

**HONOLULU AUTHORITY FOR RAPID
TRANSPORTATION**

HONOLULU RAIL TRANSIT PROJECT

**AIRPORT GUIDEWAY AND STATIONS
DESIGN-BUILD CONTRACT**

REQUEST FOR PROPOSALS

NO. RFP-HRT-858431

APRIL 7, 2015

QUESTIONS RELATING TO THIS SOLICITATION, CONTACT:

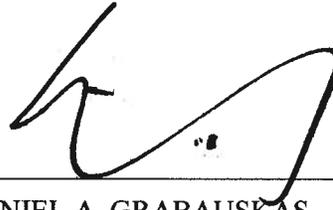
**HONOLULU AUTHORITY FOR RAPID TRANSPORTATION
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**NOTICE OF REQUEST FOR PROPOSALS
FOR
HONOLULU RAIL TRANSIT PROJECT
AIRPORT GUIDEWAY AND STATIONS
DESIGN-BUILD CONTRACT
REQUEST FOR PROPOSAL NO. RFP-HRT-858431
HONOLULU AUTHORITY FOR RAPID TRANSPORTATION**

This Solicitation is being conducted in two parts. SEALED PROPOSALS responding to Part 1 will be accepted up to 2:00 p.m., Hawai'i Standard Time (HST) on June 9, 2015, addressed or hand-delivered to the Honolulu Authority for Rapid Transportation (HART), 1099 Alakea Street, Suite 1700, Honolulu, Hawai'i, 96813, Attn: Procurement Division.

Pursuant to Chapter 103D-303.5 of the Hawai'i Revised Statutes, a pre-proposal conference will be held on April 20, 2015 at 1:30 p.m. at 1099 Alakea Street, Room 150, Honolulu, HI 96813. All potential interested Offerors, subcontractors, and union representatives are invited to attend.

Because the Honolulu Rail Transit Project (H RTP) is being funded with Federal assistance, the selected Offeror is expected to comply with applicable Federal Transit Administration (FTA) requirements.



DANIEL A. GRABAUSKAS
Executive Director and CEO
Honolulu Authority for Rapid Transportation

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 Exhibit 5 Offeror's Organization Information

 Exhibit 6 Information Requested of Partnerships and Corporations

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- Exhibit 15a Certification of Compliance for Employment of Hawaii Residents for Construction Work (To be Submitted with RFP Part 2 Proposal)
- Exhibit 15b Certification of Compliance for Employment of Hawaii Residents for Construction Work (To be Submitted with Final Invoice)

PROVIDED FOR REFERENCE ONLY

- APPENDIX A Airport Guideway Reference Drawings
- APPENDIX B Airport Section Stations Reference Drawings
- APPENDIX C Geotechnical Data Reference Reports
- APPENDIX D Casting Yard Reference Exhibits and License Agreement

INSTRUCTIONS TO OFFERORS

1.0 DESIGN-BUILD PROJECT OVERVIEW

This Request for Proposals (“RFP”) is issued by the Honolulu Authority for Rapid Transportation (“HART”) to identify Persons qualified to submit competitive proposals for the Airport Guideway and Stations (“AGS”) Design-Build Contract (“DB Project” or “Project”) of the Honolulu Rail Transit Project (“H RTP”).

1.1 Definitions

The terms have the same meaning throughout this instrument as stated below, unless specifically stated otherwise or clearly inappropriate in the context. Other terms that are defined in the Hawai‘i Public Procurement Code (“Code”) shall have the same meaning throughout this instrument as provided in the Code, unless specifically stated otherwise or clearly inappropriate in the context.

“Addendum” means a written document issued by HART during the Proposal period, involving changes to the RFP, which will be considered and made a part of the RFP and Contract.

“Affiliate” means any Person that:

(1) directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with the following:

- a) The Contractor; or
- b) Any Principal Participant; or

(2) holds 10% or more of the equity interest, directly or indirectly, beneficially or of record, by the following:

- a) The Contractor;
- b) Any Principal Participant; or
- c) Any Affiliate of the Contractor under part (1) of this definition.

For purposes of this definition, the term “control” means the possession, directly or indirectly, of the power to cause the direction of the management of a Person, whether through voting securities, by contract, by family relationship, or otherwise.

“Agreement” means Contract.

“Apprenticeable trade” has the same meaning as “apprenticeable occupation” under HAR §12-30-5.

“Award” means the written notification of HART’s acceptance of a Proposal, or the presentation of a Contract to the selected Offeror.

“Best Value” means the most advantageous Proposal determined by evaluating and comparing all relevant criteria in addition to price so that the Proposal meeting the overall combination that best serves HART is selected. These criteria may include, in addition to others, the total cost of ownership, performance history of vendor, quality of goods, services, or construction, delivery, and proposed technical performance.

“Casting Yard Subcontractor” means the Subcontractor (if necessary) that provides pre-cast segments and/or other pre-cast materials to the Contractor.

“Chief Procurement Officer” means the HART Executive Director and CEO, or designee.

“Code of Federal Regulations” means the codification of the general and permanent rules published in the Federal Register by the executive departments and agencies of the Federal Government.

“Contract” means all documents covering the construction of the DB Project and services in connection therewith for which Award is made to the Contractor, including the furnishing of labor, materials, and equipment in connection therewith. It includes the RFP, final Proposal, the list of Subcontractors, the wage schedule, special notice to Offerors or special instructions to Offerors, the bonds, the specifications, the plans, the GCDB, and any documents or publications, addenda, amendments and change orders, attached to or incorporated by reference in each of the listed documents. It excludes any documents expressly excluded as a part of the Contract.

“Contractor” has the same meaning as provided in HRS § 103D-104; provided, however, that “Contractor” shall include a subcontractor, where applicable.

“Construction” has the same meaning as provided in Hawaii Revised Statutes (HRS) § 103D-104.

“DB Project” means Work to be performed as set forth in the Contract, including furnishing all design, services, labor, goods, materials, supplies, equipment and other incidentals reasonably necessary for the successful completion of Work contemplated under the Contract.

“Designer” means a Principal Participant, specialized Subcontractor, or in-house designer that leads the team furnishing or performing the design of the DB Project.

“Discussion” means an exchange of information to promote understanding of HART’s requirements and Offeror’s Proposal and to facilitate arriving at a Contract that will be the Best Value to HART.

“Employ” means the employment of a person in an employer-employee relationship.

General Directions as used in the RFP:

- “Ewa” generally means towards the west;
- “Koko Head” generally means towards the east;
- “Makai” means towards the sea; and
- “Mauka” means towards the mountain

“Federal Transit Administration” means the current designation for the former Urban Mass Transportation Administration, United States Department of Transportation. Any reference in any law, map, regulation, document, paper, or other record of the United States to the Urban Mass Transportation Administration or its acronym UMTA is deemed a reference to the Federal Transit Administration.

“General Conditions Design-Build” means the General Conditions for Design-Build Contracts for HART which will be provided in RFP Part 2.

“Government body” shall have the meaning as defined in HRS §103D-104.

“Guarantor” means the Person assuming responsibility for the tangible net worth deficit or financing deficit obligations of the Offeror, if required by the Contract.

“Notice(s) to Proceed” means the document(s) issued to the Contractor designating the official commencement date(s) of the performance under the Contract.

“Party to an apprenticeship agreement” means a party to a registered apprenticeship program with the State of Hawaii Department of Labor and Industrial Relations (DLIR).

“Preference” means the designated percentage preference by which the qualified offer amount is or by which the evaluation score will be increased for evaluation purposes.

“Public Work” shall be as defined in HRS §104-2 and HAR §12-22-1.

“Offer” means Proposal.

“Offeror” means any Person submitting directly or through a duly authorized representative or agent, a Proposal in response to this Solicitation.

“Opening” means the date set for opening of Proposals.

“Person” means any individual, firm, corporation, company, LLC, LLP, joint venture, voluntary association, partnership, trust, or public or private organization, other legal entity, or combination thereof.

“Principal Participant” means any of the following entities:

- a) The Offeror;
- b) An individual firm, all general partners, or joint venture members of the Offeror; and/or
- c) All Persons and legal entities holding (directly or indirectly) a 15% or greater interest in the Offeror.

“Priority List” means the list of those Offerors who: 1) have submitted a Qualifications Proposal in response to the RFP, and 2) HART determines acceptable or potentially acceptable. If more than three acceptable or potentially acceptable Proposals have been submitted, it will be limited through evaluation and ranking to no more than three acceptable or potentially acceptable Offerors who submitted the highest-ranked Proposals.

“Proposal” means the executed document submitted by an Offeror in response to the RFP. With respect to RFP Part 1, this means the Qualifications Proposal, and with respect to RFP Part 2, the Technical and Price Proposal.

“Proposal Due Date” means the time and date announced for receipt of Proposals or best and final offers by the Priority-Listed Offerors.

“Qualifications Proposal” means the information prepared and submitted by an Offeror in response to the RFP Part 1.

“Quality Control Engineering Firm” means an independent engineering/testing firm employed by the Contractor responsible for administering and managing the construction QC inspection, sampling and

testing specified in the Contract Documents. The QC Engineering Firm shall not be owned in any part or controlled by any Principal Participant, or by any construction Subcontractor. The Designer or a firm associated with or subsidiary to the Designer may serve as the QC Engineering Firm, except any Designer who is a Principal Participant or any Designer (or subsidiary of a Designer) that is an Affiliate of any Principal Participant or construction Subcontractor shall not serve in the capacity of the QC Engineering Firm.

“Registered apprenticeship program” means a construction trade program approved by DLIR pursuant to HAR §12-30-1 et seq.

“Request for Proposals” means all documents, whether attached or incorporated by reference, used for soliciting Proposals under the Competitive Sealed Proposal source selection method.

“Resident” means a person who is physically present in the State of Hawaii at the time the person claims to have established the person’s domicile in the State of Hawaii and shows the person’s intent is to make Hawaii the person’s primary residence.

“Responsible Offeror” means a Person who has the capability in all respects to perform fully the Contract requirements and the integrity and reliability that will ensure good faith performance.

“Responsive Offeror” means a Person who has submitted a Proposal that conforms in all material respects to the RFP.

“Shortage trade” means a construction trade in which there is a shortage of Hawaii residents qualified to work in the trade.

“Solicitation” means an RFP issued for the purpose of soliciting Proposals to perform a HART Contract.

“Sponsor” means an operator of an apprenticeship program and in whose name the program is approved and registered with DLIR pursuant to HAR §12-30-1.

“State” means the State of Hawai‘i.

“Subcontractor” means any Person who enters into an agreement with a contractor at any tier to perform a portion of the Work for a contractor.

“Technical and Price Proposal” means the information prepared and submitted by an Offeror in response to the RFP Part 2.

“Work” means the furnishing of all labor, material, equipment, and other incidentals necessary or convenient to the successful completion of the DB Project and the carrying out of all the duties and obligations imposed by the Contract.

“Working Day” means any day on the calendar, exclusive of State holidays, Saturdays and Sundays. Unless another meaning is intended, “working days” means consecutive working days. See HRS §8-1 for a listing of State holidays.

1.2 H RTP Description

The H RTP will provide high-capacity rapid transit service in the travel corridor between East Kapolei and Ala Moana Center. This corridor includes the majority of housing and employment on O'ahu. The north-south width of the corridor is a maximum of four (4) miles, with the corridor constrained by the Ko'olau and Wai'anae Mountain Ranges to the north and the Pacific Ocean to the south.

The H RTP is identified in the Final Environmental Impact Statement ("FEIS") as the design, construction and operation of a twenty (20) mile grade-separated fixed guideway transit system between East Kapolei and Ala Moana Center. All parts of the guideway will be elevated, except near Leeward Community College where it will be at-grade. The system will incorporate steel wheel on steel rail technology. The H RTP includes twenty-one (21) stations, one (1) Maintenance and Storage Facility (MSF), and eighty (80) light metro vehicles and associated core systems.

The FEIS was released in June 2010 and a Final Supplemental EIS and Amended Record of Decision ("ROD") was released in September 2013. The FEIS, Amended ROD and additional information on the H RTP can be found at: <http://honolulutransit.org>.

The MSF and two guideway sections, West Oahu Farrington Highway section (WOFH) and Kamehameha Highway section (KHG) are under construction. HART has contracted with a Design-Build-Operate-Maintain (DBOM) Core Systems Contractor, who is currently engaged in the manufacture of the light metro vehicles, and the design and installation of traction power, train control, communications and other systems-related components. HART has also contracted with a Design-Furnish-Install-Maintain (DFIM) Elevators and Escalator Contractor, who is currently engaged in the design and manufacture of elevator and escalator systems.

1.3 DB Project Description

The Airport Guideway and Stations Design-Build Contract is the third guideway section for the H RTP and is briefly described below:

1.3.1 Guideway. The Contractor will design and construct approximately 5.2 miles of elevated guideway, from guideway alignment Station 989+00 on the mauka side of Kamehameha Highway near the Arizona Memorial to Station 1260+98.91 in the median of Kamehameha Highway Koko Head of the Middle Street Transit Center Station. The guideway alignment, generally, runs along Kamehameha and Nimitz Highways; turns makai onto Aolele Street and passes through the at-grade parking lot mauka of the Honolulu International Airport; it traverses further mauka into the median of Aolele Street between Rodgers Boulevard and Aolele Ditch; where it crosses over HDOT parcels onto Ualena Street and Waiwai Loop; before traveling through Ke'ehi Lagoon Park and Ke'ehi Interchange to get to Kamehameha Highway/Dillingham Boulevard. The alignment traverses and will require work within Halawa Stream, Aolele Ditch, Moanalua Stream, and Kalihi Stream. The work site includes portions of private properties acquired by HART, as well as City-owned, State-owned and Federally-owned lands.

1.3.2 Stations. The Contractor will design and construct the four stations located within this section which include:

- Pearl Harbor Naval Base (PHNB) Station;
- Honolulu International Airport (HIA) Station;

- Lagoon Drive Station; and
- Middle Street Transit Center Station.

1.3.3 Associated Work. The Contractor will design and construct associated guideway and trackwork elements; station elements including platforms, platform canopy structures, pedestrian bridges, entrance buildings, ancillary buildings, including train control and communications rooms, traction power substations, UPS rooms, janitor rooms, trash rooms, elevator machine rooms, electrical and communication closets, communication cabinets, electrical rooms, restrooms, and vertical circulation components including stairs, and provisions for elevators and escalators that will be installed by a DFIM contractor; sitework including site demolition, roadway modifications, site grading, drainage facilities, station plaza, parking facilities, civil structures, area and street lighting, utility service connections and relocations, and landscaping; Systems elements including the installation of running rail and special trackwork, contact rail, and systems-related elements such as cableways and conduits; and other elements necessary for a rail transit system.

1.3.4 Reference Documents. Guideway and Station reference drawings prepared by HART final design architectural-engineering consultants, geotechnical data reference reports and casting yard reference exhibits and license agreement are included in Appendix A, B, C, and D strictly for information purposes only and will not be part of the Contract. HART makes no representation or guarantee regarding the accuracy, completeness or reliability of these documents.

1.4 DB PROJECT GOALS

The selected Contractor will have a proven track record with similar projects, with expertise, capabilities and appropriate resources to perform DB Project in a timely and efficient manner.

HART's goals for the DB Project are as follows:

- a) Deliver the DB project in accordance with the Contract no later than 41 months from issuance of NTP, not to exceed the price provided in the price proposal;
- b) Construct a high quality, safe DB Project;
- c) Accommodate future improvements for the Project identified in supporting environmental documents; and
- d) Maintain good public relations during construction through an effective PI program and efficient maintenance of traffic.

2.0 OVERALL PROCUREMENT PROCESS

The procurement of the Contract will be in accordance with the Hawaii Public Procurement Code and federal requirements, using "Best Value" as the basis of selection, in accordance with the evaluation criteria as set forth in the solicitation documents.

The procurement will include a two part competitive sealed proposal process:

Part 1 – Qualifications Proposals (determination of Priority List of up to three highest ranked firms); and

Part 2 – Technical and Price Proposals (selection of a Contractor from the Priority-Listed Offerors submitting Technical and Price Proposals that provide the Best Value to HART).

2.1 Part 1 – Qualification Proposals

Submittal requirements, the evaluation criteria, the objectives and requirements for evaluation, and the evaluation scoring guidelines for the qualifications component of the Solicitation are provided in Instructions to Offerors (“ITO”) Sections 8 and 9.

2.2 Part 2 – Technical and Price Proposals

Submittal requirements, the evaluation criteria, the objectives and requirements for evaluation, and the evaluation scoring guidelines will be provided with the RFP Part 2 to the Priority Listed Offerors.

- a) Evaluation criteria for the RFP Part 2 may include, but not be limited to, the following:
 - 1) Quality
 - A) Management Approach Information;
 - B) Technical Solutions Information;
 - C) Schedule and Time Information;
 - D) Key Personnel and Experience;
 - E) DB Project Support; and
 - 2) Price
- b) Information to be submitted in the Technical and Price Proposals will include, but not be limited to, the following.
 - 1) Organizational documents demonstrating ability to enter into a Contract with HART;
 - 2) Bid Security and other financial guarantees;
 - 3) Certificates and Representations;
 - 4) Letter of Commitment from Surety (ies) for Payment and Performance Bonds;
 - 5) Qualifications of Key Personnel;
 - 6) A letter of commitment for Key Personnel;
 - 7) Description of Project management approach, including description of management, schedule and organization;
 - 8) Technical approach, including concept plans for the new construction, specified design documents and conceptual diagrams and sketches, traffic management approach, geological

and geotechnical issues, and environmental coordination and compliance management of mitigations of the Environmental Impact Statement documents and of Federal, State, and Local environmental requirements;

- 9) Specified design documents and conceptual diagrams and sketches; and
- 10) Price Proposal.

The Award will be issued to the responsible Offeror whose proposal is determined in writing to provide the Best Value to HART, in accordance with the evaluation criteria set forth in the RFP, including price, and will be posted pursuant to HAR §3-122-57 for five working days. The contract file will include the basis for selecting the successful Offeror.

3.0 GENERAL CONTRACTOR RESPONSIBILITIES

General Requirements

The Contractor will be responsible for adherence to the design criteria, specifications, and committed mitigation measures identified in the Record of Decision to be provided in the RFP Part 2 documents, which include guidelines of HART and the Department of Transportation, State of Hawai'i. The DB Project will include, but not be limited to, the following design and construction related Work items: public relations, contract administration, roadway, guideway, stations, systems elements, signing and illumination, utilities, drainage, and quality control/assurance.

3.1 General

- a) Provide a comprehensive quality plan and conduct and document all design and construction quality control and quality assurance for the DB Project;
- b) Obtain all required and necessary construction permits, environmental permits, and all other assigned permits;
- c) Be aware of and comply with all applicable laws and regulations, in particular, the HRS, HAR, and FTA requirements;
- d) Plan and execute all environmental commitments/mitigation assigned;
- e) Provide and manage a proactive Public Involvement and community outreach plan; and
- f) Comply with contract requirements for historical or archeological resources, or hazardous materials that may be encountered.

3.2 Guideway and Stations

- a) Design and construct the guideway structure;
- b) Design, construct, and install track and special trackwork, including the third rail traction power, however, the supply of trackwork will be under separate contract(s);

- c) Design and construct the four passenger stations;
- d) Design and install conduits for all electrical and system elements, handrails, sound walls, drainage structures, abutments, and other features for the guideway structure and for the stations; and
- e) Design and construct the parking facilities, landscaping, bus stops and other station elements, as required.

3.3 Civil Roadways and Utilities

- a) Design and construct utility relocations needed; coordinate utility relocations that are to be designed and constructed by others;
- b) Design and construct grading, pavement, and street construction required to restore affected sections of City and State roadways and all affected intersections;
- c) Design, construct and install lighting, signage, and markings;
- d) Design and construct foundation pads and civil facilities at traction power substations;
- e) Design, plan and execute maintenance of traffic plan associated with the traveling public and construction vehicles, minimizing impact to traffic flow, adjacent communities, local businesses, and schools, including mitigation measures;
- f) Design and construct perimeter and/or sound walls; and
- g) Design and construct associated aesthetics and landscaping.

3.4 The Contractor's Responsibilities for Coordination with other Contractors

It is the responsibility of the Contractor to coordinate with other contractors as necessary to complete the work within the Contract duration term and price. At minimum, the Contractor shall coordinate with the following contractors:

The Contractor will coordinate with the Core Systems Contractor to install all the traction power substation site work and foundation pads, train control systems duct bank/cable trays and housing, the network of duct banks and conduit runs, and other block outs/accommodations for systems equipment to complete these contracts.

The Contractor will coordinate with Elevator and Escalator Contractor in the design of the stations to accommodate elevators and escalators requirements. The Contractor will coordinate with the fare collection systems contractor to accommodate ticket vending machines and fare collection equipment.

The Contractor will also coordinate with other contractors who have interface with the Kamehameha Highway Guideway, and City Center Guideway and Stations.

4.0 RESERVED

5.0 TERM OF CONTRACT

The term of the Contract is from issuance of Notice to Proceed (“NTP”) to Final Acceptance by HART. Substantial Completion is 41 months from issuance of NTP.

6.0 QUESTIONS AND INQUIRIES

All inquiries shall be directed in writing to Attn: Procurement Division, Honolulu Authority for Rapid Transportation, to the postal address provided above on page 1/coversheet of this RFP Part 1, or to the Transit Mailbox at the following email address: transitmailbox@honolulu.gov. Offerors may not otherwise contact HART employees or board members or HART's representatives concerning this RFP while the solicitation is in progress.

6.1 Deadline for Inquiries

Inquiries shall be submitted no later than the date stated in the Solicitation Timetable for Deadline for Receipt of Clarification Requests unless the Chief Procurement Officer determines that it is in the best interest of HART to accept any inquiry submitted after the deadline.

6.2 Written Requests for Clarification

All questions shall be submitted in writing (See Exhibit 1) by post or through HART’s transit mailbox (transitmailbox@honolulu.gov). Any correspondence related to this solicitation shall refer to the appropriate RFP number, page number, and section number. However, the requestor must not place the RFP number on the outside of an envelope containing questions, since such an envelope may be identified as a sealed Proposal and may not be opened until after the official Proposal due date. Oral interpretations or clarifications will be without legal effect. Only questions answered by a formal written addendum will be binding.

6.3 Rules of Contact and Communications

Contact between Offerors and HART (questions and responses to questions, concerns, or any other matter relating to this solicitation) shall only be in writing through and between HART (through HART’s email, transitmailbox@honolulu.gov, or postal address provided herein) and Offeror's designated representatives. Offerors may not contact other HART employees or HART's representatives concerning this RFP while the solicitation process is in progress. The solicitation process begins at the date of the RFP issuance and will be completed with the Award of the Contract which is anticipated to be in or around January 2016.

After submittal of the Qualifications Proposals (RFP Part 1), no Offeror or any of its members may communicate with another Offeror or its members with regard to the DB Project or the Qualifications Proposal, except that an Offeror may communicate with a subcontractor that is on both its team and another Offeror's team, so long as those Offerors establish a protocol to ensure that the subcontractor will not act as a conduit of information between the Offerors.

Any contact determined to be improper, at the sole discretion of HART, may result in disqualification.

Official communications by HART to the Offerors regarding the DB Project will be in writing, signed and disseminated by the Chief Procurement Officer or designee. HART will not be responsible for any transfer of information that occurs outside the official contact process specified in the RFP.

7.0 SOLICITATION PROCESS AND REQUEST FOR PROPOSALS

7.1 Pre-Proposal Conference

A pre-proposal conference to respond to questions from Persons interested in submitting Qualifications Proposals will be held. Although attendance is not mandatory, all interested Offerors are encouraged to attend. Those Offerors wishing to attend the meeting should communicate their intentions, via e-mail, to transitmailbox@honolulu.gov. In addition to the sender's e-mail address, the e-mail should include the number of attendees. Attendees may also e-mail advance questions to HART, which may be addressed during the meeting.

- Date of Meeting: Monday, April 20, 2015
- Time of Meeting: 1:30 p.m.
- Place of Meeting: 1099 Alakea Ave, Room 150, Honolulu, Hawai'i 96813

7.2 Procurement Timetable

The following timetable has been established for the DB Project Solicitation:

| Activity | Month | Day | Year |
|--|--------------|-----------|-------------|
| Part 1, Issue RFP | APRIL | 07 | 2015 |
| Part 1, Pre-Proposal Conference | APRIL | 20 | 2015 |
| Part 1, Deadline for Receipt of Clarification Requests | APRIL | 27 | 2015 |
| Part 1, Issue Final Addendum | MAY | 4 | 2015 |
| Part 1, Qualifications Proposals Due | JUNE | 09 | 2015 |
| Part 2, Issue RFP | JULY | 07 | 2015 |
| Part 2, Discussions (commencing on) | AUGUST | 3 | 2015 |
| Part 2, ATCs Due | OCTOBER | 30 | 2015 |
| Part 2, ATC Discussions (as determined by HART) | NOVEMBER | 2 - 13 | 2015 |
| Part 2, Deadline for Receipt of Clarification Requests | NOVEMBER | 20 | 2015 |
| Part 2, Final Addendum | NOVEMBER | 23 | 2015 |
| Part 2, ATC Determination | NOVEMBER | 25 | 2015 |
| Part 2, Technical and Price Proposals Due Date | DECEMBER | 15 | 2015 |
| Part 2, Award of Contract (Tentative) | JANUARY | 27 | 2016 |

7.3 Addenda

HART will issue responses to all inquiries, and any other corrections or amendments it deems necessary, in written addenda issued prior to the Proposal Due Date. Additional background material or modifications to RFP requirements, where necessary, will be communicated to all Offerors by written addenda issued by HART. Addenda will be incorporated as part of the RFP. Offerors should not rely on

representations, statements, or explanations other than those made in this RFP or in formal written addenda.

7.4 Modification or Withdrawal of Proposals

Proposals submitted pursuant to this RFP may be modified or withdrawn prior to the Proposal Due Date in accordance with HAR §3-122-16.07.

7.5 Receipt and Registration of Proposals

In accordance with HAR §3-122-51, Proposals and modifications will be time-stamped upon receipt and held in a secure place by HART until the Proposal Due Date. Proposals and modifications will not be opened publicly, but will be opened in the presence of two or more HART officials. Proposals and modifications will be shown only to members of the evaluation committee and HART personnel or their designees having legitimate interest in them.

7.6 Public Inspection; Segregation of Confidential Information

Public inspection will be in accordance with HAR §3-122-58. Except those portions the Offeror designates in writing as confidential, that is, trade secrets or other proprietary data which the Offeror deems to be confidential, the Contract file will be made available for public inspection upon posting of the Award in accordance with HAR § 3-122-58(6). The material designated as confidential must be readily separable from the Proposal to facilitate inspection of the non-confidential portion of the Proposal. Designation of the entire Proposal as confidential will not be acceptable.

The Offerors shall designate in writing on each affected page those portions of the unpriced Proposal that contain trade secrets or other proprietary data that are to remain confidential in accordance with HAR §3-122-46. Materials designated as confidential must be readily separable from the Proposal to facilitate inspection of the non-confidential portion of the Proposal HAR §3-122-58. Designation of the entire Proposal as confidential will not be acceptable.

If a person requests to inspect the portions of an Offeror's Proposal designated as confidential pursuant to HAR §3-122-46(9), the inspection will be subject to written determination by the Corporation Counsel for confidentiality in accordance with HRS Chapter 92F. If the Corporation Counsel determines in writing that the material designated as confidential is subject to disclosure, the material will be open to public inspection unless the Offeror appeals pursuant to HRS Section 92F-42(1).

7.7 Cancellation of Solicitation

Solicitations may be canceled for any reasons stated in HAR §3-122-96. If the solicitation is cancelled, notice will be given to Offerors pursuant to the HAR.

7.8 Rejection of Proposals; Waiver of Informalities and Minor Irregularities

Proposals may be rejected in accordance with HAR §3-122-97. Furthermore, HART may:

- a) Reject any or all Offers if such action is in the public interest;
- b) Accept other than the lowest Offer; and

- c) Waive informalities and minor irregularities in Offers received.

7.9 Suspension and Debarment

In accordance with 2 CFR §1200 the Offeror is required to verify that none of the Offeror, its principals, as defined in 2 CFR §180.995, or affiliates, as defined at 2 CFR §180.905, are excluded or disqualified as defined at 2 CFR §180-945 and 180.935. The Offeror is required to comply with 2 CFR §1200, Subpart C, and must include the requirements to comply with 2 CFR §1200, Subpart C, in any lower tier covered transaction it enters into. By signing and submitting its Proposal, the Offeror certifies to these requirements.

7.10 Licensing

All Persons participating in this procurement and/or the Contract must obtain all licenses and permits and take all necessary steps to conduct business in the State of Hawai'i and perform the Work required under the Contract, including proposing in accordance with HAR §16-77-4, and carrying out contracts consistent with the laws of the State of Hawai'i. Offerors must be properly licensed and capable of performing the Work as described in the RFP, including but not limited to having an "A" general engineering contractor license at the time of submission of the Qualifications Proposal.

7.11 Joint Ventures; Partnerships

Persons intending to propose as a joint venture or partnership who are not licensed as a joint venture or partnership must be in compliance with HAR §16-77-13.

7.12 Subcontracting

HART reserves the right to reject any subcontractor listed or proposed by the Contractor.

7.13 Role of HART

In context of the DB Project, HART is responsible for the following:

- a) Overall program administration;
- b) Preparation of the RFP, determination of the Priority-Listed Offerors, evaluation of Proposals, and selection of Contractor;
- c) Contract procurement and administration;
- d) Quality oversight;
- e) Due diligence information and data;
- f) Land acquisition for rights-of-way and permanent easements and associated relocations;
- g) Utility and Inter-Agency master agreements;
- h) Review and comment, final acceptance and payment for satisfactory Work performed; and
- i) DB Project and Contractor media relations oversight.

7.14 Public Works Construction: Apprenticeship Agreement Preference

a) Applicability

For offers for a public works construction contract or public works construction component of a contract having an estimated value of not less than \$250,000, HART shall, for evaluation purposes, decrease the offer amount of an Offeror by five percent (5%) if the Offeror is a party to an apprenticeship agreement registered with the State of Hawaii, Department of Labor and Industrial Relations for each apprenticeable trade the Offeror will employ to construct the public works, and in conformance with HRS Chapter 372.

b) Procedures

1) Submission of RFP Part 2 Proposal.

Offerors seeking to claim the apprenticeship preference shall submit with its RFP Part 2 Proposal a completed signed original Certification of Bidder's Participation, Certification Form 1 verifying participation in an apprenticeship program registered with DLIR. Previous certifications shall not apply unless otherwise specified in this solicitation. DLIR Certification of Bidder's Participation, Certification Form 1, may be found on the DLIR Workforce Development Division website (<http://hawaii.gov/labor/wdd>).

2) Offer Evaluation.

If the Offeror properly submits Certification Form 1 described above, upon verification, HART will apply the preference and decrease the bidder's total offer amount by five percent (5%) for evaluation purposes during the RFP Part 2 Evaluation. The Contract amount awarded, however, shall be the amount of the price offered, exclusive of the preference

7.15 Local Preference Hiring

Pursuant to Federal Register Vol. 80, No. 44, 12257-12259, March 6, 2015, and Section 418 of the Consolidated and further Continuing Appropriations Act, 2015, Public Law No. 113-235, HART will use Local Preference Hiring in the evaluation of RFP Part 2 proposals submitted by Priority-Listed Offerors (PLO). The preference shall be applicable to the construction portion of this Design-Build Contract. A description of the RFP PART 2 process is described below:

- a) Exhibit 15a, Certification of Compliance for Employment of State of Hawaii Residents for Construction Work will be provided in RFP Part 2 and must be submitted with a PLO's RFP Part 2 proposal to receive the preference. A copy of the exhibit is attached for reference purposes only.
- b) An Offeror who submitted Exhibit 15a with their RFP Part 2 proposals, including Best and Final Offers, if applicable, shall submit Exhibit 15b with their final pay request as described below.
- c) The RFP Part 2 PLO evaluation score for the purpose of ranking shall be increased by 15% of the total possible points for PLOs who submit a compliant Exhibit 15a with their RFP Part 2 proposal, certifying that it shall ensure that Hawaii residents will comprise not less than 80% of

the construction workforce employed to perform the construction work under the Contract.

d) Procedures:

- 1) 15% preference will be given to PLOs who represent that, if awarded the contract, it shall ensure that Hawaii residents will comprise not less than 80% of the construction workforce employed to perform the construction work under the Contract. 15% of the total possible points shall be added to the PLO's final score.
- 2) The 80% requirement shall be determined by dividing the total number of hours of construction work on the Contract by Hawaii residents, by the total number of hours of construction work on the Contract by all employees of the Contractor in the performance of the Contract. The hours worked by any subcontractor shall count towards the calculation for this section. The hours worked by employees within shortage trades, as determined by the State of Hawaii Department of Labor and Industrial Relations (DLIR), shall not be included in the calculation for this section.
- 3) Prior to starting any construction work, the Contractor shall submit the subcontract dollar amount for each of its construction subcontractors. The Contractor and its subcontractors shall provide the following evidence of compliance:
 - A) Certification of compliance in writing under oath by an officer of the Contractor and applicable subcontractors, executed before a licensed notary public, submitted with the final payment request (Exhibit 15b, "Certification of Compliance for Employment of State Residents," form attached);
 - B) In addition to the certification of compliance indicated above, the Contractor and applicable subcontractors shall maintain records such as certified payrolls for laborers and mechanics who performed work at the site and time sheets for all other employees who performed construction work on the Project. These records shall include the names, addresses and number of hours worked on the project by all employees of the Contractor and applicable subcontractor who performed construction work on the Project to validate the Contractor's compliance. The Contractor and applicable subcontractors shall retain these records and provide access to the State for a minimum period of four (4) years after the final payment, except that if any litigation, claim, negotiation, investigation, audit or other action involving the records has been started before the expiration of the four-year period, the Contractor and applicable subcontractors shall retain the records until completion of the action and resolution of all issues that arise from it, or until the end of the four-year period, whichever occurs later. It shall be the Contractor's responsibility to enforce compliance with this provision by the applicable subcontractors.
- 4) This section shall not apply if the application of this section is in conflict with any federal law, or if the application of this section will disqualify HART from receiving Federal funds or aid.
- 5) If, upon certifying to ensure that Hawaii residents will comprise not less than 80% of the construction workforce to perform the construction work under the Contract, the Contractor fails to meet its 80% certification, this shall be considered a breach of contract

and bad faith representation on the part of the Contractor. HART shall notify the State of Hawaii Procurement Office (“SPO”) and the FTA of the Contractor’s breach of contract and bad faith certification, which may lead to suspension or debarment of the Contractor.

7.16 Organization Conflict of Interest and Non-Disclosure Requirements

Each of the following circumstances will be deemed an organizational conflict of interest:

- a) Participation by Persons on more than one Offeror's team performing more than 15% of the design, or as a Subcontractor responsible for performing more than 20% of the construction; or
- b) Participation of an Affiliate of any Person identified in subsection (a) above on another Offeror's team;
- c) Participation by a contractor who was paid for developing or preparing specifications for this solicitation or resulting contract in accordance with HRS §103D-405(d) and HAR § 3-122-13(e).

The following firms have been deemed to have an organizational conflict of interest with respect to this Contract:

| | |
|--------------------------------------|--------------------------------------|
| ADS | MK Engineers |
| AECOM Technical Services, Inc. | Northwest Hydraulics Consultants |
| Agile1 | Overland Traffic Consultants, Inc |
| Atkins | Pacific Geotechnical Engineers |
| Bowers + Kubota Consulting | ParEn, Inc. |
| Brown and Caldwell | PGH Wong Engineering |
| C&N Consultants, Inc. | R. M. Towill |
| CH2M HILL, Inc. | Richard Doyle |
| Cultural Surveys Hawaii | Richard Matsunaga & Associates, Inc. |
| DKS Consulting | Ricondo & Associates, Inc. |
| H Consulting | Robert E. Freeburg AIA Associates |
| Hardy Heck Moore | SSFM International |
| HDR, Inc. | STV, Inc. |
| Hirata and Associates, Inc. | System Safety Consulting LLC |
| InfraConsult LLC | TM Financial Forensics |
| InSynergy Engineering, Inc. | Tony Martie Pictures |
| K&J Safety & Security Consulting Inc | Transportation Planning and Resource |
| Ki Concepts LLC | Group |
| Ku`iwalu | URS Corporation |
| Lawson & Associates, Inc. | Viking Hill Strategies |
| Lea+Elliott, Inc. | Walters, Kimura, Motoda, Inc. |
| LKG-CMC, Inc. | WCIT Architecture |
| Manthos Engineering, LLC | |

Firms serving solely as a QC engineering firm, environmental coordinator or public information coordinator may be on multiple teams.

It is a requirement of HART that Offeror organizations, including Principal Participants and specialized subcontractors, identified in the Qualifications Proposal remain intact for the duration of the procurement process, including the resulting Contract, unless otherwise approved in writing by HART. Additional or change in subcontractors and/or Principal Participants may be made in the Proposal submitted under Part 2 specifically to comply with Part 2 specifications. An Offeror may propose substitutions for participants after the Qualifications Proposal submittal; however, such changes will require written approval by HART, and approval may be granted or withheld at HART's sole discretion. Requests for changes must be made in writing no later than thirty (30) calendar days prior to the due date for submittal of Technical and Price Proposals.

Non-Disclosure: The Offeror may be given access to records, which are confidential, solely for the purpose of performing the required services under the Contract. The Offeror shall be required to sign a non-disclosure statement prior to receipt of such documents obligating each employee, agent, or Subcontractor of the Offeror not to make inappropriate use of or improperly disclose any of the contents of such documents.

7.17 Protests

Protests shall be made in accordance with HRS §103D-701 and HAR §3-122-60. Additionally, the protestor is notified of its right to appeal to the FTA pursuant to FTA C 4220.1F Chapter VII, Section 1.b.

8.0 PREPARATION OF QUALIFICATIONS PROPOSALS (RFP PART 1); SUBMITTAL REQUIREMENTS

8.1 Qualifications Proposals Signed by Authorized Personnel

Each Proposal shall be signed in ink by a person authorized to act for the Offeror submitting the Proposal. Evidence of the signer's authority to act on behalf of the Offeror shall be submitted with the Proposal.

8.2 Date and Time of Receipt

All Qualifications Proposals must be received no later than 2:00 p.m. HST, on the Qualifications Proposal Due Date specified in the Solicitation Timetable. The Qualifications Proposals must be enclosed in sealed containers marked clearly with the RFP number. Late submittals will not be accepted.

8.3 Submittal Address

Qualifications Proposals shall be delivered to the following address:

RFP-HRT-858431
Honolulu Authority for Rapid Transportation
1099 Alakea Street, Suite 1700
Honolulu, Hawai'i 96813

Attn: Procurement Division

Submittals by facsimiles are not acceptable. The Proposal must be time-stamped at HART offices, located at the address provided above. It is the responsibility of the Offeror to ensure that the Proposal is received at the location indicated on or before the date and time specified for receipt of Proposals.

8.4 Page Limit, Format, and Quantities

The Qualifications Proposal should be no more than 100 pages in Sections 1 through 5 (see Exhibit 2), excluding required forms, exhibits, dividers, and appendices. Offerors will provide one original and nine copies of the Qualifications Proposals and appendices. The signed original copy is to be identified as the original on the cover(s) and marked as "Copy 1 of 10 Copies." All copies shall be provided in loose-leaf binders. Each copy should identify on the cover(s) as "Copy # of 10 Copies." Organize the Proposal to correspond with the format outline presented in Exhibit 2.

Provide two electronic copies on CD or DVD of the Qualifications Proposal in "pdf" searchable format. Do not include company brochures or other marketing materials on the CD or DVD.

Qualifications Proposals are to be in English, 12 point minimum on 8-1/2" by 11" paper; any larger sheets should be folded to that size. Pages are to be consecutively numbered.

8.5 Non-Disclosure of Designated Trade Secrets or Proprietary Information

In accordance with HAR §3-122-46, Offerors shall designate in writing on each affected page those portions of the unpriced Proposal that contain trade secrets or other proprietary data that are to remain confidential, subject to HAR §3-122-58; that material designated as confidential must be readily separable from the Proposal to facilitate inspection of the non-confidential portion of the Proposal. Designation of the entire Proposal as confidential will not be acceptable.

8.6 Qualifications Proposal Content

The Offeror's Qualifications Proposal should contain sufficient information to enable HART to fully evaluate and determine the Offeror's capacity and capability to comply with (i.e., to meet or exceed) all requirements identified in the Solicitation.

The Offeror's responses to all requirements of this Solicitation should be clear and complete. The Qualifications Proposal should not require additional explanation, clarification, or interpretation.

Up to three (3) of the highest-ranked Offerors from the Qualifications evaluation will be included on the Priority List. Only those Offerors included on the Priority List will be provided with the RFP Part 2 documents and be asked to provide Technical and Price Proposals.

8.7 Organization of Qualifications Proposal

Offerors are to follow the outline format provided in Exhibit 2 when preparing and organizing its Qualifications Proposals for submittal under RFP Part 1. Specific content requirements for each section of the Qualifications Proposal and the corresponding evaluation points are described in detail in Section 9.0 below.

The sections and appendices will consist of loose-leaf pages. The five sections will be placed together in one 3-ring binder and the three appendices will be placed together in a separate 3-ring binder.

8.8 Proposal Confidential During Solicitation Process

HART will maintain a confidential process for the duration of this Design-Build procurement. All records related to this procurement, including, but not limited to, Qualifications Proposals, Evaluation, and Priority List Procedures, Technical and Price Proposals, Evaluation and Selection Procedures, and any records created during the evaluation and selection process, will remain confidential until the Contract Award has been posted by HART.

8.9 Proposals Property of HART

Qualifications Proposals will become the property of HART. Copies of each Qualifications Proposal will be retained after the Qualifications Proposal evaluation process for the contract file.

9.0 QUALIFICATIONS PROPOSAL REQUIREMENTS, EVALUATION CRITERIA, and EVALUATION POINTS

Evaluation of Qualifications Proposals will be conducted in accordance with HAR §3-122-52 and §3-122-53. Proposals will be classified as acceptable, potentially acceptable, or unacceptable. Proposals that receive less than 50% of the total possible points by the evaluation committee shall be deemed unacceptable. Those proposals 50% or greater shall be deemed either acceptable or potentially acceptable.

9.1 Cover Letter and Proposal Form (10 points)

The Offeror will provide a one- or two-page letter indicating its desire to be considered for the DB Project and stating the official names and roles of all Principal Participants, the Designer, QC engineering firm, subconsultants and known subcontractors. The Offeror shall identify a single point of contact for the Offeror and the address, telephone and fax numbers, and email address to which questions should be directed. Authorized representatives of the Offeror's organization shall sign the letter. Attach Exhibit 3 and Exhibit 4 to the Proposal Letter.

9.2 Organizational Eligibility (Section 1) (20 Points)

The objectives of this section are:

- a) To identify legally constituted Offerors able to submit Technical and Price Proposals (RFP Part 2) and enter into the DB Contract; and
- b) To identify Offerors who meet the licensing requirements to perform the Work.

Requirements and information to be provided in Section 1 of the Qualifications Proposal are:

- a) Submit Offeror's Organization Information as identified on Exhibit 5;
- b) If a Partnership or Corporation, then submit Exhibit 6;
- c) Submit Principal Participant and Designer certification on Exhibit 7 for each Principal Participant and the Designer covering the last five years; and

If a Joint Venture, Limited Liability Company, or Partnership:

- a) Identity of the lead Principal Participant of the entity, if any;
- b) Indicate the equity share percentage held by each member;
- c) Include an express statement from each of the equity members of the entity to confirm their joint and several liability;
- d) Identify full details of the organization structure;
- e) Provide in Appendix A to the Qualifications Proposal, supporting organization/information documents, including a copy as applicable, of the JV agreement, LLC operating agreement, or partnership agreement. The copy of the applicable agreement is not counted toward the page count limitation.

Requirements and information to be provided in Appendix A to the Qualifications Proposal:

- a) Notarized Power(s) of Attorney for each Principal Participant indicating the authority of the Principal Participant's representative to sign for that Principal Participant;
- b) Notarized Power(s) of Attorney from each Principal Participant indicating the authority of the Offeror's designated point of contact to sign documents for and on behalf of the Offeror's organization; and
- c) Alternatively, in lieu of the Powers of Attorney, the Offeror may submit certified, original corporate resolutions from each Principal Participant and the Offeror (as appropriate) indicating the authority of the Principal Participant's and/or Offeror's designated point of contact to sign documents for and on behalf of the Principal Participant and/or Offeror's organization. Such resolutions must be signed by the Secretary of the corporation and contain a corporate seal or notarization.

9.3 Experience of the Offeror and Principal Participants (Section 2) (70 Points)

The objectives of this section are:

- a) To identify the best design and construction firms available with demonstrated experience and expertise in, capacity for, and record of producing quality Work on projects similar in nature of this DB Project.
- b) To identify Offerors with the following:
 - 1) Experience in successfully managing, designing, and constructing projects of similar size, scope, and nature of this DB Project;
 - 2) Superior record of completing contracts on time and within budget;
 - 3) Experience in successfully managing the maintenance of traffic aspects of this Project;

- 4) Records of managing contracts to minimize delays, claims, dispute proceedings, litigation, and arbitration;
 - 5) Good safety records; and
 - 6) Experience in successfully implementing a Quality Assurance / Quality Control program.
- c) To identify Offerors who will effectively manage all aspects of the DB Project in a quality, timely, and effective manner and will integrate the different parts of its organization collectively and with HART in a cohesive and seamless manner;
 - d) To identify Offerors that have the specific technical and expertise to plan, organize the design of projects similar in nature, and ensure the quality, safety and functionality of the DB Project;
 - e) To identify Offerors that have the technical and management experience and expertise to plan, organize, and execute the design and construction and ensure the quality and safety of the DB Project; and
 - f) To identify Offerors with firms or personnel currently engaged in or with a history of legal and financial problems that could adversely impact the DB Project generally.

Requirements and information to be provided in Section 2 of the Qualifications Proposal:

- a) **Experience:** Provide the Offeror past project information requested in Exhibit 8.
 - 1) Bridge Design and Construction: Identify up to three (3) projects in the last ten (10) years relevant to the construction of elevated guideway projects. Provide a technical description of the work with details on the technical complexity, approach and the contractor's major responsibilities on the project. Specifically address post-tensioning, grouting, casting and erecting operations.;
 - 2) Specialized Drilled Shaft Design and Construction: Identify up to three (3) projects in the last ten (10) years relevant to the construction of drilled shafts of similar size, scope and magnitude of this DB Project;
 - 3) Elevated Rail Station Design and Construction: Identify up to three (3) projects in the last ten (10) years relevant to the design and construction of elevated rail transit stations similar to this DB Project; and
 - 4) Design-Build Project Experience: Including the project described above, provide no more than fifteen (15) past projects highlighting experience in the last ten (10) years relevant to the DB Project. The project descriptions should be comprised of two past projects per each Principal Participant and the Designer. Additionally provide up to three (3) project descriptions from the QC engineering firm and any specialty Subcontractor highlighting those projects having scope comparable to that anticipated for the DB Project.
- b) **Subcontractor Information:** Provide the information requested in Exhibit 9. Except for the designated Designer and QC engineering firm, identify subcontractors and subconsultants the Offeror plans to use, to the extent they are known, indicating what portion of the Work such

subcontractor or subconsultant is anticipated to undertake. Submit maximum one-page summary of experience for each listed subcontractor or subconsultant;

- c) **Past Performance:** Provide the information requested in Exhibit 10 for the Offeror and each Principal Participant and the Designer. If an Offeror has no record of relevant past performance or if the relevant information is not available, enter a declarative statement to that effect. For each cited instance of litigation, claim, dispute proceeding, arbitration, assessment of liquidated damages, or termination for cause or default, provide the owner's name and the name of its current representative (and current telephone and fax numbers) who can be contacted for additional information. Copies of Awards, Citations and Commendations may be included in Appendix C and will not count toward the page limit;
- d) **Safety:** Provide detailed safety record information for each Principal Participant as requested in Exhibit 11; and

9.4 DB Project Understanding (Section 3) (40 Points)

The objectives of this section are:

- a) To identify those Offerors demonstrating an understanding of the challenges or opportunities associated with the DB Project;
- b) To identify those Offerors demonstrating an understanding of the qualifications necessary to satisfy the requirements of this Project; and
- c) To identify those Offerors demonstrating an understanding of how the DB process and the Offeror's organization will contribute to the success of the DB Project and meet HART's DB Project goals, demonstrating an understanding of the risk sharing and the teaming relationship between the Contractor and HART.

Requirements and information to be provided in Section 3 of the Qualifications Proposal:

- a) List and briefly describe ten (10) most significant challenges facing the selected Offeror and/or HART, and the benefits and responsibilities associated with this DB Contract;
- b) Briefly describe how the Offeror will use its organization, key personnel availability and DB process expertise to ensure a successful DB Project (considering HART's DB Project goals);
- c) Offeror's unique approach to identifying and implementing DB Project requirements (HART and FTA); and
- d) Briefly describe how the Offeror will deal with the unique logistical challenges and the limited local resources—both materials and labor, posed by the location of the DB Project.

9.5 Team Organizational Structure (Section 4) (30 Points)

The objective of this section is:

- a) To identify Offerors with a Project organizational structure that accounts for all activities that are necessary to complete the DB Project successfully;

- b) To identify the Offerors' single point of contact for the DB Project; and
- c) To identify Offerors with the required technical and management experience and expertise to plan, organize, execute the design and construction, and ensure the quality and safety of the DB Project.

Requirements and information to be provided in Section 4 of the Qualifications Proposal:

- a) An organizational chart identifying participating firms responsible for major functions to be performed in designing, constructing, and providing construction QA and Public Awareness and Community Relations services for the Offeror's organization. All Principal Participants, the Designer, QC engineering firm, and known Subcontractors and subconsultants must be identified on the chart. Provide a brief description of the significant functional relationships among these firms. The critical support elements of DB Project management, contract administration, construction management, design management, and QC shall be identified.
- b) Provide a description of the relationships within the organizational chart to demonstrate that the Offeror has technical and management experience and expertise to organize, execute, design, construct and ensure the quality and safety of the DB Project.

9.6 Financial Capacity (Section 5) (30 points)

The objective of this section is:

- a) To identify Offerors with demonstrated capability to undertake the financial responsibilities associated with a projected \$750 – \$875 Million DB Project (whether locally or federally funded), including bonding and guaranty requirements.

Requirements and information to be provided in Section 5 of the Qualifications Proposal:

- a) Qualifications Proposal shall include the following information separately for each entity specified. If an Offeror or Principal Participant (or a member of a joint venture that is a Principal Participant) is privately held or owned and it wishes to protect its financial information from disclosure, it must mark its financial information as confidential and justify such designation. All financial figures shall be expressed in US dollars. Indicate exchange rates used, if applicable.
- b) Submit complete financial statements for the last three (3) fiscal years (and the semi-annual report, if available) for the Offeror and each Principal Participant and Guarantor, audited by an independent certified public accountant, or equivalent. Provide a letter from each of the entity's independent auditors identifying all off-balance sheet liabilities; if none, so state. Provide English translations, where appropriate. Complete financial statements do not count toward the page count limitation.
- c) Submit copies of the three (3) most recent annual reports for the Offeror and each Principal Participant and Guarantor to the extent such reports are available. Provide English translations if the reports were not produced in English. Annual reports do not count toward the page count limitation.
- d) Provide a statement indicating any change in owner/stockholder equity within the past three (3) years. Provide English translations if the statement is not in English.

- e) Provide a letter of interest from one or more Guarantors or third party financial institutions (or describe alternative sources of financing) indicating the Offeror's capacity to obtain financing to cover costs incurred, including pending resolution of potential contract modifications, Offeror's cost overruns or other unforeseen circumstances. This is not a requirement to provide financing for the Project.
- f) To demonstrate the financial capacity of each Offeror and its Principal Participants to successfully complete the Contract, provide information indicating the liquid net assets of each Principal Participant and any Guarantor. See Exhibit 12. Offerors must meet the minimum liquid net asset levels set forth in Table A below to be deemed acceptable or potentially acceptable. Higher asset levels will likely result in higher ratings. If a Principal Participant is itself a joint venture, the liquid net assets is the sum of the liquid net assets of the members of that joint venture. The Offeror shall submit parent company guarantees for each of the members of a joint venture that make up an individual Principal Participant and Exhibit 12 for each parent company of the members of such a joint venture.

| Table A | |
|---|--|
| Combined Liquid Net Assets of Offeror (Sum of all Principal Participants in Offeror's Organization) | Liquid Net Assets of Individual Principal Participant(s) in Offeror's Organization |
| US\$ 250 million | US\$ 60 million |

- g) In the event that the Offeror does not meet minimum values in Table A, a written commitment from parent companies or third parties to provide guarantees of the Offeror's obligations may be used to satisfy such criteria. Submit Exhibit 13. Guarantors shall provide information on Exhibit 12.
- h) Discuss any material change in the financial condition over the past three (3) years, including mergers, acquisitions, significant changes in liquidity and debt/equity ratios, major claims or litigation/arbitration pending (in excess of US\$ 5 million); if none, so state.
- i) Provide a letter from a surety or insurance company(s) indicating that the Offeror is capable of obtaining bid security, performance, and payment bonds covering the DB Contract;
- j) The bonding/security capacity levels in Table B represent minimum levels necessary to pass requirements;
- k) The surety or insurance company submitting such letter must be rated AA-/Aa3 by two nationally recognized rating agencies or at least A-X by A.M. Best and Company, and be listed on US Treasury Department Circular 570;
- l) The letter must specifically state that the surety/insurance company(s) has evaluated the team's backlog and work-in-progress in determining its bonding capacity and the letter must expressly identify the team's amount of current backlog and utilized bonding capacity; and

Letters indicating "unlimited" bonding/security capability are not acceptable.

| Table B Bonding Capacity Levels |
|------------------------------------|
|------------------------------------|

| Table B Bonding Capacity Levels | | |
|------------------------------------|-------------------------------------|-------------------------------------|
| Bid Security | Payment Bond/Security | Performance Bond/Security |
| 5% of proposed DB Contract amount | 100% of proposed DB Contract amount | 100% of proposed DB Contract amount |

10.0 ACCEPTANCE OF TERMS AND CONDITIONS

Any Offeror submitting a Proposal automatically agrees to each and all of the terms, conditions, provisions, and requirements set forth in this RFP Part 1.

11.0 REVIEW OF RFP

It is the responsibility of all Offerors to examine the entire RFP Part 1 and to seek clarification of any requirement that may not be clear and to check all responses for accuracy before submitting a Proposal. Negligence in preparing a Proposal confers no right of withdrawal after due date and time.

12.0 NO REIMBURSEMENT

HART will not provide any reimbursement for the cost of developing or presenting Proposals in response to RFP Part 1.

13.0 PRIORITY LIST

In accordance with HRS §103D-303 and HAR §3-122-53, a Priority List will be established consisting of up to three Offerors. If more than three acceptable or potentially acceptable Proposals have been submitted, the Priority List will be limited through evaluation and ranking to the Offerors who submitted the highest-ranked Proposals. Only those Offerors included on the Priority List will be provided the RFP Part 2 document and be asked to provide Technical and Price Proposals. Pursuant to HAR, Title 3, Subtitle 11, Chapter 122, Subchapter 6, HART will not publicly identify the Priority-Listed firms eligible to participate in Part 2 of the procurement process.

14.0 PROCUREMENT PROCESSES FOR THE RFP PART 2

The following items, among others, represent activities that may be part of the RFP Part 2 process and are presented here to inform the Offerors of what to expect after the Priority List is established.

14.1 Issuance of RFP Part 2

The RFP Part 2 will be issued to the Priority-Listed Offerors on the date shown in the Solicitation Timetable provided above, except as amended by way of an addendum.

14.2 General Conditions of Design-Build Contracts

The General Conditions of Design-Build Contracts (GCDB) for the Project will be included in this RFP Part 2.

14.3 Technical and Price Proposals

Specific instructions for preparation and submission of the Technical and Price Proposals will be set forth in the RFP Part 2.

14.4 Technical and Price Proposal - Acceptance Period

To allow for adequate evaluation, HART requires that a Technical and Price Proposal in response to the RFP Part 2 Solicitation be valid and irrevocable for one hundred eighty (180) calendar days.

14.5 Evaluation of Technical and Price Proposals

Evaluation of Technical and Price Proposals will be numerically scored based upon the criteria set forth in the RFP Part 2, in accordance with HAR §3-122-52 and §3-122-53.

14.6 Applicable Taxes

Price Proposals shall include any and all applicable taxes. A prospective Offeror may call the Department of Taxation of the State of Hawai'i for assistance as to whether the State of Hawai'i general excise tax and the applicable use tax will apply to the Offeror.

14.7 Independent Price Determination; No Collusion

By submitting a Technical and Price Proposal, the Offeror will certify that the price submitted in response to the RFP Part 2 was independently arrived at and therefore represents non-collusion certification to HART.

14.8 Bid Security; Performance and Payment Bonds

Priority-Listed Offerors will be required to submit with their Technical and Price Proposal (RFP Part 2) a security deposit in the amount at least five percent (5%) of the total offer. The successful Contractor will be required to submit with execution of the Contract agreement, bonds for performance and payment in the amounts indicated in RFP Part 2

14.9 Payment and Retainage

In accordance with HRS Sections §103-32.1 and §103-32.2, the Contract will provide for periodic payments with retention as set forth in the Contract.

The Contractor will be required to make full payment to all Subcontractors of all monies due, including retainage, within 10 calendar days after receipt of payment from HART.

14.10 Contract Not Binding Unless Funds Available

In accordance with HAR §3-122-102 and §3-122-149, no Contract will be binding or have any force and effect without a certification by the Chief Procurement Officer that there is an appropriation or balance of

an appropriation over and above all outstanding contracts sufficient to cover the amount required by the Contract [HAR §3-122-102].

14.11 Discussions with Offerors

If Discussions with Offerors are required to make a selection, they will be conducted in accordance with HAR §3-122-53.

14.12 Best and Final Offers

Best and Final Offers will be conducted in accordance with HAR §3-122-54.

14.13 Award of Contract

Award of Contract will be conducted in accordance with HAR§3-122-57.

14.14 Contract Type

The Contract will be a fixed price, lump sum Design-Build Contract.

14.15 Proposal Stipend

HART intends to provide a stipend for Offerors on the Priority List who are not awarded the Design-Build Contract and submitted Technical and Price Proposals that, after evaluation, received not less than 50% of the total possible points, excluding the preferences. HART has established an amount totaling \$1,000,000 for payment of stipends. This stipend amount will be divided equally between the Priority Listed Offerors not awarded the Contract and who meet the criteria set forth herein; provided, however, no Offeror will receive more than \$500,000 in stipend payment.

14.16 Federal Funding, Incorporation of FTA Terms, and Changes to Federal Requirements

The Contract will include federal clauses required by FTA, whether or not expressly set forth in the Contract provisions. All contractual provisions required by FTA, as set forth in FTA Circular 4220.1F, dated November 1, 2008 (as amended), will be incorporated by reference. Anything to the contrary notwithstanding, all FTA mandated terms will be deemed to control in the event of a conflict with other provisions contained in the Contract. Contractor shall not perform any act, fail to perform any act, or refuse to comply with any HART requests which would cause HART to be in violation of the FTA terms and conditions. The Contract will be subject to any financial assistance agreement between HART and the FTA and all laws, regulations, guidelines, and provisions of the financial assistance agreement will apply to the Contract and will be incorporated by reference as if fully set forth.

The Contractor shall at all times comply with all applicable federal laws and regulations, including without limitation FTA regulations, policies, procedures and directives, including those listed directly or by reference in Applicable Grant Agreements between the City and FTA, as they may be amended or promulgated from time to time during the term of the Contract, collectively “Federal Requirements.” These Federal Requirements may change and the changed Federal Requirements will apply to this Contract as required unless the Federal Government determines otherwise. Contractor's failure to so comply with the Federal Requirements shall constitute a material breach of the Contract.

Exhibit 14 is attached here to containing a copy of the federal clauses.

14.17 Insurance

The insurance requirements, including HART's Owner Controlled Insurance Program will be identified in the RFP Part 2.

14.18 Execution of Contract and Bonds

Upon award of a Contract, the Contractor will cause the Contract and any required bonds to be executed.

14.19 Commencement of Work

Work will not commence until a Contract has been executed and availability of funds has been certified by the Chief Procurement Officer and written Notice to Proceed issued.

14.20 Debriefing

The purpose of a debriefing is to inform the non-selected Offerors of the basis for the source selection decision and Contract Award.

A written request for a debriefing shall be made within three (3) Working Days after the posting of the Award of the Contract.

Debriefing shall be held by the Chief Procurement Officer to the maximum extent practicable within seven (7) Working Days of the request for the debriefing, provided the Chief Procurement Officer may determine whether to conduct individual or combined debriefings.

A protest by a requestor submitted pursuant to Section 103D-701, HRS, following a debriefing must be filed within five (5) Working Days, as specified in Section 103D-303(h), HRS.

14.21 Authority to Debar or Suspend

The Chief Procurement Officer, in accordance with the provisions of Section 103D-702, HRS, and HAR Title 3, Subtitle 11, Chapter 126, Subchapter 2, may debar or suspend a Person for cause from consideration for award of contracts. In accordance with the Budget and Fiscal Services Policy and Procedures Manual, Index 01.10, the Chief Procurement Officer will, prior to Award of the Contract, initiate debarment proceedings against any Offeror who is currently debarred by the Federal Government as listed in the "Lists of Parties Excluded from Federal Procurement or Non-procurement Program" (see Section 4.9).