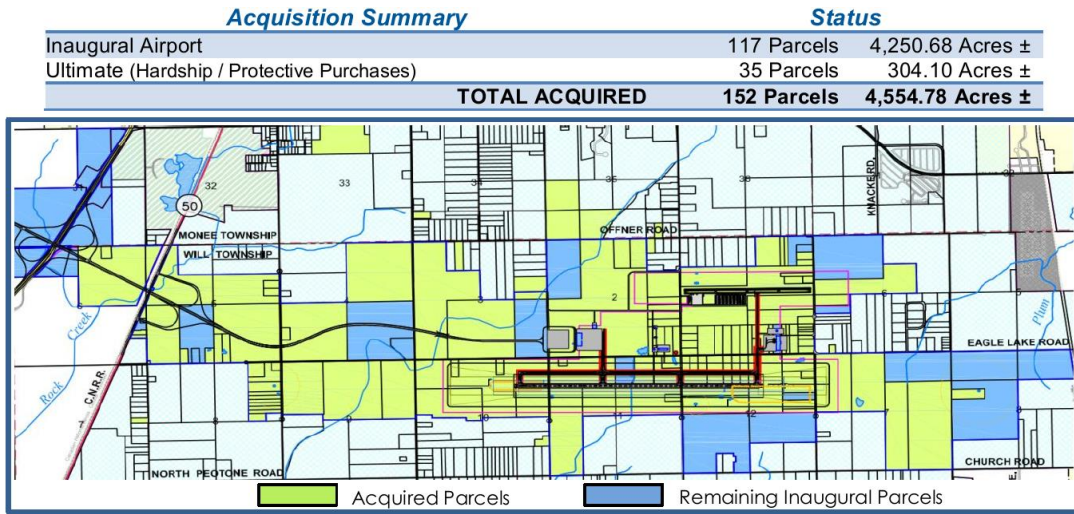
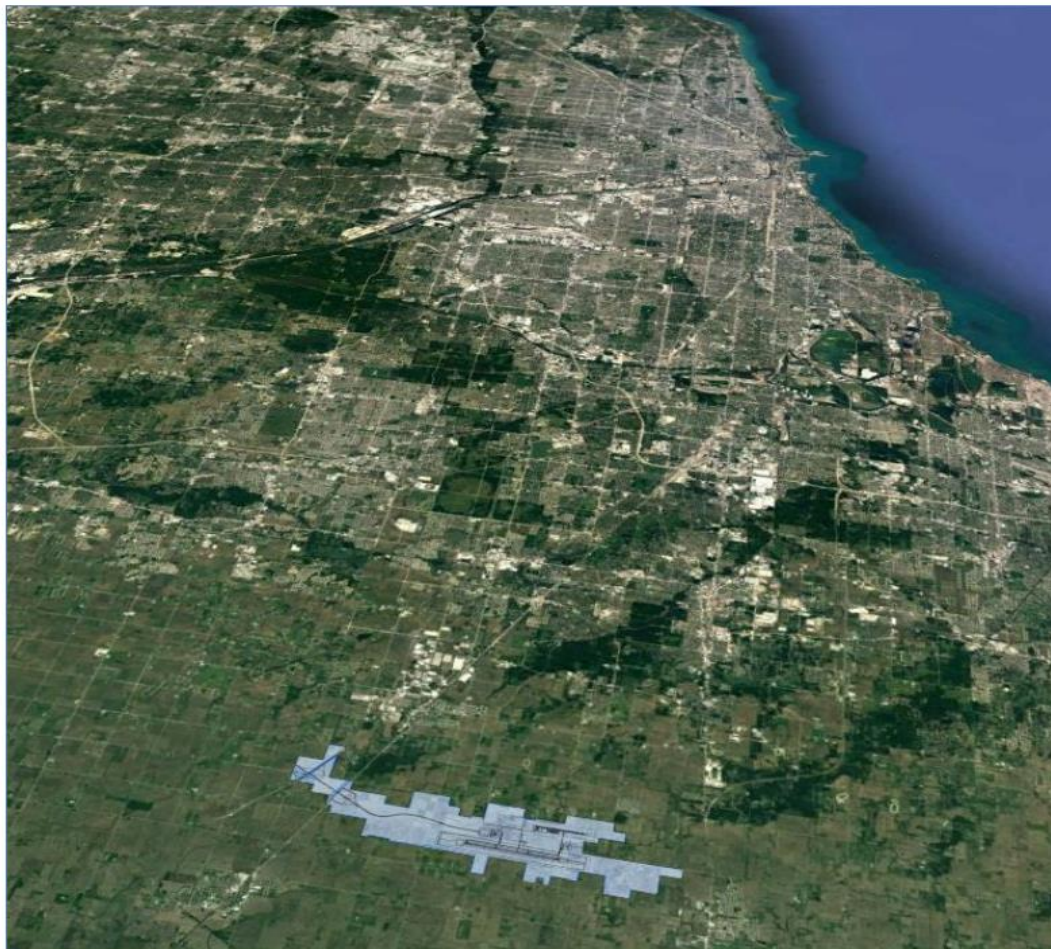


Figure 3. SSA’s Location Relative to Chicago Southland



2.7 Utility Provision and Coordination

IDOT has performed preliminary work and engagement related to the provision of utilities at the Project. The Agreement will reflect the Developer's scope of work with respect to the provision of utilities, and the RFP will describe the Developer's activities with respect to utility coordination.

2.8 Third Party Coordination, Key Stakeholders & Public Communications

Certain stakeholders involved with or affected by the Project are identified on the Project Website. Information regarding IDOT's ongoing coordination efforts will be provided on the Project Website as relevant information becomes available. The Developer will be responsible for providing certain public communications and public relations services during the design and construction of the Project. Additional details regarding such responsibilities will be set forth in subsequent addenda to this RFQ and in the RFP.

2.9 Operations and Maintenance

The Developer will be responsible for performing operations and maintenance work for the Project ("O&M"), including routine and capital/life cycle O&M. Details regarding the Developer's responsibilities will be set forth in subsequent addenda to this RFQ and in the RFP.

3. OVERVIEW OF CONTRACTUAL RELATIONSHIP

3.1 Contractual Structure

At the conclusion of this procurement, IDOT anticipates entering into an Agreement with the Preferred Offeror, which Agreement will be based on Respondent feedback to the initial issuance of this RFQ. IDOT will provide Respondents with further details concerning the contractual structure in subsequent addenda to this RFQ and in the RFP.

IDOT's objective is that the SSA will include commercial passenger service, cargo operations, and general aviation activities; therefore, a Part 139 Certificate will be obtained for SSA operations. Additionally, IDOT intends to remain eligible and receive Airport Improvement Program ("AIP") grant funds. IDOT will work with the Developer to secure the Part 139 Certificate and AIP grant funding. IDOT welcomes feedback from Respondents with respect to these objectives.

3.2 Security, Insurance, and Indemnity

Consistent with the Public Construction Bond Act, 30 ILCS 550/1-1 *et seq.*, the Developer will be required to provide payment and performance bonds, or alternate security to the extent permitted by applicable law and approved by IDOT, as part of the security package for the construction of the SSA under the Agreement. The Developer will also be required to provide insurance coverage and to indemnify, defend and hold IDOT, its officials and employees, and related entities and persons harmless against third party and other claims as specified in the Agreement. More specific requirements for performance security (including the acceptable form and amounts thereof), insurance, and indemnification will be set forth in the RFP.

Note that the surety providing a letter to be included in a Respondent's SOQ as described in Part B Section 5.7 (Surety Letter) must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in this Part A (Background and Instructions), including the anticipated security requirements pursuant to this Part A Section 3.2 (Security, Insurance, and Indemnity).

3.3 Federal Requirements

Respondents are advised that the Project Documents will be drafted based on the assumption that the Project will be eligible for federal funds, including AIP grant funding. Therefore, the Project Documents and the Agreement shall conform to requirements of applicable federal law, regulations and policies. IDOT anticipates that certain federal procurement requirements will apply, including, but not limited to, Equal Opportunity requirements (Title VI of the Civil Rights Act of 1964, as amended), requirements applicable to DBEs (49 CFR Part 26, as amended), Small Business requirements (United States Code Sections 631 *et seq.*), Buy America requirements (49 CFR 661), Davis-Bacon wage rates, and the policies and procedures set forth in the FAA's Airport Improvement Program Handbook. IDOT reserves the right to modify the procurement process described herein to address any concerns, conditions or requirements of federal agencies, including the FAA. Respondents will be notified of any such changes through subsequent addenda to this RFQ.

3.4 Equal Employment Opportunity

The Developer will be required to follow equal employment opportunity policies of the U.S. Equal Employment Opportunity Commission and of the State of Illinois, including, but not limited to, Title VI of the Civil Rights Act of 1963, as amended (42 U.S.C. § 2000 *et seq.*); the Equal Pay Act (29 U.S.C. § 206(d)); the Age Discrimination in Employment Act of 1967 (29 U.S.C. §621 *et seq.*); the Americans with Disabilities Act of 1990 (42 U.S.C. §12101 *et seq.*); Title II of the Genetic Information Nondiscrimination Act of 2008 (42 U.S.C. 2000 ff *et seq.*); Nondiscrimination (23 U.S.C. §140 (a)); Section 2-105 of the Illinois Human Rights Act (775 ILCS 5/ *et seq.*); the Employment of Illinois Workers on Public Works Act (30 ILCS 570/ *et seq.*) and the Illinois Works Apprenticeship Initiative (30 ILCS 559/20-20 to 20-25).

3.5 Disadvantaged Business Enterprises

It is the policy of IDOT that Disadvantaged Business Enterprises (“**DBEs**”), as defined in 49 CFR Part 26, and other small businesses shall have the maximum feasible opportunity to participate in contracts financed in whole or in part with public funds. Consistent with this policy, IDOT will not allow any person or business to be excluded from participation in, denied the benefits of, or otherwise be discriminated against in connection with the award and performance of any U.S. Department of Transportation (“**USDOT**”)-assisted contract because of sex, race, religion, or national origin.

IDOT has established a DBE program in accordance with regulations of the USDOT, 49 CFR Part 26 and the Business Enterprise for Minorities, Women, and Persons with Disabilities Act (30 ILCS 575/4). In this regard, the Developer will be expected to take all necessary and reasonable steps in accordance with 49 CFR Part 26 to ensure that DBEs have the maximum opportunity to compete for and perform the Agreement. Additional DBE requirements will be set forth in the RFP and the Agreement.

Please visit the following webpage for information regarding IDOT's Office of Workforce and Diversity and the Illinois UCP Directory of DBE firms: <https://idot.illinois.gov/doing-business/certifications/dbe.html>.

3.6 Design and Construction Standards and Specifications

IDOT anticipates including in the RFP a set of Project-specific standards and specifications for design and construction of the Project, as well as a baseline configuration. The RFP will permit Shortlisted Respondents to propose, for IDOT consideration, alternative technical concepts, design exceptions, and deviations from certain of these standards and specifications.

3.7 Proposal Certifications

While Respondent team members are required to make certain certifications and disclosures in the SOQ in accordance with the submittal instructions set forth in this RFQ, Shortlisted Respondents and their team members will also be required to submit additional assurances, certifications, and disclosures with the Proposal. The RFP will provide additional information regarding the assurances, certifications, and disclosures that Shortlisted Respondent and their team members will be required to make with the Proposal submission.

For Respondents' reference only, a copy of the State-required assurances, certifications, and disclosures that are typically requested by IDOT in connection with a bid for construction work is attached as Appendix A (IDOT Standard Assurances, Certifications, and Disclosures) to this RFQ. In addition to the applicable laws listed in Appendix A (IDOT Standard Assurances, Certifications, and Disclosures), the following laws may also apply to IDOT contracts:

- (a) International Anti-Boycott Certification Act, 30 ILCS 582;
- (b) Steel Products Procurement Act, 30 ILCS 565;
- (c) State Prohibition of Goods from Forced Labor Act, 30 ILCS 583;
- (d) State Prohibition of Goods from Child Labor Act, 30 ILCS 584;
- (e) Executive Order No. 1 (2007);
- (f) Illinois Information Technology Accessibility Act Standards, 30 ILCS 587; and
- (g) Procurement of Domestic Products Act, 30 ILCS 517.

By this Part A Section 3.7 (Proposal Certifications), IDOT seeks only to notify Respondents that Shortlisted Respondents will be required to make certain similar assurances, certifications, and disclosures with the Proposal during the RFP Phase. The assurances, certifications, and disclosures required with the Proposal may differ from those set forth in Appendix A (IDOT Standard Assurances, Certifications, and Disclosures). Moreover, IDOT is not requiring the assurances, certifications, and disclosures in Appendix A (IDOT Standard Assurances, Certifications, and Disclosures) to be submitted with the SOQ.

3.8 Authorization to do Business in Illinois

In accordance with Section 20-43 of the Illinois Procurement Code, each Offeror must be a legal entity authorized to do business in Illinois at the time of the Offeror's Proposal is submitted.

4. PROJECT FINANCIAL STRUCTURE AND FINANCING

4.1 Project Financing

The Developer will be responsible for financing the Project to the extent necessary to fulfill its obligations under the Agreement. IDOT is evaluating potential uses of government funds and financing programs with respect to the Project, including United States Department of Transportation ("USDOT") Private Activity Bonds ("PABs"), should the Developer wish to incorporate such government funding and financing into its financial plan. IDOT also is evaluating its options in relation to Transportation Infrastructure Finance and Innovation Act ("TIFIA") credit assistance. Further information in relation to such federal funding and financing and incorporation in Proposals will be made available to Offerors in the RFP Phase.

4.2 Payment Structure

In consideration for the Developer's performance of its responsibilities under the Agreement, IDOT will compensate the Developer in accordance with terms to be specified in the Agreement. IDOT welcomes Respondents' suggestions concerning the type of payment structure for the Project.

IDOT is considering various payment structures including, but not limited to, (a) a revenue risk concession providing the Developer an opportunity to maximize the economic return of the SSA; and (b) a hybrid availability payment approach whereby capital investment, operating and lifecycle costs, and a predetermined economic return are paid through a performance payment by IDOT to the Developer, with the Developer incentivized through economic and financial risk-sharing to develop use and lease agreements for air service and accompanying landside supportive services and income (such as income from concessions and parking operations).

IDOT will consider feedback received from potential Respondents with respect to a payment structure when developing the subsequent addenda to the RFQ described in Part A Section 1.2 (Overview of the Opportunity). Addenda to the RFQ will include, among other items, the preferred payment structure for the Project and the manner in which Respondents will be asked to submit SOQs based on such payment structure.

5. DESCRIPTION OF THE PROCUREMENT PROCESS

IDOT reserves the right, in its sole discretion, to modify the procurement process in this Part A Article 5 (Description of the Procurement Process) to comply with applicable law or to address the best interests of the Project, IDOT, or the State, including canceling the procurement.

5.1 Overview of the Procurement Process

The procurement will consist of a two-step process: (a) the RFQ Phase and (b) the RFP Phase.

(a) RFQ Phase

The RFQ Phase is designed for IDOT to (i) obtain feedback from potential Respondents to this RFQ through written requests for clarification ("RFCs") and a confidential one-on-one meeting process as described in this RFQ, and (ii) issue subsequent addenda to this RFQ based on that feedback that will set forth a planned type of Agreement for the Project, along with modified RFQ and evaluation criteria and submission requirements tailored to that form of Agreement.

IDOT will evaluate the SOQs submitted in response to this RFQ and intends to establish, in accordance with the evaluation processes and criteria to be further refined in subsequent addenda, a shortlist of the Respondents most highly qualified for delivery of the Project ("**Shortlisted Respondents**"). Only the Shortlisted Respondents will be eligible to respond to the RFP and submit a Proposal in the RFP Phase.

(b) RFP Phase

After IDOT selects the Shortlisted Respondents per Part A Section 5.1(a) (RFQ Phase), IDOT expects to release one or more drafts of the RFP (including a draft Agreement and technical documents) only to the Shortlisted Respondents for review and comment on a confidential basis. IDOT may schedule confidential one-on-one meetings and group meetings with the Shortlisted Respondents to discuss comments and issues identified by the Shortlisted Respondents. Additional details concerning the RFP process will be made available to the Shortlisted Respondents following the announcement of the shortlist.

Because the RFP process will involve the disclosure of confidential information to the Shortlisted Respondents, the Shortlisted Respondents will be required to execute a confidentiality agreement, the form of which will be provided following shortlisting, as a condition to receiving the draft RFP.

After considering input received from the Shortlisted Respondents, IDOT will issue a final RFP, which will be publicly available on the IPD Bulletin. Additional confidential one-on-one meetings with the Shortlisted Respondents may be held after issuance of the final RFP. IDOT may answer questions that arise after the issuance of the final RFP in the form of addenda or written responses, which will also be posted to the IPD Bulletin.

Shortlisted Respondents that submit a Proposal will be referred to as “**Offerors**” consistent with the SSA Act. Following receipt and evaluation of Proposals, IDOT may hold interviews with Offerors and select its Preferred Offeror, based on the evaluation criteria set forth in the RFP, to negotiate and finalize the Agreement for award and execution.

The RFP will set forth IDOT’s rights and remedies in the event that negotiations are unsuccessful or IDOT is otherwise unable to finalize the Agreement with the Preferred Offeror. Such rights and remedies may include, without limitation, the right to negotiate with the next highest rated Offeror or, alternatively, to terminate the procurement.

5.2 Proposal Payment

In exchange for ownership of the work product contained in each Proposal, IDOT plans to make payments for work product to each unsuccessful Offeror that submits a responsive and timely Proposal (“**Proposal Payment**”). The Proposal Payment will be stipulated in the RFP. IDOT will provide unsuccessful Offerors the Proposal Payment in return for the transfer and assignment to IDOT of rights to intellectual property, ideas, techniques, concepts, and approaches included in the Proposal. IDOT reserves the right to use such property, ideas, techniques, and approaches in connection with an Agreement awarded for the Project in connection with any subsequent procurement for the Project, or with any other project or use by IDOT or otherwise, with no obligation to pay additional compensation to the unsuccessful Offeror.

Offerors eligible for the Proposal Payment will have the option to forego such payment and retain such intellectual property rights subject to FOIA.

Additional details and specific provisions regarding the Proposal Payment will be included in the RFP.

No other payment shall be made in connection with this RFQ, and no payment will be made to Respondents that are not shortlisted, Offerors that fail to submit responsive Proposals by the Proposal Due Date, or Offerors that are disqualified from the process prior to award.

5.3 Procurement Schedule

The RFQ Phase will proceed in accordance with the preliminary schedule below the “**Procurement Schedule**”):

RFQ PHASE MILESTONE	DATE
Issue Request for Qualifications	August 16, 2024
Last date for Respondent registration to participate in one-on-one meetings	November 29, 2024
Last date for Respondents to submit RFCs to be discussed at one-on-one meetings	November 29, 2024
One-on-one meetings with Respondents	Week of January 13, 2025
Addendum #1 Issued	April 2025
Last date for Respondents to submit RFCs	May 23, 2025
Last date for issuance of Addenda and IDOT responses to Respondent RFCs	June 27, 2025
SOQ Due Date	July 24, 2025 at 5:00 PM
Anticipated Notification of Shortlisted Respondents	Fall 2025
Issue Request for Proposals	Winter 2025

All times referenced above are prevailing Central Time in Springfield, Illinois.

The Procurement Schedule is subject to modification at the sole discretion of IDOT. Respondents will be notified of any change by an addendum to this RFQ. Although IDOT does not intend to issue any addenda to this RFQ after June 27, 2025, IDOT reserves the right to revise this RFQ by issuing addenda at any time before the SOQ Due Date.

5.4 Requests For Clarification

Any Request for Clarification with respect to this RFQ is to be made in writing addressed to the RFQ Procurement Contact and email address specified in Part A Section 5.7 (Communications Protocol). RFCs shall be submitted in Word format using Form I (RFC Submittal Form). Consistent with Form I (RFC Submittal Form), all RFCs shall:

- (a) include the name of the Respondent;
- (b) include the authorized representative’s name, telephone, and email;
- (c) sequentially number each individual question or request for clarification;
- (d) specifically reference the relevant RFQ part(s), section(s), and page number(s) or indicate that the question or request is of general application;

- (e) not identify the Respondent in the body of the question or request; and
- (f) conspicuously indicate whether the Respondent views its question or request as confidential or proprietary in nature. See [Part A Section 5.5 \(Confidential Requests for Clarification\)](#) for further guidance on confidential RFCs.

In response to Respondents' RFCs, IDOT will issue addenda to the RFQ within a reasonable time following receipt and post to the IPD Bulletin written responses to material or generally applicable RFCs that do not contain confidential or proprietary information. IDOT reserves the right to rephrase or consolidate RFCs and provide clarification independent of Respondents' RFCs.

5.5 Confidential Requests For Clarification

If a Respondent submits any RFC which it deems to be confidential or proprietary in nature, the Respondent shall enclose with [Form I \(RFC Submittal Form\)](#) a separate statement justifying Respondent's assessment regarding the confidentiality or the proprietary nature of information in such RFC.

IDOT intends to respond individually to those RFCs identified by the Respondent and deemed by IDOT as containing confidential or proprietary information. IDOT reserves the right to disagree with a Respondent's assessment regarding confidentiality or the proprietary nature of information in an RFC, in the interest of maintaining a fair process or complying with applicable law. Under such circumstances, IDOT will inform the Respondent and may allow the Respondent, within a time period set by IDOT, to withdraw the RFC, rephrase the RFC, or have the RFC answered non-confidentially; provided, however, that if IDOT determines that it is appropriate to provide a general response, IDOT reserves the right to modify the RFC to remove information IDOT deems confidential or proprietary. If a Respondent fails to respond to IDOT within the time frame identified by IDOT, such failure shall be deemed to allow IDOT to answer the question non-confidentially.

5.6 One-On-One Meetings

IDOT intends to conduct confidential one-on-one meetings with each potential Respondent and its advisors on the dates specified in [Part A Section 5.3 \(Procurement Schedule\)](#). IDOT may conduct additional one-on-one meetings with each Respondent, its advisors and relevant third parties at its discretion. To be eligible for one-on-one meetings with IDOT, potential Respondents must register no later than the deadline in the Procurement Schedule by emailing a filled-out [Form J \(One-on-One Meeting Registration Form\)](#) to the Procurement Contact email listed in [Part A Section 5.7 \(Communications Protocol\)](#).

One-on-one meetings will be conducted to solicit feedback from potential Respondents on the Project, including the type of Agreement for the Project, the optimal structure for development of the Project (including the type of facility to be developed and the role of the Developer in developing and operating the facility), and the financing and payment structure for the Project. IDOT intends to provide a structured agenda based on a list of key questions to be discussed with potential Respondents in the one-on-one meetings. Potential Respondents also will be permitted to submit additional topics for discussion at the one-on-one meetings in the form of RFCs.

Potential Respondents may submit RFCs they would like to discuss at one-on-one meetings by the deadline set forth in the Procurement Schedule. IDOT will communicate to Respondents concerning planned one-on-one meeting agenda topics prior to the meeting.

One-on-one meetings will remain confidential to the extent permitted under applicable law. Recording of one-on-one meetings is not allowed and a Respondent who records such meetings may

be subject to sanctions, including being barred from future one-on-one meetings. The discussions or statements made by IDOT or a potential Respondent in one-on-one meetings are not binding on IDOT or the potential Respondent, as applicable.

5.7 Communications Protocol

This RFQ has been posted to the IPD Bulletin. In addition, addenda to this RFQ, as well as questions and answers with respect to this RFQ, will be posted on the IPD Bulletin. Other Project Documents will be posted to the Project Website as they become available.

IDOT has established a centralized point of contact in order to facilitate the receipt and processing of Respondents' questions regarding this RFQ. All RFCs and any other communications regarding this RFQ must be submitted in writing by email to IDOT's "**RFQ Procurement Contact**" as follows:

Michael Stirk
Bureau Chief, Innovative Project Delivery
Illinois Department of Transportation
200 Hanley Building
2300 South Dirksen Parkway
Springfield, Illinois 62764
Email: DOT.P3Projects@illinois.gov

5.8 Addenda

IDOT reserves the right to revise this RFQ by issuing addenda to this RFQ at any time before the SOQ Due Date. Respondents are responsible for monitoring the IPD Bulletin and the Project Website for addenda, questions and answers, and other Project Documents and information concerning this procurement. Each Respondent will be required to acknowledge in Form A (Transmittal Letter) receipt, understanding and full consideration of all materials posted on the IPD Bulletin and the Project Website, including addenda and sets of questions and answers to the RFQ.

6. SOQ CONTENT AND SUBMITTAL REQUIREMENTS

6.1 General

This Part A Article 6 (SOQ Content and Submittal Requirements) describes requirements that all Respondents shall satisfy in submitting SOQs. Failure of any Respondent to submit their SOQ as required in this RFQ may result in rejection of its SOQ.

SOQs shall be submitted exclusively in the English language, inclusive of standard units of measure in the United States and cost terms in United States dollar (\$USD) denominations.

6.2 Due Date, Time, and Location

SOQs are due on the date and time listed in Part A Section 5.3 (Procurement Schedule). Any SOQ that fails to meet the deadline or delivery requirement will be rejected without consideration or evaluation.

SOQs shall be delivered via email to the RFQ Procurement Contact identified in Part A Section 5.7 (Communications Protocol). The SOQs shall have the subject line of "SOQ – SSA – [Name of Respondent]". IDOT will not accept SOQs by any other means of delivery.

6.3 Format

Provide a Portable Document File (PDF) that is bookmarked. The subject of the email shall be "SOQ – SSA – [Name of Respondent]".

IDOT will not consider pages in excess of applicable page limits stipulated in Part B (Content of Statement of Qualifications). Animated videos or motion pictures are prohibited.

The SOQ shall be prepared on 8.5" x 11" page size unless otherwise permitted by Part B (Content of Statement of Qualifications).

All fonts, except for the front cover of the SOQ, shall be Times New Roman, with a font of at least 12-point.

The SOQ shall be separated by numbered tabs with sections corresponding to the order set forth in Part B Article 1 (SOQ Organization). Information on the numbered tabs shall be limited to the section number and section title. The numbered tabs separating each section shall not count against the referenced page limit, provided that no information other than the section number and section title is included on them.

6.4 Content

The SOQ shall contain all of the forms and information specified in Part B (Content of Statement of Qualifications) in the order prescribed in Part B Article 1 (SOQ Organization).

6.5 Acknowledgment of Receipt

Acknowledgment of receipt of SOQs will be evidenced by the issuance of an email receipt by the RFQ Procurement Contact or their designee. Each Respondent is solely responsible for assuring that IDOT receives its SOQ by the specified delivery date and time at the email address listed above. IDOT shall not be responsible for any delays in delivery beyond the control of IDOT.

7. EVALUATION PROCESS AND CRITERIA

7.1 Responsiveness and Pass/Fail Review

Each SOQ will be reviewed for responsiveness to the requirements set forth in this RFQ and conformance with the RFQ instructions as provided in Part A Section 7.1(a) (Responsiveness Criteria). IDOT will also evaluate each SOQ based upon the specific pass/fail criteria set forth in Part A Section 7.1(b) (General Pass/Fail Criteria) and Part A Section 7.1(c) (Financial Pass/Fail Criteria).

(a) Responsiveness

IDOT will review all SOQs for responsiveness upon receipt thereof. SOQs will be reviewed for conformance to the RFQ instructions regarding format and organization and responsiveness to the requirements in the SOQ. If an SOQ is deemed nonresponsive or noncompliant, then IDOT may reject the SOQ and disqualify it from further evaluation and consideration, and the corresponding Respondent will be so advised. IDOT will assess responsiveness based on overall responsiveness, with IDOT retaining sole discretion to disregard or waive minor informalities, irregularities, omissions, nonconformities, discrepancies, and apparent clerical mistakes. SOQs may be considered nonresponsive or noncompliant for any of the following reasons:

- (i) The SOQ includes any qualifications, conditions, exceptions to, or deviations from the requirements of the RFQ;
- (ii) The SOQ is submitted in a form other than that specified by IDOT, is not properly signed in every place where a signature is required, is missing any required part or

form, contains an incomplete form, is not in the format specified in the SOQ, exceeds page limits, or otherwise does not meet the requirements and instructions of the SOQ;

- (iii) The SOQ contains a material alteration, as determined by IDOT in its sole discretion, to any of the forms, other than alterations needed to complete the form (e.g. to fill a blank), provided that alterations that have been approved in advance by IDOT will not be considered material;
- (iv) IDOT determines that the SOQ contains irregularities that make the SOQ incomplete, indefinite, or ambiguous as to its meaning, including illegible text, omissions, erasures, alterations, items not called for in the SOQ, or unauthorized additions;
- (v) Multiple or alternate SOQs are submitted with options;
- (vi) The SOQ contains a material misrepresentation, as determined by IDOT, or fails to fully disclose required or requested information that IDOT deems to be material; or
- (vii) For any other reason, the SOQ does not fully comply with the requirements, instructions, or rules contained in the SOQ.

(b) General Pass/Fail Criteria

IDOT will evaluate each SOQ based on the general pass/fail criteria set forth in this Part A Section 7.1(b) (General Pass/Fail Criteria). Those SOQs not receiving a “pass” on all general pass/fail criteria may be excluded from further consideration, and IDOT will so notify the Respondent.

- (i) The Respondent has provided each of the completed forms and other documents and information required by Part B (SOQ Contents and Instructions) in accordance with the requirements therein.
- (ii) Neither the Respondent nor any other entity that has submitted Form C (Certifications and Disclosures) as required by this RFQ (A) has been disqualified, removed, debarred, or suspended from performing or bidding on work for the State of Illinois or any local government within Illinois where such disqualification, removal, debarment, or suspension has resulted in the Respondent or other entity being currently disqualified, removed, debarred, or suspended from performing or bidding on IDOT contracts, or (B) is currently disqualified, removed, debarred, or suspended from performing or bidding on work for the federal government or at least three other states.
- (iii) The information disclosed in response to Form C (Certifications and Disclosures) and Part B Section 2.7 (Legal Qualifications) does not materially adversely affect the Respondent’s ability to carry out the responsibilities potentially allocated to it, as determined by IDOT.

(c) Financial Pass/Fail Criteria

IDOT expects to evaluate each SOQ based on financial pass/fail criteria to be specified in future addenda to this SOQ. Those SOQs not receiving a “pass” on all financial pass/fail criteria may be excluded from further consideration, and IDOT will so notify the Respondent. IDOT expects the financial pass/fail evaluation factors to be the following:

- (i) The Respondent team demonstrates satisfactory financial capability, assessed on an overall basis, based on the following information:

- (A) The strength of the Respondent's financial capability as reflected in Form G (Financial Information Summary);
 - (B) The strength of financial statements of the Respondent, Equity Members, Lead Contractor, Lead Operations Firm, and Lead Maintenance Firm included in the SOQ;
 - (C) The strength of the Financially Responsible Party Support Letters;
 - (D) Equity Members' ability and availability of funds (as evidenced by Equity Funding Letters) to invest equity consistent with the scope and complexity of the Project;
 - (E) Specificity and degree of financial support for the Respondent from lenders, underwriters, or other providers of debt financing (as evidenced by the Financing Entity Support Letters);
 - (F) Credit ratings submitted pursuant to Part B Section 5.8 (Credit Rating);
 - (G) Details regarding any bankruptcy and insolvency proceedings provided pursuant to Part B Section 5.10 (Bankruptcy and Insolvency Proceedings); and
 - (H) Other relevant financial information contained in the SOQ.
- (ii) The Respondent is capable of obtaining the surety letter described in Part B Section 5.7 (Surety Letter).
 - (iii) Form E (Equity Member Experience) contains, at a minimum, one or more Equity Members with experience over the last ten years in closing financing for at least two new-build P3 projects as an equity participant of at least 10%.

(d) IDOT Action on Responsiveness and Pass/Fail Criteria

IDOT may, at its sole discretion, request written clarifications, confirmations, or corrections from Respondents regarding minor nonconformities, irregularities, and apparent clerical mistakes and may waive minor nonconformities or technicalities that are unrelated to the substantive content of the SOQ.

7.2 Qualifications, Evaluation Criteria, and Weighting

(a) Evaluation and Scoring

Each responsive SOQ passing all of the "pass/fail" qualification requirements set forth above in Part A Section 7.1 (Responsiveness and Pass/Fail Review) will be evaluated and scored in the following categories:

- (i) Technical Qualifications and Capability (30 points maximum)
- (ii) Project Finance Qualifications and Capability (30 points maximum)
- (iii) Approach to the Project (20 points maximum)
- (iv) Approach to Workforce Diversity, Subcontracting, and Community Engagement (20 points maximum)

The evaluation criteria for each category are described below.

(b) Technical Qualifications and Capability (30 Points Maximum)

The structure of the Respondent team, and the qualifications and capability of the Respondent, individual team members, and Key Personnel with developing, designing, building, financing, operating, and maintaining comparable projects is expected to be evaluated in accordance with the following criteria. Project experience information and Key Personnel information, as well as the information provided in SOQ Volumes 1 (General Information) and 2 (Technical Information) will be used, as deemed appropriate by IDOT, to assist in the evaluation of the Technical Qualifications and Experience category. In evaluating this category, IDOT will consider projects in the last **10 years**.

- (i) The extent and depth of the experience of the Respondent and its individual team members with comparable projects, project delivery methods, and responsibilities as are anticipated to be within the Developer's scope of work, and any specific experience with concessions, P3 contracting, design-build contracting, and any variation thereof;
- (ii) The extent, depth of experience, and success of the Respondent team and Key Personnel with comparable projects, project delivery methods, and personnel roles as are anticipated to be within the Developer's scope of work;
- (iii) The extent, depth of experience, and success of the Respondent team and its management team and Key Personnel in working together as an integrated team;
- (iv) The extent to which the proposed team organization demonstrates stability and is capable of functioning as a well-integrated DBFOM team that will effectively manage all Project risks, resolve issues, and work with IDOT to achieve timely delivery of a high-quality Project;
- (v) Familiarity with airport infrastructure requirements (including landside, airside, access, and utility infrastructure) aligned with United States operators, customer demand and industry trends;
- (vi) Demonstrated construction experience related to cargo, commercial, and general aviation service airports;
- (vii) Experience related to AIP discretionary funding for airports and familiarity with FAA grant conditions and the influence of such requirements on future airport development, planning, and operations;
- (viii) Qualifications and demonstrated ability to continuously operate an airport with a Part 139 Certificate.

(c) Project Finance Qualifications and Capability (30 Points Maximum)

Each Respondent's project finance experience and capability is expected to be evaluated in accordance with the following criteria. The information provided as required in SOQ Volume 3 (Project Financing Qualifications) will be used, as deemed appropriate by IDOT, to assist in the evaluation of this category.

Further details will be specified in subsequent addenda to this RFQ.

- (i) Equity Member's Financing Experience
 - (A) Equity Members' experience in structuring to achieve committed financing and closing a diverse range of financing structures for P3 projects (including

- structures involving bank loans, bonds, government credit programs, and other sources of financing).
- (B) Experience as Equity Member in successfully bringing comparable transportation DBFOM projects through construction completion.
 - (C) Experience helping public sponsors obtain/secure funding from AIP and other Federal grant programs.
 - (D) Equity Members' track record of submitting proposals on projects for which they have been short-listed.
 - (E) Equity Members' prior financial experience directly related to airport infrastructure procurement and airport rates and charges, including previous experience working with airlines or airline lease agreements.
- (ii) Identification of the Financial Lead, including the Financial Lead's background and experience in successfully structuring, receiving commitments, and achieving financial close on a diverse range of financing structures.
 - (iii) Projects referenced above as Equity Members' financing experience that satisfy a multiple of the following criteria will merit higher scores:
 - (A) The Equity Member held a controlling ownership interest in the project company or had a lead financing responsibility during a bidding, negotiation and financing of the project.
 - (B) The project reached financial close in the last **10 years**, with a particular emphasis on those that have closed in the last **5 years**.
 - (C) The project reached construction completion.
 - (D) The financed project was a transportation project.
 - (E) The financed project was an airport project.
 - (F) The financed project was a DBFOM project.
 - (G) The financed project is located in North America.

(d) Approach to the Project (20 points maximum)

Each Respondent's approach to the Project is expected to be evaluated in accordance with the following criteria. The Executive Summary and Statement of Approach to the Project will be used, as deemed appropriate by IDOT, to assist in the evaluation of this category.

- (i) The extent to which the approach to delivery of the Project demonstrates:
 - (A) A full understanding of the Project's scope and complexity;
 - (B) A full understanding and a sound approach to activities to be undertaken with respect to the development, design, construction, operations, and maintenance of the Project, understanding scope, complexity, security, maintenance of traffic, risks, and ability to deliver;
 - (C) An understanding of the Project-specific risks associated with the development, design, construction, operations and maintenance of the Project and a sound approach to addressing such risks, regardless of ownership;

- (D) The ability to provide sufficient materials, equipment, and qualified personnel to undertake the Developer’s anticipated obligations for the Project;
 - (E) Familiarity with compliance with respect to Part 139 Certificate obligations;
 - (F) Plans to incorporate innovations, including alternative concepts, which can be used to maximize available funding and deliver a high-quality, cost-effective Project; and
 - (G) Plans to incorporate sustainability and clean technology features in the development and operations of the SSA;
- (ii) The extent to which the Respondent demonstrates an understanding of and sound approach to the operations, maintenance, and total life cycle costing of the Project, including Project-specific risks associated with operations, maintenance, and total life cycle costing; and
 - (iii) The extent to which the Respondent demonstrates an understanding and sound approach to matriculating commercial, cargo, and general aviation services.

(e) Approach to Workforce Diversity, Subcontracting, and Community Engagement (20 points maximum)

Each Respondent’s approach to workforce diversity, subcontracting, and community engagement is expected to be evaluated in accordance with the following criteria. The Executive Summary and Statement of Approach to Workforce Diversity, Subcontracting, and Community Engagement will be used, as deemed appropriate by IDOT, to assist in the evaluation of this category.

- (i) The Respondent’s experience implementing practices to develop a diverse workforce on similar projects;
- (ii) The Respondent’s understanding of workforce in the region;
- (iii) The extent to which the approach to delivery of the Project demonstrates an effective approach to recruiting and developing a diverse workforce;
- (iv) The extent to which the approach to delivery of the Project demonstrates an effective approach to integration and management of subcontractors and subconsultants, exhibiting an understanding of challenges and requirements specific to this Project and this region, including:
 - (A) The extent to which the approach to delivery of the Project demonstrates an effective approach to subcontractor diversity; and
 - (B) The extent to which the Respondent demonstrates a focus and commitment to quality and efficient and effective oversight;
- (v) A sensitivity towards the local community and approach towards stakeholder engagement; and
- (vi) The efficiency and effectiveness of the Respondent’s general approach to engaging with IDOT and other stakeholders.

7.3 SOQ Evaluation Procedure

IDOT anticipates utilizing one or more committees to review and evaluate the SOQs in accordance with the evaluation criteria set forth in Part A Section 7.1 (Responsiveness and Pass/Fail Review and Part A Section 7.2 (Qualifications Evaluation Criteria and Weighting). External advisors may be used to support IDOT in its review of the SOQs.

At various times during the deliberations, IDOT may request additional information or clarification from an individual Respondent or may request that a Respondent verify or certify certain aspects of its SOQ. The scope, length, and topics to be addressed shall be prescribed by, and subject to the discretion of, IDOT. If required, follow-up interviews may be scheduled at a later date. Upon receipt of requested clarifications and additional information, if any, the SOQs will be re-evaluated to include the clarifications and additional information.

Evaluations of SOQs are subject to the discretion of IDOT and IDOT staff, in consultation with and under the oversight of the CPO regarding the procurement process, and with assistance from such advisors as IDOT may designate. IDOT will make the final selection of the Shortlisted Respondents in its sole discretion and in the best interests of the Project and the State.

7.4 Determining Shortlisted Respondents

IDOT will total the scores for each SOQ that passes the responsiveness and pass/fail evaluation described in Part A Section 7.1 (Responsiveness and Pass/Fail Review) and select the Shortlisted Respondents based on the top-ranked Respondents.

IDOT reserves the right, in its sole discretion, to cancel this RFQ, issue a new RFQ, reject any or all SOQs, seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ, seek and receive clarifications to an SOQ and waive any deficiencies, irregularities or technicalities in considering and evaluating the SOQs.

This RFQ does not commit IDOT to enter into a contract or proceed with the procurement of the Project. IDOT assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred by the parties responding to this RFQ. All such costs shall be borne solely by each Respondent.

7.5 Notification of Shortlisting

Shortlisted Respondents will have their names posted on the IPD Bulletin, which will serve as IDOT's shortlisting announcement. SOQ scores will not be shared with the Shortlisted Respondents until the conclusion of the procurement process.

7.6 Changes in Respondent Organization

IDOT wants to ensure that Respondents are able to develop and attract the broad expertise necessary to participate in this procurement and optimally deliver the Project in an innovative, effective and efficient manner. Accordingly, IDOT will permit Respondents to add, delete, or substitute team members and reorganize the Respondent entity throughout the procurement process until a specified date prior to submittal of the Proposals, except in the event that the change results in actual or potential organizational conflicts of interest or renders the Respondent's team, in IDOT's sole determination, less qualified to develop the Project. Notwithstanding the foregoing, following submittal of the SOQs, the following actions may not be undertaken without IDOT's prior written consent:

- (a) Deletion, substitution, addition, or other change in composition of a Respondent team member identified in the Respondent's SOQ, or a change in the role or scope of work of an identified team member;
- (b) Deletion, substitution, or addition of an Equity Member of a Respondent, a Guarantor of a Respondent, or any other entity that will bear financial responsibility or liability for the performance of the Respondent;
- (c) Deletion or substitution of Key Personnel identified in a Respondent's SOQ, or a change in the role or position of such personnel; and
- (d) Other changes, direct or indirect, in the equity ownership of a Respondent (excluding changes resulting from public trading of stock).

7.7 Respondent Feedback

To achieve the goals IDOT has set forth for this procurement, IDOT is aware of the need to engage with and receive significant substantive feedback from potential Respondents and to consider revisions to this RFQ based on such feedback. It is IDOT's intention to engage with potential Respondents through the process set forth in this RFQ. Based on feedback received from potential Respondents during this process, IDOT plans to issue one or more addenda to this RFQ through which IDOT intends to provide more detailed information regarding the form of Agreement (e.g., pre-development agreement or public-private agreement) that IDOT would propose to enter into pursuant to this RFQ. As a result, the provisions of this RFQ, including, without limitation, the evaluation criteria in this Part A Article 7 (Evaluation Process and Criteria) and submission requirements in Part B (Content of Statement of Qualifications), may be subject to material revision in subsequent addenda to this RFQ.

8. COMMUNICATIONS, PUBLIC INFORMATION & ORGANIZATIONAL CONFLICTS OF INTEREST

8.1 Improper Communications and Contact

The following rules of contact shall apply during the procurement for the Project, effective as of the date of issuance of this RFQ through the execution of the Agreement. Contact includes face-to-face, telephone, facsimile, email, social media, or other communication, directly or indirectly by an agent, representative, promoter, or advocate of the Respondent or any of its team members.

The specific rules of contact are as follows:

- (a) After issuance of this RFQ, no Respondent or any of its team members may communicate with another Respondent or its team members with regard to the RFQ, RFP, or either team's SOQ or Proposal; provided, however, that DBE subcontractors shared between two or more Respondent teams as permitted by Part A Section 9.4 (Participation on More than One Respondent Team) may communicate with their respective team members so long as those Respondents establish reasonable protocols to ensure that the DBE subcontractors will not act as a conduit of information between the teams.
- (b) Respondents shall correspond with IDOT regarding the RFQ and RFP only to IDOT's RFQ Procurement Contact.
- (c) Commencing with the issuance of this RFQ and continuing until the earliest of (i) award and execution of the Agreement, (ii) rejection of all Proposals by IDOT, or (iii) cancellation of the procurement, no Respondent or representative thereof shall have any ex parte communications regarding the RFQ, RFP, or the procurement described herein with any

- IDOT staff, advisors, contractors, or consultants involved with the procurement or the Project. This requirement does not apply to communications with IDOT consultants who have completed their services for the Project and have been released by the applicable agency, communications expressly permitted by the RFQ or RFP, or communications expressly approved in writing in advance by IDOT. The foregoing restriction shall not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP, or the procurement or limit participation in public meetings or any public or Respondent workshop related to this RFQ or the RFP. Any Respondent engaging in such prohibited communications may be disqualified at the sole discretion of IDOT.
- (d) Respondents shall not contact any restricted parties listed in Part A Section 8.3 (Organizational Conflict of Interest) or stakeholders concerning the Project, including employees, representatives, members, consultants, and advisors of stakeholders, except as specifically approved in advance by IDOT in writing. Stakeholders include, but are not limited to:
- (i) IDOT (except as provided herein)
 - (ii) The FAA
 - (iii) Utility companies serving the Chicago Southland
 - (iv) The South Suburban Mayors & Managers Association and its member municipalities
 - (v) Any municipality, county, or other local government in the City of Chicago's southern suburbs or potentially affected by the SSA and any elected official or employee thereof.
 - (vi) Chicago Southland Chamber of Commerce
 - (vii) Chicago Southland Convention and Visitors Bureau (operating as Visit Chicago Southland)
- IDOT will provide any necessary coordination during the RFQ Phase with appropriate restricted parties or stakeholders, so that, among other things, the procurement is implemented in a fair, competitive, and transparent manner and using uniform information.
- (e) If IDOT determines any of a Respondent's communications to be prohibited or improper pursuant to this Part A Section 8.1 (Improper Communications and Contact), the Respondent may be disqualified at the sole discretion of IDOT.
- (f) Any official information regarding the Project will be disseminated by IDOT. Any official IDOT correspondence will be in writing and signed by the RFQ Procurement Contact or his/her designee.
- (g) IDOT will not be responsible for, and Respondents may not rely on, any oral exchange or any other information or exchange that occurs outside the official process specified herein.

8.2 Freedom of Information Act

Once submitted, SOQs become the property of IDOT, may not be returned to Respondents and are subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 *et seq.* ("FOIA"). Nothing contained in this RFQ shall modify or change IDOT's obligations under FOIA or other applicable law.

Certain public records may be exempt from disclosure under Section 7 of FOIA. This includes but is not limited to, “private information” (as defined in Section 2(c-5) of FOIA) and trade secrets and commercial or financial information obtained from a person or business where the trade secrets or commercial or financial information are furnished under a claim that they are proprietary, privileged or confidential, and disclosure of the trade secrets or commercial or financial information would cause competitive harm to the person or business, but only insofar as this claim directly applies to the records requested under the FOIA.

A person whose request for public records is denied by IDOT, on the grounds of exemption under Section 7 of FOIA or otherwise, has the right to request a review of such denial by the Public Access Counselor established in the Office of the Illinois Attorney General, in accordance with Sections 9 and 9.5 of FOIA. A person whose request for public records is denied also has a right to judicial review of such denial pursuant to Section 11 of FOIA.

Respondents are encouraged to familiarize themselves with FOIA, the federal Freedom of Information Act and any other laws and regulations applicable to the disclosure of documents submitted in connection with this RFQ and to the issue of confidentiality and public information (collectively, the “**Public Records Laws**”). IDOT will not advise a Respondent as to the nature or content of documents entitled to protection from disclosure under the Public Records Laws, as to the interpretation of such laws, or as to the definitions of proprietary, privileged, or confidential trade secrets or commercial or financial information. The Respondent shall be solely responsible for all determinations made by it under applicable law. Each Respondent is advised to contact its own legal counsel concerning the effect of applicable law on that Respondent’s own circumstances.

In the event of any proceeding or litigation concerning the disclosure of any SOQ, portion thereof, or related submittal, the Respondent shall be responsible for prosecuting or defending any action concerning the materials at its sole expense and risk; provided, however, that IDOT reserves the right, in its sole discretion, to intervene or participate in the litigation in such manner as it deems necessary or desirable. All costs and fees (including attorneys' fees and costs) incurred by IDOT in connection with any litigation, proceeding, or request for disclosure shall be reimbursed and paid by the Respondent whose SOQ or related submittal is the subject thereof.

In no event shall IDOT or any of its agents, representatives, consultants, directors, officers, or employees be liable to a Respondent or Respondent team member as a result of the disclosure of all or a portion of a SOQ submitted under this RFQ.

8.3 Organizational Conflict of Interest

Respondents are advised that IDOT’s conflicts of interest policy may preclude certain firms and their subsidiaries and affiliates from participating on a Respondent team, as determined by IDOT and/or the CPO. It is IDOT’s policy that any person under contract, or previously under contract, with IDOT to prepare procurement documents, preliminary plans, planning reports, or other project development products for the Project will not be allowed to participate in any capacity on a Respondent team. Exceptions to this policy may be granted by IDOT in accordance with the process for review of potential conflicts of interest described below.

Respondents are prohibited from teaming with or receiving any advice or discussing any aspect relating to the Project, the Project in general, or this procurement of the Project with any person or entity with an organizational conflict of interest, including, but not limited to:

- (a) ABNA Engineering, Inc.;
- (b) ABNA of Illinois, Inc.;

- (c) Ames & Gough Insurance/Risk Management, Inc.;
- (d) CDM Smith Inc.;
- (e) Crawford, Murphy & Tilly, Inc.;
- (f) K+P Advisory, LLC;
- (g) KPMG LLP;
- (h) Lesura Strategies, LLC;
- (i) Mayer Brown LLP;
- (j) Metro Strategies Group, LLC;
- (k) Morreale Public Affairs Group, Inc. (dba Morreale Communications);
- (l) Muse Community Design LLC;
- (m) Neal & Leroy, LLC;
- (n) Quigg Engineering Inc.;
- (o) R.M. Chin & Associates Inc.;
- (p) RS&H, Inc.;
- (q) SHA Analytics, LLC;
- (r) Singh & Associates Inc.; and
- (s) Hanson Professional Services Inc.

Any entity that is a parent, affiliate, or subsidiary, at any tier, of any of the foregoing entities, or that is under common ownership, control, or management with any of the foregoing entities (“**Related Entities**” of the foregoing) may also be precluded from participating on or advising a Respondent team due to an organizational conflict of interest.

Any Respondent wishing to team with, receive advice from or discuss any aspect of the Project with one of the foregoing entities or a Related Entity of one the foregoing entities shall first submit to IDOT a request for review of the entity’s potential conflict of interest. This request shall take the form of a statement disclosing all relevant facts concerning any past, present, or currently planned interests which may present an organizational conflict of interest with respect to the Project, including the facts and circumstances of the relevant entity’s current or past involvement with the Project (or any portion thereof) and the nature of its proposed participation with a Respondent team with respect to the Project. Respondent shall state how the interests of such entity, including interests of any chief executives, directors, or key personnel thereof, may result in, or could be viewed as, an organizational conflict of interest. Respondent’s request shall specifically disclose whether the relevant entity at any time (x) was involved in the preparation of procurement documents, technical criteria, or evaluation criteria for the Project or any portion thereof or any other P3 project; or (y) participated in meetings or conference calls with IDOT or with IDOT’s legal advisors or financial advisors related to the Project.

Based upon a review of the information submitted, IDOT, with the concurrence of the CPO, will determine whether the entity will be precluded from participating on or advising the Respondent team due to an actual or potential conflict of interest under applicable law or IDOT’s conflict of

interest policy. If the entity's participation is permitted, IDOT, with the concurrence of the CPO, may identify any actions that must be taken to avoid, neutralize, or mitigate the conflict.

Respondents are advised that other IDOT consultants working on the Project or the Project in general may have an organizational conflict of interest. Respondents are encouraged to review the policy and applicable law and discuss potential conflicts of interest with prospective team members and consultants.

Respondents are also advised that IDOT's conflicts of interest policy is intended to augment applicable federal and state law, including, but not limited to, federal organizational conflict of interest laws and rules and the laws and rules relating to NEPA. Such applicable law will also apply to Respondent teams and teaming and may preclude certain firms and their entities from participating on a Respondent team.

9. RESPONDENT TEAM MEMBERSHIP

9.1 Prequalification Requirements

Shortlisted Respondent teams will be expected to satisfy prequalification rating requirements for the Project specified by IDOT prior to submitting their Proposal. More information on the prequalification requirement will be provided in a subsequent addendum to this RFQ and in the RFP. No SOQ will be invalidated by IDOT if any Respondent team member has not obtained the appropriate prequalification rating as of the SOQ Due Date.

Generally, the prequalification process involves submission of (a) an application form consisting of, among other things, questions regarding firm and individual experience and equipment and (b) financial information. This process may take up to eight weeks to complete. Shortlisted Respondents may be required to satisfy the following requirements.

(a) IDOT Requirements for Engineering Team Members (Design)

The Lead Engineering Firm and any other Respondent team members that will perform engineering/design work must be prequalified by IDOT prior to the Proposal Due Date (as defined in the RFP). Each member of the Shortlisted Respondent's engineering team (i.e., the Lead Engineering Firm and all subconsultant firms) must be prequalified by IDOT for the relevant prequalification categories of work ("CWs") in which the firm will perform engineering services.

In addition, each Shortlisted Respondent must have at least one member on its engineering team that is prequalified by IDOT for each of the CWs listed below. This means that the engineering team, as a whole, covers all of the following CWs (not that each team member is prequalified in every category).

- (i) Highways (Freeways)
- (ii) Airport – Construction Inspection
- (iii) Airport – Construction Inspection: Complex Electrical
- (iv) Airports – Design
- (v) Airports – Design: Complex Electrical
- (vi) Airports – Master Planning / Airport Layout Plans
- (vii) Environmental Reports – Environmental Impact Statements (EIS)Hydraulic Reports – Waterways: Complex

- (viii) Structures (Highway: Advanced Typical)
- (ix) Special Plans (Lighting: Typical)
- (x) Geotechnical Services – General Geotechnical Services
- (xi) Geotechnical Services – Structure Geotechnical Reports – SGR
- (xii) Special Services – Architecture
- (xiii) Special Services – Surveying
- (xiv) Special Services – Landscape Architecture
- (xv) Special Services – Construction Inspection
- (xvi) Special Services – Quality Assurance Testing HMA & Aggregate
- (xvii) Special Services – Quality Assurance Testing PCC & Aggregate

Firm prequalification requirements for these CWs include having experienced, full-time professionals who are registered and licensed in accordance with State law. International and domestic professional engineering/design firms interested in participating in the project that do not have the requisite registered or licensed professionals within their firm are strongly encouraged to contact Jenni LeSeure as specified below.

(b) IDOT Requirements for Construction Team Members

The Lead Contractor (see definition in Part D) must be prequalified by IDOT prior to the Proposal Due Date (as defined in the RFP) in at least one of the below-listed CWs. Certain other members of the Respondent's team that will perform construction work may also be required to be prequalified. Additional details regarding construction team prequalification requirements will be provided in the RFP.

In addition, each Shortlisted Respondent must have at least one member on its construction team that is prequalified by IDOT for each of the below-listed CWs. This means that the construction team covers all of the listed CWs (not that each team member is prequalified in every category). The required construction CWs are as follows:

- (i) Structures (Highway)
- (ii) Structures (Waterway)
- (iii) Earthwork
- (iv) Either Portland Cement Concrete (PCC) Paving or Hot-Mix Asphalt (HMA) Plant mix, as applicable
- (v) Drainage
- (vi) Soil Stabilization & Modification
- (vii) Signing
- (viii) Electrical
- (ix) Aggregate Bases & Surfaces
- (x) Seeding and Sodding
- (xi) Fencing

- (xii) Pavement Markings
- (xiii) Landscaping

To the extent a Shortlisted Respondent's design for the project does not contemplate the performance of one of the above-listed CWs, prequalification in that CW will not be required.

Lower-tier construction subcontractors generally will not be required to be prequalified by IDOT (except to the extent that the subcontractor is satisfying an above-listed CW prequalification requirement for the Respondent team). However, all construction subcontractors will be required to register with IDOT as a subcontractor prior to the start of construction work.

(c) Prequalification Assistance

Respondents can obtain assistance with the engineering/design prequalification process from Jenni LeSeure, Consultant Unit Chief, IDOT Bureau Design and Environment, at (217) 782-6916 or jenni.leseure@illinois.gov. For assistance with the prequalification or registration process for construction team members, Respondents may contact Tara Elston, Prequalification Engineer, IDOT Bureau of Construction, at (217) 782-3413 or tara.elston@illinois.gov. RFCs regarding this Part A Section 9.1 (Prequalification Requirements) and IDOT's prequalification requirements for the project must be submitted to the RFQ Procurement Contact in accordance with Part A Section 5.7 (Communications Protocol).

9.2 Project Team Membership

Pursuant to Section 2-35(19) of the SSA Act, the Developer will be expected to enter into a project labor agreement. More information concerning this requirement will be provided in the RFP.

9.3 Construction Contracts

Pursuant to Section 2-120(b) of the SSA Act, the Agreement will provide that the Developer shall (a) cause all construction contractors to comply with the applicable requirements of Section 30-22 of the Illinois Procurement Code, 30 ILCS 500/30-22, and (b) present satisfactory evidence of that compliance to IDOT, unless the application of those requirements would jeopardize the receipt or use of federal funds in support of the Project.

9.4 Participation on More than One Respondent Team

In order to ensure a fair and competitive procurement process, Equity Members, Lead Firms (see definitions in Part D), legal and financial advisors of a Respondent team with respect to the Project, and Related Entities of the foregoing are forbidden from participating, in any capacity, on another Respondent team during the course of the Illinois procurement. The foregoing prohibition does not apply to DBEs, subject to the requirements of Part A Section 8.1(a) (Improper Communications and Contact).

If a Respondent is not short-listed as part of the RFQ evaluation process, the members of the unsuccessful Respondent team (including Equity Members and Major Non-Equity Members) are thereafter free to participate on Shortlisted Respondent teams, subject to the requirements of this RFQ.

Any Respondent that fails to comply with this Part A Section 9.4 (Participation on More than One Respondent Team) may be disqualified from further participation in this procurement.

9.5 Non-Collusion

This RFQ is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company, or corporation. By submitting its SOQ, the Respondent certifies that (a) the Respondent has not directly or indirectly induced or solicited any other Respondent to submit a false or misleading SOQ, (b) the Respondent has not directly or indirectly colluded, conspired, connived, or agreed with any Respondent or any other entity or person to submit a false or misleading SOQ, and (c) the Respondent has not in any manner, directly or indirectly, sought by agreement, communication, or conference with anyone to fix the response of the Respondent or any other actual or potential Respondent or to secure any advantage against IDOT or anyone interested in the proposed agreement.

10. PROTEST PROCEDURES

10.1 Applicability

This Part A Article 10 (Protest Procedures) sets forth the exclusive protest remedies available with respect to this RFQ and prescribes exclusive procedures for protests regarding:

- (a) Allegations that the terms of the RFQ are wholly ambiguous, contrary to legal requirements applicable to the procurement, or exceed IDOT's authority;
- (b) A determination as to whether a SOQ is responsive to the requirements of the RFQ or passes the pass/fail criteria set forth in this RFQ; and
- (c) Shortlisting determinations.

10.2 Required Early Communications for Certain Protests

Protests concerning the issues described in Part A Section 10.1 (Applicability) may be filed only after the Respondent has informally discussed the nature and basis of the protest with IDOT and the CPO in accordance with the procedures prescribed in this Part A Section 10.2 (Required Early Communications for Certain Protests). Informal discussions shall be initiated by a written request for a one-on-one meeting delivered to the CPO, with a copy delivered to the RFQ Procurement Contact. The written request shall include an agenda for the proposed one-on-one meeting. The CPO and IDOT will meet with the Respondent as soon as practicable to discuss the nature of the allegations. If necessary to address the issues raised in a protest, IDOT may, in its discretion and/or with the consultation of the CPO, make appropriate revisions to the RFQ documents by issuing addenda.

10.3 Deadline for Protests

- (a) Protests concerning the issues described in Part A Section 10.1(a) (Applicability) must be filed as soon as the basis for the protest is known, but no later than 14 calendar days prior to the SOQ Due Date, unless the protest relates to an addendum to the RFQ, in which case the protest must be filed no later than five business days after the addendum is issued.
- (b) Protests concerning the issues described in Part A Section 10.1(b) (Applicability) must be filed no later than five business days after receipt of the notification of non-responsiveness or failure.
- (c) Protests concerning the issues described in Part A Section 10.1(c) (Applicability) must be filed no later than 10 calendar days after the earliest of the notification of the shortlist and the public announcement of the shortlist.

10.4 Content of Protest

Protests shall completely and succinctly state the grounds for protest, its legal authority, and its factual basis, and shall include all factual and legal documentation in sufficient detail to establish the merits and timeliness of the protest. The protest shall also include the name and address of the protestor and the identification of the RFQ. Statements shall be sworn and submitted under penalty of perjury.

10.5 Filing of Protest

Protests shall be submitted in an envelope clearly labeled "Protest", delivered by hand or express courier on or before the deadline to the attention of the CPO at the Illinois Department of Transportation, Hanley Building, Room 200, 2300 South Dirksen Parkway, Springfield, Illinois, 62764, with copies to the RFQ Procurement Contact and to IDOT's Chief Counsel at the Illinois Department of Transportation, Hanley Building, Room 313, 2300 South Dirksen Parkway, Springfield, Illinois, 62764. For any protests filed after the SOQ Due Date, the Respondent filing the protest shall concurrently provide a copy of the protest to the other Respondents, whose addresses may be obtained by contacting the CPO.

10.6 Comments From Other Respondents

Other Respondents may file statements in support of or in opposition to the protest within seven calendar days of the filing of the protest. The CPO will promptly forward copies of all such statements to the protestant. Any statements shall be sworn and submitted under penalty of perjury.

10.7 Burden of Proof

The protestant shall have the burden of proving its protest by clear and convincing evidence. The CPO and/or IDOT may, in their discretion, discuss the protest with the protestant and other Respondents in accordance with applicable law. No hearing will be held on the protest. The protest shall be decided on the basis of written submissions.

10.8 Decision on Protest

The CPO or his or her designee will issue a written decision regarding the protest within 30 calendar days after the filing of the detailed statement of protest. The final written decision of the CPO shall be final and non-appealable.

If necessary to address the issues raised in a protest, IDOT may, in its discretion and/or with the consultation of the CPO, make appropriate revisions to this RFQ by issuing addenda.

10.9 Protestant's Payment of Costs

If a protest is denied, the protestant shall be liable for the State's costs reasonably incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by IDOT as a consequence of the protest.

10.10 Rights and Obligations of Respondents

Each Respondent, by submitting its SOQ, expressly recognizes and agrees to the limitation on its rights to protest provided in this [Part A Article 10 \(Protest Procedures\)](#), expressly waives all other rights and remedies and agrees that the decision on the protest is final and conclusive.

If a Respondent disregards, disputes, or does not follow the exclusive protest remedies provided in this [Part A Article 10 \(Protest Procedures\)](#), it shall indemnify and hold IDOT, the CPO, and their officers, employees, agents, and consultants, harmless from and against all liabilities, fees, and costs,

including legal and consultant fees and costs, and damages incurred or suffered as a result of such Respondent's actions. Each Respondent, by submitting a SOQ, shall be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

11. RESERVATION OF RIGHTS

In connection with this procurement, IDOT reserves to itself all rights (which rights shall be exercisable by IDOT in its sole discretion) available to it under the SSA Act and other applicable law, including without limitation, with or without cause and with or without notice, the right to:

- (a) Modify the procurement process to address applicable law or the best interests of the Project, IDOT, or the State.
- (b) Modify the procurement process described herein to address any concerns, conditions, or requirements of the FAA or any other federal agency.
- (c) Issue addenda, supplements, and modifications to this RFQ.
- (d) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by IDOT of an Agreement, without incurring any cost obligations or liabilities (except for any payment for work product required in accordance with the RFP).
- (e) Issue a new request for qualifications after withdrawal of this RFQ or a subsequent RFP.
- (f) Modify all dates set or projected in this RFQ.
- (g) Modify the scope of the work being procured during the procurement process.
- (h) Add or delete Respondent responsibilities from the information contained in this RFQ or any subsequent RFP.
- (i) Reject any and all submittals, responses, and SOQs received at any time.
- (j) Terminate evaluations of responses received at any time.
- (k) Appoint evaluation committees to review SOQs and make recommendations and seek the assistance of outside technical, financial, and legal experts and consultants in SOQ evaluation.
- (l) Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- (m) Waive deficiencies in a SOQ, accept and review a non-conforming SOQ, or permit clarifications or supplements to a SOQ.
- (n) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- (o) Not shortlist any Respondent responding to this RFQ.
- (p) Not issue an RFP.
- (q) Negotiate with an Offeror without being bound by any provision in its SOQ or Proposal.
- (r) Disqualify any Respondent or Offeror that changes its submittal without IDOT approval.

- (s) Disqualify any Respondent or Offeror under this RFQ or the RFP, or during the period between the RFQ and RFP, for violating any rules or requirements of the procurement set forth in this RFQ, the RFP, or in any other communication from IDOT.
- (t) Add to the shortlist of Respondents any Respondent that submitted an SOQ in order to replace a previously Shortlisted Respondent that withdraws or is disqualified from participation in this procurement.
- (u) Develop the Project, including any portion thereof, in any manner that it, in its sole discretion, deems necessary. If IDOT is unable to negotiate an Agreement to its satisfaction with the Preferred Offeror, IDOT may negotiate with the next highest rated Offeror, terminate this procurement and pursue other development or solicitations relating to the Project, or exercise such other rights under the SSA Act and other provisions of State law as it deems appropriate.
- (v) Suspend and terminate Agreement negotiations at any time, elect not to commence Agreement negotiations with any responding Offeror, and engage in negotiations with other than the highest ranked Offeror.
- (w) Not issue any notice to proceed after execution of the Agreement.
- (x) Develop some or all of the Project.
- (y) Exercise any other right reserved or afforded to IDOT under this RFQ or applicable law.

This RFQ does not commit or bind IDOT, or any agency or instrumentality of the State, to enter into a contract or proceed with the procurement described herein. Except as expressly set forth in Part A Section 5.2 (Proposal Payment), IDOT and the State of Illinois assume no obligations, responsibilities, or 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 or responding to this RFQ or any subsequent RFP. All of such costs shall be borne solely by each Respondent and Offeror.

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

PART B
CONTENT OF STATEMENT OF QUALIFICATIONS

1. SOQ ORGANIZATION

Respondents shall assemble their SOQ in the order prescribed in the chart below and following the instructions of this [Part B \(Content of Statement of Qualifications\)](#).

To achieve the goals IDOT has set forth for this procurement, IDOT is aware of the need to engage with and receive significant substantive feedback from potential Respondents and to consider revisions to this RFQ based on such feedback. It is IDOT's intention to engage with potential Respondents through the process set forth in this RFQ. Based on feedback received from potential Respondents during this process, IDOT plans to issue one or more addenda to this RFQ through which IDOT intends to provide more detailed information regarding the form of Agreement (e.g., pre-development agreement or public-private agreement) that IDOT would propose to enter into pursuant to this RFQ. As a result, the provisions of this RFQ, including, without limitation, the evaluation criteria and submission requirements, may be subject to material revision in subsequent addenda to this RFQ.

PART B REF.	ITEM	PAGE LIMIT (IF APPLICABLE)
Article 2	Volume 1 (General Information)	
Section 2.1	Form A (Transmittal Letter)	
Section 2.2	Index of Confidential Contents	
Section 2.3	Form B-1 (Summary of Information Regarding Respondent Team)	
Section 2.4	Form B-2 (Information Regarding Respondent, Equity Members, and Major Non-Equity Members)	
Section 2.5	Information Regarding Equity Members and Major Non-Equity Members	1 page per entity
Section 2.6	Form C (Certifications and Disclosures)	
Section 2.7	Legal Qualifications	
Article 3	Volume 2 (Technical Information)	
Section 3.1	Executive Summary	10 pages
Section 3.2	Form D (Technical Experience)	
Section 3.3	Form D-1 (Technical Experience (Engineering))	
Section 3.4	Form D-2 (Technical Experience (Construction))	
Section 3.5	Form D-3 (Technical Experience (Maintenance))	

PART B REF.	ITEM	PAGE LIMIT (IF APPLICABLE)
Section 3.6	Form D-4 (Technical Experience (Operations))	
Section 3.7	Form D-5 (Technical Experience (Design Architect))	
Section 3.8	Detailed Project Descriptions	2 pages per project
Section 3.9	List of Key Personnel	
Section 3.10	Key Personnel Resumes	2 pages per person
Section 3.11	Management Structure	5 pages plus charts
Section 3.12	Statement of Approach to the Project	8 pages
Section 3.13	Statement of Approach to Workforce Diversity, Subcontracting, and Community Engagement	4 pages
Article 4	Volume 3 (Project Financing Qualifications)	
Section 4.1	Form E (Equity Member Experience)	
Section 4.2	Attachments to Form E (Equity Member Experience)	4 pages total
Section 4.3	Form F (Equity Member Track Record)	
Section 4.4	Financial Lead Narrative	2 pages
Article 5	Volume 4 (Financial Information)	
Section 5.1	Form G (Financial Information Summary)	
Section 5.2	Financial Statements	
Section 5.3	Financially Responsible Party Support Letters	
Section 5.4	Form H (Financially Responsible Party Information)	
Section 5.5	Financing Entity Support Letters	
Section 5.6	Equity Funding Letters	
Section 5.7	Surety Letter	
Section 5.8	Credit Ratings	

PART B REF.	ITEM	PAGE LIMIT (IF APPLICABLE)
Section 5.9	Material Changes in Financial Condition	
Section 5.10	Bankruptcy and Insolvency Proceedings	
Section 5.11	Off-Balance Sheet Liabilities	

2. VOLUME 1 (GENERAL INFORMATION) REQUIREMENTS

2.1 Form A (Transmittal Letter)

A duly authorized official of the Respondent must execute Form A (Transmittal Letter). For Respondents that are (or are expected to be) joint ventures, partnerships, limited liability companies, or other associations, Form A (Transmittal Letter) shall have appended to it letters on the letterhead stationery of each Equity Member, executed in blue ink by authorized officials of each Equity Member, stating that representations, statements, and commitments made in the SOQ on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member's firm in the Respondent team.

Each Respondent is required to acknowledge in Form A (Transmittal Letter) receipt, understanding and full consideration of all materials posted on the IPD Bulletin and the Project Website, including addenda and sets of questions and answers to the RFQ.

2.2 Index of Confidential Contents

Include a page, executed by the Respondent, that sets forth an index of specific items in each volume (and the section, subsection, and page numbers within the SOQ at which such items are located) that the Respondent deems trade secrets or commercial or financial information that are proprietary, privileged, or confidential, disclosure of which would cause competitive harm to the person or business, as protected from disclosure by Section 7(g) of the Illinois FOIA. Blanket designations that do not identify the specific information shall not be acceptable.

Notwithstanding the foregoing, the index required under this Part B Section 2.2 (Index of Confidential Contents) is intended to provide input to IDOT as to the confidential nature of a Respondent's financial information; provided, however, that in no event shall such list be binding on IDOT, determinative of any issue relating to confidentiality or a request under the Public Records Laws (as described in Part A Section 8.2 (Freedom of Information Act)), or override or modify the provisions of Illinois FOIA or IDOT's responsibilities thereunder. As described in Part A Section 8.2 (Freedom of Information Act), denials of public records requests under Illinois FOIA may be subject to review by the Public Access Counselor established in the Office of the Illinois Attorney General and may be subject to judicial review.

2.3 Form B-1 (Summary of Information Regarding Respondent Team)

Provide a completed B-1 (Summary of Information Regarding Respondent Team) for the Respondent. If Respondent anticipates that operations and maintenance work required under the Agreement will be self-performed by the Developer, Respondent shall indicate as such on Respondent's B-1 (Summary of Information Regarding Respondent Team), listing such Equity Member(s) as the Respondent's "Lead Maintenance Firm" and "Lead Operations Firm" for the purpose of this RFQ.

2.4 Form B-2 (Information Regarding Respondent, Equity Members, and Major Non-Equity Members)

Provide an executed B-2 (Information Regarding Respondent, Equity Members, and Major Non-Equity Members), for the Respondent, each Equity Member, each Guarantor (if any), and each Major Non-Equity Member, and including all Lead Firms. **Respondents are advised that Form B-2 may be released to the public and media.**

2.5 Information Regarding Equity Members and Major Non-Equity Members

The information submitted in response to this Part B Section 2.5 (Information Regarding Equity Members and Major Non-Equity Members) shall be limited to a **maximum of one page each** for the Respondent, each Equity Member and each Major Non-Equity Member, including all Lead Firms.

(a) The Respondent

Identify the legal name of the Respondent. If the name is a “doing business as” or “DBA,” identify underlying names. If the Respondent entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name (if any) or a temporary name for the Respondent, and describe the expected timing for creating a legal entity for the Respondent. Identify the legal name and nature of the Respondent and the state within which it was organized, or for Respondents that have not formed a legal entity yet, identify the proposed legal name and nature of the Respondent and the state within which Respondent expects to organize the entity.

Identify a sole point of contact and include the following information: individual’s name, title, address, telephone and fax numbers, and email address.

If the Respondent is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page limit per entity.

(b) Equity Members and Applicable Guarantors

For each Equity Member of the Respondent, identify the entity’s role and the entity’s legal nature and state within which it was organized.

If any Equity Member is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page per entity limit.

(c) Major Non-Equity Members and Applicable Guarantors

Identify each Major Non-Equity Member of the Respondent and for each such Major Non-Equity Member, identify the entity’s role and the entity’s legal nature and state within which it was organized.

If any Lead Firm is a consortium, partnership, or any other form of joint venture, provide a summary of the key terms of the executed or anticipated teaming agreement, including percentages of ownership, roles of the various parties, and execution date (actual or anticipated). Such summary of key terms will be excluded from the one-page per entity limit.

2.6 Form C (Certifications and Disclosures)

Provide an executed Form C (Certifications and Disclosures) for the Respondent, each Equity Member, each Lead Firm, each Guarantor, and each Major Non-Equity Member, and each entity required to fill out Form C (Certifications and Disclosures) pursuant to Form B-2 Information Regarding Respondent, Equity Members, and Major Non-Equity Members) or elsewhere in this RFQ.

2.7 Legal Qualifications

The following information regarding legal issues affecting the Respondent, Equity Members, Lead Firms, Guarantors, and Major Non-Equity Members shall be submitted.

With respect to the information solicited in this Part B Section 2.7 (Legal Qualifications), failure to fully disclose the required information, conditional or qualified submissions (e.g., “to our knowledge,” “to the extent of available information,” “such information is not readily available,” “such information is not maintained in the manner requested,” etc.), incomplete or inaccurate information, or non-responsive submissions may, in sole discretion of IDOT, result in a “fail” in pass/fail and responsiveness review.

(a) Legal Issues

Identify and explain any significant anticipated legal issues that must be resolved in order for the Respondent to carry out the Project and its obligations under the Agreement.

(b) Legal Liabilities

Provide a list and a brief description of all instances during the last five years involving (A) transportation projects in North America; (B) transportation projects outside of North America with a contract value in excess of \$100 million; or (C) Any of those projects listed pursuant to Form D (Technical Experience) or Part B Article 4 (Project Financing Qualifications); in which the Respondent (or any other organization that is under common ownership with the Respondent), any Equity Member, any Lead Firm, or any Guarantor was: (X) determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract; or (Y) terminated for cause.

For each such instance, identify an owner’s representative with a current telephone number and email address.

(c) Legal Proceedings

Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board, and other dispute resolution proceeding occurring during the last five years related to:

- (i) A transportation project in North America with a contract value in excess of \$25 million; or
- (ii) A transportation project outside North America with a contract value in excess of \$100 million;

involving a claim or dispute between the public owner and the Respondent (or any other organization that is under common ownership with the Respondent), any Equity Member, any Lead Firm, or any Guarantor, which claim or dispute involved an amount in excess of \$500,000.

Include a similar list for all projects listed pursuant to Form D (Technical Experience) or Part B Article 4 (Project Financing Qualifications) involving an amount in excess of \$100,000, regardless of the contract value, whether the dispute occurred during the past five years on a transportation project in North America, or involved the same organization that is on the Respondent’s team.

For each instance, identify an owner’s representative with a current telephone number and email address.

3. VOLUME 2 (TECHNICAL INFORMATION) REQUIREMENTS

3.1 Executive Summary

Provide an Executive Summary written in a non-technical style and containing sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the

Respondent's SOQ and its ability to satisfy the financial and technical requirements of the Department. **10 pages maximum.**

3.2 Form D (Technical Experience)

The SOQ shall contain completed Forms D-1 (Technical Experience (Engineering)), D-2 (Technical Experience (Construction)), D-3 (Technical Experience (Maintenance)), D-4 (Technical Experience (Operations)), and D-5 (Technical Experience (Design Architect)) (collectively, "**Form D (Technical Experience)**"). The following general rules apply to the information sought in Form D (Technical Experience):

- (a) For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information provided shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.
- (b) For projects/contracts listed for construction firms that were procured using the traditional design-bid-build delivery method (as opposed to, for example, design-build contracts), the information provided shall be limited only to the construction contract, rather than any design or operations and maintenance contract where such entity had limited or no involvement.
- (c) Respondents are requested to verify that contact information is correct and are advised that if the contact information provided is not current, IDOT may elect to exclude the experience represented by that project in determining the Respondent's qualifications.
- (d) For any entity identified in the SOQ for which experience and qualifications have not been provided pursuant to Form D (Technical Experience), the Respondent may, but is not required to, provide a brief description of such entity's qualifications and experience in performing the role that the Respondent proposes to allocate to them.
- (e) Project descriptions for each of the projects listed in Form D (Technical Experience) shall be included in Part B Section 3.8 (Detailed Project Descriptions).
- (f) Form D (Technical Experience) shall list only projects for which the corporate entity (company, joint venture, partnership, or consortium) providing the engineering, construction, or operations and maintenance experience is, respectively, (i) the Lead Engineering Firm, Lead Contractor, Lead Maintenance Firm, Lead Operations Firm, or Lead Architect Firm itself, (ii) a controlled subsidiary of such Lead Firm, or (iii) if the Lead Firm is a joint venture, partnership, or consortium, a member of such entity that will perform at least 30% of the relevant work under the Agreement or a controlled subsidiary of such member.
- (g) An entity described in clause (f) above may rely on experience on projects in which such entity was ultimately responsible for at least 30% of the relevant experience, including where such experience is derived through such entity's participation in a joint venture, partnership or consortium for the project. Project experience provided by a parent or sister company of a Lead Firm will not be considered responsive to this RFQ.
- (h) Notwithstanding the foregoing, project experience of a parent company will be considered responsive if (i) such parent company serves as a Guarantor providing a guarantee (in a form acceptable to IDOT in its discretion) covering the performance

obligations of such Lead Firm, and (ii) such Lead Firm has equal access to the resources of the parent company necessary to perform the work required of that Lead Firm under the Agreement. In the event that a parent company serves as a Guarantor in accordance with the foregoing sentence, the Respondent shall submit such information for the proposed Guarantor as would be required of the Lead Firm (in addition to the information submitted with respect to such Lead Firm).

3.3 Form D-1 (Technical Experience (Engineering))

Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A Section 7.2.(b) (Technical Qualifications and Capability). Only list projects with a construction value of \$200 million or more on which the Lead Engineering Firm has worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- (a) Airport infrastructure projects (including landside, airside, access, and utility infrastructure);
- (b) Projects located in North America (with the United States most preferred);
- (c) Projects that have reached completion or substantial completion;
- (d) Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
- (e) Projects that demonstrate experience in design coordination for large, complex projects with multiple stakeholders,
- (f) Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means.
- (g) Projects that demonstrate experience in planning, funding, constructing, and opening a new runway including approach procedures and navigational aids; and
- (h) Projects that demonstrate experience in design of utilities necessary for airport operations.

3.4 Form D-2 (Technical Experience (Construction))

Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A Section 7.2.(b) (Technical Qualifications and Capability). Only list transportation projects with a construction value of \$200 million or more on which the Lead Contractor has worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- (a) Airport infrastructure projects (including landside, airside, access, and utility infrastructure);
- (b) Projects located in North America (with the United States most preferred);
- (c) Projects that have reached completion or substantial completion;
- (d) Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
- (e) Projects that demonstrate experience in managing construction for large complex projects with multiple stakeholders and a demanding schedule;

- (f) Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means; and
- (g) Experience in construction of utilities necessary for airport operations.

3.5 Form D-3 (Technical Experience (Maintenance))

Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A Section 7.2(b) (Technical Qualifications and Capability). Only list transportation projects with a construction value of \$200 million or more on which the Lead Maintenance Firm has worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- (a) Projects that demonstrate advanced knowledge of terminal, runway, and associated facilities, maintenance, repair, construction, and practical application of equipment and materials in airport maintenance standards;
- (b) Projects located in North America;
- (c) Projects that demonstrate experience with DBFOM contracting;
- (d) Projects that demonstrate an understanding in airport-aging behavior to assess and determine the applicability of remedial-maintenance action;
- (e) Projects that demonstrate experience in using airport condition and weather information to prepare for seasonal maintenance including snow removal; and
- (f) Projects with wildlife hazard control.

If Respondent anticipates that maintenance work required under the Agreement will be self-performed by the Developer, Respondent shall indicate as such on Respondent's Form B-1 (Summary of Information Regarding Respondent Team), listing such Equity Member(s) as the Respondent's Lead Maintenance Firm for the purpose of this RFQ. In such case, Respondent shall complete Form D-3 (Technical Experience (Maintenance)) by listing projects for which the relevant Equity Member(s) self-performed maintenance work and which evidence comparable technical experience meeting the criteria described above.

3.6 Form D-4 (Technical Experience (Operations))

Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A Section 7.2(b) (Technical Qualifications and Capability). Only list transportation projects with a construction value of \$200 million or more on which the Lead Operations Firm has worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- (a) Familiarity with FAA operator certification standards, requirements/procedures, and airport operations;
- (b) Projects that demonstrate experience with facilitating airport growth via route development and marketing;
- (c) Projects located in North America; and
- (d) Projects that demonstrate experience with DBFOM contracting.

To the extent an operator has not been engaged at this stage, a prospective proponent should demonstrate a track record of managing airports by using its own managerial teams or track record

of successfully subcontracting its operational obligations in airport projects to appropriate and competent third parties.

If the Respondent anticipates that operations work required under the Agreement will be self-performed by the Developer, Respondent shall indicate as such on Respondent's Form B-1 (Summary of Information Regarding Respondent Team), listing applicable Equity Member(s) as the Respondent's "Lead Operations Firm" for the purpose of this RFQ. In such case, Respondent shall complete Form D-4 (Technical Experience (Operations)) by listing projects for which the relevant Equity Member(s) self-performed operations work and which evidence comparable technical experience meeting the criteria described above.

3.7 Form D-5 (Technical Experience (Design Architect))

Provide details for a maximum of three projects best meeting the evaluation criteria set forth in Part A Section 7.2(b) (Technical Qualifications and Capability). Only list transportation projects with a construction value of \$100 million or more on which the Lead Architect Firm has worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:

- (a) Airport infrastructure projects (including landside, airside, access, and utility infrastructure);
- (b) Projects located in North America (with the United States most preferred);
- (c) Projects that have reached completion or substantial completion;
- (d) Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
- (e) Projects that demonstrate experience in design coordination for large, complex projects with multiple stakeholders; and
- (f) Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means.

3.8 Detailed Project Descriptions

The SOQ shall include detailed narrative project descriptions for each project listed on Form D. The description should, at a minimum, give an overview of the project and explain why the experience gained on the project is relevant to the evaluation criteria provided in Part A Section 7.2(b) (Technical Qualifications and Capability). With respect to the descriptions of the operations and maintenance projects, the description should specify the type of payment mechanism or type of revenue used by the project owner to pay the company and explain why the experience the company gained on the project is relevant. **2 pages maximum per project.**

The project descriptions should be provided in the following order:

- (a) Lead Engineering Firm
- (b) Lead Contractor Firm
- (c) Lead Maintenance Firm
- (d) Lead Operations Firm
- (e) Lead Architect Firm

3.9 List of Key Personnel

Except as otherwise provided, Key Personnel may be employed by: (a) an Equity Member or Lead Firm itself; (b) a controlled subsidiary of such Equity Member or Lead Firm; (c) if the Lead Firm is a joint venture, partnership, or consortium, a member of such entity that will perform at least 30% of the relevant work or a controlled subsidiary of such member; (d) a parent company of an Equity Member; or (e) a parent company of a Lead Firm, if such parent company serves as a Guarantor. Key Personnel shall be named by position and firm affiliation in a list printed on a separate 8-1/2" x 11" sized white paper as follows:

POSITION	DESCRIPTION
Developer's Project Manager	Responsible for leading the Developer's efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer, including safety and environmental compliance. Assigned to the project full-time and co-located / on-site until final acceptance of construction of the project.
Design Manager	Responsible for ensuring that the overall project design is completed, and design criteria requirements are met.
Design-Build Project Manager	Responsible for ensuring that the project is designed and constructed in accordance with the project requirements. Assigned to the project full-time and co-located/on-site until substantial completion of the project.
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. Independent of Lead Contractor and has the authority to stop work.
Airport / Operations Manager	Prior and after commencement of service on the project, responsible for overall airport operations and maintenance of the facilities, compliance with the Airport Certification Manual and the requirements of Title 14 CFR Part 139, on behalf of the Developer, including safety and environmental compliance, in compliance with the Developer's obligations under the Agreement.
Maintenance Manager	Prior to commencement of service on the project, responsible for maintenance during construction. After service commencement, responsible for overall design, construction, and maintenance matters on behalf of the Developer, in compliance with the Developer's obligations under the Agreement.
Design Architect	Responsible for ensuring that the overall project architectural design is completed, and design criteria requirements are met.

Only one individual shall be designated to fill each position.

3.10 Key Personnel Resumes

Respondents are required to identify and provide separate resumes for all Key Personnel, whose qualifications and experience will be evaluated as described in Part A Section 7.2(b) (Technical Qualifications and Capability). **Resumes shall be limited to two pages per person**, exclusive of licenses and license applications.

A minimum of three individual projects shall be provided for each resume. For each project, the following information shall be included in the resume:

- (a) Name of the project, the public owner's contact information (project manager name, telephone number, email 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, current contact information for that project manager may be provided so long as (a) that project manager is not employed by an entity making up the Respondent's team and (b) an alternative contact at the owner / agency that played a leadership role for the owner and is familiar with the project is also provided. IDOT may elect to use the information provided to inquire about the individual's experience.
- (b) 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.
- (c) Description of how the individual's experience on the project is relevant to the evaluation criteria defined in Part A Section 7.2(b) Technical Qualifications and Capability and how it will provide value to IDOT if the Respondent is selected.
- (d) Relevant licensing and registration (copies of licenses and application for licenses where applicable must be attached).

3.11 Management Structure

- (a) Provide a narrative describing the Respondent's teaming arrangements and its management structure. **5 pages maximum**. The narrative should include at a minimum a discussion of the following:
 - (i) The extent, depth of experience, and success of the Respondent Team and Key Personnel with comparable projects, project delivery methods, and personnel roles;
 - (ii) The extent, depth of experience, and success of the Respondent team, its management team, and Key Personnel in working together on similar projects as an integrated team;
 - (iii) How the Respondent will institutionally operate, particularly in light of the complexity and phasing of project development;
 - (iv) The Respondent team's ability to continuously operate an airport with a Part 139 Certificate;
 - (v) The extent to which the Respondent team demonstrates stability and is capable of functioning as a well-integrated DBFOM team; and
 - (vi) how the Respondent team's management structure will facilitate the management of project risks, resolve issues, and work with IDOT to achieve timely delivery of a high-quality project.

- (b) The narrative will be supported by up to three additional charts, not included in the five-page limit, on paper up to 11" x 17" size, as follows:
- (i) Organization chart showing the Respondent's Equity and Major Non-Equity Members (and any Guarantor, if applicable). Indicate the percentage of shareholding among the Equity Members.
 - (ii) Organization chart showing the Respondent's management structure and "chain of command" with Key Personnel shown together with any other relevant personnel the Respondent wishes to identify at this time and identifying major functions to be performed and their reporting relationships in managing, designing, constructing, operating and maintaining the project. Respondents may submit separate organizational charts for the construction period and the operation and maintenance period of the project, if needed.

3.12 Statement of Approach to the Project

Provide a narrative statement of the Respondent's approach to designing, constructing, operating, and maintaining the Project. **8 pages maximum.** This statement should include:

- (a) An overview of the Respondent's understanding of the Project's scope and complexity;
- (b) An overview of the Respondent's understanding and approach to the design, construction, operations, and maintenance management of the Project, including a discussion of Respondent's project management approach in relation to the project's scope and complexity; life cycle cost analysis and alternatives; and self-performance or subcontracting of operations and maintenance activities (including whether the full operations and maintenance scope of the project will be passed down for the entire term of the Agreement through a back-to-back subcontract);
- (c) A description of the Respondent's general approach to traffic management, health and safety, permit procurement, utility relocation and adjustment services, railroad coordination, environmental protection, and public relations;
- (d) An overview of the Respondent's understanding with respect to project-specific risks with the development, design, construction, operations, and maintenance of the project, and a description of the Respondent's general approach to addressing risks;
- (e) A description of the proposed approach to provide sufficient materials, equipment, and qualified personnel to undertake the anticipated obligations of the Project;
- (f) A description of the proposed approach to matriculating commercial, cargo, and general aviation services with respect to the Project;
- (g) A description of any proposed or potential project innovations, including potential alternative concepts, which can be used to maximize available funding and deliver a high-quality, cost-effective project;
- (h) A description of the Respondent team's relevant experience with respect to compliance with AIP grant funding, FAA grant conditions, Part 139 Certificate obligations and all other applicable regulatory requirements, including those of the Transportation Security Administration ("TSA") relating to airport safety and security, and the influence of such requirements on future airport development, planning, and operations;

- (i) A description of the Respondent's general approach to plan, fund and construct complementary or subsequent capital improvements;
- (j) A description of the Respondent's general approach to advancing project development, project oversight, quality control/assurance, and P3 contracting, including how the Respondent team anticipates allocating responsibilities among its team members and managing relationships with IDOT, and other third parties, in order to achieve successful delivery of this project;
- (k) A description of the Respondent's plans to incorporate sustainability and clean technology features in the development and operations of the SSA; and
- (l) A description of the Respondent's approach regarding building service and engaging with airlines, the development of use and lease agreements, and setting rate charges.

3.13 Statement of Approach to Workforce Diversity, Subcontracting, and Community Engagement

Provide a narrative statement of the Respondent's approach to workforce diversity, subcontracting, and community engagement. **4 pages maximum.** This statement should include:

- (a) A description of the Respondent's experience implementing practices to develop a diverse workforce on similar projects;
- (b) A description of the Respondent's understanding of workforce in the region;
- (c) A description of the Respondent's approach to recruiting and developing a diverse workforce for this Project;
- (d) A description of the Respondent's approach to integration and management of subcontractors and subconsultants, exhibiting an understanding of challenges and requirements specific to this Project and the Chicago Southland region, including (A) the Respondent's approach to subcontractor diversity and (B) the Respondent's plans for quality, efficient, and effective oversight;
- (e) A description of Respondent's approach towards stakeholder and community engagement; and
- (f) The Respondent's general approach to engaging with IDOT and other stakeholders.

4. VOLUME 3 (PROJECT FINANCING QUALIFICATIONS) REQUIREMENTS

4.1 Form E (Equity Member Experience)

Provide a completed Form E (Equity Member Experience) in accordance with the instructions on the form. Form E (Equity Member Experience) must contain, at a minimum, one or more Equity Members with experience over the last ten years in closing financing for at least two new-build P3 projects as an equity participant of at least 10%.

4.2 Attachments to Form E (Equity Member Experience)

Provide a narrative description for the projects listed in this column on separate 8-1/2" x 11" sized white paper. For each such experience, the attachment must identify the name of the project, the owner's contact information (project manager name, phone number, e-mail address), and project number. If the owner's project manager is no longer with the owner, provide an alternate contact at the agency who is familiar with the project and the financing. In the narrative, please describe the Equity Members' experience (a) structuring to achieve committed financing and/or closing financing

structures involving bank loans, bonds, government credit programs, and other sources of financing with respect to the reference projects; (b) bringing the reference projects through construction completion, (c) helping public sponsors obtain and secure funding from AIP and other federal grant programs for the reference projects, and (d) directly related to airport infrastructure procurement and airport rates and charges, including previous work with airlines or lease agreements. If any. **4 pages maximum (total).**

4.3 Form F (Equity Member Track Record)

Provide completed Form F (Equity Member Track Record) in accordance with the instructions on the form.

4.4 Financial Lead Narrative

Identify the Financial Lead and describe the Financial Lead's background and experience in structuring, receiving commitments, and achieving financial close on a diverse range of financing structures for projects of similar scope and complexity. **2 pages maximum.**

5. VOLUME 4 (FINANCIAL INFORMATION) REQUIREMENTS

5.1 Form G (Financial Information Summary)

Provide a completed Form G (Financial Information Summary) for each of (a) the Respondent; (b) if the Respondent is a partnership, joint venture or limited liability company, all Equity Members, general partners, members or joint venture members of the Respondent; (c) the Lead Contractor (d) if the Lead Contractor is a partnership, joint venture or limited liability company, all equity members, general partners or joint venture members of the Lead Contractor; Lead Operations Firm, and Lead Maintenance Firm, and (e) any Financially Responsible Party that provides a Financially Responsible Party Support Letter and completed Form H (Financially Responsible Party Information).

5.2 Financial Statements

- (a) Provide financial statements for the Respondent and each Equity Member, the Lead Contractor (and if any member is a joint venture, for each entity in the joint venture), the Lead Operations Firm, and the Lead Maintenance Firm for the three most recent fiscal years, audited by a certified public accountant in accordance with generally accepted accounting principles used in the United States ("**US GAAP**") or International Financial Reporting Standards ("**IFRS**"). If a Respondent provides financial statements that are prepared in accordance with principles other than US GAAP or IFRS, a letter must be provided from a certified public accountant discussing the areas of the financial statements that would be affected by a conversion to US GAAP or IFRS. IDOT reserves the right to request clarification or additional information, as needed, in order to facilitate its review of those financial statements.
- (b) If the Respondent is a newly formed entity and does not have independent financial statements, the Respondent shall expressly state that it is a newly formed entity and does not have independent financial statements meeting the requirements of (a) above and shall provide financial statements otherwise consistent with those required hereby for each of its shareholders/Equity Members.
- (c) If the Respondent has provided a completed Form H (Financially Responsible Party Information) and financially Responsible Party Support Letters, provide financial statements for both the Financially Responsible Party and the Respondent, Equity Member and/or Lead Contractor, Lead Operations Firm, and Lead Maintenance Firm, as

appropriate. If the Financially Responsible Party is a parent company of the Respondent, Equity Member, Lead Contractor, Lead Operations Firm, or Lead Maintenance Firm, provide financial statements on a consolidated basis, only for each parent company entity (not for both the parent company and its subsidiary).

- (d) “Financial statements” include the following:
 - (i) Opinion letter (auditor’s report)
 - (ii) Balance sheet
 - (iii) Income statement
 - (iv) Statement of cash flow
- (e) If the Respondent, any member of the Respondent or any other entity for whom financial statements are submitted files reports with the United States Securities and Exchange Commission, then the Respondent must provide electronic links to the most recently filed Forms 10-K and 10-Q for all such reporting entities.
- (f) Information in the balance sheets, income statements, and statements of cash flow must be provided in United States Dollars, as applicable. If financial statements are converted from a foreign currency into United States Dollars, the conversion method(s) must be explained in an attachment. If audited financial statements are not available for any entity, the Respondent shall provide unaudited financial statements for such entity, certified as true, correct and complete by the Chief Financial Officer or a duly authorized representative of that entity.
- (g) Respondent must submit a copy of all financial statements searchable PDF format.

5.3 Financially Responsible Party Support Letters

If financial statements of a Financially Responsible Party are provided to demonstrate financial capability of Respondent, Equity Members, or Lead Contractor, an appropriate letter from the applicable Financially Responsible Party, signed by the Chief Executive Officer or Chief Financial Officer (or their respective equivalent officers) must be provided confirming the Financially Responsible Party’s intention to support the Respondent, Equity Member or Lead Contractor, as applicable with the financial support and human resources needed to successfully complete the Project. IDOT may require, in its sole discretion, based upon the review of the information provided and the form of the Respondent’s organization, appropriate support (including a guarantee) from the Financially Responsible Party as a condition of shortlisting.

5.4 Form H (Financially Responsible Party Information)

For each Financially Responsible Party providing such support letter, provide a completed, executed Form H (Financially Responsible Party Information).

5.5 Financing Entity Support Letters

Provide support letters from no more than three potential lenders, underwriters or other providers of debt financing (each, a “**Financing Entity**”). Each letter must be provided by a bank, underwriter and/or other financial institution that has long-term, unsecured debt ratings of not less than (A-/A3) or its equivalent issued by at least two of the three major rating agencies (Fitch Ratings, Moody’s Investor Service and Standard & Poor’s Ratings Group) and include, at a minimum, the following:

- (a) Evidence of the Financing Entity’s long-term, unsecured debt rating.

- (b) Explicit support for the Respondent and interest in providing a loan or underwriting debt for the Project.
- (c) Acknowledgement that the Financing Entity has reviewed this RFQ and is familiar with the contractual and financial structure described in Part A Article 3 (Contractual Structure) and bringing to financial close the financing of a DBFOM or DBFM project of the scope and complexity of the Project.
- (d) Any assumptions regarding the provision of support for a Respondent member.
- (e) Details regarding any experience the Financing Entity has with the Respondent or any member of the Respondent in connection with any private financing committed or provided for an infrastructure project in the past ten years.

The Financing Entity Support Letters will be used to evaluate the specificity and degree of financial support for the Respondent from lenders, underwriters, or other providers of debt financing. Each letter must be on the Financing Entity's official letterhead, signed by a duly authorized signatory, and include title, address, telephone number and e-mail address for verification purposes.

5.6 Equity Funding Letters

- (a) An Equity Funding Letter shall be provided for each Equity Member. The Equity Funding Letter will be used as supporting evidence of the Equity Member's ability and availability of funds to invest equity consistent with the scope and complexity of the Project, as well as its commitment to the funding of the Project in general. If the Equity Member is an investment fund, then the Equity Funding Letter must be signed by the fund's authorized signatory, and at a minimum shall include the following items:
 - (i) 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.
 - (ii) Provide the name and ownership structure of the investment fund that will ultimately carry this investment.
 - (iii) Provide supplemental information to the financial statements (as necessary) of the investment fund cited in (a) 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.
 - (iv) Provide assurances that the Project meets all of the investment policy requirements of the investment fund cited in (b) above (e.g., is an approved project, does not contradict any capital allocation policy) and is consistent with its investment objectives.
- (b) 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:
 - (i) 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.

- (ii) Identify where and how the equity commitment 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.
 - (iii) Provide assurances that the Project meets all corporate strategy and investment policy requirements. This should include acknowledgement that the Project is able to be held until a date no earlier than two years following substantial completion, if necessary.
- (c) If the Equity Member intends to fully or partially rely on third party investors or investment managers to fund the equity investment in the Project and to meet the financial capacity of such funds:
- (i) The name of institutional partners.
 - (ii) The investment criteria and confirmation that the anticipated investment and amount are permitted under the criteria.
 - (iii) The approval process for such investment.
 - (iv) The amount of available funds.

5.7 Surety Letter

The Respondent must provide a letter from a surety duly authorized in Illinois, stating without conditions or qualification that the Respondent team is capable at the time of the SOQ submission of obtaining a payment bond (or bonds) and a performance bond (or bonds), each in an aggregate stated amount of \$300 million for the Project as evidence of Respondent's bonding capacity. Letters stating that the Respondent has "unlimited" bonding capacity are not acceptable. The letter must specify any assumptions regarding the provision of support for a Respondent member. Any surety company providing such letter must be rated at least "A" or better and "Class VIII" or better by A.M. Best and Company, and must be listed on Treasury Department Circular 570. Evidence of the surety's rating shall be attached to the letter. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in Part A (Background and Instructions) and evaluated the Respondent's backlog and work-in-progress in determining its bonding capacity.

The requirement to provide the surety letter and the bond amounts referenced above are solely for the purposes of evaluating the Respondent's financial qualifications and should not be construed as an indication of the ultimate security requirements for the Project.

5.8 Credit Rating

Provide the most recent credit rating(s) (if any) for the debt of the Respondent and/or, as applicable, that of each Equity Member of the Respondent or entity comprising a joint venture member, Lead Contractor, Lead Operations Firm, and Lead Maintenance Firm and any Financially Responsible Party that provides a support letter.

5.9 Material Changes in Financial Condition

Provide information regarding any material changes in financial condition for Respondent, each Equity Member and the Lead Contractor, and each Financially Responsible Party that provides a support letter (if any of the foregoing is a consortium, partnership or any other form of a joint venture, then for all such members) for the past three years and anticipated for the next fiscal quarter.

If no material change has occurred and none is pending, each of these entities shall provide a letter from their respective Chief Executive Officer and Chief Financial Officer so certifying. In instances where a material change has occurred, or is anticipated, the affected entity shall provide a statement describing each material change in detail, actual and anticipated associated changes or disruptions in executive management, the likelihood that the developments will continue during the period of performance of the Project, and the projected full extent, nature and impact, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead. Include discussion of how the change is anticipated to affect the organizational and financial capacity, ability and resolve of the Respondent, each Equity Member and the Lead Contractor, as applicable, to remain engaged in this procurement and submit a responsive proposal.

Estimates of the impact on revenues, expenses and the change in equity will be provided separately for each material change as certified by the Chief Financial Officer.

References to the notes in the financial statements are not sufficient to address the requirement to discuss the impact of material changes.

Where a material change will have a negative financial impact, the affected entity shall also provide a discussion of measures that would be undertaken to insulate the Project from any recent material changes, and those currently in progress or reasonably anticipated in the future.

If the financial statements indicate that expenses and losses exceed income in each of the three completed fiscal years (even if there has not been a material change), the affected entity shall provide a discussion of measures that will be undertaken to make the entity profitable in the future and an estimate of when the entity will be profitable.

Set forth below is a representative list of events intended to provide examples of what IDOT considers a material change in financial condition. This list is intended to be illustrative only. At the discretion of IDOT, any failure to disclose a prior or pending material change may result in disqualification from further participation in the selection process.

List of Representative Material Changes:

- (a) An event of default or bankruptcy involving the affected entity, or the parent corporation or Financially Responsible Party of the affected entity or any Controlled Subsidiary or Affiliate.
- (b) A change in tangible net worth of 10% of shareholder equity.
- (c) A sale, merger or acquisition exceeding 10% of the value of shareholder equity prior to the sale, merger or acquisition which in any way involves the affected entity or parent corporation or Financially Responsible Party of the affected entity. A change in credit rating for the affected entity or parent corporation or Financially Responsible Party of the affected entity.
- (d) Inability to meet material conditions of loan or debt covenants by the affected entity or parent corporation or Financially Responsible Party of the affected entity which has required or will require a waiver or modification of agreed financial ratios, coverage factors or other loan stipulations, or additional credit support from shareholders or other third parties.
- (e) In the current and three most recent completed fiscal years, the affected entity or the parent corporation or Financially Responsible Party of the affected entity either: (i) incurs a net operating loss; (ii) sustains charges exceeding 5% of the then shareholder

- equity due to claims, changes in accounting, write-offs or business restructuring; or (iii) implements a restructuring/reduction in labor force exceeding 200 positions or involves the disposition of assets exceeding 10% of the then shareholder equity.
- (f) Other events known to the affected entity which represents a material change in financial condition over the past three years, or may be pending for the next reporting period.

5.10 Bankruptcy and Insolvency Proceedings

Provide detailed information regarding any voluntary or involuntary proceeding commenced within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed) under any law relating to bankruptcy, insolvency, reorganization, or the composition or re-adjustment of debts, in respect of any Major Participant.

5.11 Off-Balance Sheet Liabilities

A letter from the Chief Financial Officer of the entity or the certified public accountant for each entity for which financial information is submitted, identifying all off-balance sheet liabilities in excess of \$25 million dollars in the aggregate.

**PART C
FORMS**

FORM A
TRANSMITTAL LETTER

Respondent: _____

SOQ Date: _____

Illinois Department of Transportation
Hanley Building
2300 S. Dirksen Parkway
Springfield, IL 62764

Attention: Michael Stirk, Bureau Chief, Innovative Project Delivery and RFQ Procurement
Contact

The undersigned (“**Respondent**”) submits this statement of qualifications (this “**SOQ**”) in response to that certain Request for Qualifications dated as of August 16, 2024 (as amended, the “**RFQ**”), issued by the Illinois Department of Transportation (“**IDOT**”) to develop, design, build, finance, operate, and maintain the South Suburban Airport (the “**Project**”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

- Volume 1: General Information;
- Volume 2: Technical Information;
- Volume 3: Project Financing Qualifications; and
- Volume 4: Financial Information.

Respondent acknowledges receipt, understanding and full consideration of all materials posted on the IPD Bulletin and the Project Website, including the following addenda and sets of questions and answers to the RFQ:

[Respondent to list any addenda to the RFQ and sets of questions and answers by dates and numbers prior to executing Form A]

Respondent represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ.

Respondent understands that IDOT is not bound to shortlist any Respondent and may reject each SOQ IDOT may receive.

Respondent further understands that all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Respondent, except to the extent of any Proposal Payment, as described in Part A Section 5.2 (Proposal Payment).

Respondent agrees that IDOT will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this SOQ.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Illinois.

Respondent'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 Respondent's name]

By: _____

Print Name: _____

Title: _____

2. *Sample signature block for partnership or joint venture:*

[Insert Respondent's name]

By: _____

Print Name: _____

Title: _____

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

3. *Sample signature block for attorney in fact:*

[Insert Respondent's name]

By: _____

Print Name: _____

Title: Attorney in Fact

4. *Sample signature block for a Respondent not yet formed as a legal entity:*

[Insert lead team member entity name], on behalf of itself and the other team members expected to be a part of [Insert Respondent's expected name]

By: _____

Print Name: _____

Title: _____

FORM B-1

SUMMARY OF INFORMATION REGARDING RESPONDENT TEAM

Name of Respondent: _____

List of all Equity Members:

List of any Guarantors:

List of Lead Firms:

Lead Engineering Firm: _____

Lead Contractor: _____

Lead Operations Firm: _____

Lead Maintenance Firm: _____

Lead Architect Firm: _____

Does the Respondent intend for its Equity Member(s) to self-perform operations and maintenance obligations as the Lead Operations Firm or the Lead Maintenance Firm? Yes No

List of any other Major Non-Equity Members (other team members not identified above):

FORM B-2
INFORMATION REGARDING
RESPONDENT, EQUITY MEMBERS AND MAJOR NON-EQUITY MEMBERS
(for Public Release)

Name of Respondent: _____

Name of Entity Completing this Form: _____

Entity Type: (check one box for entity completing this Form B-2, as applicable):

Respondent; Equity Member; Guarantor; Lead Firm; or Other Major Non-Equity Member

Official Representative Executing Form: _____

Official Representative's Title: _____

Type of Business Organization (check one):

- Corporation
 Partnership
 Joint Venture
 Limited Liability Company
 Other (describe)

Year Established: _____

State of Organization: _____

Federal Tax ID No. (if applicable): _____

North American Industry Classification Code: _____

A. Business Address: _____
 Headquarters: _____
 Office Working on Project: _____
 Contact Name: _____
 Contact Telephone Number: _____
 Email Address: _____

B. Describe the role of the entity in the space below.

C. If the entity completing this Form B-2 is a Guarantor, provide the legal name of the subsidiary entity for which the guaranty is being provided in the space below.

D. If the entity completing this Form B-2 is a joint venture or newly formed entity (formed within the past two years), complete a separate Form B-2 and Form C (Certifications and Disclosures) for each member or partner and attach it to the SOQ. In addition, provide the names of such members or partners in the space below.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am an official representative of [*insert name of entity*] duly authorized to execute this Form B-2 on behalf of such entity:

By: _____ Print Name: _____

Title: _____ Date: _____

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

FORM C
CERTIFICATIONS AND DISCLOSURES

Respondent: _____

Name of Entity Completing this Form C (Certifications and Disclosures): _____

Entity Type (check one box for entity completing this Form C (Certifications and Disclosures), as applicable):

Respondent; Equity Member; Guarantor; Lead Firm; Other Major Non-Equity Member; or Other (describe): _____

1. Has the firm or any Affiliate or any current officer thereof, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract-related crimes or violations or any other felony or serious misdemeanor within the past 10 years?

Yes No

If yes, please explain:

2. Has the firm or any Affiliate ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past 10 years?

Yes No

If yes, please explain:

3. Has the firm or any Affiliate ever been disqualified, removed, debarred or suspended from performing or bidding on work for the State or any local government within the State where such disqualification, removal debarment, or suspension has resulted in the Respondent or other entity being currently disqualified, removed, debarred, or suspended from performing on IDOT contracts, for the federal government, any state or local government, or any foreign governmental entity within the past 10 years?

Yes No

If yes, please explain:

4. Is the firm or any Affiliate currently disqualified, removed, debarred, or suspended from performing or bidding on work for the federal government or at least three other states?

Yes No

If yes, please explain:

5. Has the firm or any Affiliate ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past 10 years?

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.

6. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any Affiliate 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.

7. Has the firm or any Affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs or any applicable Illinois governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Illinois law?

Yes No

If yes, please explain:

8. Has the firm or any Affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Illinois Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

Yes No

If yes, please explain:

9. With respect to each of Questions 1 to 6 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-6 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1 to 8 above.

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am an official representative of *[insert name of entity]* duly authorized to execute this Form C (Certifications and Disclosures) on behalf of such entity:

By: _____ Print Name: _____

Title: _____ Date: _____

[Note to Form: Please make additional copies of this form as needed.]

FORM D-1

TECHNICAL EXPERIENCE (ENGINEERING)

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 WORK COMPLETED BY JULY 1, 2024	LEVEL OF COMPANY'S PARTICIPATION (6)(7)	ROLE OF COMPANY FOR THE PROJECT (8)

INSTRUCTIONS:

- (1) A maximum of three 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 Part B Article 3 (Technical Information)), specify its relation to the Lead Engineering Firm.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more on which the Lead Engineering Firm worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
- (a) Airport infrastructure projects (including landside, airside, access, and utility infrastructure);
 - (b) Projects located in North America (with the United States most preferred);
 - (c) Projects that have reached completion or substantial completion;
 - (d) Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
 - (e) Projects that demonstrate experience in design coordination for large, complex projects with multiple stakeholders,
 - (f) Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means.
 - (g) Projects that demonstrate experience in planning, funding, constructing, and opening a new runway including approach procedures and navigational aids; and
 - (h) Projects that demonstrate experience in design of utilities necessary for airport operations.

- (3) Only list projects where the Lead Engineering Firm held a minimum 30% of the ultimate responsibility for the design and engineering work. If the Lead Engineering Firm is a joint venture, only list projects from members of the joint venture that will perform at least 30% of the Lead Engineering Firm's potential design and engineering work for the project.
- (4) "**Project Cost**" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (6) Show company's participation in terms of money and percentage of the design and engineering work for the listed project.
- (7) For projects/contracts listed for design firms that were traditional consultant/engineering services contracts (as opposed to, for example, design-build contracts), the information sought above shall be limited only to the consultant/engineering services contract, rather than any ensuing construction contract where such entity had limited or no involvement.
- (8) In Part B Section 3.8 (Detailed Project Descriptions), provide a maximum two-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 and explain why the experience the company gained on the project is relevant.

FORM D-2

TECHNICAL EXPERIENCE (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 WORK COMPLETED BY JULY 1, 2024	LEVEL OF COMPANY'S PARTICIPATION (6)(7)	ROLE OF COMPANY FOR THE PROJECT (8)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of experience provided by a company related to the Lead Contractor (to the extent permitted under Part B Article 3 (Technical Information)), specify its relation to the Lead Contractor.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more on which the Lead Contractor worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
 - (a) Airport infrastructure projects (including landside, airside, land acquisition, access, and utility infrastructure);
 - (b) Projects located in North America (with the United States most preferred);
 - (c) Projects that have reached completion or substantial completion;
 - (d) Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
 - (e) Projects that demonstrate experience in managing construction for large complex projects with multiple stakeholders and a demanding schedule;
 - (f) Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means; and
 - (g) Experience in construction of utilities necessary for airport operations.

- (3) Only list projects where the Lead Contractor held a minimum 30% of the ultimate responsibility for the construction work. If the Lead Contractor is a joint venture, only list projects from joint venture members that will perform at least 30% of the Lead Contractor's potential construction work for the project.
- (4) "**Project Cost**" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (6) Show company's participation in terms of money and percentage of the construction work for the listed project.
- (7) For projects/contracts listed for construction firms that were procured using the traditional design-bid-build delivery method (as opposed to, for example, design-build contracts), the information provided shall be limited only to the construction contract, rather than any design or operations and maintenance contract where such entity had limited or no involvement.
- (8) In Part B Section 3.8 (Detailed Project Descriptions), provide a maximum two-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 and explain why the experience the company gained on the project is relevant.

FORM D-3

TECHNICAL EXPERIENCE (MAINTENANCE)

EXPERIENCE OF THE LEAD MAINTENANCE FIRM IN THE MAINTENANCE OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	DESCRIPTION OF RESPONSIBILITIES	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Maintenance Firm (as permitted in Part B Article 3 (Technical Information)), specify its relation to the Lead Maintenance Firm. If Respondent anticipates that operations and maintenance work required under the Agreement will be self-performed by the Developer, Respondent shall complete Form D-3 (Technical Experience (Maintenance)) by listing projects for which the relevant Equity Member(s) self-performed operations and maintenance work and which evidence comparable technical experience meeting the criteria described below.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more on which the Lead Maintenance Firm worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
- Projects that demonstrate advanced knowledge of terminal, runway, and associated facilities, maintenance, repair, construction, and practical application of equipment and materials in airport maintenance standards;
 - Projects located in North America;
 - Projects that demonstrate experience with DBFOM contracting;
 - Projects that demonstrate an understanding in airport-aging behavior to assess and determine the applicability of remedial-maintenance action;
 - Projects that demonstrate experience in using airport condition and weather information to prepare for seasonal maintenance including snow removal; and
 - Projects with wildlife hazard control.

- (3) Only list projects where the Lead Maintenance Firm held a minimum 30% of the ultimate responsibility for the operations and maintenance work. If the Lead Maintenance Firm is a joint venture, only list projects from joint venture members that will be responsible for at least 30% of the Lead Maintenance Firm's potential operations and maintenance work for the project.
- (4) "**Project Cost**" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (6) Show the company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) In Part B Section 3.8 (Detailed Project Descriptions), provide a maximum two-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, and explain why the experience the company gained on the project is relevant.

FORM D-4

TECHNICAL EXPERIENCE (OPERATIONS)

EXPERIENCE OF THE LEAD OPERATIONS FIRM IN THE OPERATION OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	DESCRIPTION OF RESPONSIBILITIES	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Lead Operations Firm (as permitted in Part B Article 3 (Technical Information)), specify its relation to the Lead Operations Firm. If Respondent anticipates that operations and maintenance work required under the Agreement will be self-performed by the Developer, Respondent shall complete Form D-4 (Technical Experience (Operations)) by listing projects for which the relevant Equity Member(s) self-performed operations and maintenance work and which evidence comparable technical experience meeting the criteria described below.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$200 million or more on which the Lead Operations Firm worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
- (a) Familiarity with FAA operator certification standards, requirements/procedures, and airport operations;
 - (b) Projects that demonstrate experience with facilitating airport growth via route development and marketing;
 - (c) Projects located in North America; and
 - (d) Projects that demonstrate experience with DBFOM contracting.
- (3) Only list projects where the Lead Operations Firm held a minimum 30% of the ultimate responsibility for the operations and maintenance work. If the Lead Operations Firm is a joint venture, only list projects from joint venture members that will be responsible for at least 30% of the Lead Operations Firm's potential operations and maintenance work for the project.

- (4) **“Project Cost”** means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (6) Show the company’s annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) In Part B Section 3.8 (Detailed Project Descriptions), provide a maximum two-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, and explain why the experience the company gained on the project is relevant.

FORM D-5

TECHNICAL EXPERIENCE (DESIGN ARCHITECT)

EXPERIENCE OF THE LEAD ARCHITECT FIRM IN THE DESIGN ARCHITECTURE OF REFERENCE PROJECTS

COMPANY NAME (1)	PROJECT NAME AND LOCATION (2)(3)	PROJECT COST (4)(5)	START/END DATES	PERCENTAGE OF WORK COMPLETED BY JULY 1, 2024	DESCRIPTION OF FACILITIES	LEVEL OF COMPANY'S PARTICIPATION (6)	ROLE OF COMPANY FOR THE PROJECT (7)

INSTRUCTIONS:

- (1) A maximum of three projects may be included. In the case of an experience provided by a company related to the Architect Firm (as permitted in Part B Article 3 (Technical Information)), specify its relation to the Lead Architect Firm. If Respondent anticipates that Architect work required under the Agreement will be self-performed by the Developer, Respondent shall complete Form D-5 (Technical Experience (Design Architect)) by listing projects for which the relevant Equity Member(s) self-performed architecture work and which evidence comparable technical experience meeting the criteria described below.
- (2) Only list transportation projects with a Project Cost (as defined below) of \$100 million or more on which the Architect Firm worked within the past **10 years**. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible:
- Airport infrastructure projects (including landside, airside, access, and utility infrastructure);
 - Projects located in North America (with the United States most preferred);
 - Projects that have reached completion or substantial completion;
 - Projects that demonstrate experience with design-build and P3 contracting with a design-build component;
 - Projects that demonstrate experience in design coordination for large, complex projects with multiple stakeholders; and
 - Projects that demonstrate experience in delivering additional scope in a limited funds environment through innovative means.

- (3) Only list projects where the Lead Architect Firm held a minimum 30% of the ultimate responsibility for the Architect work. If the Architect Firm is a joint venture, only list projects from joint venture members that will be responsible for at least 30% of the Lead Architect Firm's potential operations and maintenance work for the project.
- (4) "**Project Cost**" means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (5) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (6) Show the company's annual participation in terms of money and percentage of the operations and maintenance work for the listed project.
- (7) In Part B Section 3.8 (Detailed Project Descriptions), provide a maximum two-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, and explain why the experience the company gained on the project is relevant.

FORM E

EQUITY MEMBER EXPERIENCE

EXPERIENCE OF THE EQUITY MEMBERS IN EQUITY PARTICIPATION IN REFERENCE PROJECTS

EQUITY MEMBER NAME	PROJECT NAME AND LOCATION (2)	PROJECT COST (3)(4)	DEBT AMOUNT & SOURCE (4)(5)	DATE OF FINANCIAL CLOSE	CONSTRUCTION START DATE	% OF WORKS COMPLETED BY AUGUST 2024	LEVEL OF COMPANY'S PARTICIPATION (4)(7)	TYPE OF PAYMENT MECHANISM (8)

INSTRUCTIONS:

- (1) Form E (Equity Member Experience) must contain, at a minimum, one or more Equity Members with experience over the last ten years in closing financing for at least two new-build P3 projects as an equity participant of at least 10%. A maximum of five projects may be included.
- (2) Only list transportation projects on which the Equity Member worked within the past ten years. Moreover, IDOT strongly encourages Respondents to list projects that, individually or collectively, have as many of the following characteristics as possible (please refer to the financial pass/fail evaluation criteria in Part A Section 7.1(c) (Financial Pass/Fail Criteria)):
 - (a) The Equity Member financed at the project as an equity participant of at least 10%.
 - (b) The Equity Member held a controlling ownership interest in the project company or had a lead financing responsibility during a bidding, negotiation and financing of the project.
 - (c) The project reached financial close in the last **10 years**, with a particular emphasis on those that have closed in the last **5 years**.
 - (d) The project is a new-build P3 or concession project.
 - (e) The project reached construction completion.

- (f) The financed project was a transportation project.
 - (g) The financed project was an airport project.
 - (h) The financed project was a DBFOM project.
 - (i) The financed project is located in North America.
- (3) **“Project Cost”** means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (4) In thousands of U.S. Dollars. Identify exchange rates of amounts in other currencies using the exchange rate as of August 16, 2024, including the benchmark on which the exchange rate is based.
- (5) Indicate in parenthesis the type of debt (e.g., TIFIA loan, PABs or other bonds (unwrapped or wrapped), and bank loan).
- (6) Provide a narrative description for the projects listed in this column on separate 8-1/2” x 11” sized white paper. For each such experience, the attachment must identify the name of the project, the owner’s contact information (project manager name, phone number, e-mail address), and project number. If the owner’s project manager is no longer with the owner, provide an alternate contact at the agency who is familiar with the project and the financing. In the narrative, please describe the Equity Members’ experience (1) structuring to achieve committed financing and/or closing financing structures involving bank loans, bonds, government credit programs, and other sources of financing with respect to the reference projects; (2) bringing the reference projects through construction completion, (3) helping public sponsors obtain and secure funding from AIP and other federal grant programs for the reference projects, and (4) directly related to airport infrastructure procurement and airport rates and charges, including previous work with airlines or lease agreements, if any. **4 pages maximum (total).**
- (7) Show company’s amount of equity investment as a shareholder. The equity investment may take the form of either (i) shareholders’ equity or (ii) shareholder subordinated debt. Please indicate separately the percentage of ownership interest in the project or developer, as applicable, represented by the equity investment amount.
- (8) Specify the type of payment mechanism used (e.g., availability payment, toll or other revenue collections/sharing, or combinations of these mechanisms).

**FORM F
EQUITY MEMBER TRACK RECORD**

	NORTH AMERICAN PROCUREMENTS IN THE PAST 5 YEARS		GLOBAL PORTFOLIO OF INVESTMENTS IN PROJECTS WITH PUBLIC OWNERS IN PAST 5 YEARS	IDENTIFICATION & EXPLANATION OF CHANGES IN EQUITY PARTICIPATION
	(i) 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 Member?	(iii) 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 more than \$200 million of capital works.	(iv) 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 in a separate sheet if necessary.
Equity Member 1				
Equity Member 2				

INSTRUCTIONS:

*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 affiliated funds (those under common management).

Please include projects for which Proposals were submitted within the past 5 years, even if short-listing occurred longer than 5 years ago.

FORM G
FINANCIAL INFORMATION SUMMARY

Company and Year Ended	Role of The Respondent	Percentage Ownership (Equity Member)	Shareholders	Total Revenues	Pre-Tax Profit	Relevant Revenues (3)	Fixed Assets	Total Assets (4)	Contingent Liabilities (6)	Long-Term Liabilities	Short-Term Liabilities	Net Worth	Tangible Net Worth	Gearing (5)

INSTRUCTIONS:

(*) The Chief Financial Officer or a duly authorized representative from each reporting entity must certify the information on this Form as complete, true and accurate by signing Form G, or alternatively, may provide a separate certification. 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) Provide details for each of the three most recent fiscal years. Multiple forms may be used.
- (2) List shareholders, equity members partners or equivalent holding a 15% 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 build-finance, DBF, DBFO, DBFM and DBFOM contracts on transportation projects.
- (4) Excludes goodwill and intangibles.
- (5) Gearing = Long-Term Liabilities / Net Worth.

(6) Contingent Liabilities may be provided as an attachment to Form G.

FORM H
FINANCIALLY RESPONSIBLE PARTY INFORMATION

Name of Respondent: _____

Name of Subsidiary Entity: _____

Name of Financially Responsible Party: _____

Year Established: _____

Federal Tax ID No.: _____

Business Organization (check one):

Corporation (If yes, then indicate the jurisdiction of incorporation: _____)

Partnership

Joint Venture/Consortium Limited Liability Company

Other (describe)

Contact Person: _____

Headquarters: _____

Business Address: _____

Address of Office Performing Work: _____

Telephone Number: _____

E-mail address: _____

Under penalty of perjury, I certify that the foregoing is true and correct and that I am the duly authorized **[officer title]** of the parent company entity to which this form relates:

By: _____ Print Name: _____

Title: _____ Date: _____

FORM I
RFC SUBMITTAL FORM
 INSTRUCTIONS

Any Request for Clarification with respect to this RFQ is to be made in writing addressed to the RFQ Procurement Contact and email address specified in Part A Section 5.7 (Communications Protocol) of the RFQ. RFCs shall be submitted in Word format using this Form I (RFC Submittal Form). Please refer to Part A Section 5.4 (Requests for Clarification) for further guidance in completing this Form I (RFC Submittal Form).

Name of Respondent: _____

Respondent’s Authorized Representative: _____

Telephone: _____

Email: _____

REQUESTS FOR CLARIFICATION (RFCs)

All RFCs must be sequentially numbered and specifically reference the relevant RFQ part(s), section(s), and page number(s) or indicate that the question or request is of general application. RFCs must not identify the Respondent in the body of the question or request.

Respondents must indicate whether the Respondent views its question or request as confidential or proprietary in nature. If a Respondent submits any RFC which it deems to be confidential or proprietary in nature, the Respondent shall enclose with this Form I (RFC Submittal Form) a separate statement justifying its assessment regarding confidentiality or the proprietary nature of information in the RFC. Please refer to Part A Section 5.5 (Confidential Requests for Clarification) for additional guidance concerning confidential RFCs.

No.	Confidential (Y/N)	Part	Section	Page No.	RFCs
1.					
2.					
3.					

[Note to Form: Respondents to add more rows as necessary.]

FORM J
ONE-ON-ONE MEETING REGISTRATION FORM

Respondent Name:

Respondent's Authorized Representative:

Email Address:

Phone Number:

Respondent Team Members and Roles:

One-on-One Meeting Attendees:

**PART D
DEFINITIONS**

The following defined terms are used in this RFQ:

“Affiliate” means all parent companies at any tier, subsidiary companies at any tier, entities under common ownership, and joint ventures and partnerships involving such entities (but, with respect to joint ventures and partnerships, only as to activities of joint ventures and partnerships involving Respondent, any Equity Member, any Lead Firm, or any Guarantor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Respondent, any Equity Member, any Lead Firm, or any Guarantor), that, in each case, (a) within the past five years (measured from the date of issuance of this RFQ) have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the debt or equity financing, credit assistance, design, construction, management, operation or maintenance for any project listed by an entity. With respect to each Equity Member, any other entity that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with such Equity Member. If such Equity Member is an investment fund, **“Affiliate”** includes such Equity Member’s general partner and any other investment fund in which its general partner is an equity investor as a general partner.

“Agreement” is defined in Part A Section 1.2 (Overview of the Opportunity).

“Airport Improvement Program” or **“AIP”** is defined in Part A Section 3.1 (Contractual Structure).

“Bult Field” is defined in Part A Section 2.2 (Project Overview).

“CFO Certificate” means a certificate signed by the chief financial (or equivalent) officer of the relevant entity.

“Chicago Southland” means the region comprising the south and southwest suburbs of the City of Chicago, in the state of Illinois.

“Chief Procurement Officer” or **“CPO”** means the Chief Procurement Officer for IDOT.

“Control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of an entity, whether through the ability to exercise voting power, by contract or otherwise. **“Controlling”** and **“Controlled”** have meanings correlative thereto.

“CWs” is defined in Part A Section 9.1(a) (IDOT Requirements for Engineering Team Members).

“DBEs” is defined in Part A Section 3.5 (Disadvantaged Business Enterprises).

“DBF” means design, build and finance.

“DBFO” means design, build, finance, and operate.

“DBFM” means design, build, finance, and maintain.

“DBFOM” is defined in Section 1.2 (Project Overview).

“Developer” is defined in Part A Section 1.5 (Procurement Process Overview).

“Development Cost Estimate” is defined in Section 2.3 (Development Cost Estimate).

“Equity Funding Letter” means the letter provided by each Equity Member as required by Part B Section 5.6 (Equity Funding Letters).

“Equity Member” means a member of the Respondent team that will contribute shareholders’ equity to the Developer as part of the financing plan for the Project.

“FAA” is defined in Part A Section 2.4 (Environmental Status).

“Financial Lead” means the individual who is responsible for financing the Project.

“Financially Responsible Party Support Letter” means the letter provided by each Financially Responsible Party as required by Part B Section 5.3 (Financially Responsible Party Support Letters).

“Financially Responsible Party” means a parent company or other Affiliate that will financially support all of the obligations of the Equity Member, Lead Contractor, Lead Operations Firm, or Lead Maintenance Firm, as applicable, with respect to the Project.

“Financing Entity” is defined in Part B Section 5.5 (Financing Entity Support Letters).

“Financing Entity Support Letter” means the letter provided by each Financing Entity as required by Part B Section 5.5 (Financing Entity Support Letter).

“FOIA” is defined in Part A Section 8.2 (Freedom of Information Act).

“Funding Vehicle” means an investment fund that will provide the funds for the equity investment in the Project.

“Guarantor” means (i) a Guarantor of a Lead Firm or (ii) a Guarantor of an Equity Member, as applicable.

“IDOT” is defined in Part A Section 1.2 (Overview of the Opportunity).

“IFRS” is defined in Part B Section 5.2(a) (Financial Statements).

“Inaugural Airport Program” or **“IAP”** is defined in Part A Section 1.2 (Overview of the Opportunity).

“IPD Bulletin” means the Innovative Project Delivery (IPD) Procurements section of the IDOT Transportation Bulletin, accessible at [IPD Procurement Requests \(illinois.gov\)](https://www.idot.gov/ipd-procurement-requests).

“Key Personnel” means the personnel listed in Part B Section 3.9 (List of Key Personnel).

“Lead Architect Firm” means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the design of the Project.

“Lead Contractor” means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the construction of the Project.

“Lead Engineering Firm” means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the engineering of the Project.

“Lead Firm” means any of a Respondent team’s Lead Engineering Firm, Lead Contractor, Lead Architect Firm, Lead Operations Firm, or Lead Maintenance Firm.

“Lead Maintenance Firm” means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the maintenance of the Project.

“Lead Operations Firm” means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the operation of the Project.

“Major Non-Equity Member” means any of a Respondent team’s Lead Firms, Engineering Team Members, or other Respondent team members or subcontractors identified in the Respondent’s SOQ, except in each case where these entities qualify as an Equity Member.

“NEPA” is defined in Part A Section 2.4 (Environmental Status).

“O&M” is defined in Part A Section 2.9 (Operations and Maintenance).

“**Offeror**” means a Shortlisted Respondent that submits a Proposal.

“**PABs**” is defined in Part A Section 4.1 (Project Financing).

“**Part 139 Certificate**” is defined in Part A Section 1.4(p) (Project Goals).

“**Preferred Offeror**” is defined in Part A Section 1.5 (Procurement Process Overview).

“**Procurement Schedule**” is defined in Part A Section 5.3 (Procurement Schedule).

“**Project**” is defined in Part A Section 1.2 (Overview of the Opportunity).

“**Project Cost**” means the total construction cost budgeted for a project or, if the project is complete, the total construction cost of a completed project.

“**Project Documents**” is defined in Part A Section 1.6 (Project Documents).

“**Project Site**” is defined in Part A Section 2.6 (Project Site).

“**Project Size**” means the total amount of a project financed with private financing (i.e., without public debt, public equity or capital grants), including all loans, bonds, bank loans, subordinated shareholder loans, and any other debt instrument or facility, and including all debt and equity provided by the project developer and equity members.

“**Project Website**” means <https://www.southsuburbanairport.com/>.

“**Proposal Payment**” is defined in Part A Section 5.2 (Proposal Payment).

“**Proposal**” is defined in Part A Section 1.5 (Procurement Process Overview).

“**Public Records Laws**” is defined in Part A Section 8.2 (Freedom of Information Act).

“**Related Entities**” means any entity that is a parent, affiliate, or subsidiary, at any tier, of any of the listed entities, or that is under common ownership, control, or management with the entity in question.

“**Request for Qualifications**” or “RFQ” is defined in in Part A Section 1.2 (Overview of the Opportunity).

“**Respondents**” is defined in Part A Section 1.2 (Overview of the Opportunity).

“**RFCs**” is defined in Part A Section 5.1(a) (RFP Phase).

“**RFP Phase**” means the phase of this procurement described in Part A Section 5.1(b) (RFP Phase).

“**RFQ Phase**” means the phase of this procurement described in Part A Section 5.1(a) (RFQ Phase).

“**RFQ Procurement Contact**” means IDOT’s identified contact for all RFCs and any other communications regarding this RFQ.

“**Shortlisted Respondents**” is defined in Part A Section 5.1(a) (RFQ Phase).

“**SOQ Due Date**” means the due date for SOQs set forth in Part A Section 5.3 (Procurement Schedule).

“**South Suburban Airport**” or “**SSA**” is defined in Part A Section 1.2 (Overview of the Opportunity).

“**SSA Act**” is defined in Part A Section 1.2 (Overview of the Opportunity).

“**State**” means the State of Illinois.

“**Statement of Qualifications**” or “**SOQs**” is defined in Part A Section 1.2 (Overview of the Opportunity).

“Statement of Approach to Workforce Diversity, Subcontracting, and Community Engagement” means the narrative statement in the Respondent’s SOQ regarding the Respondent’s approach to workforce diversity, subcontracting, and community engagement provided in accordance with Part B Section 3.13 (Statement of Approach to Workforce Diversity, Subcontracting, and Community Engagement).

“Statement of Approach to the Project” means the narrative statement in the Respondent’s SOQ regarding the Respondent’s approach to design, construct, operate, and maintain the Project, provided in accordance with Part B Section 3.12 (Statement of Approach to the Project).

“TIFIA” is defined in Part A Section 4.1 (Project Financing).

“TSA” is defined in Part B Section 3.12(h) (Statement of Approach to the Project).

“US GAAP” is defined in Part B Section 5.2(a) (Financial Statement).

“USDOT” is defined in Part A Section 3.5 (Disadvantaged Business Enterprises).

APPENDIX A
IDOT STANDARD ASSURANCES, CERTIFICATIONS, AND DISCLOSURES

APPENDIX A**IDOT STANDARD ASSURANCES, CERTIFICATIONS AND DISCLOSURES**

[Note to Respondents: This Appendix A is provided for RFQ informational purposes only. Respondents are not required to submit these certifications and disclosures in their SOQs.]

STATE REQUIRED ETHICAL STANDARDS**GOVERNING CONTRACT PROCUREMENT:****ASSURANCES, CERTIFICATIONS AND DISCLOSURES****I. GENERAL**

A. Article 50 of the Code establishes the duty of all State CPOs, SPOs, and their designees to maximize the value of the expenditure of public moneys in procuring goods, services, and contracts for the State of Illinois and to act in a manner that maintains the integrity and public trust of State government. In discharging this duty, they are charged by law to use all available information, reasonable efforts, and reasonable actions to protect, safeguard, and maintain the procurement process of the State of Illinois.

B. In order to comply with the provisions of Article 50 and to carry out the duty established therein, all bidders are to adhere to ethical standards established for the procurement process, and to make such assurances, disclosures and certifications required by law. Except as otherwise required in subsection III, paragraphs J-M, by execution of the Proposal Signature Sheet, the bidder indicates that each of the mandated assurances have been read and understood, that each certification is made and understood, and that each disclosure requirement has been understood and completed.

C. In addition to all other remedies provided by law, failure to comply with any assurance, failure to make any disclosure or the making of a false certification shall be grounds for the CPO to void the contract and may result in the suspension or debarment of the bidder or subcontractor. If a false certification is made by a subcontractor the contractor's submitted bid and the executed contract may not be declared void unless the contractor refuses to terminate the subcontract upon the State's request after a finding that the subcontractor's certification was false.

I acknowledge, understand and accept these terms and conditions.

II. ASSURANCES

The assurances hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder.

A. Conflicts of Interest

Section 50-13. Conflicts of Interest.

(a) Prohibition. It is unlawful for any person holding an elective office in this State, holding a seat in the General Assembly, or appointed to or employed in any of the offices or agencies of state government and who receives compensation for such employment in excess of 60% of the salary of the Governor of the State of Illinois, or who is an officer or employee of the Capital Development Board or who is the spouse or minor child of any such person to have or acquire any contract, or any direct pecuniary interest in any contract therein, whether for stationery, printing, paper, or any services, materials, or supplies, that will be wholly or

partially satisfied by the payment of funds appropriated by the General Assembly of the State of Illinois or in any contract of the Capital Development Board.

(b) Interests. It is unlawful for any firm, partnership, association or corporation, in which any person listed in subsection (a) is entitled to receive (i) more than 7 1/2% of the total distributable income or (ii) an amount in excess of the salary of the Governor, to have or acquire any such contract or direct pecuniary interest therein.

(c) Combined interests. It is unlawful for any firm, partnership, association, or corporation, in which any person listed in subsection (a) together with his or her spouse or minor children is entitled to receive (i) more than 15%, in the aggregate, of the total distributable income or (ii) an amount in excess of 2 times the salary of the Governor, to have or acquire any such contract or direct pecuniary interest therein.

(d) Securities. Nothing in this Section invalidates the provisions of any bond or other security previously offered or to be offered for sale or sold by or for the State of Illinois.

(e) Prior interests. This Section does not affect the validity of any contract made between the State and an officer or employee of the State or member of the General Assembly, his or her spouse, minor child or any combination of those persons if that contract was in existence before his or her election or employment as an officer, member, or employee. The contract is voidable, however, if it cannot be completed within 365 days after the officer, member, or employee takes office or is employed.

The current salary of the Governor is \$205,700.00. Sixty percent of the salary is \$123,420.00.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-13, or that an effective exemption has been issued by the Executive Ethics Commission to any individual subject to the Section 50-13 prohibitions pursuant to the provisions of Section 50-20 of the Code. Information concerning the exemption process is available from the Department upon request.

B. Negotiations

Section 50-15. Negotiations.

It is unlawful for any person employed in or on a continual contractual relationship with any of the offices or agencies of State government to participate in contract negotiations on behalf of that office or agency with any firm, partnership, association, or corporation with whom that person has a contract for future employment or is negotiating concerning possible future employment.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-15, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

C. Inducements

Section 50-25. Inducement.

Any person who offers or pays any money or other valuable thing to any person to induce him or her not to bid for a State contract or as recompense for not having bid on a State contract is guilty of a Class 4 felony. Any person who accepts any money or other valuable thing for not bidding for a State contract or who withholds a bid in consideration of the promise for the payment of money or other valuable thing is guilty of a Class 4 felony.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-25, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

D. Revolving Door Prohibition

Section 50-30. Revolving door prohibition.

CPOs, SPOs, procurement compliance monitors, their designees whose principal duties are directly related to State procurement, and executive officers confirmed by the Senate are expressly prohibited for a period of 2 years after terminating an affected position from engaging in any procurement activity relating to the State agency most recently employing them in an affected position for a period of at least 6 months. The prohibition includes but is not limited to: lobbying the procurement process; specifying; bidding; proposing bid, proposal, or contract documents; on their own behalf or on behalf of any firm, partnership, association, or corporation. This Section applies only to persons who terminate an affected position on or after January 15, 1999.

The bidder assures the Department that the award and execution of the contract would not cause a violation of Section 50-30, and that the bidder has no knowledge of any facts relevant to the kinds of acts prohibited therein.

E. Reporting Anticompetitive Practices

Section 50-40. Reporting anticompetitive practices.

When, for any reason, any vendor, bidder, contractor, CPO, SPO, designee, elected official, or State employee suspects collusion or other anticompetitive practice among any bidders, offerors, contractors, or employees of the State, a notice of the relevant facts shall be transmitted to the Attorney General and the CPO.

The bidder assures the Department that it has not failed to report any relevant facts concerning the practices addressed in Section 50-40 which may involve the contract for which the bid is submitted.

F. Confidentiality

Section 50-45. Confidentiality.

Any CPO, SPO, designee, or executive officer who willfully uses or allows the use of specifications, competitive bid documents, proprietary competitive information, proposals, contracts, or selection information to compromise the fairness or integrity of the procurement, bidding, or contract process shall be subject to immediate dismissal, regardless of the Personnel Code 20 ILCS 415 *et seq.*, any contract, or any collective bargaining agreement, and may in addition be subject to criminal prosecution.

The bidder assures the Department that it has no knowledge of any fact relevant to the practices addressed in Section 50-45 which may involve the contract for which the bid is submitted.

G. Insider Information

Section 50-50. Insider information.

It is unlawful for any current or former elected or appointed State official or State employee to knowingly use confidential information available only by virtue of that office or employment for actual or anticipated gain for themselves or another person.

The bidder assures the Department that it has no knowledge of any facts relevant to the practices addressed in Section 50-50 which may involve the contract for which the bid is submitted.

I acknowledge, understand and accept these terms and conditions for the above assurances.

III. CERTIFICATIONS

The certifications hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder. Section 50-2 of the Code provides that every person that has entered into a multi-year contract and every subcontractor with a multi-year subcontract shall certify, by July 1 of each fiscal year covered by the contract after the initial fiscal year, to the responsible CPO whether it continues to satisfy the requirements of Article 50 pertaining to the eligibility for a contract award. If a contractor or subcontractor is not able to truthfully certify that it continues to meet all requirements, it shall provide with its certification a detailed explanation of the circumstances leading to the change in certification status. A contractor or subcontractor that makes a false statement material to any given certification required under Article 50 is, in addition to any other penalties or consequences prescribed by law, subject to liability under the Whistleblower Reward and Protection Act for submission of a false claim.

A. Bribery

Section 50-5. Bribery.

(a) Prohibition. No person or business shall be awarded a contract or subcontract under this Code who:

(1) has been convicted under the laws of Illinois or any other state of bribery or attempting to bribe an officer or employee of the State of Illinois or any other state in that officer's or employee's official capacity; or

(2) has made an admission of guilt of that conduct that is a matter of record but has not been prosecuted for that conduct.

(b) Businesses. No business shall be barred from contracting with any unit of State or local government, or subcontracting under such a contract, as a result of a conviction under this Section of any employee or agent of the business if the employee or agent is no longer employed by the business and:

(1) the business has been finally adjudicated not guilty; or

(2) the business demonstrates to the governmental entity with which it seeks to contract, or which is signatory to the contract which the subcontract relates, and that entity finds that the commission of the offense was not authorized, requested, commanded, or performed by a director, officer, or high managerial agent on behalf of the business as provided in paragraph (2) of subsection (a) of Section 5-4 of the Criminal Code of 2012.

(c) Conduct on behalf of business. For purposes of this Section, when an official, agent, or employee of a business committed the bribery or attempted bribery on behalf of the business and in accordance with the direction or authorization of a responsible official of the business, the business shall be chargeable with the conduct.

(d) Certification. Every bid submitted to and contract executed by the State, and every subcontract subject to Section 20-120 of the Code shall contain a certification by the contractor or the subcontractor, respectively, that the contractor or subcontractor is not

barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO may declare the related contract void if any certifications required by this Section are false. A contractor who makes a false statement, material to the certification, commits a Class 3 felony.

The contractor or subcontractor certifies that it is not barred from being awarded a contract under Section 50.5.

B. Felons

Section 50-10. Felons.

(a) Unless otherwise provided, no person or business convicted of a felony shall do business with the State of Illinois or any State agency, or enter into a subcontract, from the date of conviction until 5 years after the date of completion of the sentence for that felony, unless no person held responsible by a prosecutorial office for the facts upon which the conviction was based continues to have any involvement with the business.

(b) Certification. Every bid submitted to and contract executed by the State and every subcontract subject to Section 20-120 of the Code shall contain a certification by the bidder or contractor or subcontractor, respectively, that the bidder, contractor, or subcontractor is not barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO may declare the related contract void if any of the certifications required by this Section are false.

C. Debt Delinquency

Section 50-11 and 50-12. Debt Delinquency.

The contractor or bidder or subcontractor, respectively, certifies that it, or any affiliate, is not barred from being awarded a contract or subcontract under the Code. Section 50-11 prohibits a person from entering into a contract with a State agency, or entering into a subcontract, if it knows or should know that it, or any affiliate, is delinquent in the payment of any debt to the State as defined by the Debt Collection Board. Section 50-12 prohibits a person from entering into a contract with a State agency, or entering into a subcontract, if it, or any affiliate, has failed to collect and remit Illinois Use Tax on all sales of tangible personal property into the State of Illinois in accordance with the provisions of the Illinois Use Tax Act. The bidder or contractor or subcontractor, respectively, further acknowledges that the CPO may declare the related contract void if this certification is false or if the bidder, contractor, or subcontractor, or any affiliate, is determined to be delinquent in the payment of any debt to the State during the term of the contract.

D. Prohibited Bidders, Contractors and Subcontractors

Section 50-10.5 and 50-60(c). Prohibited bidders, contractors and subcontractors.

The bidder or contractor or subcontractor, respectively, certifies in accordance with 30 ILCS 500/50-10.5 that no officer, director, partner or other managerial agent of the contracting business has been convicted of a felony under the Sarbanes-Oxley Act of 2002 or a Class 3 or Class 2 felony under the Illinois Securities Law of 1953 or if in violation of Subsection (c) for a period of five years from the date of conviction. Every bid submitted to and contract executed by the State and every subcontract subject to Section 20-120 of the Code shall contain a certification by the bidder, contractor, or subcontractor, respectively, that the bidder, contractor, or subcontractor is not barred from being awarded a contract or subcontract under this Section and acknowledges that the CPO shall declare the related contract void if any of the certifications

completed pursuant to this Section are false.

E. Section 42 of the Environmental Protection Act

The bidder or contractor or subcontractor, respectively, certifies in accordance with 30 ILCS 500/50-14 that the bidder, contractor, or subcontractor, is not barred from being awarded a contract or entering into a subcontract under this Section which prohibits the bidding on or entering into contracts with the State of Illinois or a State agency, or entering into any subcontract, that is subject to the Code by a person or business found by a court or the Pollution Control Board to have committed a willful or knowing violation of Section 42 of the Environmental Protection Act for a period of five years from the date of the order. The bidder or contractor or subcontractor, respectively, acknowledges that the CPO may declare the contract void if this certification is false.

F. Educational Loan

Section 3 of the Educational Loan Default Act provides no State agency shall contract with an individual for goods or services if that individual is in default, as defined in Section 2 of this Act, on an educational loan. Any contract used by any State agency shall include a statement certifying that the individual is not in default on an educational loan as provided in this Section.

The bidder, if an individual as opposed to a corporation, partnership or other form of business organization, certifies that the bidder is not in default on an educational loan as provided in Section 3 of the Act.

G. Bid-Rigging/Bid Rotating

Section 33E-11 of the Criminal Code of 2012 provides:

(a) Every bid submitted to and public contract executed pursuant to such bid by the State or a unit of local government shall contain a certification by the prime contractor that the prime contractor is not barred from contracting with any unit of State or local government as a result of a violation of either Section 33E-3 or 33E-4 of this Article.

(b) A contractor who makes a false statement, material to the certification, commits a Class 3 felony.

A violation of Section 33E-3 would be represented by a conviction of the crime of bid-rigging which, in addition to Class 3 felony sentencing, provides that any person convicted of this offense or any similar offense of any state or the United States which contains the same elements as this offense shall be barred for 5 years from the date of conviction from contracting with any unit of State or local government. No corporation shall be barred from contracting with any unit of State or local government as a result of a conviction under this Section of any employee or agent of such corporation if the employee so convicted is no longer employed by the corporation and: (1) it has been finally adjudicated not guilty or (2) if it demonstrates to the governmental entity with which it seeks to contract and that entity finds that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or a high managerial agent in behalf of the corporation.

A violation of Section 33E-4 would be represented by a conviction of the crime of bid-rotating which, in addition to Class 2 felony sentencing, provides that any person convicted of this offense or any similar offense of any state or the United States which contains the same elements as this offense shall be permanently barred from contracting with any unit of State or local government. No corporation shall be barred from contracting with any unit of State or local government as a result of a conviction under this Section of any employee or agent of such corporation if the

employee so convicted is no longer employed by the corporation and: (1) it has been finally adjudicated not guilty or (2) if it demonstrates to the governmental entity with which it seeks to contract and that entity finds that the commission of the offense was neither authorized, requested, commanded, nor performed by a director, officer or a high managerial agent in behalf of the corporation.

The bidder certifies that it is not barred from contracting with the Department by reason of a violation of either Section 33E-3 or Section 33E-4.

H. International Anti-Boycott

Section 5 of the International Anti-Boycott Certification Act provides every contract entered into by the State of Illinois for the manufacture, furnishing, or purchasing of supplies, material, or equipment or for the furnishing of work, labor, or services, in an amount exceeding the threshold for small purchases according to the purchasing laws of this State or \$10,000.00, whichever is less, shall contain certification, as a material condition of the contract, by which the contractor agrees that neither the contractor nor any substantially-owned affiliated company is participating or shall participate in an international boycott in violation of the provisions of the U.S. Export Administration Act of 1979 or the regulations of the U.S. Department of Commerce promulgated under that Act.

The bidder makes the certification set forth in Section 5 of the Act.

I. Drug Free Workplace

The Illinois "Drug Free Workplace Act" applies to this contract and it is necessary to comply with the provisions of the "Act" if the contractor is a corporation, partnership, or other entity (including a sole proprietorship) which has 25 or more employees.

The bidder certifies that if awarded a contract in excess of \$5,000 it will provide a drug free workplace in compliance with the provisions of the Act.

J. Disclosure of Business Operations in Iran

Section 50-36 of the Code, 30ILCS 500/50-36 provides that each bid, offer, or proposal submitted for a State contract shall include a disclosure of whether or not the Company acting as the bidder, offeror, or proposing entity, or any of its corporate parents or subsidiaries, within the 24 months before submission of the bid, offer, or proposal had business operations that involved contracts with or provision of supplies or services to the Government of Iran, companies in which the Government of Iran has any direct or indirect equity share, consortiums or projects commissioned by the Government of Iran, or companies involved in consortiums or projects commissioned by the Government of Iran and either of the following conditions apply:

- (1) More than 10% of the Company's revenues produced in or assets located in Iran involve oil-related activities or mineral-extraction activities; less than 75% of the Company's revenues produced in or assets located in Iran involve contracts with or provision of oil-related or mineral-extraction products or services to the Government of Iran or a project or consortium created exclusively by that government; and the Company has failed to take substantial action.
- (2) The Company has, on or after August 5, 1996, made an investment of \$20 million or more, or any combination of investments of at least \$10 million each that in the aggregate equals or exceeds \$20 million in any 12-month period, which directly or significantly contributes to the enhancement of Iran's ability to develop petroleum resources of Iran.

The terms “Business operations”, “Company”, “Mineral-extraction activities”, “Oil-related activities”, “Petroleum resources”, and “Substantial action” are all defined in the Code.

Failure to make the disclosure required by the Code shall cause the bid, offer or proposal to be considered not responsive. The disclosure will be considered when evaluating the bid or awarding the contract. The name of each Company disclosed as doing business or having done business in Iran will be provided to the State Comptroller.

Check the appropriate statement:

Company has no business operations in Iran to disclose.

Company has business operations in Iran as disclosed the attached document.

K. Apprenticeship and Training Certification (Does not apply to federal aid projects)

In accordance with the provisions of Section 30-22 (6) of the Code, the bidder certifies that it is a participant, either as an individual or as part of a group program, in the approved apprenticeship and training programs applicable to each type of work or craft that the bidder will perform with its own forces. The bidder further certifies for work that will be performed by subcontract that each of its subcontractors submitted for approval either (a) is, at the time of such bid, participating in an approved, applicable apprenticeship and training program; or (b) will, prior to commencement of performance of work pursuant to this contract, begin participation in an approved apprenticeship and training program applicable to the work of the subcontract. The Department, at any time before or after award, may require the production of a copy of each applicable Certificate of Registration issued by the United States Department of Labor evidencing such participation by the contractor and any or all of its subcontractors. Applicable apprenticeship and training programs are those that have been approved and registered with the United States Department of Labor. The bidder shall list in the space below, the official name of the program sponsor holding the Certificate of Registration for all of the types of work or crafts in which the bidder is a participant and that will be performed with the bidder’s forces. Types of work or craft work that will be subcontracted shall be included and listed as subcontract work. The list shall also indicate any type of work or craft job category that does not have an applicable apprenticeship or training program. **The bidder is responsible for making a complete report and shall make certain that each type of work or craft job category that will be utilized on the project as reported on the Construction Employee Workforce Projection (Form BC-1256) and returned with the bid is accounted for and listed.**

The requirements of this certification and disclosure are a material part of the contract, and the contractor shall require this certification provision to be included in all approved subcontracts. In order to fulfill this requirement, it shall not be necessary that an applicable program sponsor be currently taking or that it will take applications for apprenticeship, training or employment during the performance of the work of this contract.

L. Lobbyist Disclosure

Section 50-38 of the Code requires that any bidder or offeror on a State contract that hires a person required to register under the Lobbyist Registration Act to assist in obtaining a contract

shall:

- (i) Disclose all costs, fees, compensation, reimbursements, and other remunerations paid or to be paid to the lobbyist related to the contract,
- (ii) Not bill or otherwise cause the State of Illinois to pay for any of the lobbyist’s costs, fees, compensation, reimbursements, or other remuneration, and
- (iii) Sign a verification certifying that none of the lobbyist’s costs, fees, compensation, reimbursements, or other remuneration were billed to the State.

This information, along with all supporting documents, shall be filed with the agency awarding the contract and with the Secretary of State. The CPO shall post this information, together with the contract award notice, in the online Procurement Bulletin.

Pursuant to Subsection (c) of this Section, no person or entity shall retain a person or entity to attempt to influence the outcome of a procurement decision made under the Code for compensation contingent in whole or in part upon the decision or procurement. Any person who violates this subsection is guilty of a business offense and shall be fined not more than \$10,000.

Bidder acknowledges that it is required to disclose the hiring of any person required to register pursuant to the Illinois Lobbyist Registration Act (25 ILCS 170) in connection with this contract.

Bidder has not hired any person required to register pursuant to the Illinois Lobbyist Registration Act in connection with this contract.

Or

Bidder has hired the following persons required to register pursuant to the Illinois Lobbyist Registration Act in connection with the contract:

Name and address of person: _____

All costs, fees, compensation, reimbursements and other remuneration paid to said person: _____

I acknowledge, understand and accept these terms and conditions for the above certifications.

IV. DISCLOSURES

A. The disclosures hereinafter made by the bidder are each a material representation of fact upon which reliance is placed should the Department enter into the contract with the bidder. The bidder further certifies that the Department has received the disclosure forms for each bid.

The CPO may void the bid, or contract, respectively, if it is later determined that the bidder or subcontractor rendered a false or erroneous disclosure. A contractor or subcontractor may be suspended or debarred for violations of the Code. Furthermore, the CPO may void the contract and the surety providing the performance bond shall be responsible for completion of the contract.

B. Financial Interests and Conflicts of Interest

1. Section 50-35 of the Code provides that all bids of more than \$100,000 shall be

accompanied by disclosure of the financial interests of the bidder. This disclosed information for the successful bidder, will be maintained as public information subject to release by request pursuant to the Freedom of Information Act, filed with the Procurement Policy Board, and shall be incorporated as a material term of the contract. Furthermore, pursuant to Section 5-5, the Procurement Policy Board may review a proposal, bid, or contract and issue a recommendation to void a contract or reject a proposal or bid based on any violation of the Code or the existence of a conflict of interest as provided in subsections (b) and (d) of Section 50-35.

The financial interests to be disclosed shall include ownership or distributive income share that is in excess of 5%, or an amount greater than 60% of the annual salary of the Governor, of the bidding entity or its parent entity, whichever is less, unless the contractor or bidder is a publicly traded entity subject to Federal 10K reporting, in which case it may submit its 10K disclosure in place of the prescribed disclosure. If a bidder is a privately held entity that is exempt from Federal 10K reporting, but has more than 200 shareholders, it may submit the information that Federal 10K companies are required to report and list the names of any person or entity holding any ownership share that is in excess of 5%. The disclosure shall include the names, addresses, and dollar or proportionate share of ownership of each person making the disclosure, their instrument of ownership or beneficial relationship, and notice of any potential conflict of interest resulting from the current ownership or beneficial interest of each person making the disclosure having any of the relationships identified in Section 50-35 and on the disclosure form.

The current annual salary of the Governor is \$205,700.00.

In addition, all disclosures shall indicate any other current or pending contracts, proposals, leases, or other ongoing procurement relationships the bidding entity has with any other unit of state government and shall clearly identify the unit and the contract, proposal, lease, or other relationship.

2. Disclosure Forms. Disclosure Form A is attached for use concerning the individuals meeting the above ownership or distributive share requirements. A separate Disclosure Form A must be submitted with the bid for each individual meeting the above requirements. In addition, a second form (Disclosure Form B) provides for the disclosure of current or pending procurement relationships with other (non-IDOT) state agencies and a total ownership certification. **The forms must be included with each bid.**

C. Disclosure Form Instructions

Form A Instructions for Financial Information & Potential Conflicts of Interest

If the bidder is a publicly traded entity subject to Federal 10K reporting, the 10K Report may be submitted to meet the requirements of Form A. If a bidder is a privately held entity that is exempt from Federal 10K reporting, but has more than 200 shareholders, it may submit the information that Federal 10K companies are required to report and list the names of any person or entity holding any ownership share that is in excess of 5%. If a bidder is not subject to Federal 10K reporting, the bidder must determine if any individuals are required by law to complete a financial disclosure form. To do this, the bidder should answer each of the following questions. A "YES" answer indicates Form A must be completed. If the answer to each of the following questions is "NO", then the NOT APPLICABLE STATEMENT on Form A must be signed and dated by a person that is authorized to execute contracts for the bidding company. Note: These questions are for assistance only and are not required to be

completed.

1. Does anyone in your organization have a direct or beneficial ownership share of greater than 5% of the bidding entity or parent entity? YES ___ NO ___.
2. Does anyone in your organization have a direct or beneficial ownership share of less than 5%, but which has a value greater than 60% of the annual salary of the Governor? YES ___ NO ___.
3. Does anyone in your organization receive more than 60% of the annual salary of the Governor of the bidding entity's or parent entity's distributive income? YES ___ NO ___.

(Note: Distributive income is, for these purposes, any type of distribution of profits. An annual salary is not distributive income.)

4. Does anyone in your organization receive greater than 5% of the bidding entity's or parent entity's total distributive income, but which is less than 60% of the annual salary of the Governor? YES ___ NO ___.

(Note: Only one set of forms needs to be completed per person per bid even if a specific individual would require a yes answer to more than one question.)

A "YES" answer to any of these questions requires the completion of Form A. The bidder must determine each individual in the bidding entity or the bidding entity's parent company that would cause the questions to be answered "Yes". Each form must be signed and dated by a person that is authorized to execute contracts for your organization. **Photocopied or stamped signatures are not acceptable.** The person signing can be, but does not have to be, the person for which the form is being completed. The bidder is responsible for the accuracy of any information provided.

If the answer to each of the above questions is "NO", then the NOT APPLICABLE STATEMENT of Form A must be signed and dated by a person that is authorized to execute contracts for your company.

Form B: Instructions for Identifying Other Contracts & Procurement Related Information

Disclosure Form B must be completed for each bid submitted by the bidding entity. *Note: Checking the NOT APPLICABLE STATEMENT on Form A does not allow the bidder to ignore Form B. Form B must be completed, checked, and dated or the bidder may be considered nonresponsive and the bid will not be accepted.*

The Bidder shall identify, by checking Yes or No on Form B, whether it has any pending contracts (including leases), bids, proposals, or other ongoing procurement relationship with any other (non-IDOT) State of Illinois agency. If "No" is checked, the bidder only needs to complete the check box on the bottom of Form B. If "Yes" is checked, the bidder must do one of the following:

Option I: If the bidder did not submit an Affidavit of Availability to obtain authorization to bid, the bidder must list all non-IDOT State of Illinois agency pending contracts, leases, bids, proposals, and other ongoing procurement relationships. These items may be listed on Form B or on an attached sheet(s). Do not include IDOT contracts. Contracts with cities, counties, villages, etc. are not considered State of Illinois agency contracts and are not to be included. Contracts with other State of Illinois agencies such as the Department of Natural Resources or the Capital Development Board must be included. Bidders who submit Affidavits of Availability are suggested to use Option II.

Option II: If the bidder is required and has submitted an Affidavit of Availability in order to obtain authorization to bid, the bidder may write or type "See Affidavit of Availability" which indicates that the Affidavit of Availability is incorporated by reference and includes all non-IDOT State of Illinois agency pending contracts, leases, bids, proposals, and other ongoing procurement relationships. For any contracts that are not covered by the Affidavit of Availability, the bidder must identify them on Form B or on an attached sheet(s). These might be such things as leases.

**ILLINOIS DEPARTMENT
OF TRANSPORTATION**

**Form A
Financial Information &
Potential Conflicts of Interest
Disclosure**

Contractor Name		
Legal Address		
City, State, Zip		
Telephone Number	Email Address	Fax Number (if available)

Disclosure of the information contained in this Form is required by the Section 50-35 of the Code (30 ILCS 500). Vendors desiring to enter into a contract with the State of Illinois must disclose the financial information and potential conflict of interest information as specified in this Disclosure Form. This information shall become part of the publicly available contract file. This Form A must be completed for bids in excess of \$100,000, and for all open-ended contracts. **A publicly traded company may submit a 10K disclosure (or equivalent if applicable) in satisfaction of the requirements set forth in Form A. See Disclosure Form Instructions.**

The current annual salary of the Governor is \$205,700.00.

DISCLOSURE OF FINANCIAL INFORMATION

1. Disclosure of Financial Information. The individual named below has an interest in the BIDDER (or its parent) in terms of ownership or distributive income share in excess of 5%, or an interest which has a value of more than 60% of the annual salary of the Governor. **(Make copies of this form as necessary and attach a separate Disclosure Form A for each individual meeting these requirements)**

FOR INDIVIDUAL (type or print information)			
NAME:			
ADDRESS			
Type of ownership/distributable income share:			
stock	sole	Partnership	other: (explain on separate sheet):
	proprietorship		
% or \$ value of ownership/distributable income share:			

2. Disclosure of Potential Conflicts of Interest. Check “Yes” or “No” to indicate which, if any, of the following potential conflict of interest relationships apply. If the answer to any question is “Yes”, please attach additional pages and describe.

(a) State employment, currently or in the previous 3 years, including contractual employment of services.

Yes ___ No ___

If your answer is yes, please answer each of the following questions.

1. Are you currently an officer or employee of either the Capitol Development Board? Yes ___ No ___

2. Are you currently appointed to or employed by any agency of the State of Illinois? If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary exceeds 60% of the annual salary of the Governor, provide the name the State agency for which you are employed and your annual salary. Yes ___ No ___

3. If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary exceeds 60% of the annual salary of the Governor, are you entitled to receive (i) more than 7 1/2% of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of 100% of the annual salary of the Governor? Yes ___ No ___

4. If you are currently appointed to or employed by any agency of the State of Illinois, and your annual salary exceeds 60% of the annual salary of the Governor, are you and your spouse or minor children entitled to receive (i) more than 15 % in the aggregate of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of two times the salary of the Governor? Yes ___ No

(b) State employment of spouse, father, mother, son, or daughter, including contractual employment for services in the previous 2 years. Yes ___ No ___

If your answer is yes, please answer each of the following questions.

1. Is your spouse or any minor children currently an officer or employee of the Capitol Development Board? Yes ___ No ___

2. Is your spouse or any minor children currently appointed to or employed by any agency of the State of Illinois? If your spouse or minor children is/are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, provide the name of your spouse and/or minor children, the name of the State agency for which he/she is employed and his/her annual salary.

3. If your spouse or any minor children is/are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, are you entitled to receive (i) more than 7 1/2% of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of 100% of the annual salary of the Governor? Yes ___ No ___

4. If your spouse or any minor children are currently appointed to or employed by any agency of the State of Illinois, and his/her annual salary exceeds 60% of the annual salary of the Governor, are you and your spouse or minor children entitled to receive (i) more than 15 % in the aggregate of the total distributable income of your firm, partnership, association or corporation, or (ii) an amount in excess of two times the salary of the Governor? Yes ___ No ___

(c) Elective status; the holding of elective office of the State of Illinois, the government of the United States, any

unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of

Illinois currently or in the previous 3 years. Yes ___ No ___

(d) Relationship to anyone holding elective office currently or in the previous 2 years; spouse, father, mother,

son, or daughter. Yes ___ No ___

(e) Appointive office; the holding of any appointive government office of the State of Illinois, the United States of

America, or any unit of local government authorized by the Constitution of the State of Illinois or the statutes of the State of Illinois, which office entitles the holder to compensation in excess of the expenses incurred in the discharge of that office currently or in the previous 3 years.

Yes ___ No ___

(f) Relationship to anyone holding appointive office currently or in the previous 2 years; spouse, father, mother, son, or daughter.

Yes ___ No ___

(g) Employment, currently or in the previous 3 years, as or by any registered lobbyist of the State government.

Yes ___ No ___

(h) Relationship to anyone who is or was a registered lobbyist in the previous 2 years; spouse, father, mother, son, or daughter.

No ___

Yes

(i) Compensated employment, currently or in the previous 3 years, by any registered election or reelection committee registered with the Secretary of State or any county clerk of the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections.

Yes ___ No ___

(j) Relationship to anyone; spouse, father, mother, son, or daughter; who was a compensated employee in the last 2 years by any registered election or re-election committee registered with the Secretary of State or any county clerk of the State of Illinois, or any political action committee registered with either the Secretary of State or the Federal Board of Elections.

Yes ___ No ___

3. Communication Disclosure.

Disclose the name and address of each lobbyist and other agent of the bidder or offeror who is not identified in Section 2 of this form, who is has communicated, is communicating, or may communicate with any State officer or employee concerning the bid or offer. This disclosure is a continuing obligation and must be promptly supplemented for accuracy throughout the process and throughout the term of the contract. If no person is identified, enter "None" on the line below:

Name and address of person(s): _____

4. Debarment Disclosure. For each of the persons identified under Sections 2 and 3 of this form, disclose whether any of the following has occurred within the previous 10 years: debarment from contracting with any governmental entity; professional licensure discipline; bankruptcies; adverse civil judgments and administrative findings; and criminal felony convictions. This disclosure is a continuing obligation and must be promptly supplemented for accuracy throughout the procurement process and term of the contract. If no person is identified, enter "None" on the line below:

Name of person(s): _____

Nature of disclosure: _____

APPLICABLE STATEMENT

This Disclosure Form A is submitted on behalf of the INDIVIDUAL named on previous page. Under penalty of perjury, I certify the contents of this disclosure to be true and accurate to the best of my knowledge.

Completed by:

Signature of Individual or Authorized Representative

Date

NOT APPLICABLE STATEMENT

Under penalty of perjury, I have determined that no individuals associated with this organization meet the criteria that would require the completion of this Form A.

This Disclosure Form A is submitted on behalf of the CONTRACTOR listed on the previous page.

Signature of Authorized Representative

Date

The bidder has a continuing obligation to supplement these disclosures under Sec. 50-35 of the Code.

**ILLINOIS DEPARTMENT
OF TRANSPORTATION**

**Form B
Other Contracts &
Financial Related Information
Disclosure**

Contractor Name		
Legal Address		
City, State, Zip		
Telephone Number	Email Address	Fax Number (if available)

Disclosure of the information contained in this Form is required by the Section 50-35 of the Code (30 ILCS 500). This information shall become part of the publicly available contract file. This Form B must be completed for bids in excess of \$100,000, and for all open-ended contracts.

DISCLOSURE OF OTHER CONTRACTS AND PROCUREMENT RELATED INFORMATION

1. Identifying Other Contracts & Procurement Related Information. The BIDDER shall identify whether it has any pending contracts (including leases), bids, proposals, or other ongoing procurement relationship with any other State of Illinois agency: Yes ___ No ___

If “No” is checked, the bidder only needs to complete the signature box on the bottom of this page.

2. If “Yes” is checked. Identify each such relationship by showing State of Illinois agency name and other descriptive information such as bid or project number (attach additional pages as necessary). SEE DISCLOSURE FORM INSTRUCTIONS:

OWNERSHIP CERTIFICATION

Please certify that the following statement is true if the individuals for all submitted Form A disclosures do not total 100% of ownership.

Any remaining ownership interest is held by individuals receiving less than \$106,447.20 of the bidding entity's or parent entity's distributive income or holding less than a 5% ownership interest.

Yes No N/A (Form A disclosure(s) established 100% ownership)

THE FOLLOWING STATEMENT MUST BE CHECKED

<input type="checkbox"/>	_____	_____
	Signature of Authorized Representative	Date