REQUEST FOR QUALIFICATIONS
FOR THE
AUTOMATED PEOPLE MOVER
LANDSIDE ACCESS MODERNIZATION PROGRAM
AT
LOS ANGELES INTERNATIONAL AIRPORT

RFQ Issuance: June 9, 2016

Pre-SOQ Conference: Monday, June 20, 2016
1:00 p.m. to 3:00 p.m. (Pacific Daylight Time)

Small Business Forum: July 12, 2016

Last day for Proposer clarification requests: Thursday, July 21, 2016
at 5:00 p.m. (Pacific Daylight Time)

SOQ Due Date: Thursday, August 11, 2016
at 2:00 p.m. (Pacific Daylight Time)

June 9, 2016
# TABLE OF CONTENTS

1. INTRODUCTION ................................................................................................................... 1
2. ACRONYMS AND DEFINITIONS ........................................................................................... 1
3. PROJECT OPPORTUNITY ...................................................................................................... 4
   3.1. Los Angeles International Airport ............................................................................... 4
   3.2. Project Description ...................................................................................................... 5
   3.3. Anticipated Project Contractual and Financial Structure ........................................... 5
      3.3.1. Anticipated Contract Structure .......................................................................... 5
      3.3.2. Anticipated Financial Structure .......................................................................... 5
   3.4. Project Labor Agreement ............................................................................................ 6
4. PROCUREMENT PROCESS ................................................................................................... 6
   4.1. Overall Process ............................................................................................................ 6
      4.1.1. Statement of Qualifications .............................................................................. 6
      4.1.2. APM Operating System Supplier .................................................................... 6
      4.1.3. Request for Proposals ...................................................................................... 7
      4.1.4. Payment for Work Product .............................................................................. 7
      4.1.5. Participation on More Than One Proposer ....................................................... 7
      4.1.6. Changes in Members and Key Personnel .......................................................... 8
      4.1.7. Guarantors .......................................................................................................... 8
      4.1.8. Aesthetics ........................................................................................................... 8
   4.2. Procurement Schedule ................................................................................................. 9
   4.3. Pre-SOQ Conference .................................................................................................... 9
   4.4. Small Business Forum ............................................................................................... 9
   4.5. Proposer Clarification Requests ............................................................................... 10
   4.6. Addenda .................................................................................................................... 10
   4.7. Interviews .................................................................................................................. 10
   4.8. Debriefings ............................................................................................................... 10
   4.9. Inclusivity ................................................................................................................... 11
   4.10. Property of the City of Los Angeles/Proprietary Material ........................................ 11
      4.10.1. Property of City of Los Angeles; Subject to Public Records Act ................... 11
      4.10.2. Requests for Disclosure of Exempt Information ............................................. 11
      4.10.3. Statement on Exemption from Public Records Act ....................................... 12
4.11. Organizational Conflicts of Interest ........................................................................................................ 12

5. SOQ FORMAT AND ORGANIZATION REQUIREMENTS ................................................................................. 13
  5.1. SOQ Format ........................................................................................................................................ 13
  5.2. SOQ Contents and Organization ........................................................................................................... 14
      5.2.1. Volume 1 ........................................................................................................................................ 14
      5.2.2. Volume 2 ........................................................................................................................................ 18
  5.3. SOQ Submittal Requirements .................................................................................................................. 19

6. EVALUATION CRITERIA AND SUBMITTAL REQUIREMENTS ............................................................................ 19
  6.1. Responsiveness and Responsibility ......................................................................................................... 19
  6.2. Pass/Fail Review and Submittal Requirements .......................................................................................... 20
      6.2.1. Administrative Requirements ......................................................................................................... 20
      6.2.2. Minimum Financial Requirements .................................................................................................. 20
      6.2.3. Mandatory Technical Experience ..................................................................................................... 22
  6.3. Scored Evaluation and Submittal Requirements ......................................................................................... 23
      6.3.1. Financial Qualifications .................................................................................................................. 24
      6.3.2. Design and Construction Qualifications ........................................................................................... 29
      6.3.3. Operations and Maintenance Qualifications ..................................................................................... 30
      6.3.4. Project Approach ............................................................................................................................. 32
      6.3.5. Inclusivity ........................................................................................................................................ 34
  6.4. Technical Experience of Non-Major Participants ....................................................................................... 35

7. COMMUNICATION PROTOCOLS .................................................................................................................. 35

8. PROTEST PROCEDURES ..................................................................................................................................... 37
  8.1. Purpose ................................................................................................................................................ 37
  8.2. Requirements for Submission of a Protest .............................................................................................. 37
  8.3. Protest of RFQ ....................................................................................................................................... 37
  8.4. Protest of Shortlisting Decision ............................................................................................................. 38
  8.5. Protests Considered .................................................................................................................................. 38
  8.6. Board Decision; Frivolous Protests ........................................................................................................ 38
  8.7. Protest Costs .......................................................................................................................................... 38
  8.8. Schedule Impact .................................................................................................................................... 38
  8.9. Waiver .................................................................................................................................................. 38

9. LAWA RESERVED RIGHTS .......................................................................................................................... 39
ATTACHMENTS:

Attachment 1  Preliminary APM Project Layout Plan
Attachment 2  Small Business Enterprise Program; Draft Local Business Enterprise and Local Small Business Enterprise Program

FORMS:
Form A  Transmittal Letter
Form B  Organizational Conflict of Interest Disclosure Statement
Form C  Campaign Contribution Restrictions (CEC 55 Forms)
Form D  Municipal Lobbying Ordinance
Form E-1  Information Regarding Equity Members
Form E-2  Information Regarding Equity Members, Major Participants and Guarantors
Form F-1  Financial Officer’s Certificate
Form F-2  Equity Member’s Project Development Experience
Form F-3  Equity Members’ Investment Track Record
Form G  Project Experience Form
Form H  Project Summary Information
Form I  Contractor Responsibility Program
1. **INTRODUCTION**

The City of Los Angeles, Department of Airports, known as Los Angeles World Airports ("LAWA"), hereby issues this request for qualifications ("RFQ") in accordance with Los Angeles City Charter Section 371(b), requesting sealed submittal of statements of qualifications ("SOQs") from Proposers seeking to enter into a contract with LAWA to design, build, finance, operate and maintain the Automated People Mover.

Proposers shall not identify or include information regarding Proposer’s anticipated APM Operating System Supplier in their SOQs. LAWA will not consider the qualifications of APM Operating System Suppliers as part of the evaluation of SOQs. APM Operating System Suppliers will be required as part of the Proposal. See Section 4.1.2.

2. **ACRONYMS AND DEFINITIONS**

APM – Automated People Mover  
CONRAC - Consolidated Rental Car Center  
DBFOM – Design, build, finance, operate and maintain  
LABAVN - City of Los Angeles Business Assistance Virtual Network  
LAMP – Landside Access Modernization Program  
LAWA – Los Angeles World Airports  
LAX – Los Angeles International Airport  
LBE – Local Business Enterprise  
LSBE – Local Small Business Enterprise  
PABs – Private Activity Bonds  
RFP – Request for Proposals  
RFQ – Request for Qualifications  
SBE – Small Business Enterprise  
SOQ – Statement of Qualifications  

**Affiliate(s)** – Any of the following:

a. Any person or entity which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, the relevant Member or any of its shareholders, members, partners or joint venture members;

b. Any entity for which 10 percent or more of the equity interest in such entity is held directly or indirectly, beneficially or of record by (i) the relevant Member, (ii) any of the members, partners or joint venture members of the relevant Member, or (iii) any Affiliate of the relevant Member under clause a. of this definition; and

c. Any entity for which 10 percent or more of the equity interest in such entity is held directly or indirectly, beneficially or of record by any of the relevant Member’s shareholders other than shareholders whose only interest in the Member is in the form of publicly traded stock.
For purposes of this definition, the term “control” shall mean the possession, directly or indirectly, of the power to cause the direction of the management of an entity, whether through voting securities, by contract, family relationship or otherwise.

**APM Fixed Facilities** – The fixed structures that represent permanent improvements to the work site that are necessary for the installation and the integrated operation of the APM Operating System, such as but not limited to guideway structure(s), station structures, equipment room structures, maintenance and storage facility structure, propulsion power substation structures, structures within which the central control and administrative offices related to the APM Operating System may be located, and other related components including roadway improvements, pedestrian walkways to the airport passenger terminals and parking garage replacement within the Central Terminal Area.

**APM Operating System** – The vehicles, running surfaces or track, switches, other guideway equipment, active graphics, any platform barrier doors, platform barrier walls, power distribution, central control and automated train control, communications, maintenance equipment, and all other equipment, which when integrated results in the operation of the vehicles in conformance with the Project requirements.


**APM Operating System Supplier** – The single entity, joint venture or group of entities that is primarily responsible for designing, building, operating and maintaining the APM Operating System. SOQs shall not include, and LAWA will not consider the qualifications of as part of this RFQ, APM Operating System Suppliers.

**Central Terminal Area** – The area within the Los Angeles International Airport, inclusive of the nine passenger terminals connected by a U-shaped two-level roadway and all buildings, roads and other appurtenances bounded by World Way.

**Conflict of Interest Guidelines** - The “Organizational Conflict of Interest Guidelines for the Consolidated Rent-A-Car-Center and Automated People Mover Projects” posted by LAWA on the Business Opportunities Website.

**Contract** – The agreement, if any, between the Developer and LAWA to design, build, finance, operate and maintain the Project.

**Developer** – The entity established by the Shortlisted Proposer selected under the RFP that executes the Contract with LAWA.

**Eligibility Determination Process** – The process by which LAWA shall determine the eligibility of APM Operating System Suppliers to participate in the procurement for the Project, as set forth in the “Submittal Instructions – Automated People Mover (APM) Operating System Supplier Eligibility Determination for the Landside Access Modernization Program (LAMP) at Los Angeles International Airport (LAX)”, issued by LAWA on April 18, 2016 including any and all attachments and addenda thereto.
**Equity Member** – A Member of a Proposer that will contribute shareholders’ equity to the Developer as part of the financing plan for the Project.

**Experience Modifier Rate** – The safety experience measure by this name provided by the National Council on Compensation Insurance or the Workers’ Compensation Insurance Rating Bureau of California.

**Financing Party(ies)** – Bond underwriters, commercial bank lenders and/or other providers of debt financing.

**Guarantor(s)** – An entity that intends to provide financial, human resources, and other support to an Equity Member or a Major Participant to assist in delivering the Project.

**Key Personnel** – The positions and corresponding individuals that are essential to Project delivery, as identified by Proposer pursuant to Section 6.3.4. SOQs shall not include, and LAWA will not consider the qualifications of as part of this RFQ, Key Personnel related to the APM Operating System.

**Landside Access Modernization Program** – A LAWA program for several individual components that will work collectively to alleviate congestion and provide better passenger movement within the existing Central Terminal Area curb and roadways. These components include but are not limited to an APM, two Intermodal Transportation Facilities, a CONRAC, improvements within the Central Terminal Area, a connection to the Metro rail system, and various roadway improvements.

**Lead Designer** – The Member(s) of Proposer, whether a single entity, a joint venture or group of entities, primarily responsible for the design and engineering of the Project.

**Lead Contractor** – The Member(s) of Proposer, whether a single entity, a joint venture or group of entities, primarily responsible for the construction of the Project.

**Lead O&M Provider** – The Member(s) of Proposer, whether a single entity, a joint venture or group of entities, primarily responsible for operations and maintenance obligations except for operations and maintenance of the APM Operating System.

**Local Business Enterprise** – A business entity that occupies work space within the County of Los Angeles, is in compliance with all applicable City of Los Angeles and County of Los Angeles licensing and tax laws, and can demonstrate one of the following: (i) it is headquartered in the County and physically conducts and manages all of its operations from a location in the County; (ii) that at least 50 of its full-time employees perform work within the boundaries of the County of Los Angeles at least 60% of their total regular hours worked on an annual basis; or (iii) that at least half of the full-time employees (50%) of the business perform work within the boundaries of the County at a minimum of 60% of their total, regular hours worked on an annual basis. A business entity with multiple locations within the County can aggregate 50 of its full-time employees working at least 60% of their regular hours from its different locations within the County to qualify as a Local Business Enterprise.
Local Small Business Enterprise – A business enterprise that is a Local Business Enterprise and is also a Small Business Enterprise.


Major Participant – The Lead Designer, Lead Contractor and Lead O&M Provider. At the RFP stage, the APM Operating System Supplier shall also be considered a Major Participant.

Member – An Equity Member, Major Participant or any other entity identified in Proposer’s SOQ that makes up a Proposer.

Procurement Manager – The individual designated as the Procurement Manager in Section 7.

Project – The project for the Automated People Mover as described in Section 3.2, including the APM Operating System and the APM Fixed Facilities.

Proposal – The proposal submitted by a Shortlisted Proposer in response to the RFP.

Proposer – A company, team, joint venture, partnership or consortia submitting an SOQ.

Request for Proposals – The request for proposals issued by LAWA (if any), used to solicit Proposals for the Project and to provide the requirements for preparation of the Proposal.

Request for Qualifications – This request for qualifications issued by LAWA.

Shortlist Selection Date – The date the Board of Airport Commissioners approves the Shortlisted Proposers.

Shortlisted Proposers – Proposers submitting SOQs who are approved by the Board of Airport Commissioners as most qualified to submit Proposals in response to the RFP.

Small Business Enterprise – An independently-owned and operated business that meets the criteria set forth by (i) the Federal Small Business Administration (SBA) 8(a) Business Development Program, or (ii) the State of California Small Business (SB) Program.

Statement of Qualifications – The statement of qualifications submitted by a Proposer in response to this RFQ.

SOQ Due Date – The “SOQ Due Date” listed in Section 4.2.

3. PROJECT OPPORTUNITY

3.1. Los Angeles International Airport

Los Angeles International Airport (“LAX”) is the largest commercial service airport in Southern California and handled approximately 74.9 million air passengers in 2015. LAX is also the world’s busiest origin and destination airport, with more passengers beginning and ending their trip at LAX rather than connecting to another flight. This demand presents a challenge for the LAX ground access system as more than 50 percent of air passengers travel to/from LAX by
automobile, resulting in over 6,000 vehicles per hour entering the LAX Central Terminal Area during peak periods.

As part of the overall modernization program at LAX, LAWA is undertaking the Landside Access Modernization Program ("LAMP"). The major elements of LAMP include a Consolidated Rental Car Center, Intermodal Transportation Facilities, parking garages, and an Automated People Mover.

3.2. Project Description

The Automated People Mover Project features approximately 11,600 feet of elevated dual lane guideway, six passenger stations and an off-line maintenance and storage facility. Three stations will be located within the Central Terminal Area (West, Center, and East) and the off-airport stations will be located adjacent to the West Intermodal Transportation Facility, the East Intermodal Transportation Facility (next to the Los Angeles County Metropolitan Transportation Authority station at 96th Street) and the CONRAC. In addition to CONRAC passengers, the APM will also transport passengers going to/from LAX via other modes of traffic.

LAWA’s Preliminary APM Project Layout Plan for the Project is presented in Attachment 1. LAWA will make certain Project-related information available to prospective Proposers for review on the Business Opportunities Website.

It is anticipated that the Project will not use federal funding sources.

3.3. Anticipated Project Contractual and Financial Structure

The information regarding the Project’s contractual and financial structure in this RFQ reflects the Project terms anticipated by LAWA at the time of this RFQ; however, LAWA reserves the right to modify these anticipated terms based on its ongoing analysis of the technical and financial issues relating to the Project.

3.3.1. Anticipated Contract Structure

LAWA intends to enter into the Contract with the Developer that will set forth, among other things, the obligations of the Developer including the design, construction, financing, operation and maintenance of the Project. A form of the Contract will be included in the RFP.

3.3.2. Anticipated Financial Structure

The Developer will be responsible for obtaining all financing necessary to fulfill its obligations under the Contract. In order to facilitate the cost-efficient delivery of the Project, LAWA expects that Private Activity Bonds will be available for potential use by a Proposer in its plan of finance. Use of PABs in a Proposer’s plan of finance is optional and entirely at Proposer’s discretion and risk. Further information will be provided to Proposers during the RFP phase.

In consideration for the Developer’s performance of its design, construction, financing, operations, maintenance and other obligations under the Contract, LAWA will make payments
to the Developer in accordance with the Contract. The payment structure is expected to include the following elements:

a. Periodic payments (“Availability Payments”) will be made to the Developer over the term of the Contract, commencing at substantial completion of the Project under the terms and conditions specified in the Contract. The Availability Payments will be subject to reductions based on the conditions set forth in the Contract.

b. LAWA anticipates making payments to the Developer (“Milestone Payments”) for a portion of the Project costs during, or upon completion of, construction. The quantum of the Milestone Payments, the conditions for payment, timing and manner of payment, and the relationship of such payments with Developer’s financing will be set forth in the Contract.

3.4. Project Labor Agreement

All construction work under the Project is subject the Los Angeles Department of Airports Construction Project Labor Agreement, available on the Business Opportunities Website. The Developer shall comply with the terms of the Project Labor Agreement; however, the Project Labor Agreement shall not be construed as superseding California Labor Code requirements nor any applicable federal, State of California and local laws, if any. The Developer should be aware that there may be changes in laws since the date of the Project Labor Agreement. The Developer is responsible for the understanding of current applicable laws affecting labor.

4. PROCUREMENT PROCESS

4.1. Overall Process

4.1.1. Statement of Qualifications

LAWA will evaluate the SOQs it receives in response to this RFQ and will determine, according to criteria outlined in this RFQ, the identity of the Shortlisted Proposers selected to receive the RFP. As part of the SOQ evaluation process, LAWA may consider information in the SOQs, reference checks, interviews with Proposers, past performance on City of Los Angeles projects and publicly available information. LAWA intends to identify a maximum of four Shortlisted Proposers. If LAWA receives less than three responsive SOQs, LAWA may either (a) proceed with the procurement with a smaller number of Shortlisted Proposers or (b) terminate this procurement.

4.1.2. APM Operating System Supplier

Proposers shall not identify or include information regarding Proposer’s anticipated APM Operating System Supplier in their SOQs. LAWA will not consider the qualifications of the APM Operating System Supplier as part of the evaluation of SOQs.
LAWA will determine the eligibility of APM Operating System Suppliers seeking to participate in the procurement for the Project through a separate Eligibility Determination Process. Shortlisted Proposers will be required to include APM Operating System Suppliers that have been deemed eligible by LAWA in their Proposals.

LAWA will instruct Shortlisted Proposers on how to add eligible APM Operating System Suppliers to their teams prior to Proposal submission and will require certain information in order to evaluate each Shortlisted Proposer’s complete team structure, responsibility and financial qualifications.

LAWA’s eligibility determination regarding APM Operating System Suppliers does not imply a certification or guarantee of the APM Operating System performance.

4.1.3. Request for Proposals

Following the identification of Shortlisted Proposers, LAWA intends to issue a draft RFP to Shortlisted Proposers for review and comment, and LAWA may schedule confidential one-on-one meetings to exchange ideas and to discuss issues raised by the Shortlisted Proposers. Following the release of the draft RFP, LAWA intends to issue a final RFP to the Shortlisted Proposers.

4.1.4. Payment for Work Product

LAWA intends to recommend to the Board of Airport Commissioners payment of up to a specified amount to Shortlisted Proposers for their work product in response to the RFP. Upon making such payment, LAWA will have the right to use, as it deems appropriate, any of the concepts, techniques or other ideas contained in such work product. It is anticipated that the RFP and a separate contractual services agreement will set forth specific provisions regarding LAWA’s payment for work product, among other items.

4.1.5. Participation on More Than One Proposer

To ensure a fair and competitive procurement process, Equity Members and Major Participants are forbidden from participating, in any capacity, as a Member of another Proposer during the Project procurement process. In addition, entities that are under direct or indirect common ownership or have the same upstream parent may not team with separate Proposers. The foregoing restrictions do not apply to eligible APM Operating System Suppliers, who are permitted to be included in more than one Proposal at the RFP stage.

If a Proposer is not shortlisted as part of the SOQ evaluation process, the Members of the unsuccessful Proposer are thereafter free to become Members of Shortlisted Proposers, subject to the requirements in this RFQ. Any Proposer that fails to comply with the prohibition contained in this section may be disqualified from further participation as a Proposer for the Project.
4.1.6. Changes in Members and Key Personnel

Following shortlisting, the following actions may not be undertaken by a Shortlisted Proposer without LAWA’s prior written consent, in LAWA’s sole discretion:

a. Deletion, substitution or change in the composition of Members identified in the SOQ or a change in the role or scope of work of a Member;

b. Deletion or substitution of Key Personnel or a change in the role or position of such Key Personnel;

c. Deletion or substitution of an Equity Member, a Guarantor or any other entity that will bear financial responsibility or provide credit or other support for the performance of the Shortlisted Proposer; and

d. Other changes, direct or indirect, in the equity ownership of a Shortlisted Proposer;

except, however, each Shortlisted Proposer will be required to add an eligible APM Operating System Supplier to its team pursuant to a procedure described in Section 4.1.2.

The Shortlisted Proposer shall, in accordance with Section 7, promptly request LAWA’s written consent for any of the actions set forth in clauses (a) through (d), above, and shall provide LAWA with sufficient details of the proposed change so as to facilitate LAWA’s consideration thereof. LAWA may, in its sole discretion, accept, reject or seek additional information regarding a Shortlisted Proposer’s request and will base its decision on whether the Shortlisted Proposer as a whole still meets the minimum criteria contained in this RFQ and whether LAWA would still have shortlisted the Proposer if the change had occurred before the Shortlisted Proposer submitted its SOQ. If a Shortlisted Proposer seeks to change the composition of its Members, the Shortlisted Proposer shall provide, among other things, all of the information that is required in this RFQ regarding the proposed new Member(s).

4.1.7. Guarantors

Shortlisted Proposers qualified partially based on the support of one or more Guarantors shall maintain such Guarantor support throughout the RFP process and through the performance security packages provided in connection with the Contract.

4.1.8. Aesthetics

The RFP will address how LAWA will evaluate matters of architectural treatment and exterior visual aesthetics. LAWA anticipates that it will provide well-established guidelines to the Shortlisted Proposers prior to finalization of the RFP. The guidelines will be separate and distinct from the technical criteria, and will define a clear architectural direction for the appearance of the APM Fixed Facilities. LAWA anticipates that it will in part evaluate Proposals on how well the design ideas presented reflect the design direction established in the guidelines.
4.2. Procurement Schedule

LAWA anticipates carrying out the procurement process for the Project in accordance with the following schedule:

- **Issue RFQ**: June 9, 2016
- **Pre-SOQ Conference**: June 20, 2016, 1:00 p.m. to 3:00 p.m. (Pacific Daylight Time)
- **Small Business Forum**: July 12, 2016
- **Last day for Proposer clarification requests**: July 21, 2016, at 5:00 p.m. (Pacific Daylight Time)
- **SOQ Due Date**: August 11, 2016, at 2:00 p.m. (Pacific Daylight Time)
- **Interviews (if held)**: August 29 – September 2, 2016
- **Anticipated Shortlist Selection Date**: September 15, 2016
- **Issue draft RFP**: September 27, 2016
- **Issue final RFP**: January 12, 2017

This procurement schedule is subject to modification at the sole discretion of LAW. LAW will notify Proposers of any changes to this RFQ by issuing an addendum in accordance with Section 4.6.

4.3. Pre-SOQ Conference

LAWA will convene a Pre-SOQ Conference on the date set forth in Section 4.2. Attendance at the Pre-SOQ Conference is mandatory (at least one representative from each Proposer must attend). Proposer’s must RSVP to LAMP-APM@lawa.org no later than June 14, 2016, at 2:00 p.m. (Pacific Daylight Time). Due to the venue’s size constraints, Proposers are encouraged to limit their participation to a maximum of five representatives.

LAWA will hold the Pre-SOQ Conference at the following address:

- Los Angeles World Airports
- Clifton A. Moore Administration East Building
- Samuel Greenberg Board Room
- 1 World Way
- Los Angeles, CA 90045

4.4. Small Business Forum

LAWA will convene a Small Business Forum on the date set forth in Section 4.2. Attendance at the Small Business Forum is mandatory (at least one representative from each Proposer must attend).

LAWA will hold the Small Business Forum at the following address:
The Concourse Hotel at Los Angeles International Airport
6225 West Century Boulevard
Los Angeles, CA 90045

Further details regarding time of the event shall be provided via addendum.

4.5. **Proposer Clarification Requests**

Proposers must submit any clarification requests arising from this RFQ in writing, to the Procurement Manager at the address set forth in Section 7, by 5:00 p.m. (Pacific Daylight Time) on the last day for Proposer clarification requests set forth in Section 4.2. LAWA will not accept or respond to oral inquiries.

Questions, including requests for clarification or interpretation, shall specifically reference the relevant RFQ or addenda section and page number, unless such request is of general application (in which case the request for clarification shall so note). Proposer shall draft its questions and requests in a manner that does not explicitly identify or otherwise indicate Proposer’s identity in the body of the question.

LAWA will, in its sole discretion, respond to timely and pertinent questions or comments it receives from Proposers either directly or through amendments to the procurement documents. If necessary, LAWA will issue addenda in accordance with Section 4.6 to modify the provisions of this RFQ.

LAWA will post questions and requests and LAWA’s responses on LABAVN. Proposers shall bear the responsibility to review and be familiar with all questions and responses and any other information posted by LAWA on LABAVN, if any, through the SOQ Due Date. LAWA will not be responsible for any failure of a Proposer to receive information on LABAVN.

4.6. **Addenda**

LAWA reserves the right to issue addenda to this RFQ at any time before the SOQ Due Date. Any and all addenda to this RFQ will be published on LABAVN. Addenda so issued are to be considered part of this RFQ. It shall be Proposer’s responsibility to ensure that it has received and reviewed all such addenda.

4.7. **Interviews**

LAWA reserves the right to conduct interviews with Proposers where LAWA determines, in its sole discretion, that interviews are useful to obtain the information necessary to fully evaluate SOQs. Interviews will be based on the evaluation criteria stated in this RFQ.

4.8. **Debriefings**

Proposers that are not shortlisted may request a debriefing in writing. The Procurement Manager must receive debriefing requests within 10 days of the Shortlist Selection Date.
4.9. Inclusivity

Los Angeles is one of the most diverse cities in the world. LAWA seeks a Developer whose team make-up reflects the unique diversity of our city. LAWA is committed to creating and values an environment that provides all individuals and businesses open access to business opportunities available at LAWA. LAWA’s policy is to ensure diversity in the award and administration of all LAWA contracts. Consistent with LAWA’s policy, the Contract will be subject to inclusivity requirements that include mandatory SBE, LBE and LSBE participation goals.

LAWA anticipates that the Contract will require the Developer to engage in significant outreach efforts so as to achieve meaningful participation by SBE, LBE, LSBE, diverse and other businesses in all aspects of the Project, including design, construction, finance, operations and maintenance work. In addition, LAWA anticipates that the Contract will include a robust monitoring program regarding the Developer’s compliance with inclusivity requirements. It is LAWA’s intention to create a level playing field on which SBEs, LBEs, LSBEs, diverse and other businesses can compete fairly for LAWA contracts. LAWA encourages and expects Proposers to pursue subcontracting, mentoring, joint venturing, teaming and partnering opportunities with the types of firms described in this Section 4.9 in the ordinary course of its teaming/business strategies for all aspects of the Project.

In addition, LAWA is committed to providing meaningful employment opportunities to underrepresented residents who live within the airport impact area. LAWA anticipates that the Contract will include local hire provisions as well as provisions requiring the establishment of workforce development programs to identify and provide educational and training opportunities for local underrepresented residents to enable them to effectively compete for the long-term operations and maintenance opportunities associated with the Project.

For reference, LAWA’s SBE Program and the draft LBE and LSBE Program, are included as Attachment 2 to this RFQ. The RFP will provide further detail regarding the Contract’s inclusivity requirements.

4.10. Property of the City of Los Angeles/Proprietary Material

4.10.1. Property of City of Los Angeles; Subject to Public Records Act

All SOQs submitted in response to this RFQ shall become the property of the City of Los Angeles and LAWA and subject to the State of California Public Records Act (California Government Code Section 6250 et seq.). If a Proposer believes that certain information in its SOQ is confidential, a trade secret or proprietary information exempt from the California Public Records Act, the Proposer shall comply with the procedure set forth in Section 5.2.2.

4.10.2. Requests for Disclosure of Exempt Information

If a request is made for the disclosure of information that Proposer claims is exempt, LAWA will endeavor to provide any Proposer who submits any portion of the SOQ claimed as exempt with
reasonably timely notice of any demand for inspection or copying of such information under the California Public Records Act to allow any such Proposer to seek protection from disclosure by a court of competent jurisdiction.

LAWA shall endeavor to limit distribution of information that Proposer claims is exempt only to those individuals within LAWA and other third-party advisors and consultants that LAWA determines are reasonably necessary to participate in the review and evaluation of SOQs. LAWA shall not be, under any circumstances, responsible or liable to any Proposer or any other person for the disclosure of any information claimed as exempt whether such disclosure is required by law, by an order of court, or as a result of inadvertence, mistake or negligence on the part of LAWA, or its elected or appointed officials, officers, employees, agents, contractors, representatives or consultants.

LAWA, by issuance of this RFQ or the receipt of SOQs, shall not, nor be deemed to, undertake or assume any obligation for protection or to seek protection for a Proposer’s claim that information is exempt and LAWA cannot and does not purport to determine whether any information claimed as exempt is in fact exempt from disclosure under the California Public Records Act. Absent the granting of a court order prohibiting LAWA from releasing the requested information, LAWA may release the requested information as required by applicable law.

In the event of litigation concerning the disclosure of any material submitted by the submitting party, LAWA’s sole involvement will be as a stakeholder retaining the material until otherwise ordered by a court and the submitting party shall be responsible for otherwise prosecuting or defending any action concerning the materials at its sole expense and risk. The submitting party shall reimburse LAWA for any expenses it incurs in connection with any such litigation.

4.10.3. Statement on Exemption from Public Records Act

In the event a Proposer claims an exemption from the California Public Records Act, the Proposer is required to state in the SOQ the following: “The Proposer will indemnify the City of Los Angeles and its officers, employees and agents, and hold them harmless from any claim or liability and defend any action brought against them for their refusal to disclose copyrighted material, trade secrets or other proprietary information to any person making a request therefore.” Failure to include such a statement shall constitute a waiver of a Proposer’s right to exemption from this disclosure.

4.11. Organizational Conflicts of Interest

Proposers, including all Members, are advised to review the Conflict of Interest Guidelines carefully. Pursuant to the Conflict of Interest Guidelines, LAWA may determine that a Proposer or Member with an actual, perceived or potential conflict of interest is not permitted to participate in the procurement. Proposers are encouraged to make disclosures regarding any potential conflict of interest to LAWA prior to their SOQ submittal. See Section 5.2.1 for submittal of Form B “Organizational Conflict of Interest Disclosure Statement” as part of
Proposer’s SOQ. Failure to comply with the Conflict of Interest Guidelines in any respect, including the failure to disclose any actual, perceived or potential conflict of interest, may result in serious consequences as described in Section V(2) of the Conflict of Interest Guidelines.

By submitting an SOQ, each Proposer agrees that, if an organizational conflict of interest is discovered following submittal of an SOQ, Proposer shall make an immediate and full written disclosure to LAWA that includes a description of the action that Proposer has taken or proposes to take to avoid or mitigate such conflicts.

5. **SOQ FORMAT AND ORGANIZATION REQUIREMENTS**

LAWA expects SOQs submitted in response to this RFQ to provide enough information about the requested items so as to allow LAWA to evaluate and competitively rank and shortlist Proposers based on the criteria set forth in this RFQ.

Proposers are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities.

SOQs shall be written in the English language only and shall provide any monetary amounts in United States of America dollar denominations.

Proposers are liable for all errors and omissions incurred by Proposers in preparing the SOQ. Proposers will not be allowed to alter SOQ documents after the SOQ Due Date unless approved by LAWA in writing.

5.1. **SOQ Format**

With the exception of financial statements required under Section 6.3.1 which shall be provided in electronic format only (as described below), each Proposer shall submit one original and 15 copies (for a total of 16) of its SOQ. In addition, each Proposer shall submit five duplicate sets of USB drives, each containing:

a. a searchable “PDF” file for each volume of the SOQ, with bookmarks for each section within a volume;

b. all financial statements required by this RFQ as follows:

i. Proposers shall submit a copy of all financial statements electronically in searchable PDF format; and

ii. Proposers shall also submit standard unlocked and unprotected Microsoft Excel workbooks containing the balance sheet, income statement and statement of cash flows as disclosed in each set of the audited financial statements. For each entity providing financial statements, one worksheet should be used for each of the balance sheet, income statement and statement of cash flows, with figures for each of the three most recent years in separate columns, in chronological order, from left to right.
To help protect the confidentiality of proprietary information, Proposers shall submit Volume 1 and Volume 2 of the SOQ in separate sealed packages. Volume 1 shall not contain any confidential or proprietary material. Proposers shall provide all confidential and proprietary material in Volume 2.

Proposers shall prepare SOQ submittals in loose-leaf three-ring binders on 8-1/2” x 11” sized, double-sided white paper, except for forms and organizational charts, which Proposers may present on 11” x 17” white paper, folded to letter size. Separate each section of the SOQ from other sections with a divider tab. Proposers shall prepare the SOQs using a minimum of 11-point font size.

5.2. SOQ Contents and Organization

The SOQ shall contain all the information described in this section. All forms must be completed in full.

5.2.1. Volume 1

Proposers shall divide Volume 1 of the SOQ into four parts. Each part shall be submitted as a separate section of the binder for Volume 1 (use dividers) in the order set forth in the table below.

The table below includes page limits, including a page limit of 50 pages for some of the technical and inclusivity parts of the SOQ. All pages included within the 50 page limit shall be sequentially numbered.

References in this RFQ to pages mean a single-sided page. LAWA will disregard pages that exceed stated page limitation requirements. Proposers shall not include standard corporate brochures, awards, licenses and marketing materials in an SOQ and LAWA shall not evaluate such materials.

[Continued on next page]
### Administrative

<table>
<thead>
<tr>
<th>Submittal</th>
<th>Cross-reference</th>
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<tbody>
<tr>
<td>Pass/Fail</td>
<td>Sections 6.2.1.1 and 6.2.1.2</td>
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#### Other

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<thead>
<tr>
<th>Form B (Proposer)</th>
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<tr>
<td>Form C (Proposer)</td>
<td>3 pages only</td>
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<td>Form D (Proposer)</td>
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<tr>
<td>Form E-1 (Proposer)</td>
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<tr>
<td>Form E-2 (one for each Equity Member, Major Participant and Guarantor (if any))</td>
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### Financial

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<tr>
<td><strong>Pass/Fail</strong></td>
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<tr>
<td>Form F-2* (one for each Equity Member)</td>
<td>Sections 6.2.2.1</td>
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<tr>
<td>Surety Letter (Proposer)</td>
<td>Section 6.2.2.2</td>
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<tr>
<td>Financing Party Support Letter(s) (at least one and no more than three for the Proposer)</td>
<td>Section 6.2.2.3</td>
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<tr>
<td><strong>Scored</strong></td>
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<tr>
<td>Form F-1 (one for each Equity Member and Guarantor (if any))</td>
<td>Section 6.3.1.1 – a</td>
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<tr>
<td>Form F-2* (one for each Equity Member)</td>
<td>Sections 6.3.1.1 – b</td>
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<tr>
<td>Form F-3 (Proposer)</td>
<td>Section 6.3.1.1 – c</td>
<td></td>
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<tr>
<td>Equity Funding Letters (one for each Equity Member)</td>
<td>Section 6.3.1.1 – d</td>
<td></td>
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<tr>
<td>Team structure narrative</td>
<td>Section 6.3.1.1 – e</td>
<td></td>
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<tr>
<td>Financial Statements</td>
<td>Section 6.3.1.1 – f</td>
<td></td>
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<tr>
<td>Form F-1 (one for the Lead Contractor and Guarantor (if any))</td>
<td>Section 6.3.1.2</td>
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<td>Section 6.3.1.2</td>
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<td>Pass/Fail</td>
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<tr>
<td><strong>Form G</strong> (Proposer)</td>
<td>Section 6.2.3 (Mandatory Technical Experience)</td>
<td>6 pages per Form G.</td>
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<td>Maximum of 5 Form G submittals</td>
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<tr>
<td><strong>Form G</strong> (Lead Contractor and Lead Designer)</td>
<td>Section 6.3.2.1 (Design and Construction Qualifications)</td>
<td>6 pages per Form G.</td>
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<tr>
<td><strong>Form H</strong> (Proposer)</td>
<td>Section 6.3.2.1 (Design and Construction Qualifications)</td>
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<tr>
<td><strong>Form G</strong> (Lead O&amp;M Provider)</td>
<td>Section 6.3.3.1 (Operations and Maintenance Qualifications)</td>
<td>6 pages per Form G.</td>
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<td>Maximum of 10 Form G submittals</td>
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<tr>
<td><strong>Form G</strong> (Lead O&amp;M Provider)</td>
<td>Section 6.3.3.2 (Operations and Maintenance Qualifications)</td>
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<td>Section 6.3.3.2 (Operations and Maintenance Qualifications)</td>
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<tr>
<td>Organizational Chart (Proposer)</td>
<td>Section 6.3.4.1</td>
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<tr>
<td>Functional Chart (Proposer)</td>
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<tr>
<td>Team structure narrative</td>
<td>Section 6.3.4.1</td>
<td>Within the 50 page limit</td>
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<tr>
<td>Key Personnel</td>
<td>Section 6.3.4.1</td>
<td>Within the 50 page limit</td>
</tr>
<tr>
<td>Resumes for Key Personnel (Proposer)</td>
<td>Section 6.3.4.1</td>
<td>2 pages per resume</td>
</tr>
<tr>
<td>Design-Build Management</td>
<td>Section 6.3.4.2</td>
<td>Within the 50 page limit</td>
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Plan summary

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<tr>
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<th>O&amp;M Management Plan summary</th>
<th>Communication strategy narrative</th>
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<tr>
<td></td>
<td>Section 6.3.4.3</td>
<td>Section 6.3.4.4</td>
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<td>Within the 50 page limit</td>
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Inclusivity

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<tr>
<td>Approach to inclusivity narrative</td>
<td>Section 6.3.5.2</td>
<td>Within the 50 page limit</td>
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</table>

*Proposer may reference any Form F-2 submitted pursuant to this RFQ to satisfy the submittal requirements in Sections 6.2.2.1 and 6.3.1.1.

**Proposer may reference any Form G submitted pursuant to this RFQ to satisfy the submittal requirements in Sections 6.2.3, 6.3.2.1, 6.3.3.1, 6.3.3.2 and 6.3.5.1.

5.2.2. Volume 2

Volume 2 of the SOQ shall contain the following information:

a. Proposer shall execute the first page of each binder for Volume 2 and shall list the specific items that Proposer claims is confidential, a trade secret or proprietary information protected from public disclosure under the California Public Records Act (California Government Code Section 6250 et seq.). Each entry shall identify the specific provision of the California Public Records Act that Proposer believes would protect that item from public disclosure. Blanket designations that do not identify specific information shall not be acceptable and may be a cause for LAWA to treat the entire SOQ as public information. Notwithstanding the foregoing, the list required under this section is intended to provide input to LAWA as to the confidential nature of a Proposer’s SOQ, but in no event shall such list be binding on LAWA or determinative of any issue relating to confidentiality. The validity of each identified exemption shall be the sole responsibility of each Proposer to determine and assert, and LAWA specifically disclaims any and all related responsibility including, without limitation, any responsibility to analyze a claimed exemption or supporting authority.

b. Proposer shall separate the items included in Volume 2 into technical information and financial information and submit these two types of information in two separate binders. Proposer shall label these binders “Volume 2: Confidential

c. LAWA will consider Proposer to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any other location in the SOQ than in Volume 2, even if Proposer also includes that item in Volume 2.

5.3. SOQ Submittal Requirements

Proposer shall individually label all packages constituting the SOQ as follows:

Proposer Name ___________________
Contact Name ___________________
Contact Email ___________________
Contact Phone Number_____________

Label in Upper Left-Hand Corner

LAWA LAMP PROGRAM OFFICE
Statement of Qualifications for the Automated People Mover for the Landside Access Modernization Program at Los Angeles International Airport
Attn: Allen Rad, Procurement Manager
LAWA Planning & Development Group
7301 World Way West, 7th Floor
Los Angeles, CA 90045

Label in Center

Proposer shall deliver the SOQ no later than the SOQ Due Date to the following address:

Mr. Allen Rad
Procurement Manager
LAWA Planning & Development Group
7301 World Way West, 7th Floor
Los Angeles, CA 90045

SOQs will be time stamped by LAWA staff upon receipt. LAWA shall not accept any SOQs received after 2:00 p.m. (Pacific Daylight Time) on the SOQ Due Date. Any SOQs received after such time will be rejected and not considered. Proposers are solely responsible for assuring that LAWA receives their SOQs by this deadline. LAWA shall not be responsible for delays in delivery caused by weather, difficulties experienced by couriers or delivery services, misrouting of packages by courier or delivery services, improper, incorrect or incomplete addressing of deliveries and other occurrences beyond the control of LAWA.

6. EVALUATION CRITERIA AND SUBMITTAL REQUIREMENTS

6.1. Responsiveness and Responsibility

Each SOQ will be reviewed for (a) minor informalities, irregularities and apparent clerical mistakes which are unrelated to the substantive content of the SOQ, (b) conformance to the
RFQ instructions regarding organization and format and (c) responsiveness to the requirements set forth in this RFQ. The SOQ will be reviewed by LAWA to determine if it is complete. Proposer’s failure to comply with the instructions contained in this RFQ or to submit a complete SOQ may result in the SOQ being deemed not responsive. In addition, based on the information contained in the SOQ, including the Contractor Responsibility Program Questionnaire, LAWA may determine that Proposer is not responsible and therefore ineligible for shortlisting. LAWA shall notify the Proposer in writing of a determination that Proposer is not responsible. The Proposer is entitled to an administrative hearing upon written request from the Proposer to LAWA within ten working days from the date LAWA notified the Proposer of the determination that the Proposer is not responsible. Those SOQs not responsive to this RFQ or Proposers who LAWA determines are not responsible may be excluded from further consideration and Proposer will be so advised. LAWA may also exclude from consideration and from participation in future LAWA solicitations any Proposer who LAWA determines, in its sole discretion, included a material misrepresentation in its SOQ.

6.2. Pass/Fail Review and Submittal Requirements

LAWA will evaluate each of the following elements of the SOQs based upon the following pass/fail requirements set forth below. A Proposer must obtain a “pass” on all pass/fail elements in order to be eligible to become a Shortlisted Proposer:

6.2.1. Administrative Requirements

6.2.1.1 Form A – Transmittal Letter

Pass/Fail - Proposer has provided an original Form A, duly executed and completed in full by Proposer.

Submittal Requirements - Proposer shall submit Form A.

6.2.1.2 Safety

Pass/Fail – Each entity comprising Proposer’s Lead Contractor must have an average Experience Modifier Rate of no larger than 1.00 over the last 3 years.

Submittal Requirements – Each entity comprising Proposer’s Lead Contractor shall submit the Experience Modifier Rate for the Lead Contractor on Form A.

6.2.2. Minimum Financial Requirements

6.2.2.1 Experience in Developing and Closing Financing

Pass/Fail – The Equity Members collectively have experience in developing and closing financing for at least two greenfield DBFOM projects between them, with availability payment structures and with each including in excess of $400 million in total private debt (including private activity bonds) and equity in the last seven years.
Submittal Requirements – Each Equity Member shall submit Form F-2. The form shall describe relevant project development and investment experience relating to a maximum of five projects. Project experience from Affiliates of Equity Members is acceptable, if a direct or indirect common parent entity is a Guarantor of the Equity Member. Form F-2 should demonstrate (i) Proposer’s ability to structure, negotiate and successfully obtain financing for comparable infrastructure projects; and (ii) its familiarity with the types of financing structures and instruments potentially available.

6.2.2.2 Payment and Performance Bonds

Pass/Fail - Proposer has provided a surety letter meeting the submittal requirements as evidence of the Lead Contractor’s capability of obtaining payment and performance bonds in the required amounts.

Submittal Requirements – Proposer shall provide evidence of Lead Contractor’s capability by submitting a duly executed and properly completed surety letter meeting the following requirements:

a. The evidence regarding bonding capacity will take the form of a letter from a surety duly authorized to carry the business of suretyship in the State of California indicating without conditions or qualifications that the Lead Contractor is capable at the time of the SOQ submission of obtaining a performance and payment bond in an amount of at least $1 billion.

b. The requirement to provide the surety letter and the bond amounts referenced above are solely for the purposes of the evaluation of Proposer’s financial qualifications and should not be construed as an indication of the ultimate performance security to be required for the Project in the Contract.

c. The letter shall make reference to the fact that the bond would be applicable specifically to the Project and must identify that the surety is aware that the total design and construction cost element of the Project including risks to be assumed by the Developer may exceed $1 billion (this being a notional amount for the purpose of the surety letter at the RFQ stage and not necessarily representing LAWA’s estimate of such costs). The evidence regarding bonding capacity will take the form of a letter from a surety indicating that such capacity exists for the Lead Contractor. Letters indicating “unlimited” bonding capability are not acceptable. Any surety providing such letter must be rated at least “A” or better and “Class VIII” or better by A.M. Best and Company. Evidence of the surety’s rating must be attached to the letter. Also provide the rating for the previous three years. The letter must specifically state that the surety has read this RFQ and has evaluated the Lead Contractor’s backlog and work-in-progress in determining its bonding capacity.
6.2.2.3 Financing Party Support Letter(s)

Pass/Fail - Proposer has provided a financing party support letter(s) meeting the submittal requirements set forth below as evidence of existing relationships with creditworthy potential lenders and underwriters experienced in DBFOM financing.

Submittal Requirements – Proposer has submitted at least one but no more than three letters of support from Financing Parties. At least one letter needs to come from a bond underwriter. Each letter must be provided by an underwriter, bank and/or financial institution that has long-term, unsecured debt ratings of not less than “A-” or “A3”, as applicable, issued by at least two of the three major rating agencies (Fitch Ratings, Moody’s Investor Service and Standard & Poor’s Ratings Group). The letter must be on financial institution stationery, signed by an official, and include title, address, telephone number and email address for verification purposes and include, at a minimum, the following:

a. Details regarding any experience the Financing Party has with Proposer or any of its Members in connection with relevant public-private partnership financing packages involving relevant DBFOM projects with availability payment structures that have closed within the last seven years;

b. Evidence of the Financing Party’s long-term, unsecured debt rating;

c. Explicit support for Proposer and interest in providing a loan or underwriting debt for the Project;

d. Acknowledgement that the Financing Party has reviewed this RFQ and is familiar with (i) the contractual and financial structure described in Section 3.3 and (ii) bringing to financial close the financing of a DBFOM project of the size and nature of the Project; and

e. Any assumptions regarding the provision of support for a Proposer or any of its Members.

6.2.3. Mandatory Technical Experience

Pass/Fail - Proposer shall include, at a minimum, Members with the following experience in the last 10 years:

a. A Lead Contractor with experience as the lead contractor (prime) for not less than one design-build project with capital costs in excess of $400 million;

b. A Lead Designer with experience as the lead designer for not less than one design-build project in excess of $400 million;

c. Experience designing and constructing elevated fixed guideways or elevated roadways;

d. Experience with integration and interfacing of fixed infrastructure with transit operating systems;
e. Experience with designing and constructing within the City of Los Angeles; and
f. Experience with interfacing with other contractors/projects in the local and immediate vicinity of the Project.

**Submittal Requirements** - Proposer shall submit a separate Form G for up to five projects. If the Lead Contractor or Lead Designer is a joint venture or group of entities, the experience of a joint venture member or entity that forms part of the group of entities may be used as an example of the Lead Contractor’s or Lead Designer’s project experience.

### 6.3. Scored Evaluation and Submittal Requirements

LAWA will evaluate and score each responsive SOQ according to each of the evaluation criteria described in this Section 6.3. The following table provides a summary of the scored evaluation criteria and the maximum number of points that may be assigned to each evaluation criteria:

<table>
<thead>
<tr>
<th>Evaluation Criteria and First Tier Subcriteria</th>
<th>Percent Weighting</th>
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<tbody>
<tr>
<td>1. Financial Qualifications</td>
<td>20%</td>
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<tr>
<td>• Equity Members’ Financing Capacity and Project Finance Experience</td>
<td></td>
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<tr>
<td>• Lead Contractor’s Financial Strength</td>
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<tr>
<td>2. Design and Construction Qualifications</td>
<td>20%</td>
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<tr>
<td>• Lead Designer and Lead Contractor Experience</td>
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<tr>
<td>3. Operations and Maintenance Qualifications</td>
<td>20%</td>
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<tr>
<td>• Lead O&amp;M Provider Experience – Asset Operations</td>
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</tr>
<tr>
<td>• Lead O&amp;M Provider Experience – Asset Stewardship, Maintenance, Re-Lifing and Hand Back</td>
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<tr>
<td>4. Project Approach</td>
<td>30%</td>
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<tr>
<td>• Organization and Team Structure</td>
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<tr>
<td>• Design-Build Management Plan</td>
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<td>• O&amp;M Plan</td>
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<tr>
<td>• Communications Strategy</td>
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<tr>
<td>5. Inclusivity</td>
<td>10%</td>
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<tr>
<td>• Prior Goals and Level of Achievement</td>
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<td>• Approach to Inclusivity</td>
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The first tier subcriteria (bulleted items in the table above) listed under each of these five evaluation criteria are listed in descending order of importance, provided that adjacent subcriteria may be of equal importance.

6.3.1. Financial Qualifications

6.3.1.1 Equity Members’ Financing Capacity and Project Finance Experience

Evaluation Criterion - Equity Members have the financing capacity and project finance experience to successfully deliver the Project. LAWA will view more favorably information evidencing a greater likelihood of Equity Members, collectively, being able to:

a. achieve financial close on debt financing for the Project (which may include different types of debt);

b. provide its required equity contribution amounts as and when required by its lenders and/or the Contract, as may be applicable; and

c. successfully manage and deliver, through construction completion and into operations, infrastructure projects of the magnitude and complexity of the Project, in each case, as determined in LAWA’s sole discretion.

Submittal Requirements

a. Form F-1. Each Equity Member and each Guarantor of each Equity Member (if any) shall submit a completed Financial Officer’s Certificate in the form attached as Form F-1 to support LAWA’s assessment of the Equity Member’s financial condition.

b. Form F-2. Each Equity Member shall submit Form F-2. Form F-2 shall describe relevant project development and investment experience of each Equity Member relating to a maximum of five projects. Project experience from Affiliates of Equity Members is acceptable, if a direct or indirect common parent entity is a Guarantor of the Equity Member. Form F-2 should demonstrate (i) Proposer’s ability to structure, negotiate and successfully obtain financing for comparable infrastructure projects; and (ii) its familiarity with the types of financing structures and instruments potentially available. LAWA will view projects with the following characteristics more favorably (and to the extent that not all projects listed have all these characteristics, LAWA will view more favorably a Form F-2 of projects that in aggregate has more of these characteristics):

i. greenfield, DBFOM, availability payment-based projects;

ii. reached financial close recently (e.g., within last seven years);

iii. at least $400 million in total private debt (including private activity bonds) and equity;

iv. total design and construction costs that are similar to the Project;
v. rail/transit projects;
vi. larger percentage equity interest in the project; and
vii. projects in North America.
c. **Form F-3.** Proposer shall submit one Form F-3 covering all Equity Members. Form F-3 shall describe each Equity Member’s track record of participating in relevant procurements and projects as an equity investor.
d. **Equity Funding Letters.** An Equity Funding Letter shall be submitted for each Equity Member. The Equity Funding Letters shall be used as supporting evidence of the Equity Member’s capacity to fund its portion of the equity capital that may be required for the Project. Solely for the purposes of preparation of the Equity Funding Letters, Proposers should assume that the total equity contribution required for the Project’s financial plan by lenders, rating agencies or LAWA is $150 million. Note that this amount should not be construed to be indicative of the ultimate equity contribution requirement in the Contract or that the Contract will include any such requirement. Each Equity Funding Letter shall comply with the following:

i. If the Equity Member is an investment fund or intends to source its equity commitment through an investment fund, then the letter shall be signed by the fund’s general partner(s), and at a minimum shall include the following items:

(1) **Approval Process.** Provide an overview of the completed to-date and remaining approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project.

(2) **Funding Vehicle.** All anticipated sources of equity investment for the Project investment (e.g., life insurance companies, private sector, public sector and labor-sponsored pension funds, private equity funds, minority-owned investment funds, construction companies and facilities management providers) and their anticipated involvement (approximate in percentage terms). Provide the name and structure (including details on the relationship to the Equity Member, if applicable) of the investment fund(s) that will ultimately carry this investment. Investment funds that have not achieved an initial closing will not be considered.

(3) **Investment Capacity.** Provide supplemental information to the financial statements (as necessary) of the investment fund cited in item (b) above to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely equity investment and the Equity Member’s responsibility to provide
the equity share percentage in Proposer shown on Form E-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.

(4) Investment Criteria. Provide (i) an explanation of why the Project is consistent with the Equity Member’s investment policy, goals and requirements and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for the Equity Member and (ii) confirmation that the Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion of the Project’s construction.

ii. If the Equity Member intends to fund its equity commitment through use of internal resources (e.g., a corporate entity supplying its own capital), the letter must be signed by the Chief Investment Officer, the Chief Financial Officer, or the Chief Executive Officer, and at a minimum shall include the following items:

(1) Approval Process. Provide an overview of the approval process required to commit to and fund the required equity commitment. This section should include an identification and description of any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals and countries of the investment fund advisor.

(2) Sourcing Commitment. Identify where and how the equity commitment (consistent with the likely Project total equity investment and the Equity Member’s responsibility to provide the percentage shown on Form E-1) will be sourced and a narrative description of how competing allocation and capacity issues are considered among several project opportunities the Equity Member pursues simultaneously.

(3) Investment Capacity. Provide supplemental information to the financial statements (as necessary) of the Equity Member to demonstrate the existence of existing and/or committed capital capacity for the Project, consistent with the likely equity investment and the Equity Member’s responsibility to provide the percentage shown on Form E-1. Relevant information may include capital amounts already committed or subscribed, remaining commitments yet to be called and anticipated call schedule, allocation process for
uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.

(4) Investment Criteria. Provide (i) an explanation of why the Project is consistent with the Equity Member’s investment policy, goals and requirements and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for the Equity Member, if any, and (ii) confirmation that the Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion of the Project’s construction.

e. Organization and Team Structure. Submit a copy of the submittal required by Section 6.3.4.1.

f. Financial Statements. Each Equity Member shall submit financial statements for the three most recent fiscal years, (i) audited by a generally recognized certified public accountant firm, or (ii) unaudited statements if audited statements have not been produced, and (iii) quarterly financial statements for every quarter since the latest annual financial statement. If an entity is a newly formed investment fund that does not have financial statements, the entity may submit a letter from a financial institution certifying as to the amount of free cash being held. If an entity provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), then an explanation of the accounting differences between GAAP and the accounting standards used to produce the audited financial statements shall be prepared and submitted by the auditing firm.

If the relevant entities intend to receive support from Guarantors as evidenced in Form E-1, then financial statements shall be submitted only for each Guarantor. Each Equity Member shall determine, in its sole discretion, whether to offer the support of and financial information of a Guarantor.

For Equity Members that intend to source their equity commitments through an investment fund, financial statements must be provided for the fund, the limited partnership(s) constituting the investment fund and the general partner(s) of the investment fund.

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

Financial statements must include:

i. Opinion Letter (Auditor’s Report);
ii. Balance Sheet;

iii. Income Statement;

iv. Statement of Cash Flows; and

v. Footnotes.

All financial statements using a foreign currency shall be converted into U.S. Dollars and the conversion method(s) must be explained in an attachment. All financial statements shall be in presented in English. All financial statements shall be provided electronically. Non-public financial statements shall be placed in Volume 2.

6.3.1.2 Lead Contractor’s Financial Strength

Evaluation Criterion - The Lead Contractor has the financial strength to successfully deliver the Project. LAWA will view more favorably information evidencing a greater level of financial robustness, stability, flexibility and capability of assuring that the Lead Contractor will be able to:

   a. undertake a firm fixed-price design-build contract and withstand any unforeseen delays or other events that may occur; and

   b. satisfy schedule and other applicable performance commitments, in each case, for a construction project of the magnitude of the Project, in each case, as determined in LAWA’s sole discretion.

Submittal Requirements - Submit the following for the Lead Contractor and their respective Guarantors (if any):

   a. **Form F-1.** Each entity comprising the Lead Contractor or its Guarantors (if any) shall submit a completed Financial Officer’s certificate in Form F-1 to support LAWA’s assessment of the Lead Contractor’s financial condition.

   b. **Financial Statements.** Submit financial statements for each entity comprising the Lead Contractor for the three most recent fiscal years, (i) audited by a generally recognized certified public accountant firm, or (ii) unaudited statements if audited statements have not been produced, and (iii) quarterly financial statements for every quarter since the latest annual financial statement. If an entity provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), then an explanation of the accounting differences between GAAP and the accounting standards used to produce the audited financial statements shall be prepared and submitted by the auditing firm.

   If the relevant entity intends to receive support from Guarantors as evidenced in Form E-1, then financial statements shall be submitted only for each Guarantor. The Lead
Contractor shall determine, in its sole discretion, whether to offer the support of and financial information of a Guarantor.

If any entity for which required financial information is submitted files reports with the U.S. Securities and Exchange Commission, electronic links to the latest 10-K and 10-Q must be provided. Financial statements must include:

i. Opinion Letter (Auditor’s Report);
ii. Balance Sheet;
iii. Income Statement;
iv. Statement of Cash Flows; and
v. Footnotes.

All financial statements using a foreign currency shall be converted into U.S. Dollars and the conversion method(s) must be explained in an attachment. All financial statements shall be presented in English. All financial statements shall be provided electronically. Non-public financial statements shall be placed in Volume 2.

6.3.2. Design and Construction Qualifications

6.3.2.1 Lead Designer and Lead Contractor Experience

Evaluation Criterion - LAWA will evaluate the experience of the Lead Designer and the Lead Contractor in successfully managing, designing and constructing projects of similar scope and complexity, based on experience with the following:

a. designing and constructing elevated transportation facilities, including fixed guideways, elevated roadways and other facilities similar to the Project;
b. designing and constructing parking structures;
c. designing and constructing maintenance facilities and elevated transit stations;
d. design-build, design-build-operate-maintain and/or design-build-finance-operate-maintain;
e. integration and interfacing of the fixed infrastructure with transit operating systems;
f. interfacing with other contractors/projects in the local and immediate vicinity of the referenced project(s);
g. design excellence during the design process and throughout the construction;
h. designing and constructing within the City of Los Angeles;
i. preparing ready to issue construction documents in the City of Los Angeles, including experience with City of Los Angeles permitting and approval processes;
j. designing and constructing comparable projects in airports or dense, congested urban environments requiring 24/7 operations while minimizing adverse impacts on operations and traffic;

k. maintenance and effective management of complicated vehicular traffic flow during construction;

l. coordinating the construction project with utilities and public sector agencies impacted by the construction activity;

m. delivering projects on time and within the original budget;

n. delivering quality projects;

o. the Lead Designer and Lead Contractor working with each other as an integrated team on past projects;

p. environmental stewardship and approaches to being stewards of natural resources, neighborhoods, historic sites, communities, cultural resources and environmental conditions related to the referenced project(s); and

q. safety record (days away/restricted or job transfer (DART) and lost workday incident (LWI) rate) for the referenced project(s).

Submittal Requirements -

a. Submit a separate Form G for each project for each of the Lead Contractor and Lead Designer (and identified subcontractors, if any), for a maximum of 20 projects. Each Form G shall demonstrate the Lead Contractor’s or Lead Designer’s (or identified subcontractor’s) experience in designing and constructing comparable projects. If the Lead Contractor or Lead Designer is a joint venture or group of entities, the experience of a joint venture member or entity that forms part of the group of entities may be used as an example of the Lead Contractor’s or Lead Designer’s project experience.

b. Submit one Form H to list all projects identified in this Section 6.3.2.

Proposers are requested to verify that contact information contained in Form G and Form H is correct, and are advised that if the contact information provided is not current, LAWA may elect to exclude the experience represented by that project in determining Proposer’s qualifications.

6.3.3. Operations and Maintenance Qualifications

6.3.3.1 Lead O&M Provider Experience – Asset Operations

Evaluation Criterion - LAWA will evaluate the Lead O&M Provider’s experience, capacity and depth in performing the asset operations required for the Project, based on the following:

a. recruiting, training, retaining and managing the operations work force;
b. providing consistent high quality customer service;

c. operating transit systems with elevated fixed guideway or elevated roadway infrastructure, transit stations, mechanical, electrical and plant, horizontal and vertical conveyances and all ancillary infrastructure components in operating airports and other 24/7 high traffic operating environments or in dense urban environments, while achieving high levels of availability, user satisfaction, high levels of safety for users, and quick failure response times and minimizing adverse impacts on airport operations or the local businesses and residents;

d. integrating fixed infrastructure and transit operating systems;

e. emergency planning and incident response;

f. coordination and liaison with stakeholders, including but not limited to customers, employees, other transit operators, governing bodies, public officials, citizens impacted by the construction and operations programs, residents, and other parties;

g. expertise in public involvement/communication during operations; and

h. implementing and operating an operations planning and management information system.

Submittal Requirements -

a. Submit a separate Form G for each project for the Lead O&M Provider (and identified subcontractors, if any), for a maximum of 10 projects. Each Form G shall demonstrate the Lead O&M Provider’s (and identified subcontractors’) experience in delivering the asset operations of comparable projects. If the Lead O&M Provider (or identified subcontractor) is a joint venture or group of entities, the experience of a joint venture member or entity that forms part of the group of entities may be used as an example of the Lead O&M Provider’s project experience.

Proposers are requested to verify that contact information contained in Form G and Form H is correct, and are advised that if the contact information provided is not current, LAWA may elect to exclude the experience represented by that project in determining Proposer’s qualifications.

6.3.3.2 Lead O&M Provider Experience – Asset Stewardship, Maintenance, Re-Lifting and Hand Back

Evaluation Criterion - LAWA will evaluate the Lead O&M Provider’s experience, capacity and depth in performing the asset stewardship, maintenance, re-lifing and hand back activities required for the Project, based on the following:

a. planning and implementing life cycle maintenance management and replacement and re-lifing programs, including but not limited to transit systems, building
mechanical, electrical and plant systems, infrastructure and horizontal and vertical conveyances;

b. integration of transit systems into the fixed infrastructure to provide for an optimized life-cycle asset;

c. planning and implementing hand back programs at the end of the term of a DBFOM-related project agreement or other agreement form;

d. recruiting, training, retaining and managing a maintenance work force;

e. providing consistent high quality maintenance service;

f. implementing and operating a maintenance management information system and an asset management system; and

g. safety record (days away/restricted or job transfer (DART) or lost workday incident (LCI) rate) with regard to the maintenance and re-lifing for the referenced project(s).

Submittal Requirements –

a. Submit a separate Form G for each project for the Lead O&M Provider (and identified subcontractors, if any), for a maximum of 10 projects. Each Form G shall demonstrate the Lead O&M Provider’s (and identified subcontractors’) experience in the asset stewardship, maintenance, re-lifing and hand back of comparable projects. If the Lead O&M Provider (or identified subcontractor) is a joint venture or group of entities, the experience of a joint venture member or entity that forms part of the group of entities may be used as an example of the Lead O&M Provider’s project experience.

b. Submit one Form H to list all projects identified in Sections 6.3.3.1 and 6.3.3.2.

Proposers are requested to verify that contact information contained in Form G and Form H is correct, and are advised that if the contact information provided is not current, LAWA may elect to exclude the experience represented by that project in determining Proposer’s qualifications.

6.3.4.  Project Approach

6.3.4.1   Organization and Team Structure

Evaluation Criterion - LAWA will evaluate the effectiveness of the proposed organizational structure and the identified Key Personnel positions and individuals for designing, constructing, financing, operating and maintaining the Project, including the approach to integrating a yet to be determined APM Operating System Supplier as part of the Proposer organization and integrated project delivery.
Submittal Requirements -

a. Organizational Chart – Submit an organizational chart which sets forth the Proposer structure, including all Members, and identifies the proposed functions of each Member.

b. Functional Organizational Chart – Submit a functional organizational chart which identifies Key Personnel positions and individuals and anticipated reporting structures of Proposer.

c. Team Structure – Submit a narrative describing Proposer’s management structure, including its teaming arrangements, allocation of roles and responsibilities within Proposer and how Proposer will organizationally operate at each phase of the Project (i.e., environmental mitigation, design, utilities, construction, system integration, start-up and testing, operations and maintenance).

d. Key Personnel – Identify the key positions that Proposer anticipates will be required for successful delivery of the Project. Identify individuals to fill each key position. Provide resumes in Volume 1 of not more than two pages per resume that include three references for each identified individual. Each of the three references provided for each identified individual must be from different projects. References shall be previous owners, clients or employers and shall include the name, position, company or agency and current postal and email addresses and phone numbers. Proposers are requested to verify that contact information is correct, and are advised that if the contact information provided is not current, LAWA may elect to exclude the experience represented in determining Key Personnel qualifications.

6.3.4.2 Design-Build Management Plan

Evaluation Criterion - LAWA shall evaluate the effectiveness of the proposed Design-Build Management Plan.

Submittal Requirements - Submit a narrative summary of the proposed Design-Build Management Plan that addresses:

a. The proposed design-build management structure;

b. The approach to design-build management;

c. The approach to design excellence;

d. The proposed design review and construction oversight processes, including the role of the Lead Contractor, Lead Designer and Key Personnel in those processes;

e. Identification of the major risks associated with the design-build phase and approach to managing those risks, including Proposer’s approach to addressing maintenance of traffic;
f. The approach to open the Project by or before the end of the first quarter 2023;

g. The approach to safety and security; and

h. The approach to operational readiness, activation and transition (ORAT).

6.3.4.3 O&M Plan

Evaluation Criterion - LAWA shall evaluate the effectiveness of the proposed O&M Plan.

Submittal Requirements - Submit a narrative summary of the proposed O&M Plan that addresses:

a. The approach to interfacing with existing LAWA operations;
b. The approach to hiring and training staff;
c. The approach to optimizing O&M;
d. The proposed maintenance approach, including approach to scheduled and unscheduled maintenance activities;
e. The approach to managing safety and security; and
f. The key operations and maintenance challenges for the Project as perceived by Proposer and how Proposer proposes to address such challenges.

6.3.4.4 Communication Strategy

Evaluation Criterion - LAWA will evaluate the effectiveness of the proposed communication strategy (including both internal and external communications).

Submittal Requirements - Submit a narrative summary of the proposed communication strategy.

6.3.5 Inclusivity

6.3.5.1 Prior Goals and Level of Achievement

Evaluation Criterion - LAWA shall evaluate the experience of Major Participants with achieving Small Business Enterprise or other equivalent small business or inclusivity program goals, including good faith efforts to achieve such goals (if applicable) for each of the projects identified by Proposer in response to Sections 6.3.2 and 6.3.3.

Submittal Requirements - LAWA’s evaluation of this criterion will use the inclusivity information provided in the Form G submittals required by Sections 6.3.2 and 6.3.3.

6.3.5.2 Approach to Inclusivity

Evaluation Criterion - LAWA shall evaluate Proposer’s approach and methodology for (i) achieving meaningful participation by LBEs, LSBEs, SBEs, diverse and other businesses in the make-up of the Proposer team for all aspects of the Project, including the Proposer’s use of
innovative techniques to maximize this participation; and (ii) working with the local community to provide meaningful employment opportunities to underrepresented residents who live within the airport impact area, including how the Proposer will establish a workforce development program focused on the identification and training of underrepresented local residents to allow them to compete for the short and long-term employment opportunities associated with the Project.

Submittal Requirements - Submit the following two narratives:

(i) Submit a narrative describing Proposer’s approach and methodology for achieving meaningful participation by LBEs, LSBEs, SBEs, diverse and other businesses in the make-up of the Proposer team for all aspects of the Project, including the Proposer’s use of innovative techniques to maximize this participation. Identify ways that the Proposer will achieve participation in:

   a. Financing;
   b. Design;
   c. Construction; and
   d. Operations and maintenance.

(ii) Submit a narrative detailing how the Proposer will work with the local community to provide meaningful employment opportunities to underrepresented residents who live within the airport impact area, including how the Proposer will establish a workforce development program focused on the identification and training of underrepresented local residents to allow them to compete for the short and long-term employment opportunities associated with the Project.

6.4. Technical Experience of Non-Major Participants

If the legal entity that has the technical experience is not a Major Participant, including legal entities that are Affiliates of Major Participants or subcontractors to Major Participants, Proposer shall, as a condition to the use of such legal entity’s experience in Proposer’s SOQ, provide a satisfactory explanation stating how the organizational experience will be transferred to the Developer.

7. COMMUNICATION PROTOCOLS

LAWA’s single point of contact and source of information for the procurement process is Mr. Allen Rad, Procurement Manager. The communication protocols set forth in this section shall apply beginning on the date of LAWA’s issuance of this RFQ and remain in effect through to RFP issuance unless superseded by the contractual services agreement. These rules are designed to promote a fair, unbiased, and legally defensible procurement process. Communications include face-to-face, telephone, electronic mail (e-mail) or other written communications. Failure to comply with these communication protocols or any contact by a
Proposer determined to be improper, at the sole discretion of LAWA, may result in disqualification of the involved firm from participation in this procurement.

The specific communication protocols are as follows:

a. All LAWA communications with Proposers prior to submittal of Proposer’s SOQ shall be via LABAVN.

b. Unless otherwise specifically noted in this RFQ or authorized by the Procurement Manager in writing, following submittal of an SOQ, all LAWA communications with Proposers shall be between the Procurement Manager and an authorized representative of Proposer. Communications (including all questions, correspondence and proposer clarification requests contemplated in Section 4.5) shall follow the instructions in this RFQ and be in writing or via email to:

   Mr. Allen Rad
   Procurement Manager
   Los Angeles World Airports
   7301 World Way West, Los Angeles CA 90045
   LAMP-APM@lawa.org

c. Commencing on the date LAWA issues this RFQ and continuing through to the earlier of execution of the contemplated contractual services agreement or RFP issuance, neither a Proposer nor its respective agents and consultants are permitted to contact, directly or indirectly, any City of Los Angeles employee or staff, elected official, LAWA administration, LAWA staff or LAWA consultants on the Project or LAMP regarding the subject matter of this RFQ, except as specifically permitted hereby or approved in advance by the Procurement Manager. The foregoing restriction shall not, however, preclude Proposer participation in public meetings or any public or LAWA workshops related to the Project or LAMP. Any verified allegation that a responding Proposer or Member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Shortlisted Proposers may be cause for LAWA to disqualify Proposer from submitting an SOQ, to disqualify the Member from participating in the procurement and/or to discontinue further consideration of such Proposer and to return its SOQ.

d. LAWA will disseminate written or email communications regarding the procurement process via the Procurement Manager.

e. Unless confirmed in writing by the Procurement Manager, LAWA will not be responsible for or bound by (i) any oral communication or (ii) any other information or contact that occurs outside the communications protocols specified in this RFQ.

f. Following the selection of the Shortlisted Proposers, LAWA anticipates that certain communications and contacts will be permitted. The RFP and/or other
written communications from LAWA will set forth the rules and parameters of such permitted contacts and communications. To the extent any Proposer intends at any time to initiate contact with the general public regarding the Project, LAWA must approve in writing, prior to the commencement of such activities, the nature of such intended contact and the substance thereof.

8. PROTEST PROCEDURES

8.1. Purpose

This section sets forth the sole and exclusive procedures for resolving protests regarding this RFQ, including the procurement process described in this RFQ. The procedures will enable the Board of Airport Commissioners to ascertain all of the facts necessary to make an informed decision regarding any such protest.

8.2. Requirements for Submission of a Protest

LAWA will only consider protests from Proposers that address the topics described in Sections 8.3 and 8.4. In addition, a Proposer may only file a protest after it has informally discussed the nature and basis of the protest with LAWA (in accordance with the communications protocols set forth in Section 7) in an effort to remove the grounds for protest.

The protest shall contain a full and complete statement specifying, in detail, the factual grounds and legal basis of the protest. The protest shall refer to the specific portion of this RFQ, any submitted SOQ or other related document which forms the basis for the protest. The protest must include the name, address, and telephone number of Proposer and Proposer’s representatives. The protest must be submitted in writing and signed by a representative of Proposer.

All protests, including any accompanying documentation, must be delivered to:

The Office of the City Attorney, Airport Division
1 World Way, Room 104
Los Angeles, CA 90045

with a copy to:

Sandra J. Miller
Secretary of the Board of Airport Commissioners
1 World Way
Los Angeles, CA 90045

8.3. Protest of RFQ

Any protests regarding this RFQ, including the procurement process described in this RFQ except protests described in Section 8.4, must be received by the Office of the City Attorney by the tenth business day after LAWA’s issuance of this RFQ. Notwithstanding the prior sentence,
any such protest related to an addendum to the RFQ must be received before 3:00 p.m. on the sooner of (i) the fifth business day after LAWA’s issuance of the addendum; or (ii) the SOQ Due Date.

8.4. Protest of Shortlisting Decision

Protests regarding a shortlisting decision may be made by a Proposer that has submitted an SOQ. Any protest regarding shortlisting decisions must be received by the Office of the City Attorney before 3:00 p.m. on the fifth business day after the Shortlist Selection Date.

8.5. Protests Considered

LAWA intends to only submit protests meeting the requirements of this Section 8 to the Board of Airport Commissioners. The Board of Airport Commissioners may only consider protests submitted by LAWA from Proposers who appear to have a reasonable prospect of being shortlisted. Proposers will be notified of the time and date that the protest will be discussed in a public session of the Board of Airport Commissioners. Proposers will be given an opportunity to present their arguments at the public session.

8.6. Board Decision; Frivolous Protests

Following the public discussion of the protest, the Board of Airport Commissioners will issue its written decision regarding the protest. If the Board of Airport Commissioners determines that the protest was frivolous, the Board of Airport Commissioners may determine that the party originating the protest is not a responsible proposer and is ineligible for future contract awards.

8.7. Protest Costs

If the protest is granted, LAWA shall not be liable for payment of the protestor’s costs unless LAWA acted fraudulently or in bad faith in opposing the protest. Except as provided in the previous sentence, LAWA shall not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

8.8. Schedule Impact

LAWA has no obligation to modify the Project procurement and shortlisting to allow for completion of a protest process.

8.9. Waiver

By submitting an SOQ, each Proposer expressly recognizes and agrees to the limitation on its rights to protest provided in this section, and expressly waives all other rights and remedies that may be available to Proposer under law. These provisions are included in this RFQ expressly in consideration for such waiver and agreement by Proposers. If a Proposer disregards, disputes or does not follow the exclusive protest remedies provided in this section, it shall indemnify and hold LAWA and its 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 Proposer’s actions. Each Proposer, by
submitting an SOQ, shall be deemed to have irrevocably and unconditionally agreed to this
indemnity obligation.

9. **LAWA RESERVED RIGHTS**

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

a. Withdraw or cancel this RFQ or the subsequent RFP in whole or in part at any
time prior to the execution by LAWA of a Contract, without incurring any cost
obligations or liabilities.

b. Issue a new RFQ.

c. Not issue an RFP.

d. Accept or reject at any time any and all submittals, responses and SOQs when to
do so would be to the City’s advantage.

e. Reject any SOQ from a Proposer who has previously failed to timely and
satisfactorily perform any contract with the City of Los Angeles.

f. Terminate at any time evaluations of SOQs.

g. Revise this RFQ and issue addenda, supplements and modifications to this RFQ at
any time.

h. Require verification or confirmation of information furnished by a Proposer,
require additional information from a Proposer concerning its SOQ and require
additional evidence of qualifications to perform the work described in this RFQ or
a subsequent RFP.

i. Add or delete Proposer responsibilities from the information contained in this
RFQ or any subsequent RFP.

j. Permit clarifications or supplements to an SOQ.

k. Disqualify any Proposer who changes its SOQ without LAWA approval.

l. Exercise any other right reserved or afforded to LAWA under this RFQ and
applicable law, including waiving deficiencies, informalities, irregularities, or
omissions in an SOQ when to do so would be to the City’s advantage or accepting
and reviewing a non-conforming SOQ.

LAWA, the Board of Airport Commissioners and the City of Los Angeles make no
representations that a Contract will be awarded based on the results of this RFQ, the RFP or
the Project procurement. This RFQ does not commit LAWA to determine the Shortlisted
Proposers, to enter into a Contract, or to proceed with the procurement described in this RFQ.
Except as expressly set forth in Section 4.1.4, LAWA assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ or any subsequent RFP. All of such costs shall be borne solely by each Proposer.

In no event shall LAWA, the Board of Airport Commissioners or the City of Los Angeles be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as a Contract, in form and substance satisfactory to LAWA, has been authorized and executed by the Board of Airport Commissioners and then, only to the extent set forth in the Contract.
ATTACHMENT 1 - PRELIMINARY APM PROJECT LAYOUT PLAN

[To be provided separately.]
ATTACHMENT 2 – SMALL BUSINESS ENTERPRISE PROGRAM; DRAFT LOCAL BUSINESS ENTERPRISE AND LOCAL SMALL BUSINESS ENTERPRISE PROGRAM

[See the pages that follow.]
LOS ANGELES WORLD AIRPORTS
SMALL BUSINESS ENTERPRISE PILOT PROGRAM
RULES AND REGULATIONS

The City of Los Angeles, Los Angeles World Airports (LAWA) is committed to creating an
environment that provides all individuals and businesses open access to the business
opportunities available at LAWA. LAWA’s Small Business Enterprise (SBE) Program was
created to provide additional opportunities for small businesses to participate in LAWA
contracts.

APPLICABILITY:

LAWA’s Procurement Services Division (PSD) will establish the mandatory SBE participation
levels for construction, non-professional and personal services including professional services
projects, and sole source contracts valued over $150,000. Failure to meet those mandatory
SBE participation levels may disqualify bidding/proposing firms from being considered for award
of the contract. LAWA’s SBE Program requires Prime Contractors who receive contracts from
LAWA to utilize certified small businesses at the levels promised and may impose penalties for
the failure to meet those levels if changes to the proposed levels were not previously approved
by LAWA in writing. (Federally-funded projects, and projects for the procurement of goods,
equipment, and materials are not subject to the SBE Program.)

LAWA defines an SBE as an independently-owned and operated business that meets the
criteria set forth by:

- The Federal Small Business Administration (SBA) 8(a) Business Development Program or
- The State of California Small Business (SB) Program

LAWA will apply the larger of the Federal SBA 8(a) Program or the State of California SB
Program size standard for businesses applying for LAWA’s SBE status.

For information regarding the size standards used by the Federal SBA 8(a) Business
Development Program, see www.sba.gov/sites/default/files/files/Size_Standards_Table.pdf. The State of California defines an SB as a business with 100 or fewer employees with average
annual gross receipts of $14 million or less over the last three years.

The following are some examples of industries and their respective size standards applied by
LAWA for SBEs:

<table>
<thead>
<tr>
<th>INDUSTRY</th>
<th>LAWA SIZE STANDARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>General Building and Heavy Construction Contractors</td>
<td>$33.5 million</td>
</tr>
<tr>
<td>Special Trade Construction Contractors</td>
<td>$14 million</td>
</tr>
<tr>
<td>Most Manufacturing Industries</td>
<td>500 employees</td>
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<tr>
<td>Computer Programming, Data Processing &amp; Systems Design</td>
<td>$25 million</td>
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<tr>
<td>Engineering Services</td>
<td>$14 million</td>
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<td>Environmental Consulting Services</td>
<td>$14 million</td>
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<tr>
<td>Architectural Services</td>
<td>$14 million</td>
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<tr>
<td>Financial Investments and Related Activities</td>
<td>$14 million</td>
</tr>
</tbody>
</table>
LAWA will grant SBE recognition to firms that have other specific certifications from recognized agencies. The following chart shows which agency certifications will be accepted by LAWA as an SBE:

<table>
<thead>
<tr>
<th>CERTIFYING AGENCY</th>
<th>CERTIFICATION</th>
<th>ACCEPTED BY LAWA AS SBE?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal Small Business Administration (SBA)</td>
<td>SBA 8(a) Business</td>
<td>Yes</td>
</tr>
<tr>
<td>State of California Department of General Services (DGS)</td>
<td>Dept. Program</td>
<td></td>
</tr>
<tr>
<td>California Department of Transportation (CALTRANS)</td>
<td>SMBE, SWBE, DBE</td>
<td>Yes</td>
</tr>
<tr>
<td>L.A. County Metropolitan Transportation Authority (METRO)</td>
<td>SBE, DBE</td>
<td></td>
</tr>
<tr>
<td>California Unified Certification Program (CUCP) Agencies:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Central Contra Costa Transit Authority (CCCTA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• City of Fresno</td>
<td></td>
<td></td>
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<tr>
<td>• City of Los Angeles</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• San Diego County Regional Airport Authority (SAN)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• San Francisco Bay Area Rapid Transit District (BART)</td>
<td></td>
<td></td>
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<tr>
<td>• San Francisco International Airport (SFO)</td>
<td></td>
<td></td>
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<tr>
<td>• San Francisco Municipal Transportation Agency (SFMTA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• San Mateo County Transit District (SAMTRANS)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Santa Clara Valley Transportation Authority (VTA)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Yolo County Transportation District (YOLOBUS)</td>
<td>DBE*</td>
<td>Yes</td>
</tr>
<tr>
<td>US Women’s Chamber of Commerce (USWCC)</td>
<td>WOSB, EDWOSB</td>
<td>Yes</td>
</tr>
<tr>
<td>Women’s Business Enterprise Council WEST (WBEC-WEST)</td>
<td>WOSB</td>
<td>Yes</td>
</tr>
<tr>
<td>National Women Business Owners Corporation (NWBOC)</td>
<td>WOSB, EDWOSB</td>
<td>Yes</td>
</tr>
<tr>
<td>City of Los Angeles</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*DBE-certified companies for all of the bulleted agencies can be found in one central database: [http://californiaucp.org/](http://californiaucp.org/)

If a business does not have an acceptable certification from one of the agencies listed above, it can apply for LAWA SBE certification by filling out the attached SBE Application and meeting the eligibility criteria.

Prime contractors will be responsible for determining the SBE status of its subcontractors at the time of bid/proposal submission for purposes of meeting the mandatory SBE requirement. The SBE participation level will be determined by the percentage of the total amount of compensation under the project paid to SBEs.

The specific categories of work that the SBE-certified prime contractor or SBE-certified subcontractors will perform on the project must be relevant to the North American Industry Classification System (NAICS) codes for which the prime or subcontractors were certified in order for them to receive SBE participation credit from LAWA.

LAWA also encourages Prime Contractors to utilize Emerging Business Enterprises (EBEs). LAWA defines an Emerging Business Enterprise (EBE) based on the State of California’s Micro-business definition, which is (1) a small business that has average annual gross receipts of $3,500,000 or less within the previous three years, or (2) a small business manufacturer with 25 or fewer employees. A firm that is certified with the State of California as a Micro-business will be recognized by LAWA as an EBE. Additionally, LAWA encourages Prime Contractors to utilize Disabled Veterans Business Enterprises (DVBEs). A firm that is certified with the State of California as a DVBE will be recognized by LAWA as a DVBE.
LAWA’S GOALS:

While the use of SBEs is mandatory for those projects that have been identified by PSD as having mandatory SBE participation levels, LAWA additionally has overall departmental goals. The specific mandatory SBE participation level for each project may be higher or lower than LAWA’s department goal based on the scope of work and the availability of the SBEs to perform the work.

LAWA’s current overall departmental goal is 25% SBE participation. As additional data becomes available, LAWA will analyze and adjust as appropriate its overall SBE achievement goals.

SETTING CONTRACT SPECIFIC MANDATORY SBE PARTICIPATION LEVELS:

PSD will review each Request for Bid/Request for Proposal (project) estimated to be in excess of $150,000 to determine whether a mandatory SBE participation level should be set on the project. Setting the mandatory SBE participation level consists of the following steps:

- PSD and the requesting division will discuss the project to determine whether there are reasonable subcontracting opportunities
- PSD will review various databases to determine the availability of SBE subcontractors in the identified subcontracting work areas
- PSD will review the historical achievement of subcontractor utilization on the same/similar projects

If PSD determines that there are sufficient SBEs available in the identified work areas, PSD will set a mandatory SBE participation level for the project. PSD will confer with the requesting division and Executive staff to thoroughly analyze the project and ensure that the established mandatory SBE participation level is valid and attainable. A committee comprised of Executive staff will review PSD’s recommendations.

LAWA reserves the right to review cooperative agreements with other governmental agencies (“Piggy Back”) to determine if subcontracting opportunities exist and to set mandatory SBE participation levels, if appropriate.

Since the SBE Program is a mandatory program, Bidders/Proposers are strongly encouraged to attend pre-bid and pre-proposal meetings for projects with mandatory SBE participation levels so that they will understand the requirements of the SBE Program. PSD will verify the SBE status of the proposed subcontractors, regardless of the dollar amount of work to be performed. It is important to note that if a Prime Contractor is itself an SBE, their participation in the contract will count as 100% SBE. If the Prime Contractor is a Joint Venture (JV), and a JV partner is a certified SBE, LAWA will give SBE credit to the JV equal to the percent ownership of the SBE-certified JV partner.

LAWA’s Board of Airport Commissioners (BOAC) may at any time before the award of a Contract, determine that it is in LAWA’s best interest to award away from firms that have met the SBE requirement.
SUBCONTRACTORS:

Contractors are required to comply with California’s “Subletting and Subcontracting Fair Practices Act” (Public Contract Code Sections 4100 et seq.) (www.leginfo.ca.gov/cgi-bin/calawquery?codesection=pcc&codebody=&hits=20).

Any reduction, increase, or other change to any SBE Subcontract amount without prior written approval of PSD is considered an Unauthorized Subcontract Substitution, and the Contractor may be subject to a penalty. A subcontract dollar value increased or reduced as the result of a Change Order issued by LAWA to add or delete from the original scope of work shall not be subject to a penalty for an Unauthorized Subcontract Substitution.

Only PSD is authorized to grant either initial approval of SBE Subcontractor(s) or SBE Subcontractor substitution(s).

Contractors must list all Subcontractors on LAWA’s Subcontractor Participation Plan and include all requested information.

PENALTIES:

A Contractor violating any provision(s) of this section shall, subject to prior notice of the alleged violations and an opportunity to be heard and to present evidence in its own defense, be deemed in violation of the Contract, and LAWA, subject to BOAC approval, may:

1. Cancel the contract.
2. Assess the Contractor a penalty of not more than ten percent (10%) of the amount of the unpaid/underpaid amount of the Subcontract(s) involved.

At the end of each project, before calculation of any actual final subcontracting penalties, LAWA may withhold as disputed funds 15% of all subcontract(s) that appear to be in violation of any subcontracting provision of the project, and 15% of all subcontract(s) where work was performed on the project without, or prior to, approval by LAWA.

SUB-AGREEMENT FALSIFICATION:

Falsification or misrepresentation of a sub-agreement as to company name, contract amount and/or actual work to be done by the sub-bidder/subcontractor may result in sanctions set forth under Penalties.

MONTHLY REPORT SUBMITTAL:

The Contractor shall submit to LAWA, on a monthly basis, together with its invoice the Subcontractor Utilization Report listing the SBE subcontractors utilized during the reporting period. Contractor shall cooperate with LAWA personnel in providing such information as requested by LAWA in order to ensure compliance. LAWA will not process or pay Contractor’s subsequent invoices if the Subcontractor Utilization Reports are not timely submitted or if the Contractor fails to cooperate with LAWA personnel by promptly providing any and all information related to SBE participation requested by LAWA.
FINAL SUBCONTRACTING REPORT SUBMITTAL:

The Contractor must submit the Final Subcontracting Report to PSD within fifteen (15) calendar days after a request for the report by PSD. Failure to comply may result in the assessment of liquidated damages in the amount of $100.00 per day by LAWA.

FUTURE REVISIONS TO RULES AND REGULATIONS:

The Executive Director is authorized make modifications to these Rules and Regulations as necessary from time to time.
LOS ANGELES WORLD AIRPORTS
LOCAL BUSINESS ENTERPRISE (LBE) AND
LOCAL SMALL BUSINESS ENTERPRISE (LSBE) PROGRAM
RULES AND REGULATIONS

The City of Los Angeles, Los Angeles World Airports (LAWA) is committed to creating an environment that provides all individuals and businesses open access to the business opportunities available at LAWA. LAWA’s Local Business Enterprise (LBE) and Local Small Business Enterprise (LSBE) Program was created to provide additional opportunities for Local Business Enterprises (LBE) and LBEs that are also Local Small Business Enterprises (LSBE) to participate in LAWA contracts. LAWA desires to leverage the millions of dollars it spends yearly contracting with private firms for goods, equipment and services to and for the benefit of the City and its residents. An LBE and LSBE Program is associated with increasing local jobs and expenditures in the local private sector.

APPLICABILITY

LAWA’s Procurement Services Division (PSD) will establish the mandatory LBE and LSBE goals. The LBE Program is designed as a subcontracting program; therefore, Prime Contractors, if they are not an LSBE, must meet LBE and LSBE goals through the use of LBE and LSBE Subcontractors. This means that even if the Prime Contractor is an LBE, it must still propose and utilize LBE and LSBE Subcontractors at or above the mandatory LBE and LSBE goals established for that project. However, if the Prime Contractor is an LSBE, it may satisfy the LBE and LSBE goals itself and not through the use of LBE or LSBE Subcontractors. Failure to meet the mandatory LBE and LSBE goals may disqualify bidding/proposing firms from being considered for award of the Contract. LAWA’s LBE and LSBE Program requires Prime Contractors that are not an SBE or an LSBE who receive contracts from LAWA to utilize certified LBE and LSBE Subcontractors at the levels promised and may impose penalties for the failure to meet those levels if changes to the proposed levels were not previously approved by LAWA in writing. (Federally-funded projects are not subject to the LBE Program.)

LAWA’S OVERALL LBE AND LSBE GOALS

While the use of LBE and LSBE Subcontractors is mandatory for those projects that have LBE and LSBE goals established by PSD, LAWA will additionally have overall departmental goals. The specific mandatory LBE and LSBE goals for each project may be higher or lower than LAWA’s department goal based on the scope of work and the availability of the LBEs and LSBEs to perform the work.

SETTING CONTRACT-SPECIFIC MANDATORY LBE AND LSBE GOALS

PSD will review each Request for Bid/Request for Proposal estimated to be in excess of $150,000 to determine whether mandatory LBE and LSBE goals should be set on the project. Setting the mandatory LBE and LSBE goals consists of the following steps:

- PSD and the requesting division will discuss the project to determine whether there are reasonable LBE and LSBE subcontracting opportunities.
PSD will review the Los Angeles Business Virtual Network (LABAVN) database of certified LBE firms to determine the availability of LBE firms in the identified subcontracting work areas.

If PSD determines that there are sufficient LBEs and LSBEs available in the identified work areas, PSD will set mandatory LBE and LSBE subcontracting goals for the project. PSD will confer with the requesting division and Executive staff to thoroughly analyze the project and ensure that the established mandatory LBE and LSBE subcontracting goals are valid and attainable. A committee comprised of Executive staff will review PSD’s recommendations. The LBE and LSBE goals are stated as a percentage of the total bid amount or the total Contract amount.

Because the LBE and LSBE Program is a mandatory program, Bidders/Proposers are strongly encouraged to attend pre-bid and pre-proposal meetings for projects with mandatory LBE and LSBE subcontracting goals so that they will understand the requirements of the LBE and LSBE Program. PSD will verify the LBE and LSBE status of the proposed subcontractors, regardless of the dollar amount of work to be performed.

LAWA’s Board of Airport Commissioners (BOAC) may at any time before the award of a Contract, determine that it is in LAWAs best interest to award to a firm that has not met the LBE or LSBE requirements provided that the firm is the only bidder.

**CRITERIA FOR LBE AND LSBE CERTIFICATION**

To be eligible for participation in the LBE and LSBE Program, the prospective LBE or LSBE must submit an affidavit attesting as an LBE on the LABAVN website at http://www.labavn.org. The Department of Public Works, Bureau of Contract Administration (BCA)/ Office of Contract Compliance (OCC) will make the determination of qualification as an LBE. LAWA will determine if an LBE is also an LSBE. A firm will be considered an LSBE if it is certified both as a City of Los Angeles LBE and as a LAWAn-qualified SBE. A local business determination made by any other entity or by any other means other than submission of an affidavit on LABAVN shall not be accepted for purposes of participation in LAWAs LBE Program. The LBE or LSBE must be listed on LABAVN by the bid/proposal deadline in order to receive LBE or LSBE credit from LAWA. The Prime Contractor is responsible to verify the LAWAn-qualified status of each LBE and LSBE by the bid/proposal deadline.

**DEFINITIONS**

1. "Awarding Authority" means the Board of Airport Commissioners, or any employee or officer of LAWAn authorized to award or enter into any Contract.

2. "Contract" means a written agreement involving consideration in excess of $150,000 for the purchase of goods, equipment or services, including construction, by or for the benefit of the City or its residents.

3. "Local Business Enterprise" means a business entity that occupies work space within the County of Los Angeles (County), is in compliance with all applicable City of Los Angeles and County licensing and tax laws, and can demonstrate one of the following: (1) it is headquartered in the County and physically conducts and manages all of its operations from a location in the County; (2) that at least 50 of its full-time employees perform work within the boundaries of the County at least 60% of their total regular hours worked on an annual
basis; or (3) that at least half of the full-time employees (50%) of the business perform work within the boundaries of the County at minimum of 60% of their total, regular hours worked on an annual basis.

a. A business entity with multiple locations within the County, can aggregate 50 of its full-time employees working at least 60% of their regular hours from its different locations within the County to qualify as a Local Business.

b. A business entity awarded a LAWA contract under the LBE and LSBE Program must carry out the services of the contract using employees whose exclusive, primary working location is in Los Angeles County.

c. A Joint Venture must be a legally established entity and be certified as an LBE in order to receive LBE credit. Individual LBE certification by one or more of the joint venture partners will not be considered sufficient to qualify as an LBE.

4. “Local Small Business Enterprise” means a business enterprise that is a Local Business Enterprise as defined in Section 3 immediately above and is also a Small Business Enterprise as defined by LAWA’s SBE Program.

5. “Prime Contractor” means the person, business or entity awarded the Contract by LAWA.


7. “Subcontract” means a written agreement between a Prime Contractor and a Subcontractor for the purchase of goods, equipment or services, including construction, by or for the benefit of the City or its residents.

8. “Subcontractor” means a person, firm or entity awarded a Subcontract by a Prime Contractor.

9. “Supplier” and/or “Regular Dealer” means a business that owns, operates, or maintains a store, warehouse, or other establishment in which the materials, supplies, articles or equipment of the general character described by the specifications and required under the contract are bought, kept in stock, and regularly sold or leased to the public in the usual course of business. Additionally, the firm must be an established, regular business that engages, as its principal business and under its own name, in the purchase and sale or lease of the products in question. Packagers, brokers, manufacturers’ representatives, or other persons who arrange or expedite transactions are not regular dealers. A person may be a regular dealer in such bulk items as petroleum products, steel, cement, gravel, stone, or asphalt without owning, operating, or maintaining a place of business as previously described if the person both owns and operates distribution equipment for the products. Any supplementing of regular dealers’ own distribution equipment shall be by a long-term lease agreement and not on an ad hoc or contract-by-contract basis.

SUBCONTRACTORS

Nothing in this LBE and LSBE Program will relieve Prime contractors from complying with California’s “Subletting and Subcontracting Fair Practices Act” (Public Contract Code Sections 4100 et seq.) (www.leginfo.ca.gov/cgi-bin/calawquery?codesection=pcc&codebody=&hits=20).
Any reduction, increase, or other change to any LBE or LSBE Subcontract amount without prior written approval of PSD is considered an Unauthorized Subcontractor Substitution, and the Prime Contractor may be subject to a penalty. A subcontract dollar value increased or reduced as the result of a Change Order issued by LAWA to add or delete from the original scope of work shall not be subject to a penalty for an Unauthorized Subcontractor Substitution.

If for any reason an LBE or LSBE Subcontractor is unable to, or does not, perform the work under the Contract, the Prime Contractor shall replace that LBE or LSBE Subcontractor with another LBE or LSBE Subcontractor.

Only PSD is authorized to grant either initial approval of LBE or LSBE Subcontractor(s) or LBE or LSBE Subcontractor substitution(s).

Prime Contractors must list all Subcontractors on LAWA’s Subcontractor Participation Plan and include all requested information.

LOSS OF LBE STATUS

It is the responsibility of the business registered on LABAVN as a certified Local Business to inform BCA via email at bca_certifications@lacity.org, that it no longer meets the certification criteria within 7 days of the change. Failure to do so shall be construed as a misleading and/or false statement.

SETTING LSBE GOAL AS A SUBSET OF THE LBE GOAL

A project with an LBE goal will also be reviewed by PSD for an appropriate LSBE goal as a subset of the LBE goal. For example, if a project has a 20% LBE goal, 5% of the 20% can be designated for LSBE firms.

QUALIFICATION AS AN LSBE

A firm will be considered an LSBE if it is certified both as a City of Los Angeles LBE and a LAWA-qualified SBE.

PENALTIES

A Prime Contractor or Subcontractor violating any provision(s) of this section shall, subject to prior notice of the alleged violations and an opportunity to be heard and to present evidence in its own defense, be deemed in violation of the Contract, and LAWA, subject to BOAC approval, may:

1. Terminate the contract.

2. Assess the Prime Contractor a penalty of not more than ten percent (10%) of the amount of any shortfall of required LBE or LSBE contract amounts in violation of mandatory LBE or LSBE participation on a project required by the LBE and LSBE Program. For example, if the LBE and LSBE Program requires a 20% LBE participation, but there is only 15% LBE participation, the penalty will be 10% of the 5% shortfall measured by the dollar value of the contract amounts of the required LBE participation not attained.
At the end of each project, before calculation of any actual, final subcontracting penalties, LAWA may withhold from the Prime Contractor as disputed funds, 150% of the estimated amount of any penalties for violations of the Rules and Regulations.

**SUBCONTRACTOR FALSIFICATION OR MISREPRESENTATION**

Falsification or misrepresentation of LBE or LSBE Subcontractor participation as to company name, contract amount and/or actual work to be done by the Subcontractor will result in sanctions set forth under Penalties.

In the event that investigations reveal that a business fraudulently represents itself as an LBE or LSBE for the purpose of gaining LBE or LSBE credit, the business shall not be eligible for LBE or LSBE status for up to 5 years from the date of disqualification.

**MONTHLY REPORT SUBMITTAL**

The Prime Contractor shall submit to LAWA, on a monthly basis, together with its invoice the Subcontractor Utilization Report listing the LBE and LSBE Subcontractors utilized during the reporting period. The Prime Contractor shall cooperate with LAWA personnel in providing such information as requested by LAWA in order to ensure compliance. LAWA may not process or pay the Prime Contractor’s invoice or subsequent invoices if the Subcontractor Utilization Reports are not timely submitted or if the Prime Contractor fails to cooperate with LAWA personnel by promptly providing any and all information related to LBE and LSBE participation requested by LAWA.

**FINAL SUBCONTRACTING REPORT SUBMITTAL**

The Prime Contractor must submit the Final Subcontracting Report to PSD within fifteen (15) calendar days after a request for the report by PSD. Failure to comply may result in the assessment of a penalty in the amount of $100.00 per day by LAWA.

**COMPLAINTS AND PROTESTS**

All complaints and/or protests regarding qualifying LBE businesses or LBE Subcontractors claiming non-compliance by Awarding Authorities or its failure to maintain certification criteria shall be made to the BCA/OCC either in writing or by email for further investigations. Complaints must be accompanied by documentation that substantiates complainant’s allegations and shall be investigated by BCA/OCC in its role as the Designated Administrative Agency.

Submit complaints to:

**By Mail**
Bureau of Contract Administration  
Office of Contract Compliance  
Department of Public Works  
1149 South Broadway, Suite 300  
Los Angeles, CA 90015

**By Email**  
bcareporting@lapd.org

All complaints and/or protests regarding qualifying SBE businesses or SBE Subcontractors claiming non-compliance by LAWA or its failure to maintain certification criteria shall be made to
LAWA either in writing or by email for further investigations. Complaints must be accompanied by documentation that substantiates complainant’s allegations and shall be investigated by LAWA’s PSD.

Submit Complaints to:

By Mail  Los Angeles World Airports
         Procurement Services Division
         7301 World Way West, 4th Floor
         Los Angeles, CA 90045

By Email:  procurementrequirements@lawa.org

FUTURE REVISIONS TO RULES AND REGULATIONS

The Executive Director or his/her designee is authorized to make modifications to these Rules and Regulations as necessary from time to time.
FORM A - TRANSMITTAL LETTER

[Proposer shall complete one Form A.]

[Insert Letterhead]
City of Los Angeles
Los Angeles World Airports
Los Angeles International Airport

Proposer: _____________________________ Date: _______________

Mr. Allen Rad, Procurement Manager
Los Angeles World Airports
7301 World Way West
Los Angeles, CA 90045

In response to the Request for Qualifications for the Automated People Mover for the Landside Access Modernization Program dated June 9, 2016 (the “RFQ”), together with any addenda to the RFQ, the undersigned (“Proposer”) hereby represents and warrants that it has carefully examined and is fully familiar with the RFQ and hereby makes this Statement of Qualifications (the “SOQ”) in response to the RFQ.

The undersigned Proposer acknowledges the right of LAWA to waive informalities in the SOQ, to reject any or all requests submitted, and to permit opportunities to make additional submittals to address any deficiencies and/or ambiguities in the SOQ.

Proposer certifies that it has satisfied itself with respect to any questions it had regarding the RFQ. Proposer further certifies and declares that the information stated in this SOQ is true, correct, genuine, and not sham or collusive, nor made in the interest or on behalf of any person not named in this SOQ. Proposer has not directly or indirectly induced or solicited any other Proposer to make a sham SOQ, or any other person, firm or corporation to refrain from submitting an SOQ, and Proposer has not in any manner sought by collusion to secure for itself an advantage over any other Proposer. Proposer agrees to abide by all other contents and terms of the RFQ.

The undersigned Proposer acknowledges receipt and consideration of the following addenda to the RFQ:

Addenda Numbers: ____________________________________________________________

Entity Providing the Experience Modifier Rate: ________________________________
Experience Modifier Rate for each year for the past 3 years and the average for those 3 years:

<table>
<thead>
<tr>
<th>Year</th>
<th>Experience Modifier Rate</th>
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<tbody>
<tr>
<td>1.</td>
<td>__________</td>
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<td>2.</td>
<td>__________</td>
</tr>
<tr>
<td>3.</td>
<td>__________</td>
</tr>
<tr>
<td>3-Yr. Avg.</td>
<td>__________</td>
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</tbody>
</table>


[Duplicate the above Experience Modifier Rate questions as needed for the Lead Contractor if the Lead Contractor is a joint venture or group of entities.]

Proposer Members (identify and label Equity Members, Lead Contractor, Lead Designer, Lead O&M Provider and any identified subcontractors)

____________________________________
____________________________________
____________________________________

Key External Advisors for Proposer (e.g., financial advisor and legal advisor), if any:

____________________________________
____________________________________

The RFQ shall be governed by and construed in all respects according to the laws of the State of California.

Name and affiliation of at least one representative from the Proposer team that attended the Pre-SOQ Conference:

____________________________________

Name and affiliation of at least one representative from the Proposer team that attended the Small Business Forum:

____________________________________

Authorized representative of Proposer: ________________________________

By executing this form, Proposer confirms that the representative named above is authorized to act as agent on behalf of Proposer and is the point of contact for Proposer in communications with LAWA throughout the RFQ process.
Any capitalized terms not defined herein shall have the meaning given them in the RFQs.

Proposer declares under penalty of perjury under the laws of the State of California, that the foregoing is correct.

Proposer: 

By: 

(Signature) 

(Type or Print Name) 

(Title)

Proposer’s Business Address:

________________________________________

________________________________________
FORM B - ORGANIZATIONAL CONFLICT OF INTEREST DISCLOSURE STATEMENT

[Proposer shall complete one Form B.]

Organizational Conflict of Interest Definition

LAWA’s “Organizational Conflict of Interest Guidelines for the Consolidated Rent-A-Car-Center and Automated People Mover Projects” (Conflict of Interest Guidelines) defines organizational conflicts of interest as follows:

“Organizational Conflict of Interest” means a circumstance arising out of a Contractor’s existing or past activities, business or financial interests, familial relationships, contractual relationships, and/or organizational structure (i.e., parent entities, subsidiaries, Affiliates, etc.) that results in (i) impairment or potential impairment of a Contractor’s ability to render impartial assistance or advice to LAWA or of its objectivity in performing work for LAWA, (ii) an unfair competitive advantage for any Contractor bidding or proposing on a LAWA procurement for the Projects; or (iii) a perception or appearance of impropriety with respect to any of LAWA’s procurements or contracts for the Projects or a perception or appearance of unfair competitive advantage with respect to a procurement for the projects by LAWA (regardless of whether any such perception is accurate).

Disclosure

Having reviewed the Conflict of Interest Guidelines, Proposer hereby indicates as to itself, its Members and their respective personnel, that Proposer has, to the best of its knowledge and belief:

_____ Determined that no potential Organizational Conflict of Interest exists.

_____ Determined a potential Organizational Conflict of Interest exists.
If Proposer has determined that a potential Organizational Conflict of Interest exists, in the space provided below and on supplemental sheets as necessary, identify all relevant facts relating to the potential Organizational Conflict of Interest. If Proposer has made any prior disclosure to LAWA of an Organizational Conflict of Interest under the Conflict of Interest Guidelines, in the space provided below include information regarding such prior disclosure and/or LAWA’s determination regarding that Organizational Conflict of Interest.

Explanation

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

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

I certify that the foregoing is true and correct, and that I am authorized to execute this form on behalf of Proposer:

________________________________________
Signature

________________________________________
Printed Name

________________________________________
Title (Authorized representative of Proposer)

________________________________________
Proposer
FORM C - CAMPAIGN CONTRIBUTIONS RESTRICTIONS (CEC 55 FORMS)

[Complete the following forms in accordance with the instructions contained therein.]

Prohibited Contributors (Bidders)
CEC Form 55

This form must be completed in its entirety and submitted to the awarding authority with your bid or proposal for the contract noted below. A bid or proposal that does not include a completed form will be deemed nonresponsive. Please write legibly.

☐ Original filing  ☐ Amended filing (original signed on ______________; last amendment signed on ______________.)

<table>
<thead>
<tr>
<th>Bid/Contract/BAVN Number</th>
<th>Date Bid Submitted</th>
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</table>

<table>
<thead>
<tr>
<th>Description of Contract:</th>
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<table>
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<th>Awarding Authority (Department):</th>
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<table>
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<th>BIDDER</th>
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</thead>
<tbody>
<tr>
<td>Name:</td>
</tr>
<tr>
<td>Address:</td>
</tr>
<tr>
<td>Email (optional):</td>
</tr>
<tr>
<td>State Contractor ID:</td>
</tr>
</tbody>
</table>

- State ID must be disclosed for identification purposes, even if not performing work on the contract under that license. If this bidder does not have a state contractor ID, indicate "not applicable."

<table>
<thead>
<tr>
<th>PRINCIPALS</th>
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Please identify the names and titles of all principals (attach additional sheets if necessary). Principals include a bidder’s board chair, president, chief executive officer, chief operating officer, and individuals who serve in the functional equivalent of one or more of these positions. Principals also include individuals who hold an ownership interest in the bidder of at least 20 percent or employees of the bidder who are authorized by the bid or proposal to represent the bidder before the City.

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☐ additional sheets are attached, ☐ Bidder is an individual and no other principals exist.
SUBCONTRACTORS
Please identify all subcontractors whose subcontracts are worth $100,000 or more (attach additional sheets if necessary). If the subcontractor has a state contractor license, the ID must be disclosed for identification purposes, even if the subcontractor is not performing work on this contract under that license.

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

Subcontractor:
Address:
State Contractor ID (for identification purposes, if none, indicate "not applicable"): 

□ Additional sheets are attached. □ Bidder has no subcontractors on this bid or proposal whose subcontracts are worth $100,000 or more.
Prohibited Contributors (Bidders)
CEC Form 55

PRINCIPALS OF SUBCONTRACTORS
Please identify the names and titles of all principals for each subcontractor identified on page 2 (attach additional sheets if necessary). Principals include a subcontractor’s board chair, president, chief executive officer, chief operating officer, and individuals who serve in the functional equivalent of one or more of those positions. Principals also include individuals who hold an ownership interest in the subcontractor of at least 20 percent and employees of the subcontractor who are authorized by the bid or proposal to represent the subcontractor before the City.

Name: _____________________________ Title: _____________________________
Address: ____________________________
Subcontractor: ________________________

Name: _____________________________ Title: _____________________________
Address: ____________________________
Subcontractor: ________________________

Name: _____________________________ Title: _____________________________
Address: ____________________________
Subcontractor: ________________________

Name: _____________________________ Title: _____________________________
Address: ____________________________
Subcontractor: ________________________

☐ Of the subcontractors identified on page 2, the following are individuals and no other principals exist (attach additional sheets if necessary):
Subcontractor:

☐ additional sheets are attached. ☐ Bidder has no subcontractors on this bid or proposal whose subcontracts are worth $100,000 or more.

CERTIFICATION
I certify that I understand, will comply with, and have notified my principals and subcontractors of the requirements and restrictions in Los Angeles City Charter section 470(c)(12) and any related ordinances. I understand that I must amend this form within ten business days if the information above changes. I certify under penalty of perjury under the laws of the City of Los Angeles and the state of California that the information provided above is true and complete.

Date: _____________________________ Signature: _____________________________
Name: _____________________________ Title: _____________________________

Under Los Angeles City Charter § 470(c)(12), this form must be submitted to the awarding authority with your bid or proposal. A bid or proposal that does not include a completed Form 55 will be deemed nonresponsive.

Revised October 2013
Los Angeles City Charter § 470(c)(12)
REQUEST FOR QUALIFICATIONS

Los Angeles World Airports

FORM D - MUNICIPAL LOBBYING ORDINANCE

[Proposer shall complete one Form D.]

Bidder Certification

CEC Form 50

This form must be submitted to the awarding authority with your bid or proposal for the contract noted below. Please write legibly.

Original filing
Amended filing (original signed on , last amendment signed on )

Bid/Contract/BAVN Number: Awarding Authority (Department):

Name of Bidder: Phone:

Address: 

Email: 

CERTIFICATION

I certify the following on my own behalf or on behalf of the entity named above, which I am authorized to represent:

A. I am a person or entity that is applying for a contract with the City of Los Angeles.

B. The contract for which I am applying is an agreement for one of the following:
   1. The performance of work or service to the City or the public;
   2. The provision of goods, equipment, materials, or supplies;
   3. Receipt of a grant of City financial assistance for economic development or job growth, as further described in Los Angeles Administrative Code § 10.40.1(h); or
   4. A public lease or license of City property where both of the following apply, as further described in Los Angeles Administrative Code § 10.37.10:
      a. I provide services on the City property through employees, sublessees, sublicensees, contractors, or subcontractors, and those services:
         i. Are provided on premises that are visited frequently by substantial numbers of the public; or
         ii. Could be provided by City employees if the awarding authority had the resources; or
         iii. Further the proprietary interests of the City, as determined in writing by the awarding authority.
   b. I am not eligible for exemption from the City’s living wage ordinance, as eligibility is described in Los Angeles Administrative Code § 10.37.10(b).

C. The value and duration of the contract for which I am applying is one of the following:
   1. For goods or services contracts—a value of more than $25,000 and a term of at least three months;
   2. For financial assistance contracts—a value of at least $100,000 and a term of any duration; or
   3. For construction contracts, public leases, or licenses—any value and duration.

D. I acknowledge and agree to comply with the disclosure requirements and prohibitions established in the Los Angeles Municipal Lobbying Ordinance if I qualify as a lobbying entity under Los Angeles Municipal Code § 48.02.

I certify under penalty of perjury under the laws of the City of Los Angeles and the state of California that the information in this form is true and complete.

Date: Signature:

Name: 

Title: 

Revised February 2014

Los Angeles Municipal Code § 48.09(H)
Los Angeles Administrative Code § 10.40.1

(h) "City Financial Assistance Recipient" means any person who receives from the City discrete financial assistance in the amount of One Hundred Thousand Dollars ($100,000.00) or more for economic development or job growth expressly articulated and identified by the City, as contrasted with generalized financial assistance such as through tax legislation.

Categories of such assistance shall include, but are not limited to, bond financing, planning assistance, tax increment financing exclusively by the City, and tax credits, and shall not include assistance provided by the Community Development Bank. City staff assistance shall not be regarded as financial assistance for purposes of this article. A loan shall not be regarded as financial assistance. The forgiveness of a loan shall be regarded as financial assistance. A loan shall be regarded as financial assistance to the extent of any differential between the amount of the loan and the present value of the payments thereunder, discounted over the life of the loan by the applicable federal rate as used in 26 U.S.C. Sections 1274(d), 7072(f). A recipient shall not be deemed to include lessees and sublessees.

Los Angeles Administrative Code § 10.37.1

(i) "Public lease or license".

(a) Except as provided in (i)(b), "Public lease or license" means a lease or license of City property on which services are rendered by employees of the public lessee or licensee or sublessee or sublicensee, or of a contractor or subcontractor, but only where any of the following applies:

1. The services are rendered on premises at least a portion of which is visited by substantial numbers of the public on a frequent basis (including, but not limited to, airport passenger terminals, parking lots, golf courses, recreational facilities); or
2. Any of the services could feasibly be performed by City employees if the awarding authority had the requisite financial and staffing resources; or
3. The DAA has determined in writing that coverage would further the proprietary interests of the City.

(b) A public lessee or licensee will be exempt from the requirements of this article subject to the following limitations:

1. The lessee or licensee has annual gross revenues of less than the annual gross revenue threshold, three hundred fifty thousand dollars ($350,000), from business conducted on City property;
2. The lessee or licensee employs no more than seven (7) people total in the company on and off City property;
3. To qualify for this exemption, the lessee or licensee must provide proof of its gross revenues and number of people it employs in the company's entire workforce to the awarding authority as required by regulation;
4. Whether annual gross revenues are less than three hundred fifty thousand dollars ($350,000) shall be determined based on the gross revenues for the last tax year prior to application or such other period as may be established by regulation;
5. The annual gross revenue threshold shall be adjusted annually at the same rate and at the same time as the living wage is adjusted under section 10.37.2 (a);
6. A lessee or licensee shall be deemed to employ no more than seven (7) people if the company's entire workforce worked an average of no more than one thousand two-hundred fourteen (1,214) hours per month for at least three-fourths (3/4) of the time period that the revenue limitation is measured;
7. Public leases and licenses shall be deemed to include public subleases and sublicenses;
8. If a public lease or license has a term of more than two (2) years, the exemption granted pursuant to this section shall expire after two (2) years but shall be renewable in two-year increments upon meeting the requirements thereafter at the time of the renewal application or such period established by regulation.
**FORM E-1- INFORMATION REGARDING EQUITY MEMBERS**

[Complete one Form E-1 for Proposer. If an Equity Member identified in Form E-1 is a joint venture, consortium, partnership or limited liability company, provide information on this Form E-1 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Equity Member. Indicate whether an Equity Member is also the Lead Contractor, Lead Designer or Lead O&M Provider.]

<table>
<thead>
<tr>
<th>Equity Member name, address, legal nature and state of organization</th>
<th>Planned equity share percentage in Proposer (sum total should be 100%)</th>
<th>Guarantor name and address (if applicable)</th>
<th>Indicate other roles: Lead Contractor, Lead Designer or Lead O&amp;M Provider</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Example:</strong> Consortium A (75% Company A1 and 25% Company A2)</td>
<td><strong>Example:</strong> 65%</td>
<td></td>
<td><strong>Example:</strong> Lead Contractor</td>
</tr>
<tr>
<td><strong>Example:</strong> Company B</td>
<td><strong>Example:</strong> 35%</td>
<td>Company B1</td>
<td></td>
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</tbody>
</table>
FORM E-2 - INFORMATION REGARDING EQUITY MEMBERS, MAJOR PARTICIPANTS AND GUARANTORS

[Complete a separate Form E-2 for each Equity Member, Major Participant, and Guarantor (if any). If an Equity Member, Major Participant or Guarantor identified in Form E-2 is a joint venture, consortium, partnership or limited liability company, provide a separate Form E-2 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Equity Member, Major Participant, or Guarantor (as applicable).]

Name of Proposer: ___________________________________________________________

Name of Entity Completing this Form E-2: _______________________________________

Year Established: _______________ Individual Contact: _________________

Entity’s Role in the Project: __________________________________________________

Business Address: _________________________________________________________

Headquarters: _____________________________________________________________

Office Performing Work: ___________________________________________________

Contact Telephone Number: ________________________________________________

Legal Nature / Business Organization (check one):
☐ Corporation (If yes, then indicate the Authority and Year of Incorporation.)
☐ Partnership
☐ Joint Venture/Consortium
☐ Limited Liability Company
☐ Other (describe)

State of Organization: __________________________

Federal Tax ID No.: _______________________

North American Industry Classification Code: _______________
AUTHORIZED REPRESENTATIVE:

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

By: ___________________________  Print Name: ___________________________
Title: __________________________ Date: __________________________
FORM F-1 – FINANCIAL OFFICER’S CERTIFICATE

[Complete a separate Form F-1 for each Equity Member and for the Lead Contractor (and each Guarantor, if any).]

I, [Name], the [Title] of [Name of Equity Member or Lead Contractor] (the “Company”) [and the [Title] of [Name of Guarantor] (the “Guarantor”)], do hereby certify as of [Date] that:

(a) This certificate is being executed and delivered in connection with the Statement of Qualifications submitted by [Proposer Name] (the “SOQ”) in response to the Request for Qualifications to design, build, finance, operate and maintain the Automated People Mover (the “Project”), dated June 9, 2016 (the “RFQ”) issued by the City of Los Angeles, Department of Airports, known as Los Angeles World Airports (“LAWA”).

(b) As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the [Equity Member or Lead Contractor] [and the Guarantor] in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to LAWA pursuant to the requirements of the RFQ with the intent and understanding that they will be relied upon by LAWA as a basis for the evaluation of the SOQ contemplated by the RFQ.

(c) [Guarantor Support: It is the intention of the Guarantor to support the Company with the financial, human resources and other support needed by the Company to successfully satisfy its obligations in respect of the Project if Proposer were to become the Developer.]

(d) Audited Financial Statements: The audited financial statements provided by [the Company] [the Guarantor] in the SOQ for the fiscal years ended [___], [___] and [___] are complete and correct copies thereof. Where [the Company] [the Guarantor] has provided unaudited financial results, such financial results present fairly, in all material respects, the financial position and results of operations and cash flows of [the Company] [the Guarantor and its consolidated subsidiaries, including the Company,] as of such dates and for such periods. [The Company] [The Guarantor] has no material

---

1 Each of the Equity Members and the Lead Contractor should provide its own separate certificate. However, if any such company is proposing a Guarantor, only one consolidated certificate is required for the Guarantor and its guaranteed entity. If a company has no Guarantor, all references to “Guarantor” should be deleted from this certificate.

2 Date must not be earlier than seven calendar days prior to the SOQ Due Date.

3 Delete if there is no Guarantor and not applicable.
contingent liabilities or unusual forward or long-term commitments not disclosed therein. 

(e) **Off-Balance Sheet Liabilities:** The [Company][Guarantor] does not have any material off-balance sheet liabilities [other than as described in the financial statements referred to above] [other than the following: [______]].

(f) **Financial Information Summary:** Attached hereto as Annex A is a completed Financial Information Summary relating to [the Company] [the Guarantor and its consolidated subsidiaries, including the Company], which has been prepared based on the information from its audited financial statements and other sources, if not included in its audited financial statements. All the information provided in the attached Annex A is complete and correct to the best of my knowledge.

(g) **Bankruptcy/insolvency proceedings:** [There has been no Insolvency Event relating to the Company [or Guarantor] or any of its Affiliates which has occurred within the most recent three fiscal years (whether or not such proceeding was ultimately dismissed).] [Attached hereto as Annex B is a detailed description of an Insolvency Event relating to [Entity Name].] 

For the purposes of this certification, “Insolvency Event” means any voluntary or involuntary bankruptcy, insolvency, liquidation, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding, under any applicable law, in any jurisdiction.

(h) **Material Changes in Financial Condition:** [No material change in the financial condition of the Company [or Guarantor] has occurred or is projected to occur, as applicable (i) within the most recently completed three fiscal years that is not reflected in the its audited financial statements; (ii) since the date of its audited financial statements for its most recently completed fiscal year; or (iii) during the next fiscal quarter following the date of the SOQ.] [Attached hereto as Annex C is a detailed description of material changes in the financial condition of [the Company][the Guarantor].]

---

4 For entities that do not prepare audited financial statements, Proposers should submit a question to LAWA by the last day for Proposer clarification requests indicated in Section 4.2 of the RFQ, outlining proposed information that would provide similar support to audited financial statements to seek confirmation of its appropriateness by LAWA.

5 Complete the appropriate certification. Delete the sentence that is not applicable. Do not provide an Annex B if there is no Insolvency Event to disclose.

6 Complete the appropriate certification. Delete the sentence that is not applicable. Do not provide an Annex C if there is no material change in financial condition to disclose. Further instructions regarding material changes are provided in Annex C.
IN WITNESS WHEREOF, the undersigned is the Chief Financial Officer, Treasurer or equivalent officer of the entity to which this form relates,⁷ and has duly executed this certificate as of the date first written above.

________________________________________
Name:
Title:

⁷ If the Company does not have this type of corporate officer internally and will rely on the financial officer of an affiliated or unaffiliated entity, such as an investment advisor or financial manager, both the financial officer delivering this certificate and a duly authorized signatory of the Company must sign this certificate.
Annex A to Financial Officer’s Certificate

FINANCIAL INFORMATION SUMMARY

Entity: ___________________
Designate whether Lead Contractor or Equity Member: ___________________

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<tr>
<th>FY END</th>
<th>TOTAL REVENUE S</th>
<th>PRE-TAX PROFIT</th>
<th>FIXED ASSETS</th>
<th>TOTAL ASSETS 9</th>
<th>CONTINGENT LIABILITIES</th>
<th>LONG-TERM LIABILITIES</th>
<th>SHORT-TERM LIABILITIES</th>
<th>NET ASSETS</th>
<th>TANGIBLE NET WORTH</th>
<th>LONG TERM GEARING 10</th>
<th>LOCAL CURRENCY AND FX RATE</th>
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**SHAREHOLDER**

[Shareholder name]

[No current shareholders, equity members partners or equivalent have a holding of 15% or greater]

**RATING AGENCY**

[Rating agency name]

[Debt of the [Company][Guarantor] is not rated by any major credit rating agency.]

[Company][Guarantor] has no debt]

---

8 Express in millions (000,000s) of United States Dollars. Where applicable, companies should indicate the conversion to United States Dollars, using the average periods’ exchange rate for income statement and cashflow statements and period end exchange rate for balance sheet times. The local currency and exchange rate used should be identified, if applicable. References to the financial statements are **NOT** sufficient to address the requirement

9 Excludes goodwill and intangibles

10 Long Term Gearing = Long Term Liabilities / Net Assets

11 List current 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

12 If applicable, Equity Members, Lead Contractors, and Guarantors, if any, shall provide a copy of their most recent credit report up to the SOQ Due Date.
Annex B to Financial Officer’s Certificate
INSOLVENCY EVENT

[EQUITY MEMBER OR LEAD CONTRACTOR TO PROVIDE DETAILS]
Annex C to Financial Officer’s Certificate
MATERIAL CHANGE IN FINANCIAL CONDITION

[EQUITY MEMBER OR LEAD CONTRACTOR TO PROVIDE DETAILS]

INSTRUCTIONS TO PROPOSERS REGARDING ANNEX C:

If applicable, this Annex C should include the following details regarding material changes in the Company or Guarantor’s financial condition:

(i) A description of each material change, actual and projected, and any related changes or disruptions in executive management;

(ii) Actual and projected impacts on the affected entity’s organizational and financial capacity and its ability to remain engaged in this procurement and submit a responsive proposal; and

(iii) A detailed description of any other projected impacts, positive and negative, of the changes experienced and anticipated to be experienced in the periods ahead, including the likelihood that the circumstances of the change or impacts thereof will continue during the Project term.

Estimates of the impact on revenues, expenses and the change in equity must be provided separately for each material change. 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 must describe 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 its 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 must describe 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 list of examples of what LAWA considers to be a material change in financial condition. At the discretion of the LAWA, any failure to disclose a prior or pending material change may result in disqualification from the procurement process:

(i) A change in the tangible net worth of 10% or more of net assets;
(ii) A sale, merger or acquisition exceeding 10% of the value of net assets prior to the sale, merger or acquisition which in any way involves the affected entity or its parent company or Guarantor;
(iii) A change in credit rating for the affected entity or its parent company or Guarantor;
(iv) Inability to meet material conditions of loan or debt covenants by the affected entity or its parent company or Guarantor that 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;

(v) In the current and three most recent completed fiscal years, the affected entity or its parent company or Guarantor either: (i) incurred a net operating loss; or (ii) sustained charges exceeding 5% of the then net assets due to claims, changes in accounting, write-offs or business restructuring; or (iii) implemented a restructuring/reduction in labor force exceeding 5% of employees or involved the disposition of assets exceeding 10% of the then-net assets.); and

(vi) 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.
**FORM F-2 - EQUITY MEMBER’S PROJECT DEVELOPMENT EXPERIENCE**

[Complete a separate Form F-2 for each Equity Member. If an Equity Member identified in Form F-2 is a joint venture, consortium, partnership or limited liability company, provide one Form F-2 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Equity Member, as applicable.

Attach to this Form F-2 a maximum one-page narrative description for each project listed, including, at a minimum, the following details: (a) the project’s financial plan, (b) the name and participation percentages of each original equity investors, (c) a descriptive evolution of the Equity Member(s) (or related company) percentage equity interest through proposal submission, financial close, and up to date (please detail any transfer that has affected those equity positions), and (d) reference details of the project owner.]

<table>
<thead>
<tr>
<th>Equity Member:</th>
<th>PROJECT NAME &amp; Summary (1)</th>
<th>STATUS &amp; KEY DATES (2)</th>
<th>PROJECT STRUCTURE</th>
<th>DESIGN &amp; CONSTRUCTION COSTS (3) (5)</th>
<th>OPERATING PERIOD</th>
<th>TOTAL PROJECT FINANCING (4) (5)</th>
<th>DEBT TYPE AND AMOUNT (4)</th>
<th>EQUITY INVESTMENT (6)</th>
<th>PARTIES</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EXAMPLE</strong> -</td>
<td>Project ABC: 30-mile, tolled highway (TX, USA)</td>
<td>Financial Close: 1/1/14 Constructio n NTP: 6/1/14 Operations start: 1/1/17 (Expected)</td>
<td>50 year Availability Payment / Traffic Risk DBFOM</td>
<td>$1.1bn</td>
<td>47 years</td>
<td>$1.4bn</td>
<td>30 YEAR Taxable Current Interest Bonds - $1.0bn Equity - $400m</td>
<td>Total equity: $140m [PE Co.]: $49m (35%)</td>
<td>Equity: [PE Co.1]; [PE Fund] A&amp;E Firm: [Design Co.] Construction: [Build Co.] Operator: [Manage Co.] Guarantors: [Parent Co.] Public Owner: State DOT</td>
</tr>
</tbody>
</table>

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Form F-2 Page 1 of 2 June 9, 2016
(1) Include a maximum of five (5) projects.
(2) Indicate the percentage of works completed by the SOQ Due Date if under construction.
(3) Include nominal value of design-build contract, if applicable.
(4) Include initial privately financed amount, i.e. debt and equity. Include in brackets the percentage of debt-to-equity leverage and type of debt and associated guaranties (bonds unwrapped or wrapped, bank loans, government credit program, etc.). Do not include any refinancing/re-leveraging implemented or planned.
(5) In thousands United States Dollars (identify conversion rates of amounts in other currencies).
(6) Indicate the Equity Member (or related company's) equity investment as a shareholder by amount and percentage of the total equity investment. The equity investment may take the form of either (A) shareholders' equity or (B) shareholder subordinated debt.
## FORM F-3 –EQUITY MEMBERS’ INVESTMENT TRACK RECORD

[Proposer shall complete a separate row of this Form F-3 for each Equity Member. If an Equity Member identified in Form F-3 is a joint venture, consortium, partnership or limited liability company, complete a separate row of this Form F-3 for each constituent member of the joint venture, consortium, partnership or limited liability company of the Equity Member, as applicable. Only one Form F-3 (covering all Equity Members) should be completed.]

<table>
<thead>
<tr>
<th>Equity Member 1</th>
<th>Equity Member 2</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(i) During the past five years, how many times was the Equity Member short-listed in a public-sector procurement involving private financing, or otherwise invited to submit a proposal (individually or as a member of a team), for a North American project involving more than $400 million of construction value?</strong></td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>(1)</td>
</tr>
<tr>
<td>(2)</td>
<td>(2)</td>
</tr>
<tr>
<td><strong>(ii) With respect to those procurements cited in (i):</strong></td>
<td></td>
</tr>
<tr>
<td>(1) How many times has the Equity Member been 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)?</td>
<td>(1)</td>
</tr>
<tr>
<td>(2) How many times has the Equity Member, individually or as a member of a team, submitted a compliant, final proposal as an equity investor?</td>
<td>(2)</td>
</tr>
<tr>
<td><strong>(iii) Among the projects cited in (ii.2), how many times has the team achieved financial close with a percentage of equity participation by the Equity Member that was:</strong></td>
<td></td>
</tr>
<tr>
<td>(1) Unchanged or greater than in the final proposal?</td>
<td>(1)</td>
</tr>
<tr>
<td>(2) Less than the percentage of equity participation anticipated in the final proposal but greater than zero?</td>
<td>(2)</td>
</tr>
<tr>
<td>(3) Equal to zero?</td>
<td>(3)</td>
</tr>
<tr>
<td><strong>(iv) During the past 10 (ten) years how many times was the Equity Member an equity investor in projects involving more than $500 million of construction value?</strong></td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>(1)</td>
</tr>
<tr>
<td>(2)</td>
<td>(2)</td>
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<td>(3)</td>
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</tr>
<tr>
<td><strong>(v) As of the time of SOQ submission, of those projects cited in (iv), what is the number of projects in which the current percentage of equity participation by the Equity Member is:</strong></td>
<td></td>
</tr>
<tr>
<td>(1) Less than the percentage of equity participation at the time of financial close but greater than zero?</td>
<td>(1)</td>
</tr>
<tr>
<td>(2) Now equal to zero?</td>
<td>(2)</td>
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<tr>
<td><strong>(vi) Identify the project name, public-sector owner, contact and phone number of those procurements cited in (i) but not in (ii):</strong></td>
<td></td>
</tr>
<tr>
<td>(1)</td>
<td>(1)</td>
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<tr>
<td>(2)</td>
<td>(2)</td>
</tr>
<tr>
<td>(3)</td>
<td>(3)</td>
</tr>
<tr>
<td><strong>(vii) Identify the project name, public-sector owner, contact and phone number for:</strong></td>
<td></td>
</tr>
<tr>
<td>(1) those projects cited in (iii-2); and</td>
<td>(1)</td>
</tr>
<tr>
<td>(2) those projects cited (iii-3).</td>
<td>(2)</td>
</tr>
<tr>
<td><strong>Provide a brief, explanation for the reduction or elimination of equity participation by the Equity Member in each procurement and project cited:</strong></td>
<td></td>
</tr>
<tr>
<td>Project information and explanations may be attached to Form F-3 if necessary.</td>
<td></td>
</tr>
</tbody>
</table>
FORM G - PROJECT EXPERIENCE FORM

[A separate form shall be completed by the Lead Contractor, Lead Designer, Lead O&M Provider, and identified subcontractors, if any, for each project to which the experience relates. Verify all contacts prior to submittal. Do not leave any spaces blank. Responses such as “N/A” are not acceptable. If not applicable, state “Not Applicable” and explain why. If none, state “NONE.”]

PROJECT AND TEAM INFORMATION

Project Name: ____________________________________________________________

Project or Contract No.: __________________________________________________

Project Location: __________________________________________________________

Project Delivery Method (construction manager at risk, design-build, DBFOM, etc.):

OWNER INFORMATION

Owner’s Name: ____________________________________________________________

Address: ________________________________________________________________

Contact (Name & Title): ____________________________________________________

Telephone: ______________  Email: __________________________________________

LEAD CONTRACTOR INFORMATION [Complete if project relates to Lead Contractor’s experience]

Lead Contractor’s office which performed the work: ____________________________

Project Manager for project: ______________________________________________

Superintendent for project: ________________________________________________

LEAD DESIGNER INFORMATION [Complete if project relates to Lead Designer’s experience]

Lead Designer: __________________________________________________________

Project Manager for project: ______________________________________________

LEAD O&M PROVIDER INFORMATION [Complete if project relates to Lead O&M Provider’s experience]

Lead O&M Provider: ______________________________________________________

Project Manager for project: ______________________________________________
### IDENTIFIED SUBCONTRACTOR INFORMATION

[Complete if project relates to identified subcontractor’s experience]

- Identified Subcontractor: ____________________________
- Project Manager for project: ____________________________

### CONTRACT INFORMATION (TIME & COST)

<table>
<thead>
<tr>
<th></th>
<th>Project Start</th>
<th>Scheduled Completion Date</th>
<th>Actual Completion Date</th>
<th>Days Extended Due to Unexcused Delays</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
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</tbody>
</table>

|                                      |               |                           |                        |                                       |
|--------------------------------------| Base Contract Amount: | Adjustment Due to Owner Requested Changes: | Adjustment Due to Other Change Orders: | Final (or Current if Incomplete) Change Amount: |
|                                      | $             | $                        | $                      | $                                     |

### GENERAL PROJECT DETAILS

- Was project construction at an active airport? _____
- Provide Details: ____________________________
- Provide the number of annual passengers: ____________________________
- Was the project for a public owner? (Yes or No): ____________________________
- Did you self-perform any portion of the work? (Yes or No): ____________________________
- If yes, what percentage: ______
Inclusivity

Was the project subject to a Small Business Enterprise or other equivalent small business or inclusivity program goal? (Yes or No. If yes, specify the goal.)

What level of utilization was achieved?

(Provide the utilization percentage. If you wish to provide further explanatory comments, do so below).

Contact information for Small Business Enterprise or other equivalent entity(ies) subcontracted to the Lead Contractor, Lead Designer, Lead O&M Provider or identified subcontractor, as applicable, on the referenced project:

Entity:

Address:

Contact (Name & Title):

Telephone: Email:

Role on Referenced Project:

Did the project include the following (check applicable boxes)?

<table>
<thead>
<tr>
<th>Comparable Project Components</th>
<th>YES</th>
<th>NO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lead contractor (prime) for design-build project with capital costs in excess of $400 million</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lead designer for design-build project in excess of $400 million</td>
<td></td>
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<tr>
<td>Design and construction of elevated transportation facilities, including fixed guideways, elevated roadways and other facilities similar to the Project</td>
<td></td>
<td></td>
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<tr>
<td>Integration and Interface Program, particularly of fixed infrastructure with transit operating systems</td>
<td></td>
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<tr>
<td>Interfacing with other contractors/projects in the local and immediate vicinity of the Project</td>
<td></td>
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<tr>
<td>Design and construction of parking structures</td>
<td></td>
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<tr>
<td>Design and construction of maintenance facilities and elevated transit</td>
<td></td>
<td></td>
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<tr>
<td>stations</td>
<td></td>
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<tr>
<td>-------------------------------------------------------------------------</td>
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<td></td>
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<tr>
<td>Design-build, design-build-operate-maintain and/or design-build-finance-</td>
<td></td>
<td></td>
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<tr>
<td>operate-maintain</td>
<td></td>
<td></td>
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<tr>
<td>Interfacing with other contractors/projects in the local and immediate</td>
<td></td>
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<tr>
<td>vicinity of the referenced project</td>
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<tr>
<td>Design excellence during the design process and throughout the</td>
<td></td>
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<tr>
<td>construction</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Design and construction within the City of Los Angeles</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Preparing ready to issue construction documents in the City of Los</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Angeles, including City of Los Angeles permitting and approval processes</td>
<td></td>
<td></td>
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<tr>
<td>Design and construction of comparable projects in airports or dense,</td>
<td></td>
<td></td>
</tr>
<tr>
<td>congested urban environments requiring 24/7 operations while minimizing</td>
<td></td>
<td></td>
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<tr>
<td>adverse impacts on operations and traffic</td>
<td></td>
<td></td>
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<tr>
<td>Maintenance and effective management of complicated vehicular traffic</td>
<td></td>
<td></td>
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<tr>
<td>flow during construction</td>
<td></td>
<td></td>
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<tr>
<td>Coordination with utilities and public sector agencies impacted by the</td>
<td></td>
<td></td>
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<tr>
<td>construction activity</td>
<td></td>
<td></td>
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<tr>
<td>On-time delivery and within the original budget</td>
<td></td>
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<tr>
<td>Delivery of quality project</td>
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<tr>
<td>Lead Designer and Lead Contractor working with each other as an</td>
<td></td>
<td></td>
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<tr>
<td>integrated team</td>
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<tr>
<td>Environmental stewardship of natural resources, neighborhoods, historic</td>
<td></td>
<td></td>
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<tr>
<td>sites, communities, cultural resources and environmental conditions</td>
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<tr>
<td>Recruiting, training, retaining and managing the operations work force</td>
<td></td>
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<tr>
<td>Providing consistent high-quality customer service</td>
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<tr>
<td>Operating transit systems with elevated fixed guideway or elevated</td>
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<td></td>
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<tr>
<td>roadway infrastructure, transit stations, mechanical, electrical and</td>
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<td>plant, horizontal and vertical conveyances and all ancillary</td>
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<tr>
<td>infrastructure components in operating airports and other 24/7 high</td>
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<tr>
<td>traffic operating environments or in dense urban environments, while</td>
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<tr>
<td>achieving high levels of availability, user satisfaction, high levels</td>
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<tr>
<td>of safety for users, and quick failure response times and minimizing</td>
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<tr>
<td>adverse impacts on airport operations or the local businesses and</td>
<td></td>
<td></td>
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<tr>
<td>residents</td>
<td></td>
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<tr>
<td>Emergency planning and incident response</td>
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<tr>
<td>Coordination and liaison with stakeholders, including but not limited</td>
<td></td>
<td></td>
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<tr>
<td>to customers, employees, other transit operators, governing bodies,</td>
<td></td>
<td></td>
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<tr>
<td>public</td>
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</tbody>
</table>
officials, citizens impacted by the construction and operations programs, residents, and other parties

Expertise in public involvement/communication during operations

Implementing and operating an operations planning and management information system

Planning and implementing life cycle maintenance management and replacement and re-lifing programs, including but not limited to transit systems, building mechanical, electrical and plant systems, infrastructure and horizontal and vertical conveyances;

Integration of transit systems into the infrastructure to provide for an optimized life-cycle asset;

Planning and implementing hand back programs at the end of the term of a DBFOM-related project agreement or other agreement form

Recruiting, training, retaining and managing a maintenance work force

Provision of consistently high quality maintenance service

Implementation and operation of a maintenance management information system and asset management system

<table>
<thead>
<tr>
<th>Safety Record</th>
</tr>
</thead>
<tbody>
<tr>
<td>Days Away, Restricted or Transferred (DART) rate for the project</td>
</tr>
<tr>
<td>Lost Workday Incidence (LWI) rate for the project</td>
</tr>
</tbody>
</table>

**PROJECT DETAILS**

Did the project include the construction of an elevated structure for an automated people mover?  
(Yes or No):  

Length of G/W:  

Number of passenger stations:  

Elevation:  

Number of passengers per car:  

Design capacity:  

Did the project include work in and around, and physically connecting to an operating airport (both building and airfield)? (Yes or No):  

**PROJECT DESCRIPTION – Maximum one page**
Provide (or attach) a brief project description, addressing, where applicable, the comparable project components listed in the table above. Each project description shall not exceed 1 page.
# REQUEST FOR QUALIFICATIONS

Los Angeles World Airports

## FORM H - PROJECT SUMMARY INFORMATION

Name of Member: ________________________________________________________

<table>
<thead>
<tr>
<th>Project Name and Contract Number</th>
<th>Owner Information (1)</th>
<th>Project Description (2)</th>
<th>Dates Work Performed</th>
<th>Project Type (3)</th>
<th>Construction Value and Financing Value(4)</th>
<th>Annual O&amp;M Value(5)</th>
<th>Schedule (6)</th>
<th>Project Role, Description and Amount of Work Performed(7)</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

**Notes:**

(1) For owner information, provide owner’s name, contact person including position and role in referenced project, location, phone number, and e-mail address.
(2) Provide a brief description of the project including location, type of facility, size and current status.
(3) Identify project type (e.g., design-build, design-build-finance-operate-maintain or similar type of project, stipulated sum, and construction management).
(4) Provide both original and final construction cost, including a brief explanation of any variance between the two. Provide financing value if the entity’s role involved financing.
(5) Provide operations and maintenance value if the entity’s role involved operations and maintenance.
(6) Provide both original and actual schedule, including a brief explanation of any variance between the two.
(7) Describe the work and state the percent or dollar value of the (a) design and construction work the entity performed/was responsible for (if the entity is a design-builder); (b) the construction work performed/was responsible for (if a developer or constructor); or (c) the design work performed (if the entity is a designer). For example, a member of a JV with a 30% stake in a $250 million project would insert 30% or $75 million; an engineer that performed $10 million worth of work on a $250 million project would insert 2.5% or $10 million.
FORM I – CONTRACTOR RESPONSIBILITY PROGRAM

[Each Major Participant and each Equity Member shall each complete a separate Contractor Responsibility Program Questionnaire and Contractor Responsibility Program Pledge of Compliance.]
LOS ANGELES WORLD AIRPORTS
CONTRACTOR RESPONSIBILITY PROGRAM QUESTIONNAIRE

On December 4, 2001, the Board of Airport Commissioners adopted Resolution No. 21601, establishing LAWA’s Contractor Responsibility Program. The intent of the program is to ensure that all LAWA contractors have the necessary quality, fitness and capacity.

The signatory of the questionnaire guarantees the truth and accuracy of all statements and answers to the questions therein.

All questionnaire responses must be typewritten or printed in ink. Where an explanation is required or where additional space is needed to explain an answer, use Attachment A to the Contractor Responsibility Program Questionnaire. Proposer shall retain a copy of completed questionnaires for future reference. Proposer shall submit updated information to LAWA within 30 days if changes have occurred that would make any of the responses to the questionnaire inaccurate in any way.

A. PROJECT TITLE:

_______________________________________________________________________

B. ENTITY INFORMATION:

<table>
<thead>
<tr>
<th>Legal Name</th>
<th>DBA</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</table>

<table>
<thead>
<tr>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip</th>
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<tbody>
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<td></td>
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</table>

<table>
<thead>
<tr>
<th>Contact Person, Title</th>
<th>Phone</th>
<th>Fax</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
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</tbody>
</table>

C. TYPE OF SUBMISSION: The Contractor Responsibility Program Questionnaire being submitted is:

- [ ] An initial submission of a Contractor Responsibility Program Questionnaire. Please complete all questions and sign Attachment A.

- [ ] An update of a prior Contractor Responsibility Program Questionnaire dated _____/_____/_____. Please complete all questions and sign Attachment A.

- [ ] A copy of the initial Contractor Responsibility Program Questionnaire dated _____/_____/_____. Please sign below and return this page.

I certify under penalty of perjury under the laws of the State of California that there has been no change to any of the responses since the entity submitted the last Contractor Responsibility Program Questionnaire.

_______________________________________________________________________


A. OWNERSHIP AND NAME CHANGES

1a. In the past five years, has the name of the entity (also referred to herein as “your firm”) changed?
   ☐ Yes  ☐ No

If Yes, list on Attachment A all prior legal and D.B.A. names used by the entity, the addresses of each of the identified entities, and the dates when each identified entity used those names. Additionally, please explain in detail the specific reason(s) for each name change.

1b. In the past five years, has the owner of your firm (if your firm is a sole proprietorship) or any partner of your firm (if your firm is a partnership), or any officer of your firm (if your firm is a corporation) engaged in the same or similar type of business as the current firm?
   ☐ Yes  ☐ No

If Yes, list on Attachment A the names of those firms.

B. FINANCIAL RESOURCES AND RESPONSIBILITY

2. In the past five years, has your firm ever been the debtor in a bankruptcy proceeding?
   ☐ Yes  ☐ No

If Yes, explain on Attachment A the specific circumstances and dates surrounding each instance.

3. Is your firm now in the process of, or in negotiations toward, or in preparations for being sold?
   ☐ Yes  ☐ No

If Yes, explain on Attachment A the specific circumstances, including to whom being sold and principal contact information.

4. In the past five years, has your firm's financial position significantly changed?
   ☐ Yes  ☐ No

If Yes, explain the specific circumstances on Attachment A.

5. In the past five years, has your firm ever been denied bonding?
   ☐ Yes  ☐ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance and include the name of the bonding company.
6. In the past five years, has any bonding company made any payments to satisfy any claims made against a bond issued on your firm's behalf or a firm where you were the principal?
   □ Yes □ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance.

C. PERFORMANCE HISTORY

7. In the past five years, has your firm or the owner of your firm (if your firm is a sole proprietorship) or any partner of your firm (if your firm is a partnership), or any officer of your firm (if your firm is a corporation) defaulted under a contract with a governmental entity or with a private individual or entity?
   □ Yes □ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance.

8. In the past five years, has a governmental or private entity or individual terminated your firm's contract prior to completion of the contract?
   □ Yes □ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance, and principal contact information.

9. In the past five years, has your firm ever failed to meet any scheduled deliverables or milestones?
   □ Yes □ No

If Yes, explain on Attachment A the circumstances surrounding each instance, and principal contact information.

10. In the past ten years, has the entity had any contracts with any private or governmental entity to perform work which is similar, in any way, to the work to be performed on the Contract?
    □ Yes □ No

If Yes, list on a separate attachment, for each contract listed in response to this question: (a) contract number and dates; (b) awarding authority; (c) contact name and phone number; (d) description and success of performance; and (e) total dollar amount. Include audit information if available.

D. COMPLIANCE
11. In the past five years, has your firm or any of its owners, partners, or officers, been penalized for or been found to have violated any federal, state, or local laws in the performance of a contract, including but not limited to laws regarding health and safety, labor and employment, wage and hours, and licensing laws which affect employees?

☐ Yes ☐ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance, including the entity involved, the specific infraction(s), the dates of such instances, and the outcome and current status.

12. In the past five years, has your firm ever been debarred or determined to be a non-responsible bidder/contractor?

☐ Yes ☐ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance, including the entity involved, the specific infraction(s), the dates of such instances, and the current status.

E. BUSINESS INTEGRITY

13. In the past five years, has your firm been convicted of, or found liable in a civil suit for making a false claim(s) or material misrepresentation(s) to any private or governmental entity?

☐ Yes ☐ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance, including the entity involved, the specific infraction(s), the dates of such instances, and the outcome and current status.

14. In the past five years, has your firm or any of its executives, management personnel, and owners been convicted of a crime, including misdemeanors, or been found liable in a civil suit involving the bidding, awarding, or performance of a government contract; or the crime of theft, fraud, embezzlement, perjury, or bribery?

☐ Yes ☐ No

If Yes, explain on Attachment A the specific circumstances surrounding each instance, including the entity involved, the specific infraction(s), the dates of such instances, and current status.

15. Prior to bidding on, submitting a proposal or executing a contract or renewal for a City of Los Angeles contract for goods or services of $1,000,000 or more, a vendor must either: a) certify it is not on the current list of persons engaged in investment activities in Iran created by the California Department of General Services (“DGS”) pursuant to Public Contract Code section 2203(b) (found at: http://www.documents.dgs.ca.gov/pd/poliproc/Iran%20Contracting%20Act%20List.pdf) and is not a financial institution extending $20,000,000 or more in credit to another person, for 45 days or more, if that person will use the credit to provide goods or services in the energy sector in Iran and
is identified on the current list of persons engaged in investment activities in Iran created by DGS;
or b) demonstrate it has been exempted from the certification requirement for that solicitation or
contract pursuant to Public Contract Code section 2203(c) or (d).

To comply with this requirement, please check *ONE* of the options below.

**OPTION #1:**
Is your firm identified on the list entitled, “Entities Prohibited from Contracting with Public Entities
in California per the Iran Contracting Act of 2010”?
☐ Yes ☐ No

**OPTION #2:**
If your firm is identified on the aforementioned list, have you obtained an exemption?
☐ Yes ☐ No
ATTACHMENT A
FOR ANSWERS TO QUESTIONS IN SECTIONS A THROUGH E

Use the space below to provide required additional information or explanation(s). Information submitted on this sheet must be typewritten. Indicate the question for which you are submitting the additional information. Insert additional Attachment A pages as necessary.

CERTIFICATION UNDER PENALTY OF PERJURY
I certify under penalty of perjury under the laws of the State of California that I have read and understand the questions contained in this Contractor Responsibility Program Questionnaire. I further certify that I am responsible for the completeness and accuracy of the answers to each question, and that all information provided in response to this questionnaire is true to the best of my knowledge and belief.

______________________________________________________________________________
Print Name, Title    Signature    Date
The Los Angeles World Airports (LAWA) Contractor Responsibility Program (Board Resolution #21601) provides that, unless specifically exempted, LAWA contractors working under contracts for services, for purchases, for construction, and for leases, that require the Board of Airport Commissioners’ approval shall comply with all applicable provisions of the LAWA Contractor Responsibility Program. The entity signing this pledge agrees to comply with the Contractor Responsibility Program and the following provisions:

(a) To comply with all applicable Federal, state, and local laws in the performance of the Contract, including but not limited to, laws regarding health and safety, labor and employment, wage and hours, and licensing laws which affect employees.

(b) To notify LAWA within 30 calendar days after receiving notification that any government agency has initiated an investigation that may result in a finding that the entity is not in compliance with paragraph (a).

(c) To notify LAWA within thirty 30 calendar days of all findings by a government agency or court of competent jurisdiction that the entity has violated paragraph (a).

(d) To provide LAWA within 30 calendar days updated responses to the Contractor Responsibility Program Questionnaire if any change occurs which would change any response contained within the completed Contractor Responsibility Program Questionnaire. Note: This provision does not apply to amendments of contracts not subject to the Contractor Responsibility Program and to subcontractors not required to submit a Contractor Responsibility Program Questionnaire.

(e) To ensure that subcontractors working on the Contract shall complete and sign a Pledge of Compliance attesting under penalty of perjury to compliance with paragraphs (a) through (c) herein. To submit to LAWA the completed pledges.

(f) To notify LAWA within 30 days of becoming aware of an investigation, violation or finding of any applicable federal, state, or local law involving the subcontractors in the performance of a LAWA contract.

(g) To cooperate fully with LAWA during an investigation and to respond to request(s) for information within 10 working days from the date of the request.

Entity Name, Address and Phone Number
Signature of Officer or Authorized Representative  Date

Print Name and Title of Officer or Authorized Representative