

Request for Qualifications To Design, Build, Finance, Operate & Maintain O'Hare Express System



In coordination with, and on behalf of, the **City of Chicago**



Issued by:

The Chicago Infrastructure Trust

Issued on:

November 29, 2017

Amended by:

Addendum #1, January 4, 2018

RFQ Responses Due:

February 5, 2018

All responses must be addressed and submitted to:

**The Chicago Infrastructure Trust
35 E. Wacker Drive, Suite 1450
Chicago, Illinois 60601**

Pre-submission Conference and Networking Session will be held on:

**December 20, 2017, 2:00 PM at
Chicago Cultural Center
Millennium Park Room (5th Floor)
78 E. Washington Street, Chicago, IL 60602**

O'Hare Express System

Request for Qualifications

Table of Contents

- 1 O'Hare Express System Introduction 7**
 - 1.1 Introduction 7
 - 1.2 Overview of the Opportunity..... 7
 - 1.3 Project Goals and Objectives 8
 - 1.4 Chicago Infrastructure Trust Background Information..... 9
 - 1.5 General Procurement and Project Schedule 9
- 2 Background Information..... 9**
 - 2.1 Project Characteristics 9
 - 2.1.1 General..... 9
 - 2.1.2 Vehicles 9
 - 2.1.3 Fare Collection System..... 10
 - 2.2 Project Status..... 10
 - 2.2.1 Design..... 10
 - 2.2.2 Site Work..... 10
 - 2.2.3 Station Work 10
 - 2.2.4 Federal Financing Applications 11
 - 2.2.5 Environmental Permitting..... 11
- 3 Procurement Structure 11**
 - 3.1 Two-Step Selection Process 11
- 4 P3 Agreement..... 11**
 - 4.1 Anticipated Project Contractual and Financial Structure 11
 - 4.2 Anticipated Contract Structure 12
 - 4.3 Anticipated Financing Structure 12
 - 4.4 City Council Approval..... 12
- 5 RFQ Process..... 12**
 - 5.1 Pre-Submission Conference..... 12
 - 5.2 Pre-Submission Instructions 13

5.3	SOQ Submission Instructions.....	13
5.3.1	SOQ Submission Deadline Rules	14
5.4	Changes to Respondent Team Members and Organizational Structure	14
5.5	Respondent Team Members Participating on More Than One Team.....	14
5.5.1	Respondent Prime Team Members	14
5.5.2	Key Individual Team Members.....	15
5.5.3	Non-Exclusivity of Vehicle Manufacturers	15
5.5.4	Non-Exclusivity of Potential Terminal Station and Right-of-Way Owners.....	15
6	SOQ Requirements	15
6.1	Format & Organization Requirements.....	15
6.2	SOQ Structure & Content.....	16
7	SOQ Evaluation and Post-Selection Process.....	16
7.1	Responsiveness Evaluation	16
7.2	Right to Exclude SOQs from Consideration or to Waive Mistakes	16
7.3	Scored Evaluation	17
7.3.1	Respondent’s Relevant Experience.....	17
7.3.2	Respondent’s Financing Capability, Approach and Experience	18
7.3.3	Respondent Team, Key Personnel, Organization, and Processes.....	18
7.3.4	Respondent’s Approach to Project Development	18
7.3.5	Respondent’s MBE, WBE, ACDBE and Workforce Participation, Approach and Experience	19
7.4	Requests for Clarification.....	19
7.5	Interviews with RFQ Respondents.....	20
7.6	SOQ Evaluation & Shortlisting Process	20
8	Additional RFQ Terms and Conditions	20
8.1	Respondent Representative	20
8.2	CIT RFQ Primary Contact Person.....	21
8.3	Respondent Request for Clarification.....	21
8.4	Addenda.....	22
8.5	Use of Information.....	22
8.6	Transparency Website; Trade Secrets	22
8.7	No Liability for Costs	23
8.8	Protests	23
8.9	Communications Among Respondents.....	24

8.10	Title VI Solicitation Notice.....	24
8.11	Conflict of Interest	25
8.12	Respondent Communications.....	25
8.13	State of Illinois Equal Employment Opportunity Clause.....	26
8.14	Economic Disclosure Statement (“EDS”)	26
8.15	Compliance With Laws.....	26
8.16	Property of Submissions	26
9	Reserved Rights & Disclaimer	26
9.1	CIT and City Reserved Rights	26
9.2	Disclaimer	28
10	Definitions.....	28

EXHIBITS

Exhibit A	Statement of Qualifications Submittal Requirements
Exhibit B	Potential Project Alignments & Terminals
Exhibit C	O'Hare Express System Ridership Report
Exhibit D	Sample Requests for Clarification Form
Exhibit E	Sample E
Exhibit F	Sample M/WBE Participation Plan Submittals

FORMS

Form A	Request for Qualifications Response Checklist
Form B	Template Statement of Qualifications Cover Letter
Form C	Information Regarding Respondent, Prime Team Members, and Guarantor(s)
Form D-1	Comparable Project Development Experience
Form D-2	Comparable Project Development Experience Summary
Form E	Project Finance Experience
Form F	Safety Record Information
Form G	Financial Officer's Certificate

1 O'Hare Express System Introduction

Certain capitalized terms & acronyms used herein shall have the meanings set forth in Section 10.

1.1 Introduction

On behalf of the City of Chicago ("City"), the Chicago Infrastructure Trust ("CIT") is pleased to present this Request for Qualifications ("RFQ"), a solicitation to entities or groups ("Respondents") interested in submitting Statements of Qualifications ("SOQs") to develop, design, build, equip, finance, operate and maintain the O'Hare Express System Project ("Project") through a revenue-based concession pursuant to a public-private partnership agreement ("P3 Agreement" or "Contract") with the City.

The City and CIT intend to select one or more Respondents that they consider most qualified to successfully respond to a subsequent Request for Proposals ("RFP") to be issued by the City and CIT for the Project. Only those Respondents selected in response to the RFQ ("Shortlisted Respondent(s)") will be invited to submit proposals in response to the RFP. If there is only one Shortlisted Respondent, the City and CIT may proceed directly to negotiations of the P3 Agreement with such Shortlisted Respondent.

1.2 Overview of the Opportunity

The Project is a proposed express transportation service that will extend from downtown Chicago to O'Hare International Airport ("ORD"). The O'Hare Express ("OE") may run along freight rail corridors (for example, the CN-CSX or the NCS corridor, as outlined in Exhibit B) or an alternate surface or subsurface corridor selected by Respondents. Depending on the route, it may be possible to make a direct connection to other public transportation systems.

The City's decision to proceed with this Project is not dependent on whether it proceeds with any other ORD infrastructure projects or initiatives, and vice versa. This Project provides independent utility from, and is not a part of, any ongoing or future initiatives relating to ORD terminal configuration changes. For any portion of the Project built on ORD property, the City will comply with all applicable laws, regulations, and existing grant agreements.

The current total daily number of air passengers traveling between O'Hare and the Chicago Central Business District ("CBD") is approximately 20,000 and is forecast to grow to at least 35,000 daily air passengers in 2045. Further detail on the current and projected volume of (i) air passenger travelers and (ii) transportation mode shares between ORD and the CBD is provided in Exhibit C: O'Hare Express Transportation System Ridership Report. Please note, Exhibit C, and the figures provided in this Section 1.2, are provided for informational purpose only; Respondents shall not be entitled to rely on the completeness or accuracy of the information provided in Exhibit

C and are responsible for conducting their own due diligence with regard to the projected ridership and revenue for the Project.

The Project will create better access to ORD and downtown Chicago and cut transit travel times by more than 50%. Ultimately, the Project will act as a key economic driver, alleviate congestion, and provide reliable express service to and from the airport.

The Project is to be funded solely by Project-specific revenues (e.g., farebox revenue, advertising revenue, etc.) and financed entirely by the Concessionaire. The City and CIT will not provide funding for the Project.

1.3 Project Goals and Objectives

The Project is intended to improve transportation between ORD and downtown Chicago by providing faster, more direct, and more reliable service.

In general terms, the project goals and objectives include:

Goal 1: Providing Express Service between ORD and Downtown Chicago.

- Travel time of 20 minutes or less.
- Direct O’Hare terminal access.
- Downtown Chicago terminal to provide easy access to activity centers and other transportation systems.
- Reliable service provided via separate corridor, tracks or operating priority.

Goal 2: Utilizing Private Sector Resources and Expertise.

- Utilize no public funding for Project design, construction, and implementation.
- Concessionaire to assume responsibility for financing all Project costs.
- Concessionaire to assume responsibility for all operations and maintenance.
- Excess Project revenues to be utilized for additional public infrastructure initiatives (revenue share provisions to be determined during subsequent procurement phases).

Goal 3: Convenience and Attractiveness to Users.

- Fast, reliable service (no conflicts with other services).
- Service frequency of at least every 15 minutes for the majority of the day.
- Up to 20 hours of service per day.
- Reasonable premium service fares less than the cost of current taxi and ride-share services.
- Modern and convenient vehicle and passenger amenities.

Goal 4: Efficient and Conflict-Free Implementation.

- Avoid/minimize conflicts with existing transportation systems.
- Avoid/minimize/mitigate environmental impacts.

1.4 Chicago Infrastructure Trust Background Information

The CIT is a registered non-profit corporation organized and existing under the laws of the state of Illinois. CIT is authorized and governed pursuant to the provisions of Ordinance No. 02012-1366, adopted by the City Council of the City of Chicago, Illinois on April 24, 2012. The CIT’s mission is to assist the City of Chicago, its sister agencies, and private industry in expanding their collective capacity to deliver transformative public infrastructure projects.

1.5 General Procurement and Project Schedule

The CIT anticipates, but is not bound to, conducting the procurement on the following schedule:

RFQ Issued	November 29, 2017
Pre-Submission / Networking Conference	December 20, 2017
Requests for Clarification Due Date	January 12, 2018
SOQs Due Date	February 5, 2018
Shortlist Selection	March, 2018
RFP Draft Issued to Short-listed Teams	May 2018
RFP Proposer Presentations	August 2018
RFP Final Proposals Due to CIT	November 2018

2 Background Information

2.1 Project Characteristics

2.1.1 General

The Project alignment may be constructed on, above or below surface corridors. The Project will include two (2) initial stations (at the beginning and end points of the corridor), and one maintenance facility.

Respondents are advised that the descriptions in this RFQ are for information purposes only. The Concessionaire will be responsible for performing final design in accordance with the P3 Agreement. Further information on certain potential alignments, and potential third-party coordination relating to such alignments, may be found in [Exhibit B](#). At this time, the potential alignments that have been studied are only theoretical. The City has no usage or purchase agreements with any of the owners of the relevant rights of way. Such agreements would have to be negotiated in advance of Project commencement.

2.1.2 Vehicles

Selection and acquisition of vehicles will be the responsibility of the Concessionaire.

2.1.3 Fare Collection System

The fare collection system will be the responsibility of the Concessionaire. The Concessionaire will be expected to work with the Chicago Transit Authority (“CTA”) and Metra to design an integrated fare system.

2.2 Project Status

2.2.1 Design

A concept Project design (plan and profile) has been developed for three potential surface alignment alternatives to approximately 10% completion (outlined in Exhibit B); however, the CIT and City remain open to alternate surface or subsurface alignments if such alternatives may prove to be more effective for the efficient delivery and financing of the Project. No conceptual design has been prepared by the City for any subsurface alignment. The Concessionaire will be responsible for all further design of the selected alignment.

2.2.2 Site Work

The City has performed certain site work regarding the Project and such information will be available to Shortlisted Respondents as part of the RFP. Most of this work has been done in a proposed yard site at ORD.

To the extent that any Shortlisted Respondent desires additional information during the RFP process, the Shortlisted Respondent will need to coordinate with the CIT and the City prior to conducting any investigation (e.g., permitting, traffic control, notification etc.). During the RFP process, Shortlisted Respondents may be asked to provide input on what, if any, additional site investigation work should be conducted.

2.2.3 Station Work

ORD Terminal Station

The proposed station shall be near ORD Terminals 1-3, as it would be the most desirable location from a passenger perspective with most ORD passengers arriving/departing from these terminals. The ORD station could be located in the vicinity above the location of the CTA Blue Line O’Hare station (or adjacent to the CTA Blue Line O’Hare station for the CTA Blue Line alternative), or potentially on a one-way loop in the current surface parking lot area.

Downtown Chicago Terminal Stations

Several potential Downtown Chicago termini have been identified, including Block 37, Chicago Union Station, and the CTA Blue Line Clinton Station. The location of the Downtown Chicago station will depend on the ultimate alignment chosen for the Project; however, the CIT and City remain open to alternate termini that may prove to be more effective for the efficient delivery and financing of the Project.

Further detail relating to the potential station locations may be found in Exhibit B.

2.2.4 Federal Financing Applications

The City will cooperate with the selected Respondent with respect to accessing federal credit and tax-exempt bond programs if necessary to the Project's financial plan. However, if the Concessionaire utilizes any federal financing instruments as part of its ultimate Project plan of finance, such financing instruments shall be secured solely by the Concessionaire. **The CIT and City will not contribute any public funding to support any Project financing.**

2.2.5 Environmental Permitting

The issuance of this RFQ is without prejudice to any aspect of the NEPA or any other environmental clearance process. The City will work with the Concessionaire to obtain any required federal, state or local environmental or other permits.

3 Procurement Structure

3.1 Two-Step Selection Process

The CIT intends to use a two-step selection process for the Project consisting of this RFQ and a subsequent RFP.

SOQ submittal, evaluation, and selection processes are defined herein. The CIT intends, but is not bound, to shortlist a select number of qualified Respondents. While the CIT retains full discretion to determine the number of Shortlisted Respondents, the CIT has an objective of having not more than three Shortlisted Respondents.

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

In the event that there is only one qualified Respondent, the City may proceed to direct confidential negotiations of a P3 Agreement with the qualified Respondent.

Note: The City and CIT do not anticipate providing stipends or payments for work product to any unsuccessful Shortlisted Respondents.

4 P3 Agreement

4.1 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 the City and CIT at the time of this RFQ; however, the City and CIT reserve the right to modify these anticipated terms based on their ongoing analysis of the Project.

4.2 Anticipated Contract Structure

The City intends to enter into the P3 Agreement with the Concessionaire that will set forth, among other things, the obligations of the Concessionaire including the design, construction, financing, operation and maintenance of the Project. A form of the Contract will be included in the RFP.

The P3 Agreement will require the Concessionaire to comply with all applicable standards, laws and regulations.

Additionally, the P3 Agreement will contain the City's standard provisions for public works, as well as other standard requirements, including the City's Multi Project Labor Agreements, prevailing wage and minimum wage rates, MBE/WBE, and, if applicable, ACDBE participation goals, that at minimum, follow the applicable City ordinances and Federal law at the time the P3 Agreement is executed.

4.3 Anticipated Financing Structure

The City and CIT do not intend to contribute any public funds to the Project.

The Concessionaire will be responsible for obtaining all financing necessary to fulfill its obligations under the P3 Agreement

In consideration for the Concessionaire's performance of its design, construction, financing, operations, maintenance and other obligations under the P3 Agreement, the City will grant it the rights to retain Project-specific revenues, subject to revenue sharing provisions in the event Project ridership and/or revenue exceed expectations.

4.4 City Council Approval

As a condition precedent to the execution of the P3 Agreement, approval for the transaction must be provided by the City Council.

5 RFQ Process

5.1 Pre-Submission Conference

A Pre-submission Conference and networking opportunity will be held on:

**December 20, 2017, 2:00 PM at
Chicago Cultural Center, Millennium Park Room (5th Floor)
78 E. Washington Street, Chicago, IL 60602**

The CIT invites all interested parties to attend. The purpose of the conference is to clarify procurement provisions and provide a forum for various firms of different sizes and specialties to meet and network.

It is recommended that an individual from each potential Respondent's firm attend and RSVP by Monday, December 18, 2017 at the following URL:
<http://chicagoinfrastructure.org/initiatives/ord-express/>

5.2 Pre-Submission Instructions

All prospective Respondents are strongly encouraged to register the Respondent's company as an RFQ document holder at the following URL:

<http://chicagoinfrastructure.org/initiatives/ord-express/>

Registered document holders will receive email notifications of any future RFQ clarifications and/or addenda posted on the CIT Website.

Respondents are responsible for checking the CIT website (<http://www.chicagoinfrastructure.org>) for clarifications and/or addenda. Failure to obtain clarifications and/or addenda from the CIT website will not relieve the Respondent from being bound by any additional terms and/or conditions in the clarification and/or addenda. The CIT and/or the City will not be responsible for a Respondent's failure to consider additional information contained therein in preparing its SOQ. Any harm to the Respondent resulting from such failure to obtain all necessary documents will not be valid grounds for a protest against award(s) made under this procurement.

This Project procurement will follow all applicable City procurement rules, will be fair, open, and transparent, and attract competition among highly-qualified firms.

5.3 SOQ Submission Instructions

SOQs must be received by no later than the SOQ Due Date. SOQs must be delivered to the following address ("Submission Address"):

The Chicago Infrastructure Trust
35 E. Wacker Drive, Suite 1450
Chicago, Illinois 60601

Respondents must enclose all documents in sealed envelopes or packages, the outside of each must be labeled as follows:

Statement of Qualifications Enclosed
O'Hare Express System Project
Request for Qualifications
Due 4:00 p.m. CT, February 5, 2018
Submitted by: _____
(Name of Respondent)
Package _____ of _____

5.3.1 SOQ Submission Deadline Rules

- SOQs must be received by the CIT no later than the SOQ Due Date.
- Respondents must deliver their SOQs by hand or courier or U.S. Mail to the address set out in Section 5.3.
- The determination of whether SOQs are submitted before the SOQ Due Date shall be based on the CIT's official time and date stamp that the Respondent receives from the CIT at the Submission Address, and the Respondent is solely responsible for ensuring it receives this time and date stamp.
- All SOQs received after the SOQ Due Date and time will be rejected and will not be eligible for evaluation.
- The CIT's opening of Respondents' sealed envelope(s) or package(s) containing a SOQ shall not constitute acceptance by the CIT of Respondent's SOQ. The CIT reserves the right to open and inspect all such sealed envelope(s) or package(s), regardless if they were submitted by the SOQ Due Date and time specified herein, for any purpose.

5.4 Changes to Respondent Team Members and Organizational Structure

Except as provided in this Section 5.4, the Respondent is not permitted to change its Respondent Prime Team Members after the SOQ Due Date without the CIT's prior written consent.

If there is any change in the Respondent Prime Team Member, a change in control of any Respondent Prime Team Member or a material change to any Respondent Prime Team Member after the SOQ has been submitted, and such change was beyond the control of the Respondent and the applicable Respondent Prime Team Member, the Respondent must provide written notice to the CIT within five (5) business days after such change.

The CIT may, in its sole discretion, disqualify any such Respondent and/or reject the SOQ of any such Respondent if the CIT, in its sole discretion, considers that the change may have a material adverse impact on the Respondent's SOQ. If the CIT determines that the Respondent will not be disqualified, the CIT may, in its sole discretion, permit the Respondent to propose a substitution for the applicable Respondent Prime Team Member.

5.5 Respondent Team Members Participating on More Than One Team

5.5.1 Respondent Prime Team Members

A Respondent Prime Team Member, or any Person related thereto, may not be a member in any capacity or otherwise participate in the submission of any other Respondent, except as provided for in Section 5.5.3 and Section 5.5.4.

5.5.2 Key Individual Team Members

A Key Individual may not be involved in the submission of more than one Respondent.

5.5.3 Non-Exclusivity of Vehicle Manufacturers

Solely for the supply of vehicles, Vehicle Manufacturers that do not hold a direct equity interest in any Respondent may participate in multiple SOQs, even if such Vehicle Manufacturer otherwise meets the definition of a Prime Team Member of a Respondent.

5.5.4 Non-Exclusivity of Potential Terminal Station and Right-of-Way Owners

Solely with respect to the use of potential terminal facilities and right-of-way, Railroads, Metra, or Amtrak, to the extent that they are not an Equity Member of any Respondent, may participate in multiple SOQs, even if such entity otherwise meets the definition of a Prime Team Member of a Respondent.

6 SOQ Requirements

The CIT and the City expect SOQs to provide enough information about each requested item to allow the CIT and the City to evaluate and competitively rank the Respondents based on the criteria set forth in this RFQ.

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

Respondents are liable for all errors and omissions they incur in preparing the SOQ. Respondents will not be allowed to alter their SOQ documents after the SOQ Due Date unless approved by CIT in writing.

6.1 Format & Organization Requirements

With the exception of the financial statements required under Exhibit A (Section 2.3), which shall be provided in electronic format only (as described below), each Respondent shall submit one (1) original bound SOQ, along with one (1) unbound printed copy, two (2) electronic copies and one (1) redacted electronic copy on separate USB memory sticks, if applicable.

SOQs must conform to the following requirements to be considered compliant submissions:

- SOQs must follow the outline described below.
- SOQs should be prepared using a font no smaller than 10 point, on 8 ½" X 11" letter size paper, printed double-sided, and bound on the long side.
- The Respondent is to limit each component of the SOQ to the maximum number of double sided pages indicated below in Section 6.2.1, where

applicable. Blank pages for spacers or separators, provided they are marked “this page intentionally blank” will not count as to the page limit.

- The electronic copies of the SOQs should be provided on clearly marked USB format memory sticks. The Project name, and the Respondent name, and memory stick numbering should appear on each USB format memory stick. The Electronic copies should be provided in a searchable, accessible PDF format and created from software. Scanned images are not acceptable.
- In the event of any conflict or inconsistency between the SOQ marked “Original” and any copy, the “Original”-marked SOQ shall take precedence.

6.2 SOQ Structure & Content

Pursuant to the SOQ submittal requirements outlined in [Exhibit A](#), the Respondent shall prepare its SOQ in two parts:

- Part A, which will include general materials, legal and administrative information, Respondent Team composition and structure, relevant development experience, MBE/WBE/ACDBE and workforce development approach and experience, approach to Project development, and other supporting information as specified in [Exhibit A](#).
- Part B, which will include sources and plan of equity investment, financial letters of support, financing experience, the preliminary plan of project financing, and other supporting information as specified in [Exhibit A](#).

Respondents must organize their SOQ in the order set forth in [Exhibit A](#). Each part may be subdivided as needed, so long as Respondents “tab” the content of their SOQ to correspond to the section reference for ease of the CIT’s and City’s review.

SOQ shall be submitted exclusively in the English language, including United States customary units of measure, and cost terms in United States of America dollar denominations.

7 SOQ Evaluation and Post-Selection Process

7.1 Responsiveness Evaluation

Upon receipt, SOQs will be reviewed for the SOQ’s conformance to the RFQ instructions regarding organization, format and responsiveness to the requirements of the RFQ. Any Respondent that is deemed to have provided an unresponsive SOQ may not be eligible to be shortlisted and may not be scored.

7.2 Right to Exclude SOQs from Consideration or to Waive Mistakes

Those SOQs not responsive to the RFQ may be excluded from further consideration. The CIT and the City may also exclude from consideration any Respondent whose SOQ contains a material misrepresentation.

Additionally, any one or more of the following causes may be considered sufficient for the rejection of a Respondent's SOQ regardless of Respondent's qualifications with respect to the other evaluation criteria set forth in Section 7.3; this list of causes is not exhaustive, and the CIT and the City reserve the right to reject any SOQ in their sole and absolute discretion:

- Evidence of collusion among Respondents
- Non-responsibility as determined by the CIT and the City in their sole judgment and discretion
- Default or arrearage on any contract or obligation with the City or other government entity, including debt contract, as surety or otherwise
- Submission of a SOQ that is incomplete, conditional, ambiguous, obscure or containing alterations or irregularities of any kind
- Evidence of improper lobbying efforts toward members of City Council and/or officers or employees of the City or CIT
- Failure to comply with the terms and conditions of this RFQ

The CIT and the City reserve the right to waive minor informalities, irregularities and apparent clerical mistakes that are unrelated to the substantive content of the SOQs.

7.3 Scored Evaluation

SOQs deemed responsive will be evaluated and scored based on the following criteria:

- Criterion 1: Respondent's Relevant Experience
- Criterion 2: Respondent's Financing Capability, Approach and Experience
- Criterion 3: Respondent Team, Key Personnel, Organization, and Processes
- Criterion 4: Respondent's Approach to Project Development
- Criterion 5: Respondent's MBE, WBE, ACDBE and Workforce Participation, Approach and Experience

The criteria are all significant, but are listed in descending order of importance. The order in which the categories appear within each criterion is not an indication of importance.

7.3.1 Respondent's Relevant Experience

The Respondent's relevant experience will be evaluated in accordance with:

- a. The extent and depth of the Respondent's experience with large, complex transportation or infrastructure projects; and
- b. The extent and depth of the Respondent's experience with building projects subject to safety, environmental and other local, state and federal regulatory regimes.

7.3.2 Respondent’s Financing Capability, Approach and Experience

The Respondent’s financing capability, approach and experience will be evaluated in accordance with:

- a. The extent to which the Respondent demonstrates: (i) ability and experience to develop and finance large and complex projects, particularly transportation and infrastructure projects; (ii) capability to arrange limited or non-recourse financing covering all project costs, including an understanding, and ability to assess and mitigate risk; and (iii) relevant experience of key financial individuals that will be responsible for the Project financing;
- b. The extent to which the Respondent demonstrates available equity investment, depth of demonstrated ability to invest equity, and the equity financing strategy for each Equity Member; and
- c. The extent to which the Respondent demonstrates a reasonable approach to financing the Project, management of risks associated with financing of the Project, as well as an understanding of the challenges, options and strategies associated with the Project.

7.3.3 Respondent Team, Key Personnel, Organization, and Processes

The Respondent Team, Key Personnel, organization, and processes will be evaluated in accordance with:

- a. The extent and depth of relevant experience of the Respondent’s project management team and Key Personnel;
- b. The demonstrated capability and experience identified in the Respondent’s management structure and Key Personnel regarding environmental mitigation, design, safety, construction, systems integration, operations and maintenance;
- c. The demonstrated capability and experience identified in the Respondent’s management structure and Key Personnel in establishing and implementing interrelated processes and project controls that manage project risks while at the same time encourage innovation;
- d. The extent that the Respondent Team has worked together on other projects.

7.3.4 Respondent’s Approach to Project Development

The Respondent’s approach to the Project development will be evaluated in accordance with the following:

- a. The extent to which the Respondent demonstrates an understanding of, and a sound approach to, the development, design and construction of the Project, including: unique issues, specific risks and anticipated challenges associated with the development, design, and construction of the Project;

- b. The extent to which the Respondent will incorporate and deliver innovation in the Project throughout its lifecycle, including an explanation of how the innovation leads to added Project value and shared benefits;
- c. The extent to which the Respondent demonstrates an understanding of, and a sound approach to, operations, maintenance, and total life cycle costing of the Project;
- d. The extent to which the Respondent demonstrates a focus and commitment to effective quality management for the Project, including a description of the quality assurance and quality control approach for the entire term of the Project; and
- e. The Respondent's general approach to integrating the City into Project development and in structuring the relationships between the City, the Respondent Team and other key third parties and stakeholders.

7.3.5 Respondent's MBE, WBE, ACDBE and Workforce Participation, Approach and Experience

The Respondent's approach and experience with respect to M/WBE and workforce participation activities will be evaluated in accordance with the following:

- a. The extent to which the Respondent demonstrates an understanding of the labor market and economic empowerment opportunities related to the Project, including an approach to training opportunities, such as community workforce partnerships and apprenticeship programs; and
- b. The extent to which the Respondent demonstrates an understanding of obtaining the participation of M/WBE, and if applicable ACDBE, subcontractors and suppliers and establishing organizational processes and team structures to effectively maximize participation by such subcontractors and suppliers.

7.4 Requests for Clarification

The CIT and the City may, at any time, issue one or more requests for clarification or additional information to the individual Respondents, or may request a Respondent to verify or certify any aspect of its SOQ. Any requests for clarification shall be in writing to Respondent's designated representative. Respondents shall respond to any such requests within two (2) Business Days (or such other time as is specified by CIT) from receipt of the request. The scope, length and topics to be addressed in clarifications shall be prescribed by and subject to the discretion of the CIT and the City. Upon receipt of requested clarifications and information as described above, if any, the SOQs may be re-evaluated to factor in the clarifications and additional information.

7.5 Interviews with RFQ Respondents

The CIT and City reserve the right to conduct interviews with any, or all, Respondents to further understand the Respondent’s SOQ and to meet key members of the Respondent’s team. The CIT and City may request clarification of a Respondent’s SOQ during the interview and may treat these clarifications in the same fashion as clarifications provided in writing in accordance with Section 7.4 of this RFQ. The CIT and City are under no obligation to conduct Interviews with the Respondents. No statement, consent, waiver, acceptance, approval or anything else said or done in any interview by the CIT or the City, or any of their respective representatives or employees, will have the effect of amending or waiving any provision of the RFQ or be binding on the CIT or the City; nor may any of the foregoing be relied upon by any Respondent, or Team Member, except when and only to the extent expressly confirmed in an Addendum to this RFQ. SOQ scores may be adjusted in light of the new information received in such interviews.

7.6 SOQ Evaluation & Shortlisting Process

The CIT anticipates utilizing an Evaluation Committee (“EC”) to review and evaluate the SOQs in accordance with the criteria described in Section 7.3. The EC may include representatives of the CIT, the City, and technical experts. The CIT reserves the right to enlist independent consultants to assist with the evaluation of all or any portion of the SOQs, as it deems necessary.

After the EC completes its review of SOQ submissions, it may submit to senior City officials (“Selection Committee”): (1) a recommended shortlist of qualified Respondents; or (2) a recommendation to reject any or all SOQ submissions. At their sole discretion, the Selection Committee may: (i) accept or reject any portion of the EC’s recommendation in selecting a shortlist of qualified Respondents, (ii) request the EC reconsider the submissions and its recommendations, or (iii) reject all submittals. The Shortlisted Respondents will be invited to respond to a subsequent RFP.

8 Additional RFQ Terms and Conditions

8.1 Respondent Representative

Each Respondent shall be represented by a duly appointed and authorized representative (“Respondent Representative” or “Representative”) for the purpose of submitting the Respondent’s SOQ; and later, if invited, to participate in the negotiation process. The Respondent Representative shall have the power and authority to bind all members of the Respondent’s team for the purposes of this RFQ.

8.2 CIT RFQ Primary Contact Person

The designated CIT Contact Person for the RFQ process is:

Tom Budescu
Managing Director
The Chicago Infrastructure Trust
35 East Wacker Drive
Suite 1450
Chicago, Illinois 60601
E-mail: OES@chicagoinfrastructure.org

8.3 Respondent Request for Clarification

Any Respondent that has questions as to the meaning of any part of this RFQ or the Project, or who believes that the RFQ contains any error, inconsistency or omission, must submit its concern, in a written Request for Clarification (“RFC”), via email to the Contact Person at OES@chicagoinfrastructure.org. RFCs shall be submitted substantially in the format outlined in Exhibit D to this RFQ.

RFCs may, or may not, be responded to in writing, at the CIT’s and the City’s discretion. The CIT and the City reserve the right to respond to RFCs submitted past the deadlines set in this RFQ, if such response is deemed by the CIT and City necessary; however, the CIT and the City strongly discourage Respondents from submitting any RFCs past the RFC Deadline.

Respondents must clearly label any question or comment it deems confidential and/or proprietary as such. At its discretion, the CIT may provide any or all RFCs, without expressly identifying the originator, along with the CIT’s responses, to all Respondents.

The CIT may rephrase questions as it deems appropriate and may consolidate similar questions. The CIT will post any responses on the CIT website. Some questions or comments may be answered by an RFQ Addendum, as outlined in Section 8.4.

Responses to RFCs are not part of the RFQ, and will not have the effect of amending the RFQ. Only responses that end up being incorporated as an Addendum to the RFQ will modify or amend the RFQ.

It is the Respondent's obligation to seek clarification from the CIT on any matter it considers to be unclear in accordance with this RFQ.

8.4 Addenda

If it becomes necessary to revise or expand upon any part of this RFQ, addenda will be posted to the CIT Website. Each addendum is incorporated as part of the RFQ documents, and the Respondents must acknowledge receipt. Failure to acknowledge addenda when submitting the SOQ will render the SOQ non-responsive. Any harm to the Respondent resulting from failure to obtain all necessary documents, for whatever cause, will not be valid grounds for a protest against award(s) made under this RFQ solicitation.

Respondents that have registered as RFQ document holders, as detailed in [Section 5.2](#), will receive email notifications of any RFQ clarifications and/or addenda posted on the CIT Website. However, respondents are solely responsible for acquiring the necessary information or materials from the CIT Website. Failure to obtain addenda from the CIT Website will not relieve the Respondent from being bound by any terms and/or conditions in the addenda.

8.5 Use of Information

The CIT, the City, and their respective representatives shall not be liable for any information or advice or any errors or omissions that may be contained in this RFQ or Addenda, appendices, data, materials or documents (electronic or otherwise) attached or provided to the Respondents pursuant to this RFQ or otherwise with respect to the Project.

The CIT and its representatives make no representations or warranties, and there are no representations, warranties or conditions, either express or implied, statutory or otherwise, in fact or in law, with respect to the accuracy or completeness of this RFQ or any Addenda, appendices, data, materials, background information or documents related thereto, and the CIT, the City and their respective representatives will not be responsible for any claim, action, cost, loss, damage or liability whatsoever arising from any Respondent's reliance on or use of this RFQ or any other technical or historical addenda, appendices, data, materials, background information or documents provided, delivered or made available by the CIT, the City, or their respective representatives.

Each Respondent is responsible for obtaining its own architectural, engineering, environmental, other technical, or professional advice with respect to the Project, the RFQ, and any Addenda, appendices, data, materials or documents provided, delivered or made available or required by the CIT.

8.6 Transparency Website; Trade Secrets

Consistent with the City's practice of making available all information submitted in response to a public procurement, all SOQs, any information and documentation contained therein, any additional information or documentation submitted to the City as part of this solicitation, and any information or documentation presented to City

as part of negotiation of a contract or other agreement may be made publicly available through the CIT's or City's Internet websites. However, Respondents may designate those portions of a SOQ which contain trade secrets or other proprietary data ("Data") which Respondent desires remain confidential.

To designate portions of a SOQ as confidential, Respondent must:

- Mark the cover page as follows: "This RFQ SOQ includes trade secrets or other proprietary data."
- Mark each sheet or Data to be restricted with the following legend: "Confidential: Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this SOQ."
- Provide a USB memory stick with a redacted copy of the entire SOQ or submission in pdf format that may be made available to the public via the Internet or other method. Respondent is responsible for properly and adequately redacting any Data that Respondent desires remain confidential. If entire pages or sections are removed, they must be represented by a page indicating that the page or section has been redacted. Failure to provide a USB memory stick with a redacted copy may result in an un-redacted copy being made available to the public.
- Provide a written explanation of the basis under which each redacted item has been deemed confidential, making reference to the Illinois Freedom of Information Act (5 ILCS 140/1 *et seq.*).
- Indiscriminate labeling of material as "Confidential" may be grounds for deeming a SOQ as non-responsive.

All SOQs submitted to the CIT and City are subject to the Illinois Freedom of Information Act ("FOIA"). Respondents are strongly advised to consult their own legal advisors as to the appropriate way in which confidential or proprietary business information should be marked as such in their SOQ. The CIT and City will make the final determination as to whether information, even if marked "confidential," will be disclosed pursuant to a request under the FOIA. Respondent agrees not to pursue any cause of action against the City with regard to disclosure of information.

8.7 No Liability for Costs

The City and CIT are not responsible for costs or damages incurred by Respondents, members, partners, subcontractors or other interested parties in connection with the RFQ process, including, but not limited to, costs associated with preparing the SOQ and of participating in any conferences, site visits, oral presentations or negotiations.

8.8 Protests

The Respondent shall submit any protests or claims regarding this solicitation to the office of the Executive Director of the CIT, located at 35 East Wacker Drive, Suite 1450, Chicago, Illinois 60601. A pre-bid protest must be filed no later than the five (5) City working days before the SOQ Due Date, a pre-shortlist protest must be filed no later

than ten (10) City working days after the SOQ Due Date, and a post-shortlist protest must be filed no later than ten (10) City working days after the announcement of the Project shortlist.

Protests will be decided by the Commissioner of the City's Department of Fleet and Facility Management ("2FM"). All protests or claims must set forth the name and address of the protester, the specification title and/or number, the grounds for the protest or claim, and the course of action that the protesting party desires that the Commissioner of 2FM take.

The Commissioner of 2FM will follow the City of Chicago Department of Procurement Services' Solicitation and Contracting Process Protest Procedures ("Procedures"), available at the following website:

<https://www.cityofchicago.org/content/dam/city/depts/dol/rulesandregs/SolicitationandContractingProtestProcedures.pdf>.

The Commissioner of 2FM shall occupy the CPO role in these Procedures. Accordingly, all references to the CPO in the Procedures shall be replaced with the Commissioner of 2FM, and all references to the office of the CPO shall be replaced with the office of the Executive Director of CIT, located at the address set forth above.

8.9 Communications Among Respondents

A Respondent shall not communicate, directly or indirectly, with any other Respondent, any information whatsoever regarding the preparation of its own SOQ or the SOQ of the other Respondents in a fashion that would contravene applicable law. Each Respondent shall prepare and submit its SOQ independently and without any connection, knowledge, comparison of information, agreement or arrangement, direct or indirect, with any other Respondent. This applies to Respondents, their Team Members and their respective representatives.

8.10 Title VI Solicitation Notice

The City in accordance with the provisions of Title VI of the Civil Rights Act of 1964 (78 Stat. 252, 42 U.S.C. §§ 2000d to 2000d-4) and the Regulations, hereby notifies all Respondents that it will affirmatively ensure that for any contract entered into pursuant to this advertisement, disadvantaged business enterprises will be afforded full and fair opportunity to submit bids in response to this invitation and will not be discriminated against on the grounds of race, color, or national origin in consideration for an award.

For the purposes of this Title VI Solicitation Notice, "disadvantaged business enterprises" include MBE and WBE firms certified under Chapter 2-92 of the Municipal Code of Chicago.

8.11 Conflict of Interest

If any Respondent (or any partner in a joint venture or partnership or any member of the limited liability company if the Respondent is a joint venture, partnership, LLP, or LLC) has assisted the City in the preparation of these RFQ documents such that provision of such assistance would give Respondent an unfair advantage or otherwise impair the integrity of the procurement process, or if Respondent has an organizational conflict of interest that might compromise Respondent’s ability to perform the contract, that Respondent may be disqualified from submitting a SOQ. If applicable, Respondent must provide a statement and information disclosing its participation with respect to the RFQ documents and/or potential organizational conflicts of interest.

The City has determined that the following firms and their affiliates present the appearance of a conflict of interest and their participation on a Respondent Team could lead to the Respondent to be disqualified:

- WSP
- Roderick Group
- GSG Consultants
- Kaplan Kirsch and Rockwell, LLP
- Metro Strategies
- Muller + Muller
- Environmental Design, Inc.
- American Survey
- Riley Safer Holmes & Cancila, LLP

Respondents shall not contact the following identified stakeholders regarding the Project, including employees, representatives, members, consultants and advisors of the entities listed below, with the exception that any Railroad, Metra, or Amtrak may be part of a Respondent team. The CIT will provide an opportunity for any necessary coordination during the RFP process with such entities in order that, among other things, the solicitation be implemented in a fair, competitive and transparent manner and with uniform information. Information requests concerning these entities shall be sent to the CIT:

- CTA
- Metra
- Amtrak
- Federal Aviation Administration
- Federal Transit Administration
- USDOT Build America Bureau
- USDOT Secretary’s Office
- USDOT Innovative Program Delivery
- IDOT
- Federal Railroad Administration
- Utilities (ComEd, People’s gas)
- Railroads (CSX, CN, UP)

8.12 Respondent Communications

During the entire Project procurement period, commencing with the issuance of this RFQ and up to the final award of Contract, there can be no direct communications between Respondents and employees of the City. Respondents must communicate only with the CIT regarding this RFQ. All questions or requests for clarification must be submitted in accordance with Section 8.3 of this RFQ.

Further, any public statements regarding this Project and this RFQ must be coordinated with the CIT.

A Respondent that deviates from any of these requirements may be subject to immediate disqualification from this RFQ process, at the sole discretion of the City and the CIT.

8.13 State of Illinois Equal Employment Opportunity Clause

City contractors are subject to the requirements of 44 Ill. Admin. Code 750 Appendix A, including the requirement to hire new employees in a way that minorities and women are not underutilized.

8.14 Economic Disclosure Statement (“EDS”)

Respondent will need to complete an EDS prior to the submission of any RFP Proposals, should they be shortlisted. At the discretion of the CIT, a Respondent who does not file an EDS prior to the RFP proposal due date, may be found non-responsive and its proposal rejected. Further information regarding the EDS filing requirements is provided in Exhibit E.

8.15 Compliance With Laws

Respondents shall comply with all applicable federal, state, and local laws, statutes, ordinances, rules, regulations, codes, and executive orders, all as may be in effect from time to time, including Title 2, Chapter 2-156 of the Municipal Code of Chicago, pertaining to or affecting the Respondents. Upon the CIT’s request, Respondents shall provide evidence satisfactory to the CIT of such compliance.

The contract(s) awarded will be governed by the laws of the State of Illinois, and is (are) deemed payable and performable in the City of Chicago and Cook County, Illinois. The venue for all disputes thereunder shall be in these jurisdictions.

8.16 Property of Submissions

SOQs will become the property of the CIT and will not be returned to the Respondent.

9 Reserved Rights & Disclaimer

9.1 CIT and City Reserved Rights

The CIT and the City may investigate the qualifications and SOQ of any Respondent under consideration, may require confirmation of information furnished by a Respondent and may require additional evidence of qualifications to perform Developer’s obligations under the Contract. The CIT and the City reserve the right, in its discretion, to:

- a) Modify the solicitation process to address applicable law and/or the best interests of the City.
- b) Revise the scope, type, structure and specific terms of this RFQ.
- c) Modify the scope of the Project during the solicitation process.
- d) Develop the Project, including any portion thereof, in any manner that they, in their sole discretion, deem necessary.
- e) Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by the City of a P3 Agreement, without incurring any cost obligations or liabilities.
- f) Issue a new request for proposals after withdrawal of this solicitation.
- g) Not shortlist any Proposer responding to this RFQ.
- h) Not issue a RFP.
- i) Reject any and all submittals, responses and SOQs received at any time.
- j) Modify all dates set or projected in this RFQ.
- k) Terminate evaluations of SOQs received at any time.
- l) Issue addenda, supplements and modifications to this RFQ.
- m) Appoint evaluation committees to review SOQs, make recommendations and seek the assistance of outside technical, financial and legal experts and consultants in SOQ evaluation.
- n) Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ and require additional evidence of qualifications to perform the work described in this RFQ.
- o) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ.
- p) Add or delete Respondent responsibilities from the information contained in this RFQ or any subsequent RFP.
- q) Waive deficiencies in a SOQ, accept and review a non-conforming SOQ or permit clarifications or supplements to a SOQ.
- r) Disqualify any Respondent that changes its SOQ without CIT or City approval.
- s) Disqualify any Respondent under this RFQ, the RFP or during the period between the RFQ and RFP for violating any rules or requirements of the solicitation set forth in this RFQ, the RFP or in any other CIT or City communication.
- t) Add to the shortlist of Respondent any Respondent that submitted an SOQ in order to replace a previously Shortlisted Respondent that withdraws or is disqualified from participation in this solicitation.
- u) Develop some or all of the Project itself.
- v) Exercise any other right reserved or afforded to the CIT or City under this RFQ, or other applicable laws.
- w) This RFQ does not commit or bind the CIT or City to enter into a contract or proceed with the solicitation described herein.

9.2 Disclaimer

In no event shall the CIT and the City be bound by, or liable for, any obligations with respect to the Project until such time (if at all) as the Contract, in form and substance satisfactory to the CIT and the City, have been authorized and executed by the City and, then, only to the extent set forth therein. In submitting a SOQ in response to the RFQ, Respondent is specifically acknowledging these disclaimers.

10 Definitions

The following capitalized terms used in this RFQ solicitation shall be defined as follows:

ACDBE: Means a firm certified as an Airport Concession Disadvantaged Business Enterprise in accordance with 49 CFR Part 23 and the Illinois Unified Certification Program.

Addenda/Addendum: Has the meaning set forth in Section 8.4.

Affiliate(s): Means 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 Respondent Team 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 Respondent Team member, (ii) any of the members, partners or joint venture members of the relevant Respondent Team member, or (iii) any Affiliate of the relevant Respondent Team 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 Respondent Team member's shareholders other than shareholders whose only interest in the Respondent Team 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.

Amtrak: Means the National Railroad Passenger Corporation, doing business as Amtrak.

Business Day: Means business days (Monday through Friday, excluding legal holidays, or City shut-down days) in accordance with the City of Chicago business calendar.

CDOT: Means the Chicago Department of Transportation.

Chicago Central Business District or CBD: Means the district consisting of those streets or parts of streets within the area bounded by a line as follows: beginning at the easternmost

point of Division Street extended to Lake Michigan; then west on Division Street to LaSalle Street; then south on LaSalle Street to Chicago Avenue; then west on Chicago Avenue to Halsted Street; then south on Halsted Street to Roosevelt Road; then east on Roosevelt Road to its easternmost point extended to Lake Michigan; including parking spaces on both sides of the above-mentioned streets.

CIT: Means the Chicago Infrastructure Trust.

City: Means the City of Chicago.

City Council: Means the City Council of the City of Chicago, Illinois.

Concessionaire: Means the successful Respondent that has executed the Contract with the City to design, build, finance, operate and maintain the Project.

Contact Person: Means the designated primary CIT contact person for this RFQ process, as specified in Section 8.2.

Contract or P3 Agreement: Has the meaning set forth in Section 1.1.

CTA: Means the Chicago Transit Authority.

Equity Member: Means any Team Member of a Respondent that will contribute shareholders' equity to the Concessionaire as part of the financing plan for the Project.

EC: Means Evaluation Committee(s).

Guarantor: Means an entity that intends to provide financial, human resources, and other support to an Equity member or a Prime Team Member to assist in delivering the Project.

Key Personnel: Means the positions and corresponding individuals that are essential to Project delivery, as identified by Respondent pursuant to Exhibit A.

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

Lead Design Firm: Means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the design and engineering of the Project.

Lead Operations Firm: Means the member of the Respondent team, whether a single entity or joint venture, primarily responsible for the operations of the Project.

Metra: Means the commuter rail division of the Regional Transportation Authority, a division of an Illinois municipal corporation.

Minority Business Enterprise or MBE: Means a firm certified as a minority-owned business enterprise in accordance with City Ordinances and Regulations as well as a firm awarded certification as a minority owned and controlled business by Cook County, Illinois.

Multi Project Labor Agreement: Means the project labor agreement the City has entered into with various trades regarding projects involving construction, demolition, maintenance, rehabilitation, and/or renovation work, as described in the project labor agreement, a copy of which may be found on the City's website at: <http://www.cityofchicago.org/dam/city/depts/dps/RulesRegulations/Multi-ProjectLaborAgreement-PLAandSignatoryUnions.pdf>.

NEPA: Means the National Environmental Policy Act.

OE: Means the O'Hare Express System.

ORD: Means O'Hare International Airport.

P3: Means public-private partnership.

Prime Team Member: Means any Team Member meeting one or more of the following criteria: 1) entity itself solely constitutes a Respondent, 2) entity is an Equity Member of a Respondent, 3) entity has been designated the Lead Contractor, Lead Design Firm, or Lead Operations Firm, or 4) entity is generally described as having responsibility corresponding to 30% or more of the anticipated cost to complete project delivery.

Project: Means the O'Hare Express System project as described in this RFQ.

Railroad(s): Means a carrier of persons or property upon cars operated upon stationary rails. For the purpose of this definition, the following entities are excluded: Amtrak, CTA, and Metra.

Respondent Representative or Representative: Has the meaning set forth in Section 8.1.

RFC: Means Requests for Clarifications as defined in Section 7.4.

RFP: Means Request for Proposal.

Respondent(s): Means an entity submitting a SOQ for the Project in response to this RFQ.

RFQ: Means this Request for Qualifications, as described in Section 1.1.

Shortlisted Respondent: Has the meaning set forth in Section 1.1.

SOQ or Statements of Qualifications: Means the statement of qualifications submitted by a Respondent in response to this RFQ.

SOQ Due Date: Means the submission date and time deadline for the SOQ submission to the CIT, as set forth in Section 1.5.

Submission Address: Has the meaning set forth in Section 5.3.

Team Member: Means any entity within a Respondent.

Vehicle Manufacturer(s): Means an entity that manufactures and assembles passenger vehicles for rail, transit, or any other potential application that may be utilized for the Project.

Women Business Enterprise or WBE: Means a firm certified as a women-owned business enterprise in accordance with City Ordinances and Regulations as well as a firm awarded certification as a women owned business by Cook County, Illinois.

Work: Means all labor, materials, equipment, deliverables, and other incidentals to be provided by Developer under the Contract that are necessary or convenient to the successful completion of this Project and that are required by, incidental or collateral to the Contract.

EXHIBIT A: SOQ SUBMITTAL REQUIREMENTS

1 Part A

Part A of the SOQ shall contain the following:

1.1 General

- a. **Form A:** To facilitate the review and evaluation of SOQs, the Respondent must include a completed RFQ Response Checklist as provided in **Form A**.
- b. **Form B (SOQ cover letter):** Each SOQ must include a SOQ cover letter utilizing the template provided in **Form B**, completed on Respondent's company letterhead and executed by an individual with appropriate authority to bind the Respondent to their SOQ commitments. For Respondents that are (or are expected to be) joint ventures, partnerships, limited liability companies or other associates, the SOQ cover letter shall have appended to it letters on the letterhead stationary of each entity with an equity interest in the Respondent stating that representations, statements and commitments made by the lead firm are authorized, correct, and accurately represent the role of the its firm in the Respondent team.
- c. **Executive Summary:** The executive summary, not exceeding 5 pages, shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the SOQ and its ability to satisfy the financial and technical requirements of the Project. The executive summary shall address why Respondent wants to become the Concessionaire for the Project.

1.2 Information Regarding Respondent, Prime Team Members, and Guarantor(s) (Form C)

Provide an executed original of **Form C** for Respondent, each Prime Team Member, and each Guarantor (if applicable).

1.3 Respondent Team Composition and Structure

1.3.1 Management Structure

Describe the Respondent's management structure, including its teaming arrangements, allocation of roles and responsibilities within the Respondent Team and how Respondent will organizationally operate at each phase of the Project (i.e. environmental mitigation, design, construction, system integration, operations and maintenance). Describe the prior experience (if any) of the Respondent Team working together with the Respondent's management structure and allocation of roles and responsibilities.

This section of the SOQ shall not exceed 8 pages.

1.3.2 Organizational Charts

Provide an organizational chart which sets forth the Respondent Team structure and identifies the proposed functions. A separate organizational

chart covering Key Personnel shall also be provided identifying proposed responsibilities and reporting structure.

Each organizational chart shall not exceed 1 page.

1.3.3 Key Personnel

Identify the key positions that the Respondent anticipates will be required for successful delivery of the Project. Describe the role and responsibilities associated with each such key position and identify the individuals on the Respondent Team to fill each key position.

This section of the SOQ shall not exceed 3 pages.

1.3.4 Resumes and References

Provide resumes of not more than two pages per resume that may include three references for each identified Key Personnel.

1.3.5 Commitment of Key Personnel Availability

Provide an express, written statement from each entity employing each Key Personnel committing that such Key Personnel shall be available to serve in the applicable position identified in the SOQ for the Project.

1.4 Relevant Development Experience

1.4.1 Comparable Project Development

For each Prime Team Member, the Respondent shall identify up to three projects using **Form D-1** for each project and **Form D-2** that demonstrates in detail the Respondent Team's experience in comparable Projects, with particular preference to relevant design-build, turn-key, and P3 project delivery or projects of comparable size and scope. For each project, the Respondent shall complete **Form D-1**, which shall not exceed 5 pages. The Respondent shall complete **Form D-2** to list all projects identified by the Respondent pursuant to this Section 1.4.1 of Exhibit A.

Respondents are advised that if the contact information provided is not current, the City and the CIT may elect to exclude the experience represented by that project in determining Respondent's qualifications.

1.5 Approach to Project Development

1.5.1 General Approach

Describe the Respondent's conceptual plan to develop, design, construct, operate and maintain the Project, including a discussion of life cycle cost analysis for alternatives, commitment of resources and the use of subcontractors and suppliers. As outlined in this RFQ, the CIT and the City are currently open to various Project alignments and termini. Respondents should identify their preferred alignment within their Approach to Project Development. Further, Respondents are encouraged to provide feedback

regarding the feasibility, benefits, and constraints of multiple alignments and termini. The description should include:

- a. A description of the Respondent's general approach to advancing Project development, including how the Respondent Team anticipates the allocation of responsibilities among the Respondent Team members;
- b. An overview of the Respondent's general approach to the development, design, construction, operations, and maintenance management, including quality control/quality assurance and Project oversight;
- c. A description of the Respondent's approach to encourage, allow for, and implement innovative solutions to key Project elements and issues;
- d. A description of the Respondent's general approach to traffic management, health and safety, security permit procurement, utility relocation and adjustment services, environmental protection, connecting facilities, system integration, fare collection and public relations;
- e. A description of the major risks associated with each phase of the Project including design-build, operation and maintenance and approach to managing those risks;
- f. A description of the Respondent's approach to optimizing life-cycle cost;

This section of the SOQ shall not exceed 15 pages.

1.6 MBE/WBE/ACDBE Participation Plan and Workforce Development Participation, Approach and Experience

1.6.1 Section D – Ability to Meet MBE/WBE/ACDBE Participation Plan

Respondent must generally describe its plan for MBE/WBE participation, and (if applicable) ACDBE participation plan and its commitment to achieving or exceeding meaningful technical and financial goals. Consistent with the CIT's and the City's practice of encouraging and facilitating the participation of MBEs and WBEs in prime Developer roles on projects, the CIT urges Respondents to partner with MBE and/or WBE firms at the Prime Developer level. To be eligible for favorable consideration under the Prime Developer element of the criteria, proposed MBE and/or WBE participation on a Respondent's team must include well-defined management roles and responsibilities for the MBE and/or WBE team members and must allocate to the MBE and/or WBE financial risk commensurate with the financial rewards available to be achieved by a Selected Respondent.

1.6.2 Section E – Workforce Development Plan

The City urges Respondents to have a diverse workforce that is representative of the City. Consistent with the City's practice of encouraging and facilitating the participation of local residents, SOQs must include a Workforce Development Plan that at minimum addresses the major areas outlined below. The Workforce Development Plan should describe the Respondent's subcontracting, hiring, staffing, and any other relevant strategies and plan to achieving the City's desired workforce development goals.

For all construction work, Concessionaire will be required to comply with the minimum percentage of total worker hours performed by actual eligible residents of the City of Chicago as specified in MCC 2-92-330 and rules and regulations adopted thereunder. 50% of the total work hours must be performed by City Residents unless the City determines otherwise. Additionally, at least 7.5% of the total work hours must be performed by Project Area Residents.

1.7 Safety Record Information (Form F)

Provide an executed original of **Form F** for each of the Lead Contractor and Lead Operations Firm.

1.8 Administrative and Legal Information

- a. **Confidential Contents Index:** A page executed by the Respondent that sets forth the specific items in the Proposal (specifying Volume, section and page numbers within the Proposal at which such items are located) that the Respondent deems confidential, trade secret or proprietary information protected by (as described in Section 8.6).
- b. **Legal Issues:** Identify and explain any significant anticipated legal issues relating to Respondent and any Prime Team Member that must be resolved in order to deliver the Project and perform its obligations under a P3 Agreement.
- c. **Legal Liabilities:** Provide a list and a brief description of all instances during the last five years in which Respondent, any Prime Team Member, or any Affiliate of the foregoing was (a) determined, pursuant to a determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract, or (b) terminated for cause. For each instance, identify an owner's representative with a current phone and fax number (and e-mail address if available).
- d. **Legal Proceedings:** Provide a list and a brief description (including the resolution) of each arbitration, litigation, dispute review board and other dispute resolution proceeding occurring during the last five years between the public owner and the Respondent, any Prime Team Member, or any Affiliate of the foregoing, involving an amount in excess of \$500,000 related to performance in projects with a value in excess of \$15 million.

Include a similar list for all projects included in the response to Section 1.4 of this Exhibit A, regardless of whether the dispute occurred during the past five years or involved the same organization that is on the Respondent's team. For each instance, identify an owner's representative with a current phone and e-mail address.

2 Part B

Part B of the SOQ shall contain the following items.

2.1 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, Respondents should assume the minimum equity contribution required for the Project's financial plan by lenders, rating agencies or the City is \$250 million. In such case that a Respondent's Preliminary Plan of Project Finance does not include any debt financing, Respondent's should assume the minimum equity contribution required for the Project is \$1 billion. Note that these amounts 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:
 - a. 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.
 - b. 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.
 - c. 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 C**. 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.
 - d. 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:
 - a. 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.
 - b. 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 C**) 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.
 - c. 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 C**. 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.
 - d. 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 Project construction substantial completion.

2.2 Financial Officer's Certificate (Form G)

Proposals shall include a completed Financial Officer's Certificate (**Form G**) from each Equity Member and each Guarantor of each Equity Member. Each Financial Officer's Certificate must be signed by the chief financial (or equivalent) officer of each entity listed above, dated within seven (7) calendar days of the SOQ Due Date.

2.3 Financial Statements

TO BE SUBMITTED IN ELECTRONIC FORM ONLY

All financial statements required by this RFQ shall be submitted electronically in searchable PDF format.

Each Equity Member and Lead Contractor 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 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 C**, then financial statements shall be submitted only for each Guarantor. If an entity is a newly formed entity 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 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.

2.4 Financial Letters of Support

In such case that the Respondent's Preliminary Plan of Project Finance includes debt financing, for each Equity Member, the Respondent shall provide at least three, but no more than five letters from underwriters or from the Equity Member's principal banks, indicating that the identified Equity Member is capable of securing, managing and bringing to financial close the financing of a project of the size and nature comparable to the Project involving a public-private partnership.

To be considered, a letter must be issued by a bank having long-term, unsecured debt ratings of not less than "A" or "A2", as applicable, issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group). The bank's long term, unsecured debt ratings shall be indicated in the letter. The letter shall indicate any experience the lender has with the identified Equity Member in connection with public-private partnership concession financing packages in the infrastructure sector that have closed within the past seven (7) years and that has raised a non-recourse finance value in excess of \$500 million at the time of closing.

In instances where the SOQ contains descriptions of proposed or anticipated material changes in the financial condition of the Equity Member for which financial information is submitted as required under Section 2.3 of this Exhibit A for the next reporting period, the underwriter(s) or bank(s) providing letters of support pursuant to this Section 2.4 of this Exhibit A must provide a certificate stating its analysis specifically incorporates a review of the factors surrounding such changes and identifying any special conditions which may be imposed before the raising of finance for the Project. Such certifications, if any, shall be included in an appendix to Part B of the SOQ.

2.5 Financing Experience

2.5.1 General

Describe the relevant financing experience of the Respondent Team with successful project finance and P3 Projects (both equity and debt), with specific focus on comparable transportation infrastructure projects. For entities that invest equity through one or more funds or vehicles under common or similar management or ownership, the experience of all such funds and vehicles may be included.

This section of the SOQ shall not exceed 2 pages.

2.5.2 Project Examples

For each Equity Member, Respondent shall identify up to three projects that demonstrate the Respondent's project finance experience. For each project, the Respondent shall complete **Form E**, which shall not exceed 2 pages.

Respondents are advised that if the contact information provided is not current, the CIT and City may elect to exclude the experience represented by that project in determining Respondent's qualifications.

2.5.3 Key Financial Individuals

Identify the name(s) of up to three key financial individual(s) that will be responsible for the Project financing and describe their relevant experience and how they would contribute to the successful financing of the Project.

2.5.4 Resumes and References

Provide resumes of not more than two pages per resume that include three references for each identified Key Personnel.

2.5.5 Commitment of Key Personnel Availability

Provide an express, written statement from each entity employing each Key Personnel committing that such Key Personnel shall be available to serve in the applicable position identified in the SOQ for the Project.

2.6 Preliminary Plan of Project Financing

The Respondent shall provide a narrative description of the Respondent's anticipated approach(es) to financing the project and any other relevant financial information (the "Preliminary Plan of Project Financing").

The conceptual Project financing discussion is intended to provide the Respondent an opportunity to demonstrate their knowledge and understanding of the tools, requirements, and critical considerations involved in developing and implementing a plan of finance for the Project. Respondents should provide a summary of the major factors that will influence the development of a finance plan for the Project, including at a minimum a discussion of the following topics:

- i. Financing options/sources/structure(s) the Respondent anticipates considering pursuing to obtain the financing required to complete the Project, based on comparable transactions and current market conditions;
- ii. Identify any innovative financing transaction structures that will be used to achieve added value for money, including benchmarking and other efforts to ensure reduced financing costs. If advisors or financiers have already been selected by the Respondent, the Respondent shall state how the advisors or financiers were selected and the reasons of selection;
- iii. Any perceived challenges to financing the Project or to achieving a more efficient financing approach and potential approaches to overcoming these challenges; and
- iv. Key credit strengths and weaknesses of the Project and potential mitigants for the weaknesses that could be applicable; and

The CIT and the City understand that the ultimate financing structure will depend on the terms of the P3 Agreement; therefore, nothing in a Respondent's Conceptual Project Finance Plan will be binding in any way and will not limit the Respondent, if shortlisted, from exploring and/or proposing a different financing approach.

This section of the SOQ shall not exceed 10 pages.

EXHIBIT B: POTENTIAL PROJECT ALIGNMENTS & TERMINALS

1 Project Characteristics

The Project will be an express transportation system connecting ORD and Downtown Chicago. There will be, at minimum, two stations (at the beginning and end points of the Corridor), and one maintenance facility. The Project will likely operate in exclusive or dedicated right of way for the entire length of the line.

Respondents are advised that the descriptions in this Exhibit are for information purposes only. The Concessionaire will be responsible for performing final design in accordance with the P3 Agreement. Additionally, as outlined in Section 2 of the RFP, the CIT and City remain open to alternative surface and subsurface alignments of the Project.

2 Potential O’Hare Express System Alignments

The City has identified certain existing transportation infrastructure rights-of-way between O’Hare Airport and downtown Chicago. Three potential alignments are provided below for information purposes only.

2.1 CN – CSX Corridor

This corridor travels southeast from the east side of O’Hare Airport on the Canadian National CN Waukesha Subdivision, passing through Junction B-12 in Franklin Park, and across the Des Plaines River to Madison Street. At Madison Street, the mainline corridor runs on the CSX Altenheim Subdivision to the south side of the I-290 Eisenhower Expressway corridor where it heads east. At approximately Central Avenue, the CSX alignment leaves the I-290 Eisenhower Expressway corridor and heads east to Rockwell Street.



The CSX-CN mainline corridor offers the potential for exclusive or near exclusive track use from Junction B-12 to Rockwell Street. There are 11 at-grade street crossings, but they all have gates and signals in place. There are also 28 structures carrying the railroad over a street, and 2 structures carrying the railroad over the Des Plaines River and small stream near the CN Schiller Park Yard (the condition of these structures is

unknown). A new flyover would be required at Junction B-12 to ensure reliability for OER service. This corridor would require use of existing freight railroad right-of-way that is mostly unused.

From an operating perspective, the CN – CSX mainline corridor has generally limited conflict with other trains. The CN section north of Junction B-12 in Franklin Park has existing Metra NCS traffic, with virtually no traffic on the remainder of the mainline corridor. Dispatching is currently being performed by CN and CSX, and there are only a limited number of existing stations (three) along the corridor.

2.2 NCS Alignment

The Metra North Central Service (NCS) is a commuter rail line running from Antioch in central Lake County through northwest Cook County and Chicago to downtown Chicago at Chicago Union Station. The Metra NCS currently serves O'Hare International Airport and operates on the CN Waukesha Subdivision and the Metra Milwaukee District West (MD-W) Line. Owing to the limited frequency offered by the Metra NCS and access time to the terminals, the O'Hare Transfer station is not currently a significant means of access for travelers to O'Hare International Airport. The Metra NCS mainline corridor would likely have capacity and reliability issues with the level of commuter rail service on the Metra MD-W line. This corridor includes 22 at-grade road crossings, but they all have gates and signals in place. Similar to the CS-CN Alignment, this corridor also includes 28 structures carrying the railroad over a street, and 2 structures carrying the railroad over the Des Plaines River and small stream near the CN Schiller Park Yard. A grade separated connection at Junction B-12 is also desired to ensure reliability. For this alignment, there are significant civil speed restrictions at Canal Street (15 mph), A-2 (20 mph) and A-5 (15 mph), and the MD-W segment would require additional tracks for the OER to provide the needed capacity and ensure reliability.

structure, and the Kennedy Expressway median. There are 17 stations (Rosemont, Cumberland, Harlem, Jefferson Park, Montrose, Irving Park, Addison, Belmont, Logan Square, California, Western, Damen, Division, Chicago, Grand, and Clark/Lake) plus the O’Hare station, which is a three-track stub end station. There are no at-grade road crossings along the corridor. In addition to the elevated guideway between Evergreen and Sacramento, there are 6 structures carrying the CTA Blue Line over a street. The structures’ condition is unknown. There are 20 overpasses over the CTA Blue Line.

The Metra UP-NW commuter rail line operates on the UP Harvard Subdivision and generally runs parallel to the Kennedy Expressway from Bryn Mawr Avenue to Clybourn station, switching from the north side of the expressway to the south side of the expressway at Milwaukee Avenue, and back to the north side of the expressway at Addison Street. There are three tracks in this section of the UP-NW line until a point near the Clybourn station where the UP-North line joins the right-of-way where it becomes four tracks. At approximately Division St., the UP-NW line begins travelling east of the Kennedy Expressway. The UP-West line joins the right-of-way at Northwest Junction east of Desplaines Street and turns south to enter Ogilvie Transportation Center. There are 4 stations in this section of the UP-NW line (Gladstone Park, Jefferson Park, Irving Park, and Clybourn), and Ogilvie Transportation Center. There is an at-grade crossing at Mayfair with the Milwaukee District North line. There are 60 structures carrying the railroad over a road. The condition of these structures is unknown.



2.4 Track

For the CSX- CN alignment, two new tracks are proposed from north of Junction B-12 to the downtown Chicago station terminal. North of Junction B-12, new track(s) may be necessary. For the Metra NCS alignment, new track(s) are required along the Metra Milwaukee District West portion. North of Junction B-12, new track(s) may be necessary.

2.5 Signal Network and PTC

The proposed design includes new signals and positive train control (PTC) for tracks sections used principally by the OER. This could include sections south and east of Junction B-12 on the CN-CSX Alignment. For the Metra NCS Alignment, it is assumed that new/updated signals and PTC will be implemented by Metra and CN in 2018 to implementation of OER service. However, for new track sections for OER service that are included in this alternative, PTC will be required.

2.6 Third Party Coordination

Railroad Agreements

The City has approached CSX, CN, and UP with respect to potential right-of-way, excess rights of way, and usage arrangements for the Project. The City will coordinate with and / or assist the Concessionaire to negotiate any necessary railroad agreements based on the ultimate alignment selected for the Project. Additional information on the relevant railroad agreements will be provided in the RFP.

The City has also started conversations with the CTA, Metra, and Amtrak.

Utility Relocation

The City is currently investigating the nature and extent of utilities that may be impacted by construction along potential Project alignments. The City expects to enter into agreements with affected utility owners to streamline the processes for planning, relocation, inspection and payment. After receipt of notice to proceed, the Concessionaire will directly coordinate with utility owners whose utilities were not previously relocated. The City will remain available to assist in any negotiations with utility owners. Detailed information on utility relocations and allocation of related responsibilities among the City and the Concessionaire will be provided in the RFP.

2.7 Right-of-Way Acquisition

It is anticipated that the City will coordinate with, and assist, the Concessionaire, as necessary, in the acquisition of all real property rights necessary for construction and operation of the Project, including rights-of-way for the commuter rail guideway and all Facilities and Systems. However, all costs associated with the acquisition of real property rights for the Project shall be reimbursed to the City by the Concessionaire and shall be considered a Project cost. It is recognized that the owners of the potential rights-of-way want to protect their infrastructure investments, including existing and future facility and operational flexibility.

The Project property interests are anticipated to be acquired, as necessary, from private parties, including freight rail entities, and from local jurisdictions if required. Additional detail regarding the timing of such acquisitions will be provided in the subsequent RFP.

3 Downtown Station Sites

The City has identified the following sites as potential downtown Chicago station sites for the Project. The CIT and the City remain open to alternative sites for the downtown Chicago terminus. The information provided below is for informational purposes only.

3.1 Chicago Union Station

Chicago Union Station (South): The CN-CSX alignment would transition from CSX Altenheim Subdivision to the UP and BNSF through or along the UP Global 1 yard and then use the existing two track right-of-way available either north or south of BNSF to travel on an embankment under the CTA Pink Line east of Paulina Street. Discussions have not been initiated with the UP and BNSF regarding this alignment. However, based on preliminary discussions with Amtrak, the south approach to Chicago Union Station is feasible, potentially modifying the currently unused mail tracks and platform, as well as implementing other track and signal changes.

Chicago Union Station (North): Metra's North Central Service currently terminates on the north side of Chicago Union Station. An additional track is proposed east of Ogden Avenue. Based on preliminary discussions with Amtrak, the north approach to Chicago Union Station is feasible, but would require track, signal and platform modifications.

Please note: Amtrak is the owner of Chicago Union Station and is open to discussions with potential OER partners, as any use of Chicago Union Station will require an agreement with Amtrak. Additionally, Amtrak will make available additional information regarding Chicago Union Station to interested parties. The information is accessible via an online shared site; Respondents seeking this information should email the request to Joseph E. Shacter, Senior Manager of State Corridors at Amtrak, at joseph.shacter@amtrak.com.

3.2 Block 37

The Block 37 station site is a diagonal connection and station area between the Blue Line Dearborn Street Subway and the Red Line State Street Subway between Randolph and Washington Streets located in the lower level of the building located at 108 North State Street, Chicago.

The Block 37 station site was designed to facilitate train operations between O'Hare and Midway and includes space for a center platform and two side platforms. The station can be accessed from the Pedway running through the 108 North State building between the CTA's Red Line Lake Street station and Blue Line Washington Street station. Provision has been made for the installation of escalators and elevators from the Pedway level to a lower level designed to accommodate tunnels and tracks connecting the Red Line State Street Subway and the Blue Line Dearborn Street Subway.

3.3 Clinton/Congress Station

From the CSX Altenheim Subdivision, the OER would travel north along and above the UP Rockwell Subdivision right-of-way to the CTA Blue Line Forest Park Branch right-of-way. The OER would travel east in the CTA Blue Line right-of-way and use two unused subway portals adjacent to and north of the two subway portals used by the Blue Line that are located in the Jane Byrne interchange. A short subway section would be needed to a terminal station located at Clinton Street, so that a transfer connection to the CTA Blue Line Clinton Station could be constructed. An improved pedestrian connection between Chicago Union Station and the CTA Blue Line station is currently being planned by Amtrak and the City.

3.4 Canal/Clinton Station

A potential downtown station site has been identified in the vicinity of Canal and Clinton Streets, south of Kinzie Street. This site is currently a Metra employee parking lot (west of Clinton and the Cassidy Tire building and parking (east of UP tracks).

EXHIBIT C: O'HARE EXPRESS SYSTEM RIDERSHIP REPORT

O'Hare Express System Ridership Report

September 2017

Prepared By



WSP USA Inc.
30 North LaSalle, Suite 4200
Chicago, IL 60602

Table of Contents

1.0	INTRODUCTION	1
2.0	STUDY AREA AND ZONE SYSTEM.....	3
3.0	2015 AIR PASSENGER SURVEY	5
4.0	AIR PASSENGER TRIP TABLE DEVELOPMENT.....	7
4.1	Air Passenger TRIP FRAMEWORK.....	7
4.2	Airsage Data Integration	11
5.0	MODE CHOICE INPUT PREPARATION.....	12
5.1	Mode Choice Framework.....	12
5.2	Travel Time Components.....	13
5.2.1	Highway Times.....	13
5.2.2	Transit Times	15
5.2.3	Airport Transit System Times	16
5.2.4	Travel Costs	17
5.3	Income Stratification	17
5.4	Value of Time.....	19
6.0	MODEL ESTIMATION AND VALIDATION	21
7.0	RIDERSHIP RESULTS	25

Tables

Table 3.1:	Source of O’Hare Traveler Survey Records.....	5
Table 3.2:	CBD OD Survey Market Segments (Air Passengers)	6
Table 4.1:	Trip Table Development Framework.....	8
Table 4.2:	O’Hare Air Passenger Forecast.....	9
Table 4.3:	CMAP CBD Population and Employment Forecast.....	10
Table 4.4:	AirSage Data Totals to and from O’Hare Airport	11
Table 5.1:	Private Mode Travel Time Assumptions (Highway Modes)	13
Table 5.2:	Public Mode Travel Time Assumptions (Transit Modes)	14
Table 5.3:	Airport Transit System (ATS) In-Vehicle Times.....	16
Table 5.4:	ATS and CTA Walk Times to Terminal by Arrival/Departures	17
Table 5.5:	Assumed Travel Costs.....	17
Table 5.6:	Income Ranges in 2015-2016 Air Passenger Survey.....	18
Table 5.7:	Value of Time by Travel Market.....	20
Table 6.1:	Calibration Targets	21
Table 6.2:	Calibration Results (First Pass, High)	22
Table 6.3:	Calibration Results (Second Pass, Reweighted Survey, Low)	23
Table 6.4:	Project Mode Choice Model Coefficients	24
Table 7.1:	2015 Air Passenger Daily One-Way Ridership Estimates (Low CTA Model).25	
Table 7.2:	2045 Air Passenger Daily One-Way Ridership Estimates (Low CTA Model).26	

Figures

Figure 2.1:	Project Chicago CBD Boundary	3
Figure 2.2:	O’Hare Airport Zone Definition.....	4
Figure 4.1:	Project Chicago CBD District Geography	8
Figure 4.2:	Hotels in the Chicago CBD	10
Figure 5.1:	Mode Choice Structure.....	12
Figure 5.2:	AM Peak Hour Highway Times to O’Hare.....	15
Figure 5.3:	Inflection Point for Surveyed Income - Taxi Mode Use to O’Hare	19

1.0 INTRODUCTION

The O'Hare Express transportation system (Project) envisioned by the City of Chicago is a response to the need for a fast and reliable connection between O'Hare International Airport and the Chicago Central Business District (CBD). This report documents the development of a ridership model and order-of-magnitude ridership forecasts for the proposed Project service. It should be emphasized that these ridership estimates do not represent investment grade forecasts.

This report presents the methodology used to obtain the 2015 base year and to prepare the 2045 ridership forecasts. In 2015, an origin-destination (OD) and stated preference (SP) survey of air passengers was conducted by the Chicago Transit Authority (CTA). It is called the "O'Hare Airport Access Study" (2015). In 2016, the task of integrating the survey into an airport mode choice model was begun. The 2015 CTA survey was used to develop air passenger trip tables, adjust time and cost coefficients, and verify income and other related information on the air passengers.

The Project estimation model used a wide range of time and cost information available from study partners, and from databases maintained by the Chicago Metropolitan Agency for Planning (CMAP). The core mode choice model compares the time and cost of the various modes of traveling between the Chicago CBD and O'Hare International Airport. These modes include taxi, drive and park, dropped-off, rental car, CTA Blue Line heavy rail, Metra commuter rail, and GoShuttle hotel shuttle. The location and travel times of the O'Hare Airport Transit System (ATS) were also included in the estimation work. WSP validated the 2015 air passenger mode choice model prior to Project testing, ensuring that observed ground access mode choice was replicated prior to the application of the model.

The model design is framed as follows:

- Air passenger modes to include:
 - Auto modes - drive and park, drop-off, taxi, or rental car.
 - Transit modes - CTA rail and Metra commuter rail.
 - O'Hare Express System Project to be tested after calibration.

The model stratification is framed as follows:

- By air passenger market type
 - Business and non-business
 - Resident and visitor
- By income (\$2015 dollars)
 - Under \$100K household income
 - \$100K or over household income
- By mode of access to Airport Express
 - Walk access
 - CTA rail or bus access
 - Taxi or dropped off

- Free hotel shuttle link

Two versions of the model were calibrated – one version that matched the results of the O’Hare Airport Access Study, and one version that represents a more conservative estimate of CTA Blue Line ridership proportion. In addition, AirSage OD data was obtained for March 2016 to provide an independent estimate of market size from O’Hare Airport to the Chicago CBD.

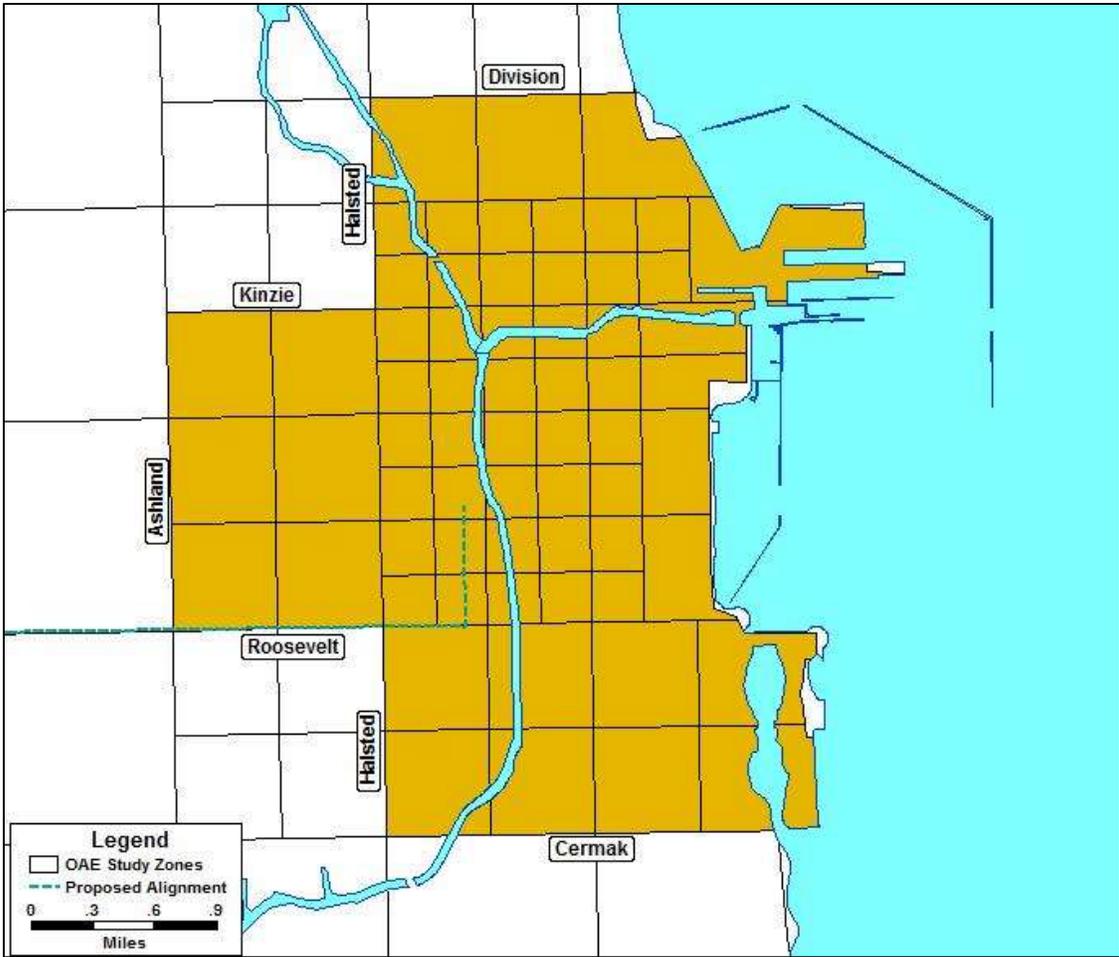
The resulting ridership model was then applied to develop ridership forecasts for proposed Project service. These ridership forecasts should be considered order-of-magnitude estimates and are not intended for investment grade decision-making for the project.

2.0 STUDY AREA AND ZONE SYSTEM

The CMAP regional travel model transportation analysis zone system, which has 1944 zones, was used as the starting point for this analysis. The Chicago CBD boundary is shown in Figure 2.1 and includes 64 transportation analysis zones. The Chicago CBD is defined to extend from Division Street on the north to Cermak Road on the south and from Lake Michigan on the east to Halsted/Ashland on the west; it covers approximately eight square miles.

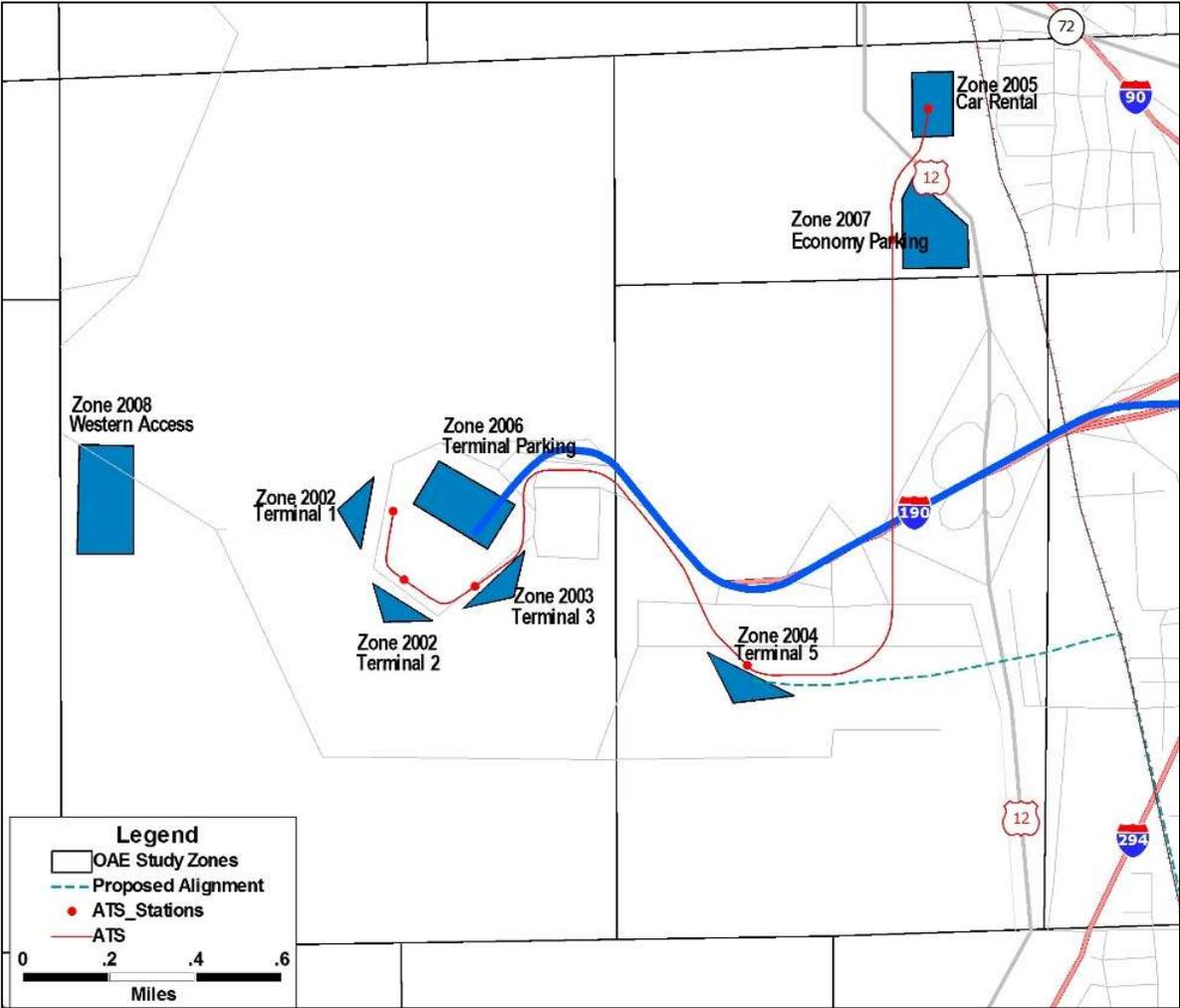
The zone system for O’Hare Airport was refined for this study. It has distinct zones for the Terminal 1-2-3 complex, Terminal 5, the CTA Blue Line station, the O’Hare Metra station and parking lots. The O’Hare zone detail is shown in Figure 2.2.

Figure 2.1: Project Chicago CBD Boundary



Source: WSP and CMAP Transportation Analysis Zone System, 2016

Figure 2.2: O'Hare Airport Zone Definition



Source: WSP and CMAP Transportation Analysis Zone System, 2016

3.0 2015 AIR PASSENGER SURVEY

To understand the movement of air passengers from the Chicago CBD, an OD survey of air travelers was conducted by the CTA in May and June of 2015. Resource Systems Group (RSG) under contract to the CTA conducted the survey, which had a total of 7,757 responses, with 7,051 originating air passengers and 706 O'Hare employees. The questions posed in the survey included the required information to develop a travel model including the mode used to access O'Hare, the purpose of the air trip, whether the traveler was a resident of the seven-county Chicago region or a visitor, which O'Hare terminal was used, origin place (hotel, home, work, other), travel time to O'Hare, employment status, age, gender and income.

An additional Stated Preference (SP) survey was answered by those respondents who lived within the study area. The survey was expanded so as to be useful for estimating the proportion of all originating air passengers. Each survey respondent's origin or destination in the CBD was geocoded into latitude-longitude coordinates, allowing them to be plotted and reviewed. The resulting point data could then be assigned to the zone system cited above. Weights were used to adjust the air passenger and worker data to be proportional to the population and to be consistent with the total number of observed trips to O'Hare Airport.

The air traveler data is a hybrid of two sample approaches. The first was an email to CTA customers who participated in a recently conducted CTA Customer Satisfaction Survey and agreed to participate in future surveys. The second source was a set of O'Hare traveler intercept interviews with departing passengers including a United Airlines email blast to their customers who took a flight out of O'Hare in May or June of 2015. The survey also included notecards in the Delta Sky Club Lounge. Each survey record in the dataset represents one or more individual traveler in the group who are assumed to share attributes. Additionally, employee responses were collected from links sent to employees of seven large employers at O'Hare. The totals for each collection scheme are shown in Table 3.1.

Table 3.1: Source of O'Hare Traveler Survey Records

Survey Data Source	# of records	% of total
Air Traveler - CTA email List	2,240	29%
Air Traveler - ORD intercept and United email blast	4,811	62%
Employees - All Sources	706	9%
All	7,757	100%

Source: CTA O'Hare Airport Access Study, 2015

In preparation for the mode choice modeling, four market segments were defined. Table 3.2 shows the percentages of weighted survey records that fall into each of the four categories. These travel markets are business purpose resident, business purpose visitor, non-business purpose resident and non-business purpose visitor. Only surveyed travelers from the Chicago downtown CBD (Figure 2.1) were processed.

Table 3.2: CBD OD Survey Market Segments (Air Passengers)

Business Purpose	
Resident	8%
Visitor	41%
Total	49%
Non-Business Purpose	
Resident	15%
Visitor	36%
Total	51%

Source: CTA O'Hare Airport Access Study, 2015

Of air passengers using O'Hare, 49% are traveling for business and 51% for non-business purposes. 8% of total travelers are business residents and 15% are non-business residents. Visitors of both business and non-business respondents make up 77% of the survey respondents.

4.0 AIR PASSENGER TRIP TABLE DEVELOPMENT

4.1 AIR PASSENGER TRIP FRAMEWORK

The four market segments to be developed for the model are differentiated by business and non-business and by resident and non-resident. In order to develop models for these four markets, it was necessary to develop the corresponding four air passenger trip tables as input to the airport mode choice models. Residents and visitors show differences in choosing modes to airports. For example, visitors do not generally have cars available to drive to airports, while many residents do. Retaining the distinction between residents and visitors in trip tables and model application improved forecasting accuracy for the Project service. The following four trip tables were developed for the base year and forecast years:

1. Business trips to O'Hare by residents
2. Business trips to O'Hare by visitors
3. Non-Business trips to O'Hare by residents
4. Non-Business trips to O'Hare by visitors

The following data sources were used to develop air passenger trip tables for base year 2015 and future year 2045:

- CTA (Resource Systems Group) 2015 O'Hare Airport Access Study Air Passenger Origin-Destination Survey
- Chicago Department of Aviation (Ricondo & Associates) Aviation Enplanement forecasts
- Chicago Hotel Room Forecast from STR Market Pipeline, March 2016
- CMAP Estimates of 2015 and 2040 Population and Employment Forecast, Quarter 1, 2016 (c16Q1)
- 2011-2015 American Community Survey 5-year Estimates of Households and Income.

Since each weighted survey record represented a sample of a similar traveling group, redistribution of these expanded survey trips was necessary to all the areas this survey record represented. An aggregation of trips to district level and then redistributing them to zones within the district based on the household, employment, and hotel distribution patterns were the primary method to develop the trip tables. Table 4.1 summarizes the aggregating geography and disaggregating variables for each type of origin, such as home-based (leaving from home to airport), work-based (leaving from work place to airport), and hotel based (leaving from hotel to airport). The geography used in this aggregation-disaggregation process is a set of CBD-based districts built from the CMAP zone system and shown in Figure 4.1. Air passenger trip densities, hotel locations, the Chicago River and the downtown street network played major roles in deciding these district boundaries.

Table 4.1: Trip Table Development Framework

Trip Purposes by Origin Location	2015 OD Survey		Trip Tables		Disaggregating Attribute
	% of Resident	% of Visitor	Resident	Visitor	
Business from Home	71%	29%	X	X	Households
Business from Work	14%	86%	X	X	Total Non-Retail Emp
Business from Hotel	4%	96%		X	Hotel Rooms
Non-Business from Home	42%	58%	X	X	Households
Non-Business from Work	58%	42%	X	X	Total Non-Retail Emp
Non-Business from Hotel	10%	90%		X	Hotel Rooms

Source: CTA O'Hare Airport Access Study, 2015

Figure 4.1: Project Chicago CBD District Geography



Source: WSP Project Study, 2016

Three variables were selected for the disaggregation purpose: households, total non-retail employment, and hotel rooms. For example, all the trips from home for business travel were aggregated at the Project district level. Then these aggregated trips were redistributed based on weighted number of households in each zone by the seven Project districts. As shown in Table 4.1 different types of origins use different variables for the disaggregation process.

The 2015 trip tables were then fratedred to 2045 based on total daily air passenger forecast provided by the Chicago Department of Aviation (CDA) as shown in Table 4.2.

Table 4.2: O’Hare Air Passenger Forecast

Year	Yearly All Enplanements (000s)	Yearly Originating Enplanements (000s)	Daily Originating Enplanements	Daily CBD Enplanements
2015	37,100	19,300	52,877	9,958
2045	(61,700 to 74,700) 68,150	(32,000 to 36,400) 34,200	(87,670 to 99,730) 93,700	(16,510 to 18,790) 17,650

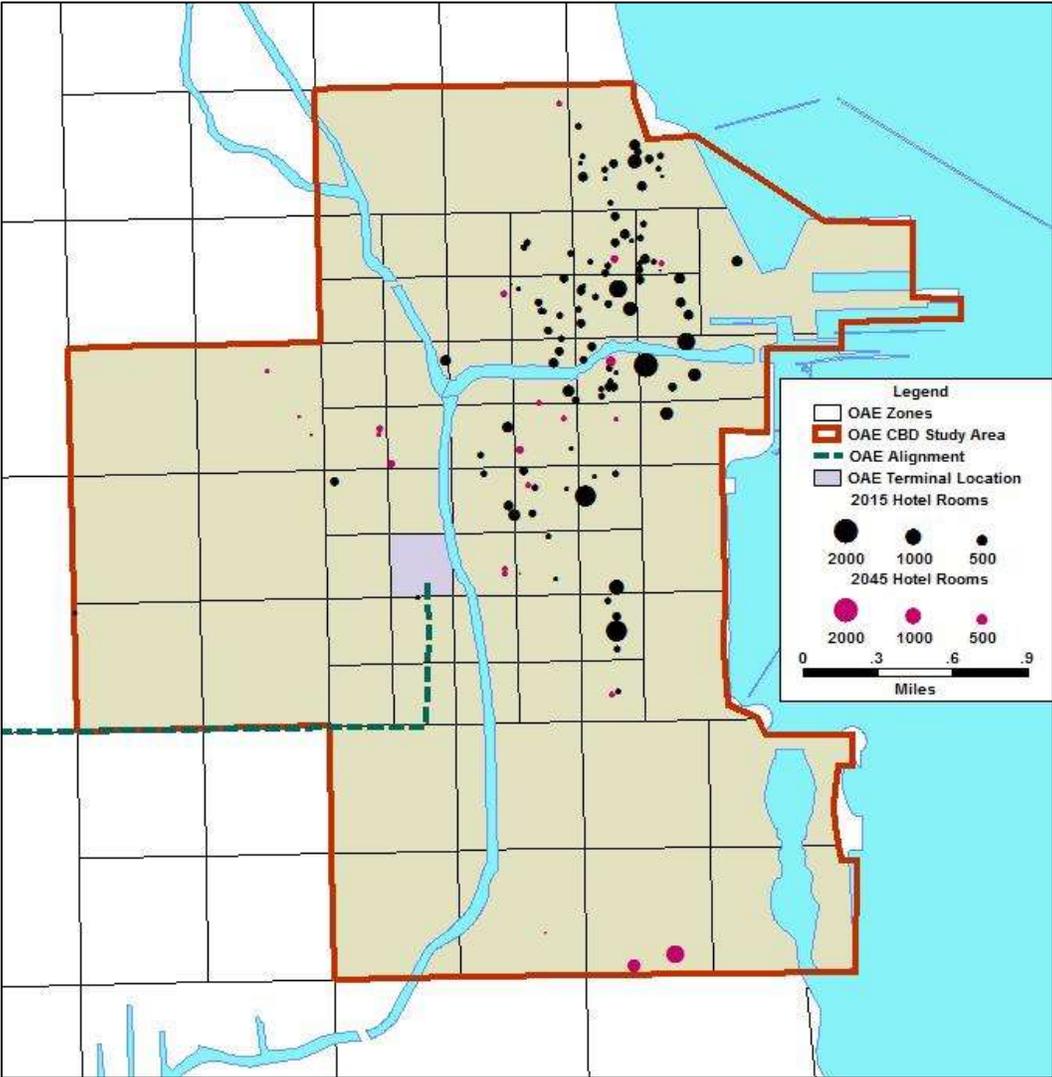
Source: CDA/Ricondo and Associates, 2016

The attribute used for hotel disaggregation is hotel rooms with the assumption that air passengers departing for O’Hare from hotel locations will be located in hotels in proportion to the hotel’s total holding capacity. Hotel room forecasts were provided by a private commercial data firm¹. The hotels utilized in the point database include all hotels and motels currently in service within the Chicago CBD. Information was also available on hotels that have closed in recent times.

Figure 4.2 shows the 2015 and 2045 hotel room totals in the CBD. The 2045 hotel room values were calculated by taking the current plus those planned or under construction. The point data was then transferred to the zonal layer using GIS functionality.

¹ STR Market Pipeline (Hotel/Motel), March 24, 2016.

Figure 4.2: Hotels in the Chicago CBD



The households and employment forecasts in the CBD study area used in the disaggregation process were obtained from CMAP. These include households, retail and non-retail employment in the expanded CBD estimated for 2015 and 2040, as shown in Table 4.3.

Table 4.3: CMAP CBD Population and Employment Forecast

Attribute	2015	2040
Households	86,981	106,516
Retail Employment	17,233	19,192
Non-Retail Employment	570,103	661,705

Source: CMAP c16Q1, 200 and 600 data

4.2 AIRSAGE DATA INTEGRATION

At the start of the air passenger trip table development task, it was determined that identifying, obtaining and applying an independent source of trip flows between the Chicago CBD study area and O'Hare International Airport would be beneficial. This data is available from a small set of cell phone tracking data companies from which AirSage, Inc.² was selected. The cell phone data, while having known biases with respect to carrier expansion, duplication and omission, was deemed to have value in the air passenger effort and was purchased in July of 2016. A full methodology³ on the AirSage collection approach is available from the vendor.

The AirSage cell phone data represented all days of March 2016. The Project study selected the file containing weekday daily average cell phone movements (WDH) for application. The data was provided in comma separated format with nine attributes: origin zone, destination zone, start date, end date, aggregation subscriber class, trip purpose, time of day and count. Both residents and visitors were collected. Three trip purposes were captured: Home-Work, Home-Based-Other and Non-Home Based. The attribute "count" represented the weighted number of directional movements in each origin-destination pair.

Table 4.4 shows the cell phone flows between the CBD and O'Hare that were developed from the AirSage data.

Table 4.4: AirSage Data Totals to and from O'Hare Airport

Direction of Flow	Total Cell Phone Movements
From the CBD to ORD	13,298
From ORD to the CBD	12,590

Source: 2016 AirSage Data Collection Chicago CBD to ORD

The findings are that there are 13,298 cell phone person movements from the Chicago CBD to O'Hare. There are 12,590 cell phone person movements from O'Hare to the Chicago CBD. The cell phone movements are balanced by purpose in the two directions. A factor of 1.2749 was applied to the daily CBD trips to better match the AirSage trip totals.

² <http://www.airsage.com/Technology/How-it-works/>, AirSage, Inc., accessed December 2016.

³ AirSage Methodology Document Nov2015.PDF, AirSage Inc. December 2016.

5.0 MODE CHOICE INPUT PREPARATION

A set of assumptions were needed to prepare the ridership numbers for the Project. These inputs include the framework, travel time and cost components, and an income investigation and integration. Characteristics of the relevant transit system components, private travel modes to O'Hare and the ATS were also used.

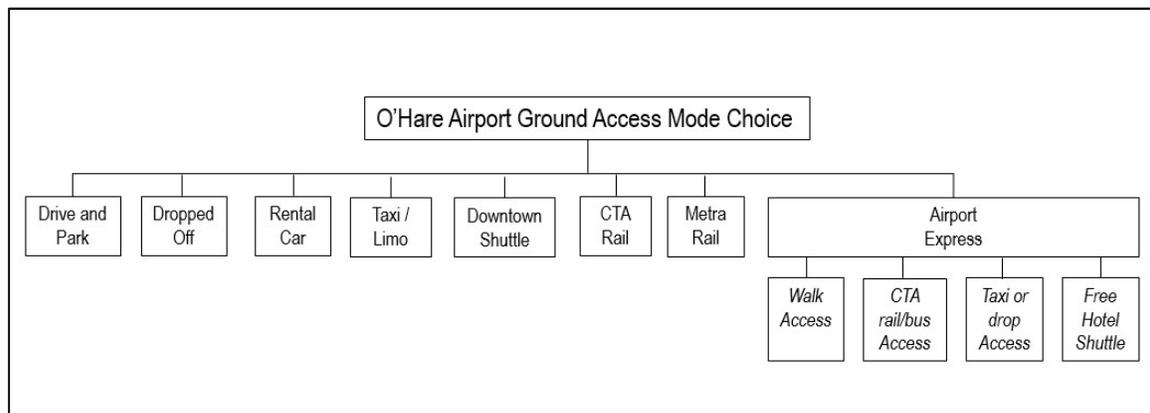
5.1 MODE CHOICE FRAMEWORK

The mode choice model structure was adapted from the Chicago Department of Transportation Airport Express Study (2003) and recalibrated for the Project work. Figure 5.1 shows the nested mode choice model structure for airport travel, including the means by which the airport express mode would be added. It is a multinomial logit model designed with:

- Coefficients for travel time and cost for two income categories
- Skim times and costs obtained from CMAP 2015 and 2040 travel demand model
- Alternative specific constants calibrated for each travel mode
- 2015 and 2045 scenario years developed
- ATS explicitly modeled for line-haul and access times

The mode choice models were run using the Emme modeler software package. Existing ground access modes to airports are separated from the Airport Express mode which is designed with four access modes. CTA rail was established as the reference mode in the recalibration of the alternative specific constant. Air travel trip purposes (business and non-business) and residency (resident or visitor) are differentiated. Finally, the air travelers are divided by income.

Figure 5.1: Mode Choice Structure



Source: WSP Project Study, 2016

To apply these mode choice models, travel time and cost data for each travel mode were collected and processed in a manner consistent with the model calibration specifications. The following sections describe input data development for the validation and application of these ground access model choice models.

5.2 TRAVEL TIME COMPONENTS

One of the main variables of the mode choice models is the 'door to door' travel times from the 64 CBD zones to O'Hare using each of the ground access modes. Procedures were developed to obtain these travel times using several sources including CMAP highway and transit network skims, observed information from CTA, Metra, GoShuttle, and taxi service providers. The highway network and walk time skims in the O'Hare area were enhanced to more accurately reflect the time and distance to access the terminals, all parking lots and the rental car facility. The 'door-to-door' travel times can be decomposed into the following three components:

1. Access time to the main mode of travel to the airport;
2. Time spent on the main mode of travel to the airport (in-vehicle time); and
3. Egress time between the main mode at the airport and ticketing/check-in area.

5.2.1 Highway Times

Some components of the door-to-door travel times are common to each ground access mode, while others are specific to each mode of travel to the airport. Table 5.1 summarizes drive time and egress walk time in minutes for the highway-based modes. Times for all these modes use the skims produced from the CMAP base year highway network for the 64 CBD zones. Note that each CBD zone will have a unique highway time to O'Hare depending on the specific path on arterial and most efficient on-ramp to get to the Kennedy Expressway (I-90). Survey records were tabulated to determine that 8.3% of air travelers captured in the effort are headed to the International Terminal (Terminal 5).

Table 5.1: Private Mode Travel Time Assumptions (Highway Modes)

	Mode	Drive Time (minutes)	Egress Time (minutes)
Highway	Drive & Park (At Terminals / Remote)	CMAP time skim	3 + ATS where needed
	Dropped Off	CMAP time skim	1
	Rental Car	CMAP time skim	uses ATS skim
	Taxi/Limo	CMAP time skim	1

Source: WSP Project Study, 2016

Table 5.2 summarizes access, line-haul and egress times in minutes for all the transit-based modes.

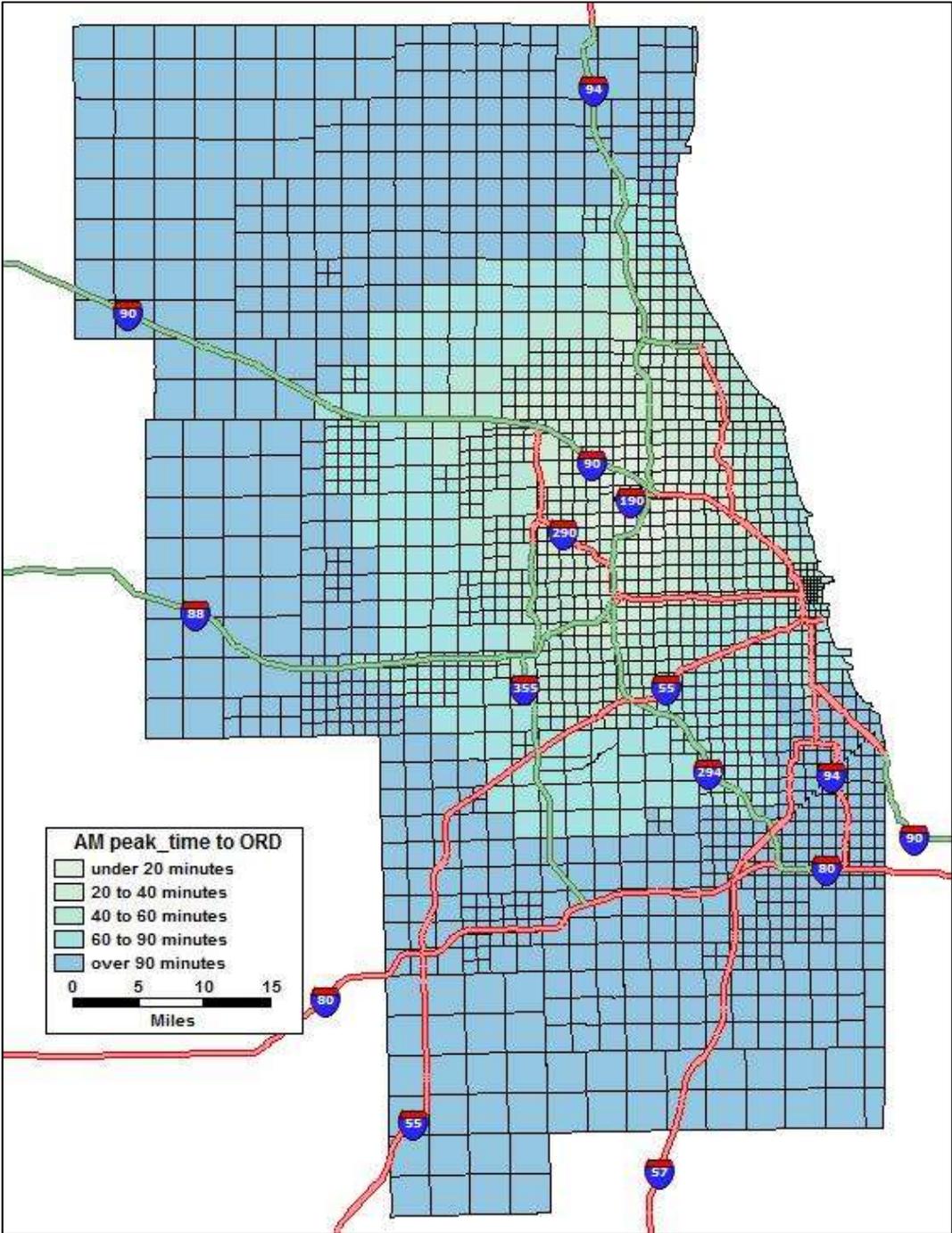
Table 5.2: Public Mode Travel Time Assumptions (Transit Modes)

Mode		Access/Wait Time (minutes)	Line-Haul Time (minutes)	Egress Time (minutes)
Transit	CTA Rail	CMAP transit time skim for walk or bus access; peak hour headway	CMAP transit time skim	CMAP transit time skim + observed ORD walk transfer time + ATS where needed
	Metra Rail	CMAP transit time skim for walk or bus access; peak hour headway	CMAP transit time skim	CMAP transit time skim + observed ORD walk transfer time + ATS where needed
	GoShuttle (from CBD)	CMAP transit time skim; 45 minute headway for wait time and circulation to pick up other passengers downtown	CMAP transit time skim	CMAP transit time skim + observed ORD walk transfer time + ATS where needed

Source: WSP Project Study, 2016

Sample vehicular travel times to O'Hare in plot form from the zones in the six-county area are shown in Figure 5.2. These times are a sample of the format in which highway and transit times are stored for use in the Project model. Travel times for the future year were obtained from CMAP and are used in the future year Project scenarios.

Figure 5.2: AM Peak Hour Highway Times to O’Hare



Source: CMAP 2015 Auto Travel Time Skims

5.2.2 Transit Times

Similar to highway skims, the transit skim has the three components: access time, in-vehicle time, and egress time. The access time is more complicated for public modes than highway modes since there are many ways to reach transit service and some access or egress modes involve a combination. Using the CTA Blue Line from the

Chicago CBD to O'Hare Airport as an example, walk access, bus access, and other CTA rail access are all possible. Therefore, transit door-to-door travel times could include walk, wait, boarding, ride, alighting, and transfer times for all the transit modes involved in a trip to the airport.

Properly deriving these transit skims requires a transit travel forecasting model. The CMAP travel demand model was obtained and used in transit skim production. The O'Hare ATS travel times were integrated with the longer transit movements (CTA and Metra) allowing a differentiation of travel to Terminal 5 versus Terminals 1-2-3. The resulting travel time skims thus established a framework into which the Project could be evaluated.

5.2.3 Airport Transit System Times

The Project was tested with its O'Hare terminus assumed at Terminals 1-3. To accurately reflect the times and distances that potential riders would face, and to accurately capture the walk times of the various travel modes to O'Hare, data collection on intra-O'Hare movements was launched. These data efforts covered:

- In-vehicle times of the ATS.
- Walk times between O'Hare terminals and the ATS stations.
- Walk times between the O'Hare terminals and the CTA.

Table 5.3 shows the in-vehicle times for the ATS between the five stops at Terminals 1, 2, 3, 5 and the ATS remote station.

Table 5.3: Airport Transit System (ATS) In-Vehicle Times

From	To	In-Vehicle Time (minutes)
Terminal 1	Terminal 2	0:51
Terminal 2	Terminal 3	0:55
Terminal 3	Terminal 5	2:34
Terminal 5	Remote Station	3:35

Source: CDA, O'Hare ATS Runcut, 2016

Table 5.4 presents the walk times related to the terminals, ATS and the CTA Blue Line station. Note that the times collected reflect the difference between the arrival and departure decks at O'Hare - departure areas are entered on the upper deck of O'Hare and arrivals depart from the lower deck. The field data collection technician used moving sidewalks and escalators where available and generally moved at the pace of other pedestrian traffic. The goal of this data collection and integration into the Project model was to accurately capture the times encountered by airport travelers using various modes to reach the check-in area of O'Hare Airport.

Table 5.4: ATS and CTA Walk Times to Terminal by Arrival/Departures

From / To	Arrivals (in minutes)	Departures (in minutes)
Terminal 1 to ATS Station	2:40	1:50
Terminal 2 to ATS Station	2:30	1:50
Terminal 3 to ATS Station	2:40	1:35
Terminal 5 to ATS Station	1:10	0:40
CTA to Terminal 1	3:25	4:15
CTA to Terminal 2	2:40	3:20
CTA to Terminal 3	2:40	3:45

Source: WSP Project Data Collection, 2016

5.2.4 Travel Costs

The second major variable is the travel cost to access the airport for all the modes contained in the mode choice models. Travel costs for auto and transit modes current in 2015 were obtained for use in the model. Mode choice calibration was conducted with the seven surveyed travel modes in place.

Table 5.5: Assumed Travel Costs

Travel Modes	Parking Fee/Fare
Drive & Park	\$60 at T1-2-3 or \$14 remote lot
Dropped Off	\$9.55
Rental Car	\$45.46
Taxi Fare (CBD to ORD)	\$50.00
Go Shuttle Hotel Van	\$34.00
CTA Blue Line	\$3.625 (avg. both directions)
Metra NCS	\$5.75

Source: WSP Project Data Collection, 2016

5.3 INCOME STRATIFICATION

One of the major areas for understanding air passenger airport access is the household income of the traveler, since income and trip purpose are key drivers for why a person would select a faster but higher cost travel alternative from O'Hare Airport to the Chicago CBD. Income information from the survey was used to stratify the airport access trips so as to apply appropriate value of time coefficients to the mode choice model. Household income categories ranged from under \$25,000 annually per household to \$350,000 and over.

Survey records were divided by business and non-business as shown in Table 5.6. Note the difference between the percentage of business travelers in the under \$25,000 income category (2%) and that of the non-business travelers (10%). In the over \$350,000 category the inverse is true with 16% of the business and 6% of the non-business travelers appearing in the survey. While the total travelers to O'Hare for business and non-business are about equal (4,100 and 4,200), the survey shows that a

business traveler is more likely than a non-business traveler to belong to a household with a high income. Income midpoints were tested using spreadsheet mid-value calculations and plots to determine an appropriate midpoint break for the traveler records from the survey. That value is a household income of \$100,000.

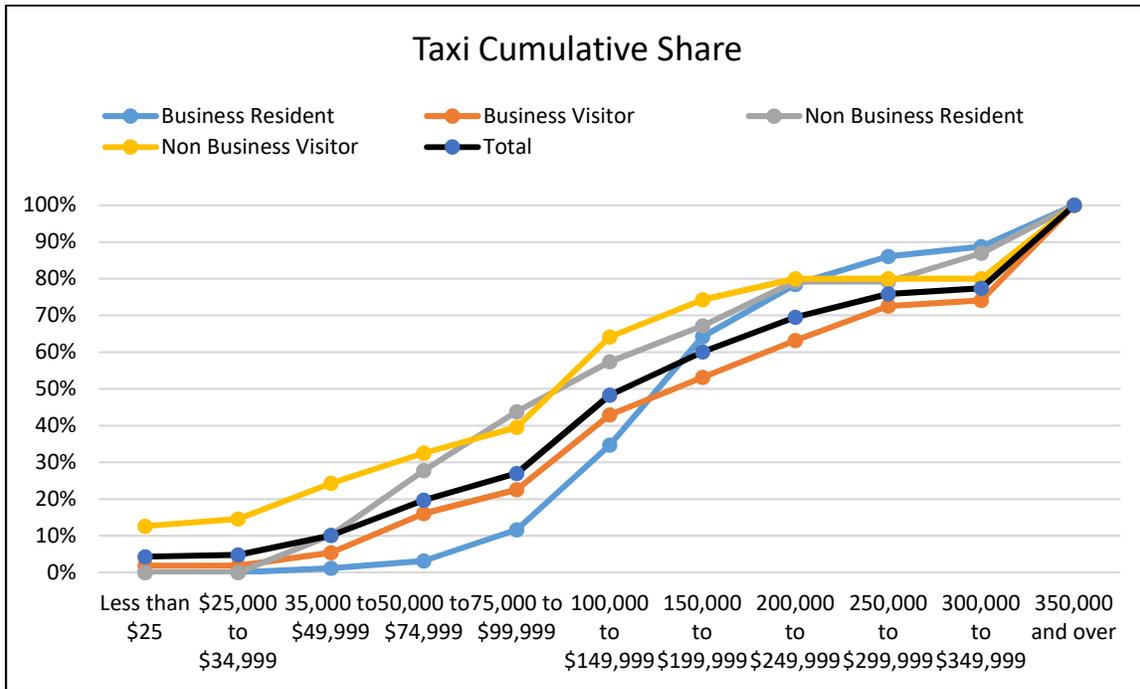
Table 5.6: Income Ranges in 2015-2016 Air Passenger Survey

Income Range	Business Purpose	% of Total	Non-Business Purpose	% of Total
Less than \$25,000	76	2%	420	10%
\$25,000 to \$34,999	59	1%	553	13%
\$35,000 to \$49,999	244	6%	518	12%
\$50,000 to \$74,999	434	11%	600	14%
\$75,000 to \$99,999	474	11%	670	16%
\$100,000 to \$149,999	701	17%	670	16%
\$150,000 to \$199,999	489	12%	254	6%
\$200,000 to \$249,999	640	16%	202	5%
\$250,000 to \$299,999	270	7%	38	1%
\$300,000 to \$349,999	69	2%	27	1%
\$350,000 and over	671	16%	255	6%
Total	4,127	100%	4,207	100%

Source: CTA O'Hare Airport Access Study, 2015

Figure 5.3 provides a graphical view of the inflection point with regard to taxi use in the survey that occurs at the breakpoint of \$100,000 household income. Other modes showed an inflection point at a similar point in the income scale.

Figure 5.3: Inflection Point for Surveyed Income - Taxi Mode Use to O’Hare



Source: CTA O’Hare Airport Access Study, 2015

5.4 VALUE OF TIME

The estimated value of time (VOT) is measured in dollars per hour. In the Project work, the values were adapted from a previous study on express service which found that the value of time for business trips is higher than those of non-business trips to O’Hare. In many recent studies, the value of time for long distance trips and work trips has been shown to be higher than VOT for everyday short trips. Trips to/from an airport could be considered as one leg of long distance travel. Also, the total cost of air travel is much higher than the cost of everyday travel; therefore, travelers may be willing to pay more to reduce the risk of missing their flight. Willingness to pay a high fee for airport trips is reported in other studies, for example, for business trips to airports, Harvey⁴ reports \$42/hour, Furuichi & Koppelman⁵ report \$73/hour and Hess and Polak⁶ report a value in the range of \$93-155/hour. The value of time also varies across regions with large metropolitan areas such as New York/New Jersey having higher values than smaller cities.

⁴ Harvey, Greig. Airport Choice in a Multiple Airport Region, *Transportation Research Part A*, Vol. 21, No. 6, 1987, pp. 439-449.

⁵ Furuichi, Masahiko and Koppelman, Frank S. An Analysis of Air Traveler’s Departure Airport and Destination Choice Behavior. *Transportation Research Part A*, Vol. 28A, No. 3, 1994, pp.187- 195.

⁶ Hess, S. and Polak, J.W. Accounting for Random Taste Heterogeneity in Airport-Choice Modelling. Presented at the 84th Annual Meeting of the Transportation Research Board, Washington D.C., 2005.

The value of time values, verified by an income midpoint analysis, are shown in Table 5.7. Business travel in the \$100K and over category has a value of time of \$92/hour. This value is followed by a \$55/hour value of time for non-business travelers with household income of \$100K or over. Those travelers from households with under \$100K income have a \$33/hour (business) and a \$25/hour (non-business) value of time. These four categories of airport travelers define the mode choice model. Four models, conforming to four distinct markets, were prepared and calibrated in order to test the Project mode choice model.

Table 5.7: Value of Time by Travel Market

Travel Market	Value of Time (2015\$ per hour)
Business (HH income under \$100K)	\$ 33
Business (HH income \$100K and over)	\$ 92
Non-Business (HH income under \$100K)	\$ 25
Non-Business (HH income \$100K and over)	\$ 55

Source: CTA O'Hare Airport Access Study, 2015

6.0 MODEL ESTIMATION AND VALIDATION

As noted above, before application of the mode choice models, recalibration was required to replicate observed mode shares. It was found that different mode specific constants for residents and visitors were needed to properly replicate the mode of access to the airport. The approach used for the re-calibration of the mode choice models was to adjust mode specific constants until the modeled results matched with the observed. These constants represent unaccounted-for characteristics of each mode other than time, cost and other variables that are already included in the model equations. Only the differences between these modal constants are relevant. During calibration, constants for all existing modes of access were adjusted except for the CTA rail constants, which served as the reference mode.

The calibration was conducted two times and results from each calibration effort are presented:

1. Replicating the modal percentages from the 2016 Airport Survey (High CTA);
2. Replicating the modal percentages from the reweighted 2016 Airport Survey (Low CTA).

The second calibration effort was conducted to make an adjustment to the CTA Blue Line percentage of O'Hare trips. The Blue Line survey percentage was thought to be high due to over-represented CTA Blue Line use. Thus, a re-weighting of the survey and associated calibration was performed. Table 6.1 shows the two modal targets showing the top level redistribution of travel modes to O'Hare of the two model runs. The detailed results from both model runs are presented in Tables 6.2 and 6.3.

Table 6.1: Calibration Targets

Mode	High CTA	Low CTA
Drive and Park (Garage or Remote)	2%	6%
Dropped Off	10%	9%
Rental Car	3%	5%
Taxi	45%	52%
GOShuttle	7%	6%
CTA Rail	32%	20%
Metra Rail	2%	2%
Total	100%	100%

Source: WSP Project Ridership Analysis, 2016

Table 6.2: Calibration Results (First Pass, High)

1. Business Resident Low Income	Observed		Estimated		5. Non-Business Resident Low Income	Observed		Estimated	
Drive and Park	47	14%	45	14%	Drive and Park	53	5%	55	5%
Dropped Off	54	16%	54	16%	Dropped Off	407	39%	407	39%
Rental Car	0	0%	0	0%	Rental Car	0	0%	0	0%
Taxi	74	22%	74	22%	Taxi	112	11%	112	11%
GOShuttle	27	8%	27	8%	GOShuttle	11	1%	11	1%
CTA Rail	124	37%	124	37%	CTA Rail	457	43%	457	43%
Metra Rail	9	3%	9	3%	Metra Rail	14	1%	14	1%
Total	335	100%	333	100%	Total	1054	100%	1056	100%
2. Business Resident High Income	Observed		Estimated		6. Non-Business Resident High Income	Observed		Estimated	
Drive and Park	50	11%	50	11%	Drive and Park	10	2%	10	2%
Dropped Off	9	2%	9	2%	Dropped Off	36	9%	36	9%
Rental Car	0	0%	0	0%	Rental Car	0	0%	0	0%
Taxi	268	61%	271	62%	Taxi	152	37%	152	37%
GOShuttle	9	2%	9	2%	GOShuttle	16	4%	16	4%
CTA Rail	97	22%	97	22%	CTA Rail	198	48%	199	48%
Metra Rail	4	1%	4	1%	Metra Rail	4	1%	4	1%
Total	437	100%	440	100%	Total	416	100%	417	100%
3. Business Visitor Low Income	Observed		Estimated		7. Non-Business Visitor Low Income	Observed		Estimated	
Drive and Park	0	0%	0	0%	Drive and Park	0	0%	0	0%
Dropped Off	63	5%	63	5%	Dropped Off	301	13%	301	13%
Rental Car	26	2%	26	2%	Rental Car	107	5%	107	5%
Taxi	600	51%	600	51%	Taxi	574	25%	574	25%
GOShuttle	105	9%	105	9%	GOShuttle	247	11%	247	11%
CTA Rail	360	31%	360	31%	CTA Rail	939	42%	939	42%
Metra Rail	12	1%	12	1%	Metra Rail	91	4%	91	4%
Total	1166	100%	1166	100%	Total	2260	100%	2260	100%
4. Business Visitor High Income	Observed		Estimated		8. Non-Business Visitor High Income	Observed		Estimated	
Drive and Park	0	0%	0	0%	Drive and Park	0	0%	0	0%
Dropped Off	19	1%	19	1%	Dropped Off	123	9%	123	9%
Rental Car	104	4%	104	4%	Rental Car	104	8%	104	8%
Taxi	1927	66%	1927	66%	Taxi	723	53%	723	53%
GOShuttle	190	6%	190	6%	GOShuttle	53	4%	53	4%
CTA Rail	660	23%	660	23%	CTA Rail	308	23%	308	23%
Metra Rail	29	1%	29	1%	Metra Rail	46	3%	46	3%
Total	2930	100%	2930	100%	Total	1357	100%	1357	100%
					TOTAL	Observed		Estimated	
					Drive and Park	162	2%	160	2%
					Dropped Off	1,012	10%	1011	10%
					Rental Car	342	3%	341	3%
					Taxi	4,430	44%	4433	45%
					GOShuttle	658	7%	658	7%
					CTA Rail	3,143	32%	3144	32%
					Metra Rail	210	2%	210	2%
					Total	9,956	100%	9,956	100%

Source: WSP Project Ridership Analysis, 2016

Table 6.3: Calibration Results (Second Pass, Reweighted Survey, Low)

1. Business Resident Low Income	Observed		Estimated		5. Non-Business Resident Low Income	Observed		Estimated	
Drive and Park	64	19%	64	19%	Drive and Park	217	21%	217	21%
Dropped Off	26	8%	26	8%	Dropped Off	87	8%	87	8%
Rental Car	0	0%	0	0%	Rental Car	0	0%	0	0%
Taxi	148	44%	147	44%	Taxi	348	33%	348	33%
GOShuttle	23	7%	22	7%	GOShuttle	76	7%	76	7%
CTA Rail	68	20%	67	20%	CTA Rail	294	28%	293	28%
Metra Rail	6	2%	6	2%	Metra Rail	33	3%	33	3%
Total	335	100%	332	100%	Total	1054	100%	1054	100%
2. Business Resident High Income	Observed		Estimated		6. Non-Business Resident High Income	Observed		Estimated	
Drive and Park	134	31%	135	31%	Drive and Park	135	32%	135	32%
Dropped Off	28	6%	28	6%	Dropped Off	28	7%	28	7%
Rental Car	-	0%	0	0%	Rental Car	-	0%	-	0%
Taxi	217	50%	218	50%	Taxi	183	44%	183	44%
GOShuttle	16	4%	16	4%	GOShuttle	15	4%	15	4%
CTA Rail	39	9%	40	9%	CTA Rail	44	10%	44	11%
Metra Rail	4	1%	4	1%	Metra Rail	12	3%	12	3%
Total	437	100%	440	100%	Total	416	100%	416	100%
3. Business Visitor Low Income	Observed		Estimated		7. Non-Business Visitor Low Income	Observed		Estimated	
Drive and Park	0	0%	0	0%	Drive and Park	0	0%	0	0%
Dropped Off	104	9%	104	9%	Dropped Off	220	10%	220	10%
Rental Car	78	7%	78	7%	Rental Car	165	7%	165	7%
Taxi	596	51%	598	51%	Taxi	882	39%	882	39%
GOShuttle	91	8%	91	8%	GOShuttle	193	9%	193	9%
CTA Rail	272	23%	271	23%	CTA Rail	744	33%	743	33%
Metra Rail	26	2%	25	2%	Metra Rail	55	2%	56	2%
Total	1166	100%	1166	100%	Total	2260	100%	2260	100%
4. Business Visitor High Income	Observed		Estimated		8. Non-Business Visitor High Income	Observed		Estimated	
Drive and Park	0	0%	0	0%	Drive and Park	0	0%	0	0%
Dropped Off	247	8%	247	8%	Dropped Off	129	9%	129	9%
Rental Car	212	7%	212	7%	Rental Car	92	7%	92	7%
Taxi	1942	66%	1943	66%	Taxi	845	62%	846	62%
GOShuttle	141	5%	141	5%	GOShuttle	70	5%	70	5%
CTA Rail	353	12%	352	12%	CTA Rail	202	15%	202	15%
Metra Rail	35	1%	35	1%	Metra Rail	18	1%	19	1%
Total	2930	100%	2930	100%	Total	1357	100%	1357	100%
					TOTAL	Observed		Estimated	
					Drive and Park	550	6%	551	6%
					Dropped Off	868	9%	868	9%
					Rental Car	547	5%	547	5%
					Taxi	5,160	52%	5164	52%
					GOShuttle	625	6%	625	6%
					CTA Rail	2,016	20%	2011	20%
					Metra Rail	189	2%	190	2%
					Total	9,956	100%	9956	100%

Source: WSP Project Ridership Analysis, 2016

The final set of model coefficients is presented in Table 6.4. As shown in these tables, it was necessary to develop a separate set of constants for residents and visitors.

Table 6.4: Project Mode Choice Model Coefficients

Variable	Units	Business		Non-Business	
		Residents	Visitors	Residents	Visitors
Travel Time	minutes	-0.092	-0.092	-0.091	-0.091
Travel Cost (Low Income)	dollars	-0.166	-0.166	-0.220	-0.220
Travel Cost (High Income)	dollars	-0.060	-0.060	-0.099	-0.099
Drive and Park Constant	utils	4.266	N/A	6.525	N/A
Drop-Off Constant	utils	-0.121	-0.079	0.173	0.235
Rental Car Constant	utils	N/A	2.745	N/A	4.269
Taxi Constant	utils	4.644	4.686	6.333	6.396
GOShuttle Constant	utils	7.043	7.085	7.134	7.197
CTA Rail Constant	utils	0	0	0	0
Metra Rail Constant	utils	0.485	0.716	1.332	0.351

Source: WSP Project Ridership Analysis, 2016

The calibration effort for the 2016 Project ridership model utilized the 2015 CTA O'Hare Airport Access Study, previous study model parameters, AirSage cell phone movement data, CMAP model skim times, and detailed transit agency information including ATS data to construct a tool for estimating Project ridership to O'Hare from the Chicago CBD. Calibrated mode choice constants and coefficients, including the use of CTA Blue Line transit as the mode choice reference mode and Metra commuter rail as a permitted travel mode, have made it possible to test ridership on a proposed Project for 2015 and 2045.

7.0 RIDERSHIP RESULTS

The Project ridership model was applied to the O'Hare Airport to Chicago CBD travel markets. The resulting 2015 base year model results (with and without the AirSage adjustment) are shown in Figure 7.1. These ridership estimates are for daily one-way trips, with total daily trips being twice those in the table.

**Table 7.1: 2015 Air Passenger Daily One-Way Ridership Estimates
(Low CTA Model)**

Mode	One-Way Trips*	One -Way Trips w/ AirSage Adj	Percent
Drive and Park (Garage)	274	349	3%
Dropped Off	868	1,107	9%
Rental Car	547	697	5%
Taxi/Uber	5,164	6,584	52%
GOShuttle	625	797	6%
CTA Rail	2,011	2,564	20%
Metra Rail	190	242	2%
Drive and Park (Remote)	277	353	3%
Airport Express - Top Summary	-		
Airport Express - Walk	-		
Airport Express - CTA Rail / Bus	-		
Airport Express - Taxi / Drop	-		
Airport Express - Free Shuttle	-		
Total	9,956	12,693	100%

* Prior to AirSage adjustment

The Project ridership model was then applied to develop representative order-of-magnitude 2045 ridership estimates. The following year 2045 assumptions were made regarding Project service, CTA Blue Line service, auto travel, and Project downtown station access/egress in the Chicago CBD.

- Project line haul travel time (T1-3 to Clinton/Congress) = 26 minutes
- Project wait time = 5 minutes
- Project fare = \$20
- CTA Blue Line travel time (O'Hare to Clark/Lake) = 38 minutes
- CTA Blue Line wait time = 2.4 minutes
- Congested auto travel times from each of the 64 CBD zones to ORD for 2045 obtained from CMAP 2040 travel model highway skims (Sample travel time ORD to CBD is 50 minutes in 2015 up to 56 minutes in 2045)
- Free shuttle buses (only from CBD zones with hotels) travel time = auto skim travel time x 1.5 is used. A floor (minimum) of seven minutes is set.
- In addition to free shuttle buses from select downtown zones, walk, taxi, and CTA are also available for O'Hare express Chicago CBD access/egress. The values for these access modes are based on travel skim time from the CMAP model

The CTA Blue Line travel time was assumed to improve by two minutes to 38 minutes to account for improvements to the Blue Line made as part of the CTA's Your New Blue improvement program.

The resulting 2045 Project ridership model results are presented in Table 7.2.

**Table 7.2: 2045 Air Passenger Daily One-Way Ridership Estimates
(Low CTA Model)**

Mode	One-Way Trips*	One-Way Trips w/ AirSage Adj	Percent
Drive and Park (Garage)	292	372	2%
Dropped Off	899	1,146	5%
Rental Car	533	680	3%
Taxi/Uber	4,897	6,243	28%
GOShuttle	688	877	4%
CTA Rail	2,499	3,186	14%
Metra Rail	406	518	2%
Drive and Park (Remote)	344	439	2%
Airport Express - Top Summary	7,088	9,036	40%
Airport Express - Walk	1,332	1,698	
Airport Express - CTA Rail / Bus	1,264	1,611	
Airport Express - Taxi / Drop	2,092	2,667	
Airport Express - Free Shuttle	2,400	3,060	
Total	17,647	22,497	100%

* Prior to AirSage adjustment

Total daily ridership in 2045 for the Project service is expected to be 14,176 (without AirSage adjustment) or 18,072 (with AirSage adjustment). This represents 40% of the air passenger trips traveling between O'Hare International Airport to the Chicago CBD.

In addition, O'Hare Airport worker (employee) trips were analyzed. In 2045, there are an estimated 457 one-way worker trips (prior to AirSage adjustment) between O'Hare Airport and the Chicago CBD. It is estimated that there would be 183 one-way trips on the Project service (prior to AirSage adjustment) or 233 daily one-way worker trips (with AirSage adjustment).

The above ridership forecasts should be considered order-of-magnitude estimates and are not intended for use in investment grade decisions for the project.

EXHIBIT D: SAMPLE REQUEST FOR CLARIFICATIONS FORM

The Requests for clarification must be submitted in a Microsoft Excel Worksheet format substantially in the form of the table below.

For each submitted question/comment, please indicate its priority by classifying it as a Category 1, 2, 3 or 4 question, as defined below.

- “Category 1” means a potential “go/no-go” issue that, if not resolved in an acceptable fashion, may preclude the Respondent from submitting a SOQ.
- “Category 2” means a major issue that, if not resolved in an acceptable fashion, will significantly affect value for money or, taken together with the entirety of other issues, may preclude the Respondent from submitting a SOQ.
- “Category 3” means an issue that may affect value for money, or another material issue, but is not at the level of a Category 1 and Category 2 issue.
- “Category 4” means an issue that is minor in nature, a clarification, a comment concerning a conflict between documents or within a document, etc.

Any comment that is not assigned a categorization will be treated as “Category 4.”

Respondent	Question #	Section Cross Reference	Priority	Question

EXHIBIT E: SAMPLE ECONOMIC DISCLOSURE STATEMENT (“EDS”) AND AFFIDAVIT

Respondent will need to complete an EDS prior to the submission of RFP responses. At the discretion of the CIT, a Respondent who does not file an EDS prior to the RFP response due date, may be found non-responsive and its proposal rejected.

1.1. EDS FILING REQUIRED PRIOR TO BID OPENING

The Respondent must complete an EDS prior to the RFP response due date.

A Respondent that does not file an EDS prior to the Response due date will be found non-responsive and its Response will be rejected.

1.2. ONLINE EDS WEB LINK

The web link for the Online EDS is <https://webapps.cityofchicago.org/EDSWeb>

1.3. ONLINE EDS NUMBER

Upon completion of the online EDS submission process, the Respondent will be provided an EDS number.

1.4. EDS CERTIFICATION OF FILING

Upon completion of the online submission process, the Respondent will be able to print a hard copy Certificate of Filing. The Respondent will need to submit the signed Certificate of Filing with its bid.

A Respondent that does not include a signed Certificate of Filing with its bid must provide it upon the request of the CIT.

1.5. PREPARATION CHECKLIST FOR REGISTRATION

To expedite and ease your registration process, we recommend that you collect the following information prior to registering for an Online EDS user account:

	1. Invitation number, if you were provided an invitation number.
	2. EDS document from previous years, if available.
	3. Email address to correspond with the Online EDS system.
	4. Company Information:
	a. Legal Name
	b. FEIN/SSN
	c. City of Chicago Vendor Number, if available.
	d. Address and phone number information that you would like to appear on your EDS documents.
	e. EDS Captain. Check for an EDS Captain in your company - this maybe the person that usually submits EDS for your company, or the first person that registers for your company.

1.6. PREPARATION CHECKLIST FOR EDS SUBMISSION

To expedite and ease your EDS submission, we recommend that you collect the following information prior to updating your EDS information online.

Items #1 through #7 are needed for both EDS information updates and contract related EDS documents:

- _____ 1. Invitation number, if you were provided with an invitation number.
- _____ 2. Site address that is specific to this EDS.
- _____ 3. Contact that is responsible for this EDS.
- _____ 4. EDS document from previous years, if available.
- _____ 5. Ownership structure, and if applicable, owners' company information:
 - _____ a. % of ownership

- _____ b. Legal Name
- _____ c. FEIN/SSN
- _____ d. City of Chicago Vendor Number, if available.
- _____ e. Address
- _____ 6. List of directors, officers, titleholders, etc. (if applicable).
- _____ 7. For partnerships/LLC/LLP/Joint ventures, etc.:
- _____ a. List of controlling parties (if applicable).

Items #8 and #9 are needed ONLY for contract related EDS documents:

- _____ 8. Contract related information (if applicable):
- _____ a. CIT contract package
- _____ b. Cover page of CIT bid/solicitation package
- _____ 9. List of subcontractors and retained parties:
- _____ a. Name
- _____ b. Address
- _____ c. Fees – Estimated or paid

1.7. EDS FREQUENTLY ASKED QUESTIONS

Q: Where do I file?

A: The web link for the Online EDS is <https://webapps.cityofchicago.org/EDSWeb>

Q: How do I get help?

A: If there is a question mark on a page or next to a field, click on the question mark for help filling out the page or field. You may also consult the User Manual and the Training Videos available on the left menu.

Q: Why do I have to submit an EDS?

A: The Economic Disclosure Statement (EDS) is required of applicants making an application for action requiring City Council, City department or other City agency approval. All Smart Lighting Agreements will need City Council approval. Through the EDS, applicants make disclosures required by State law and City ordinances and certify compliance with various laws and ordinances. An EDS is also required of certain parties related to the applicant, such as owners and controlling parties.

Q: Who is the Applicant?

A: “Applicant” means any entity or person making an application for action requiring City Council or other City agency approval. The applicant does not include owners and parent companies.

Q: Who is the Disclosing Party?

A: “Disclosing Party” means any entity or person submitting an EDS. This includes owners and parent companies

Q: What is an entity or legal entity?

A: “Entity” or “Legal Entity” means a legal entity (for example, a corporation, partnership, joint venture, limited liability company or trust).

Q: What is a person for purposes of the EDS?

A: “Person” means a human being.

Q: Who must submit an EDS?

A. An EDS must be submitted in any of the following three circumstances:

Applicants:	An Applicant must always file this EDS. If the Applicant is a legal entity, state the full name of that legal entity. If the Applicant is a person acting on his/her own behalf, state his/her name.
Entities holding an interest:	Whenever a legal entity has a beneficial interest (E. G. direct or indirect ownership) of more than 7.5% in the Applicant, each such legal entity must file an EDS on its own behalf.
Controlling entities:	Whenever a Disclosing Party is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture that has a general partner, managing member, manager or other entity that can control the day-to-day management of the Disclosing Party, that entity must also file an EDS on its own behalf. Each entity with a beneficial interest of more than 7.5% in the controlling entity must also file an EDS on its own behalf.

Q: What information is needed to submit an EDS?

A: The information contained in the Preparation Checklist for EDS submission.

Q: I don't have a user ID & password. Can I still submit an Online EDS?

A: No. You must register and create a user ID and password before submitting an Online EDS.

Q: What information is needed to request a user ID & password for Online EDS?

A: The information contained in the Preparation Checklist for Registration is needed to request a login for the Online EDS.

Q: I already have a username and password from another City web site (City Web Portal, Department of Construction and Permits, Department of Consumer Services, etc.). Can I log-in the Online EDS with that account?

A: Usually not. The Online EDS uses a user ID and password system that is shared by the Public Vehicle Advertising and Water Payment web sites. You may use a username and password from those sites by answering "Yes" to "Is this an existing City of Chicago user ID?" when registering. Other usernames and passwords will not be automatically recognized. However, you may choose to create an identical username for the Online EDS if it is not already taken.

Q: I don't have an email address. How do I submit an Online EDS?

A: You cannot get an account to submit an online EDS without an email address. If you need an e-mail address, we suggest that you use a free internet email provider such as www.hotmail.com or www.yahoo.com or rmail.google.com to open an account. The City does not endorse any particular free internet email provider. Public computers are available at all Chicago Public Library branches.

Q: I forgot my user ID. Can I register again?

A: No. If you are the EDS Captain of your organization, please contact the Department of Procurement Services at 312-744-4900. If you are an EDS team member, contact your EDS Captain, who can look up your user ID.

Q: Who is the EDS Captain?

A: The EDS Captain is a person who performs certain administrative functions for an organization which files an EDS. Each organization registered with the Online EDS has at least one EDS Captain. There may be co-captains, who are all equal. EDS Captains approve new users, change contact information for an organization, and de-active accounts of employees who have left the organization. Please see the User Manual for more information.

Q: Why do we need EDS Captains?

A: The Online EDS is designed to be a self-service web application which allows those doing or seeking to do business with the City to perform as many routine functions as possible without City intervention. Because many organizations have multiple staff filing an EDS, the EDS Captain role allows those organizations to self-manage the contact information and users.

Q: Who is the EDS team?

A: The EDS team for an organization is everyone who is registered to file an EDS on behalf of the organization.

Q: I forgot my password. What should I do?

A: To retrieve a temporary password, click the “Forgot your password?” link on the login page. Enter your user ID that you provided when you registered your account. The system will automatically generate a temporary password and send it to you. When you log-in with your temporary password, you will be asked to create a new password.

Q: How do I complete an Online EDS?

A: Click on “Create New” after logging in. The Online EDS system will walk you through the EDS questions. Please see the User Manual for details.

Q: How do I fill out a Disclosure of Retained Parties?

A: There is no longer a separate Disclosure of Retained Parties filing. After logging in, click on “Create New”. Answer (click) “Contract” to “Is this EDS for a contract or an EDS information update?” Click “Fill out EDS”, and click on the “Retained Parties” tab. When finished, click on “Ready to Submit.”

Q: How do I attach documents?

A: Attachments are discouraged. If at all possible, please provide a concise explanation in the space provided in the online form. Attachments with pages of officers are not acceptable. Names of officers must be typed into the system. If you must provide an attachment for another reason, please send it to your City of Chicago contact (contract administrator or negotiator for procurements) and they will attach it for you. Documents can be sent in PDF (preferred), Word, or paper format.

Q: Who can complete an Economic Disclosure Statement online?

A: Any authorized representative of your business with a user ID and password can complete your EDS online. One person, such as an assistant, can fill in the information and save it, and another person can review and electronically sign the Online EDS.

Q: What are the benefits of filing my Economic Disclosure statement electronically?

A: Filing electronically reduces the chance of filing an incomplete EDS and speeds up the processing of contract awards. A certificate of filing can be printed at the completion of the process and inserted into your bid package. The biggest benefit for those who frequently do business with the City is that after the first EDS, each EDS is much easier to fill out because non-contract specific information is pre-filled from the last submitted EDS.

Q: Will my information be secure?

A: Yes. When making your internet connection to our Web Server, you will connect through a Secure Socket Layer (SSL for short) to the "Online EDS" login page. All information you type will be protected using strong encryption. Within the login page, you will provide us with a user ID, password, and secret question for user authentication, only you will have knowledge of this unique identification information.

Q: I am filing electronically. How do I sign my EDS?

A: Once you have completed the EDS, you will be prompted to enter your password and answer to your secret question. Together, these will serve as your electronic signature. Although you will also print and physically sign an EDS certification of filing as a notice that your EDS was filed, your EDS is complete as a legal document with only the electronic filing.

Q: My address has changed. How can I update my information?

A: You must be an EDS Captain for your organization to update this. Log-in and click on "Vendor Admin, Site Administration." Select the appropriate site and click edit.

Q: I have more questions. How can I contact the Department of Procurement Services?

A: Please contact the contract administrator or negotiator assigned to your solicitation or contract. You may call DPS at 312-744-4900 between 8:30 AM and 4:30 PM Central Time.

Q: Can I save a partially complete EDS?

A: Yes. Click "Save". To avoid data loss, we recommend you save your work periodically while filling out your EDS.

Q: Do I have to re-type my information each time I submit an EDS?

A: No. The system will remember non-contract specific information from your last submitted EDS for one year. This information will be filled-in for you in your new EDS. You will have an opportunity to correct it if it has changed since your last filing. When you submit your new EDS, the information is saved and the one-year clock begins running anew.

Q: What are the system requirements to use the Online EDS?

A: The following are minimum requirements to use the Online EDS:

- A PDF viewer such as Adobe Reader is installed and your web browser is configured to display PDFs automatically. You may download and install Adobe Reader free at www.adobe.com/products/reader/
- Your web browser is set to permit running of JavaScript.
- Your web browser allows cookies to be set for this site. Please note that while we use cookies in the Online EDS, we do not use them to track personally identifiable information, so your privacy is maintained.
- Your monitor resolution is set to a minimum of 1024 x 768.
- While not required to submit an EDS, if you wish to view the training videos, you must have Adobe Flash Plugin version 9 or higher, speakers, and sound. Please note that very old computers may not be able to run Adobe Flash and will not be able to play the training videos. In that case, we encourage you to seek help using the Online EDS Manuals. You may download and install Adobe Flash Plugin free at <http://get.adobe.com/flashplayer>
- The Online EDS has been tested on Internet Explorer 6.0 and 7.0 and Firefox 2.0 and 3.0 on Windows XP and Mac OS X. Although it should work on other browsers and operating systems, the City of Chicago cannot guarantee compatibility.

EXHIBIT F: SAMPLE M/WBE PARTICIPATION PLAN SUBMITTALS

SCHEDULE B: MBE/WBE Affidavit of Joint Venture

1) All information requested on this schedule must be answered in the spaces provided. Do not refer to your joint venture agreement except to expand on answers provided on this form. If additional space is required, attach additional sheets. **In all proposed joint ventures, each MBE and/or WBE venture must submit a copy of its current Letter of Certification.**

I. Name of joint venture: _____
Address: _____
Telephone number of joint venture: _____

II. Email address: _____
Name of non-MBE/WBE venture: _____
Address: _____
Telephone number: _____
Email address: _____
Contact person for matters concerning MBE/WBE compliance: _____

III. Name of MBE/WBE venture: _____
Address: _____
Telephone number: _____
Email address: _____
Contact person for matters concerning MBE/WBE compliance: _____

IV. Describe the role(s) of the MBE and/or WBE venture(s) in the joint venture: _____

V. Attach a copy of the joint venture agreement.

In order to demonstrate the MBE and/or WBE joint venture partner's share in the capital contribution, control, management, risks and profits of the joint venture is equal to its ownership interest, the proposed joint venture agreement must include specific details related to: (1) the contributions of capital, personnel and equipment and share of the costs of bonding and insurance; (2) work items to be performed by the MBE/WBE's own forces; (3) work items to be performed under the supervision of the MBE/WBE venture; and (4) the commitment of management, supervisory and operative personnel employed by the MBE/WBE to be dedicated to the performance of the project.

VI. Ownership of the Joint Venture.

A. What is the percentage(s) of MBE/WBE ownership of the joint venture?
MBE/WBE ownership percentage(s) _____
Non-MBE/WBE ownership percentage(s) _____

B. Specify MBE/WBE percentages for each of the following (provide narrative descriptions and other details as applicable):

1. Profit and loss sharing: _____
2. Capital contributions:
 - a. Dollar amounts of initial contribution: _____
 - b. Dollar amounts of anticipated on-going contributions: _____
3. Contributions of equipment (Specify types, quality and quantities of equipment to be provided by each venturer):

-
4. Other applicable ownership interests, including ownership options or other agreements which restrict or limit ownership and/or control:

5. Costs of bonding (if required for the performance of the contract):

6. Costs of insurance (if required for the performance of the contract):

C. Provide copies of all written agreements between venturers concerning this project.

D. Identify each current City of Chicago contract and each contract completed during the past two years by a joint venture of two or more firms participating in this joint venture:

VII. Control of and Participation in the Joint Venture,

Identify by name and firm those individuals who are, or will be, responsible for, and have the authority to engage in the following management functions and policy decisions. Indicate any limitations to their authority such as dollar limits and co-signatory requirements:

A. Joint venture check signing:

- B. Authority to enter contracts on behalf of the joint venture:

- C. Signing, co-signing and/or collateralizing loans:

- D. Acquisition of lines of credit:

- E. Acquisition and indemnification of payment and performance bonds:

- F. Negotiating and signing labor agreements:

- G. Management of contract performance. (Identify by name and firm only):
 - 1. Supervision of field operations: _____
 - 2. Major purchases: _____
 - 3. Estimating: _____
 - 4. Engineering: _____

VIII. Financial Controls of joint venture:

- A. Which firm and/or individual will be responsible for keeping the books of account?

- B. Identify the "managing partner," if any, and describe the means and measure of his/her compensation:

- C. What authority does each venturer have to commit or obligate the other to insurance and bonding companies, financing institutions, suppliers, subcontractors, and/or other parties participating in the performance of this contract or the work of this project?

IX. State the approximate number of operative personnel by trade needed to perform the joint venture's work under this contract. Indicate whether they will be employees of the non-MBE/WBE firm, the MBE/WBE firm, or the joint venture.

Trade	Non-MBE/WBE Firm (Number)	MBE/WBE (Number)	Joint Venture (Number)

X. If any personnel proposed for this project will be employees of the joint venture:

A. Are any proposed joint venture employees currently employed by either venturer? _____
 Currently employed by non-MBE/WBE venturer (number) _____ Employed by MBE/WBE venturer _____

B. Identify by name and firm the individual who will be responsible for hiring joint venture employees:

C. Which venturer will be responsible for the preparation of joint venture payrolls:

XI. Please state any material facts of additional information pertinent to the control and structure of this joint venture.

The undersigned affirms that the foregoing statements are correct and include all material information necessary to identify and explain the terms and operations of our joint venture and the intended participation of each venturer in the undertaking. Further, the undersigned covenant and agree to provide to the City current, complete and accurate information regarding actual joint venture work and the payment therefore, and any proposed changes in any provision of the joint venture agreement, and to permit the audit and examination of the books, records and files of the joint venture, or those of each venturer relevant to the joint venture by authorized representatives of the City or the Federal funding agency.

Any material misrepresentation will be grounds for terminating any contract that may be awarded and for initiating action under federal or state laws concerning false statements.

Note: If, after filing this Schedule B and before the completion on the joint venture's work on the project, there is any change in the information submitted, the joint venture must inform the City of Chicago, either directly or through the prime contractor if the joint venture is a subcontractor.

_____	_____
Name of MBE/WBE Partner Firm	Name of Non-MBE/WBE Partner Firm
_____	_____
Signature of Affiant	Signature of Affiant
_____	_____
Name and Title of Affiant	Name and Title of Affiant
_____	_____
Date	Date

On this _day of _____, 20 ____, the above-signed officers

(names of affiants)

Personally appeared and, known to me be the persons described in the foregoing Affidavit, acknowledged that they executed the same in the capacity therein stated and for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Signature of Notary Public

My Commission Expires: _____(Seal)



**SCHEDULE C: MBE/WBE Letter of Intent to Perform
as a Subcontractor to the Prime Contractor**

**FOR
CONSTRUCTION
PROJECTS ONLY**

NOTICE: THIS SCHEDULE MUST BE AUTHORIZED AND SIGNED BY THE MBE/WBE SUBCONTRACTOR FIRM. FAILURE TO COMPLY MAY RESULT IN THE BID BEING REJECTED AS NON-RESPONSIVE.

Project Name: _____ Specification No.: _____

From: _____
(Name of MBE/WBE Firm)

To: _____ and the City of
Chicago.
(Name of Prime Contractor)

The MBE or WBE status of the undersigned is confirmed by the attached City of Chicago or Cook County Certification Letter. 100% MBE or WBE participation is credited for the use of a MBE or WBE "manufacturer." 60% participation is credited for the use of a MBE or WBE "regular dealer."

The undersigned is prepared to perform the following services in connection with the above named project/contract. If more space is required to fully describe the MBE or WBE proposed scope of work and/or payment schedule, attach additional sheets as necessary. The description must establish that the undersigned is performing a commercially useful function:

The above described performance is offered for the following price and described terms of payment:

Pay Item No./Description	Quantity/Unit Price	Total

Subtotal:
\$ _____

Total @ 100%:
\$ _____

Total @ 60% (if the undersigned is performing work as a regular dealer): \$ _____

NOTICE: THIS SCHEDULE AND ATTACHMENTS REQUIRE ORIGINAL SIGNATURES ON EACH PAGE.

(If not the undersigned, signature of person who filled out this Schedule C) (Date)

(Name/Title-Please Print) (Company Name-Please Print)

(Signature of President/Owner/CEO or Authorized Agent of MBE/WBE) (Date)

(Name/Title-Please Print)

Schedule C: MBE/WBE Letter of Intent to Perform as a Subcontractor to the Prime Contractor

Partial Pay Items

For any of the above items that are partial pay items, specifically describe the work and subcontract dollar amount(s):

<u>Pay Item No./Description</u>	<u>Quantity/Unit Price</u>	<u>Total</u>

Subtotal:
\$ _____

Total @ 100%:
\$ _____

Total @ 60% (if the undersigned is performing work as a regular dealer): \$ _____

SUB-SUBCONTRACTING LEVELS

A zero (0) must be shown in each blank if the MBE or WBE will not be subcontracting any of the work listed or attached to this schedule.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to non MBE/WBE contractors.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to MBE or WBE contractors.

NOTICE: If any of the MBE or WBE scope of work will be subcontracted, list the name of the vendor and attach a brief explanation, description and pay item number of the work that will be subcontracted. MBE/WBE credit will not be given for work subcontracted to Non-MBE/WBE contractors, except for as allowed in the Special Conditions Regarding Minority Business Enterprise Commitment and Women Business Enterprise Commitment in Construction Contracts.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, within three (3) business days of your receipt of a signed contract from the City of Chicago.

The undersigned has entered into a formal written mentor protégé agreement as a subcontractor/protégé with you as a Prime Contractor/mentor. () Yes () No

NOTICE: THIS SCHEDULE AND ATTACHMENTS REQUIRE ORIGINAL SIGNATURES ON EACH PAGE.

(If not the undersigned, signature of person who filled out this Schedule C) (Date)

(Name/Title-Please Print) (Company Name-Please Print)

(Email & Phone Number)

(Signature of President/Owner/CEO or Authorized Agent of MBE/WBE) (Date)

(Name/Title-Please Print)

(Email & Phone Number)



**FOR
CONSTRUCTION
PROJECTS ONLY**

SCHEDULE C: MBE/WBE Letter of Intent to Perform as a 2nd Tier Subcontractor to the Prime Contractor

NOTICE: THIS SCHEDULE MUST BE AUTHORIZED AND SIGNED BY THE MBE/WBE SUBCONTRACTOR FIRM. FAILURE TO COMPLY MAY RESULT IN THE BID BEING REJECTED AS NON-RESPONSIVE.

Project Name: _____ Specification No.: _____

From: _____
(Name of MBE/WBE Firm)

To: _____
(Name of 1st Tier Contractor)

To: _____ and the City
of Chicago.
(Name of Prime Contractor)

The MBE or WBE status of the undersigned is confirmed by the attached City of Chicago or Cook County Certification Letter. 100% MBE or WBE participation is credited for the use of a MBE or WBE "manufacturer." 60% participation is credited for the use of a MBE or WBE "regular dealer."

The undersigned is prepared to perform the following services in connection with the above named project/contract. If more space is required to fully describe the MBE or WBE proposed scope of work and/or payment schedule, attach additional sheets as necessary. The description must establish that the undersigned is performing a commercially useful function:

The above described performance is offered for the following price and described terms of payment:

<u>Pay Item No./Description</u>	<u>Quantity/Unit Price</u>	<u>Total</u>

Subtotal:

\$ _____

Total @ 100%:

\$ _____

Total @ 60% (if the undersigned is performing work as a regular dealer): \$ _____

NOTICE: THIS SCHEDULE AND ATTACHMENTS REQUIRE ORIGINAL SIGNATURES ON EACH PAGE.

(If not the undersigned, signature of person who filled out this Schedule C) (Date)

(Name/Title-Please Print) (Company Name-Please Print)

(Signature of President/Owner/CEO or Authorized Agent of MBE/WBE) (Date)

(Name/Title-Please Print)

Schedule C: MBE/WBE Letter of Intent to Perform as a 2nd Tier Subcontractor to the Prime Contractor

Partial Pay Items

For any of the above items that are partial pay items, specifically describe the work and subcontract dollar amount(s):

<u>Pay Item No./Description</u>	<u>Quantity/Unit Price</u>	<u>Total</u>

Subtotal:

\$ _____

Total @ 100%:

\$ _____

Total @ 60% (if the undersigned is performing work as a regular dealer): \$ _____

SUB-SUBCONTRACTING LEVELS

A zero (0) must be shown in each blank if the MBE or WBE will not be subcontracting any of the work listed or attached to this schedule.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to non MBE/WBE contractors.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to MBE or WBE contractors.

NOTICE: If any of the MBE or WBE scope of work will be subcontracted, list the name of the vendor and attach a brief explanation, description and pay item number of the work that will be subcontracted. MBE/WBE credit will not be given for work subcontracted to Non-MBE/WBE contractors, except for as allowed in the Special Conditions Regarding Minority Business Enterprise Commitment and Women Business Enterprise Commitment in Construction Contracts.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, within three (3) business days of your receipt of a signed contract from the City of Chicago.

The undersigned has entered into a formal written mentor protégé agreement as a subcontractor/protégé with you as a Prime Contractor/mentor: () Yes () No

NOTICE: THIS SCHEDULE AND ATTACHMENTS REQUIRE ORIGINAL SIGNATURES ON EACH PAGE.

(If not the undersigned, signature of person who filled out this Schedule C) (Date)

(Name/Title-Please Print) (Company Name-Please Print)

(Email & Phone Number)

(Signature of President/Owner/CEO or Authorized Agent of MBE/WBE) (Date)

(Name/Title-Please Print)

(Email & Phone Number)

SCHEDULE C (Construction): MBE/WBE Letter of Intent to Perform as a SUPPLIER

Project Name: _____ Specification Number: _____

From: _____
(Name of MBE or WBE Firm)

To: _____ and the City of Chicago:
(Name of Prime Contractor)

The MBE or WBE status of the undersigned is confirmed by the attached City of Chicago or Cook County Certification Letter. 100% MBE or WBE participation is credited for the use of a MBE or WBE "manufacturer". 60% participation is credited for the use of a MBE or WBE "regular dealer".

The undersigned is prepared to supply the following goods in connection with the above named project/contract. On a separate sheet, fully describe the MBE or WBE proposed scope of work and/or payment schedule, including a description of the commercially useful function being performed. Attach additional sheets as necessary:

Pay Item No. / Description	Quantity / Unit Price	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
	Line 1: Sub Total:	\$ _____
	Line 2: Total @ 100%:	\$ _____
	Line 3: Total @ 60%:	\$ _____

Partial Pay Items.

For any of the above items that are partial pay items, specifically describe the work and subcontract dollar amount(s):

Pay Item No. / Description	Quantity / Unit Price	Total
_____	_____	_____
_____	_____	_____
_____	_____	_____
	Line 1: Sub Total:	\$ _____
	Line 2: Total @ 100%:	\$ _____
	Line 3: Total @ 60%:	\$ _____

SUB-SUBCONTRACTING LEVELS - A zero (0) must be shown in each blank if the MBE or WBE will not be subcontracting any of the work listed or attached to this schedule.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to non-MBE/WBE contractors.

_____ % of the dollar value of the MBE or WBE subcontract that will be subcontracted to MBE or WBE contractors.

NOTICE: If any of the MBE or WBE scope of work will be subcontracted, list the name of the vendor and attach a brief explanation, description and pay item number of the work that will be subcontracted. MBE/WBE credit will not be given for work subcontracted to non-MBE/WBE contractors, except for as allowed in the Special Conditions Regarding Minority Business Enterprise Commitment and Women Business Enterprise Commitment in Construction Contracts.

The undersigned will enter into a formal written agreement for the above work with you as a Prime Contractor, conditioned upon your execution of a contract with the City of Chicago, within three (3) business days of your receipt of a signed contract from the City of Chicago.

The undersigned has entered into a formal written mentor protégé agreement as a subcontractor/protégé with you as a Prime Contractor/mentor: () Yes () No

NOTICE: THIS SCHEDULE AND ATTACHMENTS REQUIRE ORIGINAL SIGNATURES.

Signature of Owner, President or Authorized Agent of MBE or WBE Date

Name /Title (Print)

Phone Number

Email Address



**SCHEDULE D: Compliance Plan Regarding
MBE & WBE Utilization Affidavit of Prime Contractor**

**FOR
CONSTRUCTION
PROJECTS ONLY**

**MUST BE SUBMITTED WITH THE BID. FAILURE TO SUBMIT THE SCHEDULE D WILL
CAUSE THE BID TO BE REJECTED. DUPLICATE AS NEEDED.**

Project Name: _____

Specification No.: _____

In connection with the above captioned contract, I HEREBY DECLARE AND AFFIRM that I am the

_____ and a duly authorized representative of
(Title of Affiant)

(Name of Prime Contractor)

and that I have personally reviewed the material and facts set forth in the attached Schedule Cs regarding Minority Business Enterprise and Women Business Enterprise (MBE/WBE) to perform as subcontractor, Joint Venture Agreement, and Schedule B (if applicable). All MBEs and WBEs must be certified with the City of Chicago or Cook County in the area(s) of specialty listed.

<u>Name of MBE</u>	<u>Type of Work to be Performed in accordance with Schedule Cs</u>	<u>Total MBE Participation in dollars</u>	<u>MBE Participation in percentage</u>	<u>Mentor Protégé Program Credit Claimed</u>	<u>Total MBE Participation in percentage</u>
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%

<u>Name of WBE</u>	<u>Type of Work to be Performed in accordance with Schedule Cs</u>	<u>Total WBE Participation in dollars</u>	<u>WBE Participation in percentage</u>	<u>Mentor Protégé Program Credit Claimed</u>	<u>Total WBE Participation in percentage</u>
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%
		\$	%	%	%

Check here if the following is applicable: The Prime Contractor intends to enter into mentor protégé agreements with certain MBEs/WBEs listed above as indicated by entries in the "Mentor Protégé Program Credit Claimed" column. Copies of each proposed mentoring program, executed by authorized representatives of the Prime Contractor and respective subcontractor, are attached to this Schedule D. The Prime Contractor may claim an additional 0.333 percent participation credit (up to a maximum of five (5) percent) for every one (1) percent of the value of the contract performed by the MBE/WBE protégé firm.

Total MBE Participation \$ _____

Total MBE Participation % (including any Mentor Protégé Program credit) _____

Total WBE Participation \$ _____

Total WBE Participation % (including any Mentor Protégé Program credit) _____

Total Bid \$ _____

To the best of my knowledge, information and belief the facts and representations contained in the aforementioned attached Schedules are true, and no material facts have been omitted.

The Prime Contractor designates the following person as its MBE/WBE Liaison Officer:

(Name- Please Print or Type)

(Phone)

I DO SOLEMNLY DECLARE AND AFFIRM UNDER PENALTIES OF PERJURY THAT THE CONTENTS OF THE FOREGOING DOCUMENT ARE TRUE AND CORRECT, AND THAT I AM AUTHORIZED ON BEHALF OF THE PRIME CONTRACTOR TO MAKE THIS AFFIDAVIT.

_____ State

of: _____
(Name of Prime Contractor – Print or Type)

_____ County

of: _____
(Signature)

(Name/Title of Affiant – Print or Type)

(Date)

On this ____ day of _____, 20____, the above signed officer

(Name of Affiant)

personally appeared and, known by me to be the person described in the foregoing Affidavit, acknowledged that (s)he executed the same in the capacity stated therein and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

(Notary Public Signature)

SEAL:

Commission Expires: _____

SCHEDULE F: REPORT OF SUBCONTRACTOR SOLICITATIONS FOR CONSTRUCTION CONTRACTS

Submit Schedule F with the bid. Failure to submit the Schedule F may cause the bid to be rejected.

Duplicate sheets as needed.

Project Name: _____

Specification #: _____

I, _____ on behalf of _____
(Name of reporter) (Prime contractor)

(A) have either personally solicited, or permitted a duly authorized representative of this firm to solicit, work for this contract from the following subcontractors which comprise all MBE/WBE and non-MBE/WBE subcontractors who bid or quoted price information on this contract

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

Company Name _____

Business Address _____

Contact Person _____

Date of contact _____

Method of contact _____

Response to solicitation _____

Type of Work Solicited _____

Please circle classification: MBE Certified WBE Certified MBE & WBE Certified Non- Certified

I DO SOLEMNLY DECLARE AND AFFIRM UNDER PENALTIES OF PERJURY THAT THE CONTENTS OF THE FOREGOING DOCUMENT ARE TRUE AND CORRECT, AND THAT I AM AUTHORIZED ON BEHALF OF THE PRIME CONTRACTOR TO MAKE THIS AFFIDAVIT.

(Name of Prime Contractor - Print or Type)

(Signature)

(Name/Title of Affiant) - Print or Type

(Date)

On this _____ day of _____, 20____,

the above signed officer, _____,
(Name of Affiant)

personally appeared and, known by me to be the person described in the foregoing Affidavit, acknowledged that (s)he executed the same in the capacity stated therein and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Notary Public Signature

(Seal)

Commission Expires: _____

**SCHEDULE H: DOCUMENTATION OF GOOD FAITH EFFORTS
TO UTILIZE MBEs AND WBEs ON CONSTRUCTION CONTRACT**

Project Name: _____
Specification # _____

The Department of Procurement Services reserves the right to audit and verify all Good Faith Efforts as a condition of award. Material misrepresentations and omissions shall cause the bid to be rejected.

(B) The following is documentation and explanation of the bidder’s Good Faith Efforts to meet the contract specific goals as described in the Good Faith Efforts Checklist as part of Schedule D. The Schedule D cannot be modified without the written approval of DPS.

I, _____ on behalf of _____
(Name of reporter) (Prime contractor)

have determined that it is unable to meet the contract specific goals in full or in part as set forth in the Special Conditions Regarding Minority and Women Business Enterprise Commitment in Construction Contracts. I hereby declare and affirm that the following good faith efforts were undertaken by the Bidder/Contractor to meet the MBE and/or WBE contract specific goals of this project.

**Good Faith Efforts Checklist from Schedule D
Attach additional sheets as needed.**

___ Solicited through reasonable and available means at least 50% (or at least 5 when there are more than 11 certified firms in the commodity area) of MBEs and WBEs certified in the anticipated scopes of subcontracting of the contract, within sufficient time to allow them to respond, as described in the Schedule F.
Attach copies of written notices sent to MBEs and WBEs.

___ Provided timely and adequate information about the plan, specifications and requirements of the contract.
Attach copies of contract information provided to MBES and WBEs.

___ Advertised the contract opportunities in media and other venues oriented toward MBEs and WBEs.
Attach copies of advertisements.

___ Negotiated in good faith with interested MBEs or WBEs that have submitted bids and thoroughly investigated their capabilities.
Attach Schedule F, Report of Subcontractor Solicitations for Construction Contracts.

___ Selected those portions of the work or material consistent with the available MBE or WBE subcontractors and suppliers, including, where appropriate, breaking out contract work items into economically feasible units to facilitate MBE or WBE participation.
Describe selection of scopes of work solicited from MBEs and WBEs and efforts to break out work items.

___ Made efforts to assist interested MBEs or WBEs in obtaining bonding, lines of credit, or insurance as required by the City or bidder or contractor.

Describe assistance efforts.

___ Made efforts to assist interested MBEs or WBEs in obtaining necessary equipment, supplies, materials, or related assistance or services.

Describe assistance efforts.

___ Effectively used the services of the City; minority or women community organizations; minority or women assistance groups; local, state, and federal minority or women business assistance offices; and other organizations to provide assistance in the recruitment and placement of MBEs or WBEs as listed on Attachment A.

Describe efforts to use agencies listed on Attachment A.

I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THE FOREGOING DOCUMENT ARE TRUE AND CORRECT, AND THAT I AM AUTHORIZED, ON BEHALF OF THE CONTRACTOR, TO MAKE THIS AFFIDAVIT.

Name of Contractor: _____
(Print or Type)

Signature: _____
(Signature of Affiant)

Name of Affiant: _____
(Print or Type)

Date: _____
(Print or Type)

State of _____
County (City) of _____

This instrument was acknowledged before me on _____ (date)
by _____ (name/s of person/s)
as _____ (type of authority, e.g., officer, trustee, etc.)
of _____ (name of party on behalf of whom instrument
was executed).

Signature of Notary Public

(Seal)

STATUS REPORT OF MBE/WBE (SUB) CONTRACT PAYMENTS

Specification No.: _____

Department Project No.: _____

Date: _____

Voucher No.: _____

STATE OF: _____)

COUNTY (CITY) OF: _____)

In connection with the above-captioned contract:

I HEREBY DECLARE AND AFFIRM that I am the _____
(Title - Print or Type)

and duly authorized representative of _____
(Name of Company - Print or Type)

(Address of Company) () (Phone)

and that the following Minority and Women Business Enterprises (MBE/WBEs) have been contracted with, and have furnished, or are furnishing and preparing materials for, and have done or are doing labor on the above referenced project; that there is due and to become due them, respectively the amounts set opposite their names for material or labor as stated; and that this a full, true and complete statement of all such MBE/WBEs and of the amounts paid, due, and to become due to them:

MBE/WBE	GOODS/SERVICES PROVIDED	AMOUNT OF CONTRACT	AMOUNT PAID TO DATE
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$
		\$	\$

TOTAL AMOUNT PAID TO MBEs TO DATE: \$ _____

TOTAL AMOUNT PAID TO WBEs TO DATE: \$ _____

I DO SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE CONTENTS OF THE FOREGOING DOCUMENT ARE TRUE AND CORRECT, AND THAT I AM AUTHORIZED, ON BEHALF OF THE CONTRACTOR, TO MAKE THIS AFFIDAVIT.

Name of Contractor: _____
(Print or Type)

Signature: _____
(Signature of Affiant)

Name of Affiant: _____
(Print or Type)

Date: _____
(Print or Type)

State of _____

County (City) of _____

This instrument was acknowledged before me on _____ (date)

by _____ (name/s of person/s)

as _____ (type of authority, e.g., officer, trustee, etc.)

of _____ (name of party on behalf of whom instrument was executed).

Signature of Notary Public

(Seal)

(Seal)

Form A: RFQ Response Checklist

O'HARE EXPRESS SYSTEM REQUEST FOR QUALIFICATIONS (RFQ) RFQ RESPONSE ADMINISTRATIVE CHECKLIST

NOTE: THIS CHECKLIST IS INTENDED TO ASSIST RESPONDENTS BUT MAY NOT BE A COMPLETE LIST OF REQUIRED DOCUMENTATION. RESPONDENT IS SOLELY RESPONSIBLE FOR ENSURING THAT IT INCLUDES ALL REQUIRED DOCUMENTS WITH ITS SOQ.

Part A of the SOQ shall contain the following items:

General Requirements

- RFQ Response Checklist (Form A)
- Statement of Qualifications Cover Letter (Form B)
- Executive Summary

Respondent Team Composition and Experience

- Information on Respondent, Prime Team Members, and Guarantors (Form C)
- Management Structure Description
- Organizational Charts
- Key Personnel Qualifications
- Key Personnel Resumes and References
- Commitment of Key Personnel Availability
- Comparable Project Development (Forms D-1 and D-2)

Approach to Project Development

- General Approach to Design, Development, Construct, Operate and Maintain Project

Workforce

- MBE/WBE/ACDBE Participation Plan
- Workforce Development Plan

Safety Record

- Safety Record Information (Form F) for each Lead Contractor and Lead Operations Firm

Legal and Administrative Information

- Confidential Contents Index
- Legal Issues
- Legal Liabilities
- Legal Proceedings

Part B of the SOQ shall contain the following items:

Financing Plan and Documents of Support

- Equity Funding Letters
- Financial Officer's Certificate (Form G)
- Financial Statements
- Financial Letters of Support

Financing Experience

- General Experience
- Project Examples (Form E)
- Key Financial Personnel
- Key Financial Personnel Resumes and References
- Commitment of Key Financial Personnel Availability

Project Financing Approach

- Preliminary Plan of Project Financing

Form B: Statement of Qualifications Letter Template

To be duplicated and completed on Respondent's company letterhead

(Date)

Chicago Infrastructure Trust
35 East Wacker Drive, Suite 1450
Chicago, Illinois 60601

Re: O'Hare Express System RFQ Response

Dear Ms. Darling:

On behalf of (Full legal name of Respondent), I am pleased to submit our response to the Chicago Infrastructure Trust's ("CIT") Request for Qualifications ("RFQ") for the O'Hare Express System Project. In this connection, I state the following:

1. I have full authority to bind Respondent with respect to this RFQ response and any oral or written presentations and representations regarding this RFQ response made to the CIT or the City of Chicago ("City").
2. (Full legal name of Respondent) has read and understands the RFQ and is fully capable and qualified to provide the goods and services as described within the RFQ.
3. I have read and understand the RFQ, including addenda numbers _____. If none were issued, indicate "NONE".
4. (Full legal name of Respondent) understands that the CIT and the City shall provide no public funding for the Project. In submitting its Statement of Qualifications ("SOQ"), (Full legal name of Respondent) represents that, if selected, it will be responsible for financing all Project costs and, as compensation for services rendered under the Project agreement, will be entitled only to Project-specific revenues (e.g., farebox revenue, advertising revenue, etc.). Further, (Full legal name of Respondent) represents that it will not request additional CIT or City funding in subsequent stages of the procurement and/or contract negotiations.
5. (Full legal name of Respondent) understands that the CIT and the City will rely on accuracy of this RFQ response and the Respondent agrees to be bound by its representations and statements made herein and in any oral or written RFQ presentation(s) made during the evaluation and selection process.
6. If requested by the CIT or City, (Full legal name of Respondent) agrees to furnish additional information or documentation and/or to participate in oral presentations / interviews to assist the CIT and the City's SOQ evaluations.
7. Neither I nor (Full legal name of Respondent) has any beneficial interest in or relationship with any other party working or performing services for, or otherwise

affiliated with, the CIT or the City; and has no conflict of interest which could interfere with the provision of services to the City.

8. (Full legal name of Respondent) understands that the CIT and the City will rely upon the material representations set forth in the SOQ and that (Full legal name of Respondent) has a continuing obligation to update and inform the CIT and City in writing of any material changes or errors to their RFQ Response. If the CIT and the City determine that any information provided in RFQ response is false, incomplete or inaccurate, or if any provision of the requirements of the RFQ is violated, any subsequent Project agreement may be void or voidable, and the CIT and the City may pursue any remedies under the Contract, at law, or in equity, including terminating the (Full legal name of Respondent) participation in the project or transaction and/or declining to allow the (Full legal name of Respondent) to participate in future CIT and/or City transactions.
9. It is understood that an original and multiple copies of the SOQ have been submitted for consideration. (Full legal name of Respondent) warrants that all copies are identical to the original in all respects.
10. I declare that all required forms provided in this RFQ Response have been examined by me and to the best of my knowledge and belief are true, correct, and complete.
11. (Full legal name of Respondent) understands and acknowledges that the certifications, disclosures, and acknowledgments contained within this RFQ Response may become a part of any subsequent Project contract awarded to the Respondent by the City.
12. (Full legal name of Respondent) has designated the following individual as their Respondent Representative, per RFQ Section 8.1:

Name: _____
Title: _____
Organization: _____
Email: _____
Phone: _____
Address: _____

Signed:

Typed/lettered name of signatory

As: _____
(Relationship to Respondent/Title/etc.)

Form C: Information Regarding Respondent, Prime Team Members, and Guarantor(s)*

Name of Respondent: _____

Name of Firm: _____

Year Established: _____ Individual Contact: _____

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

North American Industry Classification Code: _____ Fax No.: _____

Name of Local Contact: _____

Name of Respondent: _____

Business Organization

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

A. Business Name: _____

Business Address: _____

Headquarters: _____

Office Performing Work: _____

Contact Telephone Number: _____

*Submit one copy of Form C related to the Respondent team generally (filling in the introductory information and Parts A, B, D, E, and F). Submit one copy of Form C for each of the Equity Members, Lead Contractor, the Lead Design Firm, Lead Operations Firm, and Guarantor(s) (filling in the introductory information and Parts A and C).

B. Equity Member(s) Information. Please fill out the following table, including all Respondent Equity Members. Indicate the planned equity share in the Respondent of each Equity Member, Guarantor (if applicable), and any additional role the Equity Member may have in the Respondent Team.

EQUITY MEMBER NAME, ADDRESS, LEGAL NATURE, AND STATE OF ORGANIZATION	PLANNED EQUITY SHARE PERCENTAGE IN RESPONDENT (SUM SHOULD TOTAL 100%)	GUARANTOR NAME AND ADDRESS (IF APPLICABLE)	INDICATE OTHER ROLES: LEAD CONTRACTOR, LEAD DESIGNER, OR LEAD O&M PROVIDER

C. Lead Contractor, Lead Design Firm, Lead Operations Firm, and Guarantor(s) Information. If the Lead Contractor, Lead Design Firm, Lead Operations Firm, or Guarantor(s) is a joint venture, consortium, partnership or limited liability company, indicate the name and role of each joint venturer, consortium member, partner or limited liability company member (as applicable) in the spaces below.

NAME AND ADDRESS	PROPOSED ROLE WITHIN THE CONSORTIUM, JOINT VENTURE, LIMITED LIABILITY COMPANY OR PARTNERSHIP	CURRENT OR EXPECTED PERCENTAGE OF INTEREST WITHIN THE CONSORTIUM, JOINT VENTURE, LIMITED LIABILITY COMPANY OR PARTNERSHIP AND TYPE OF INTEREST (IF APPLICABLE)

D. Respondent Team Information- Lead Contractor. In the chart below, list the members of the Lead Contractor and the percentage interest of each member. If a member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

LEAD CONTRACTOR MEMBER NAME (COMPOSITION OF LEAD CONTRACTOR)	PERCENTAGE INTEREST IN RESPONDENT
<p style="text-align: center;">Example: Contractor JV (Joint Venturer #1 - 75%) (Joint Venturer #2 - 25%)</p>	50%
Member 1:	
Member 2:	
Member 3:	

E. Respondent Team Information - Lead Engineering Firm. In the chart below, list the Lead Engineering Firm of the Respondent team in the appropriate box. If the Lead Engineering Firm is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the Lead Engineering Firm entity.

LEAD ENGINEERING FIRM NAME (COMPOSITION OF THE LEAD ENGINEERING FIRM)	PERCENTAGE INTEREST IN LEAD ENGINEERING FIRM
<p style="text-align: center;">Example: Lead Engineer- Engineer JV (Designers Inc- 60%) (Engineer Co.- 40%)</p>	
Member 1:	
Member 2:	
Member 3:	

F. Respondent Team Information - Other. In the chart below, list any other members of the Respondent team not identified above in the appropriate box. If the other member is a joint venture, consortium, partnership or limited liability company, indicate the entities making up the joint venture, consortium, partnership or limited liability company and their percentage interest in the entity.

FIRM NAME (COMPOSITION OF FIRM)	PERCENTAGE INTEREST IN FIRM
Example: Firm: Other JV (Firm A- 60%) (Firm B – 40%)	
Member 1:	
Member 2:	
Member 3:	

AUTHORIZED REPRESENTATIVE:

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

By: _____ Print Name: _____
 Title: _____ Date: _____

[Please make additional copies of this form as needed]

Form D-1: Detailed Project Description

DETAILED PROJECT DESCRIPTION

Name of Respondent Team Member: _____

Project Name:	
1. Owner information (1):	
2. Project description (2):	
3. Dates work performed and project type (3):	
4. Capital costs and financing value (4):	
5. Annual O&M Value (5):	
6. Schedule (6):	
7. Project role, description and amount of work performed (7):	
8. Description of design and/or design management role; construction and/or construction management role; lifecycle, safety, operations role; and maintenance role	
9. Key individuals and their respective roles:	
10. Key challenges and solutions implemented:	
11. Unique aspects such as downtown business impact mitigation, innovative technology, railway corridor coordination, environmental management, sustainability, workforce development, workplace excellence, etc.:	
12. Relevance to the Project:	
13. Significant honors, awards, publications, peer recognition, or other evidence of design / construction excellence (as applicable):	
14. Other notable project characteristics:	

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 E: Project Finance Experience

List only the experience of the Equity Member. For entities that invest equity through one or more funds or vehicles under common or similar management or ownership, the experience of all such funds and vehicles may be included.

Name of Equity Member: _____

Project Name and Location	Owner Information (1)	Project Description (2)	Project Structure (3)	Equity Investment Type (4)	Relevant Financing Features (5)

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 (transportation, bridges and tunnels, rail and transit projects, etc.), size and current status.
- (3) Identify project structure (e.g., design-build, design-build-finance-operate-maintain or similar type of project, availability payment, revenue, hybrid, etc.).
- (4) Include the amount of equity investment and structure.
- (5) Identify features such as TIFIA financing, PABs, bank loans and other credit and financing tools used in the U.S.

Description of why the experience will provide value to the Project Sponsors:

Form F: Safety Record Information

Name of Respondent Team Member: _____

Instructions:

- List your firm's Experience Modification Ratio (EMR) for the five most recent years (Information is available from your workers' compensation insurance carrier)
- If your firm does not have five years of rates available use the most recent available

Year: _____ Ratio: _____

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

By: _____

Print Name: _____

Title: _____

Firm: _____

Date: _____

Form G: Financial Officer's Certificate

[Complete a separate **Form G** for each Equity Member (and each Guarantor, if any).¹]

I, [Name], the [Title] of [Name of Prime Team Member] (the "Company") [and the [Title] of [Name of Guarantor] (the "Guarantor")], do hereby certify as of [Date]² that:

- (a) This certificate is being executed and delivered in connection with the statement of qualifications submitted by [Respondent Name] (the "SOQ") in response to the Request for Qualifications to design, build, finance, operate, and maintain the O'Hare Express System (the "Project"), dated November 29, 2017 (the "RFQ") issued by the Chicago Infrastructure Trust ("CIT"), on behalf of the City of Chicago ("City").
- (b) As to the matters herein set forth below, I either have personal knowledge or have obtained information from officers or employees of the [Prime Team Member] [and the Guarantor] in whom I have confidence and whose duties require them to have personal knowledge thereof. I make the certifications herein to CIT pursuant to the requirements of the RFQ with the intent and understanding that they will be relied upon by the CIT and City 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 Respondent were to become the Developer.]³
- (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 contingent liabilities or unusual forward or long-term commitments not disclosed therein.⁴
- (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

¹ Each of the Equity Members 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.

⁴ For entities that do not prepare audited financial statements, Respondents should submit a question to CIT by the last day for Respondent clarification requests indicated in Section 1.5 of the RFQ, outlining proposed information that would provide similar support to audited financial statements to seek confirmation of its appropriateness by CIT.

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 [EntityName].]⁵

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].]⁶

IN WITNESS WHEREOF, the undersigned is the Chief Financial Officer, Treasurer or equivalent officer of the entity to which this form relates⁷, and has duly executed this certificate as of the date first written above.

Name: _____

Title: _____

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.

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.

Financial Officer's Certificate: Annex A - Financial Information Summary

Entity: Designate Prime Team Member and Project role

FY END ⁸	TOTAL REVENUES	PRE-TAX PROFIT	FIXED ASSETS	TOTAL ASSETS ⁹	CONTINGENT LIABILITIES	LONG-TERM LIABILITIES	SHORT-TERM LIABILITIES	NET ASSETS	TANGIBLE NET WORTH	LONG-TERM GEARING ¹⁰	LOCAL CURRENCY AND FX RATE

SHAREHOLDER ¹¹	INTEREST (%)
(Shareholder Name)	
(No current shareholders, equity members partners or equivalent have a holding of 15% or greater)	
RATING AGENCY ¹²	RATING
(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, Prime Team Members and Guarantors, if any, shall provide a copy of their most recent credit report up to the SOQ Due Date.

Financial Officer's Certificate: Annex B - Insolvency Event

[Equity Member or Lead Contractor to Provide Details]

Financial Officer's Certificate: Annex C – Material Change in Financial Condition

[Prime Team Member to Provide Details]

INSTRUCTIONS TO RESPONDENTS 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 SOQ; 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 CIT considers to be a material change in financial condition. **At the discretion of the City and the CIT, 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.