

**NORTH CAROLINA TURNPIKE AUTHORITY  
MID-CURRITUCK BRIDGE PROJECT  
REQUEST FOR PROPOSALS  
Form A**

**PROPOSAL COVER SHEET**

PROPOSER: \_\_\_\_\_

Proposal Date: \_\_\_\_\_, 2008

North Carolina Turnpike Authority

[Insert Contact Information]

The undersigned (“**Proposer**”) submits this detailed proposal (this “**Proposal**”) in response to that certain Request for Proposals (the “**RFP**”) issued by the North Carolina Turnpike Authority (“**NCTA**”), an agency of the State of North Carolina, dated September 29, 2008 (as amended by Addendum 1), with respect to the Mid-Currituck Bridge Project (the “**Project**”), as more specifically described herein and in the documents provided with the RFP (the “**RFP Documents**”). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP and the RFP Documents.

In consideration for NCTA supplying us, at our request, with the RFP Documents and agreeing to examine and consider this Proposal, the undersigned undertakes [jointly and severally] *[if Proposer is a joint venture or association other than a corporation, limited liability company or a partnership, leave in words “jointly and severally,” and delete the brackets; otherwise delete the entire phrase]:*

- to keep this Proposal open for acceptance initially for 180 days after the Proposal Due Date, and if requested by NCTA within such 180-day period, for an additional 90 days, without unilaterally varying or amending its terms and without any member or partner withdrawing or any other change being made in the composition of the partnership/joint venture/limited liability company/consortium on whose behalf this Proposal is submitted, without first obtaining the prior written consent of NCTA, in NCTA’s sole discretion.

If selected by NCTA, Proposer agrees to do the following or to cause Developer to do the following: (a) if requested by NCTA in its sole discretion, enter into good faith negotiations with NCTA regarding the terms of the Pre-Development Agreement (“PDA”) in accordance with the requirements of the RFP; (b) enter into the PDA without varying or amending the terms outlined in the RFP (except for modifications agreed to by NCTA in its sole discretion), and satisfy all other conditions to award of the PDA; and (c) perform its obligations as set forth in the RFP and PDA, including compliance with all commitments contained in this Proposal.

The following individual(s) is/are authorized to enter into negotiations with NCTA on behalf of the Proposer and Developer in connection with this RFP, the Project and the PDA: \_\_\_\_\_

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

- All required submittals for Tab 1 (Required Forms and Information), as set forth in RFP Section 3.3.1
- All required submittals for Tab 2 (Design, Construction and Environmental Approach), as set forth in RFP Section 3.3.2
- All required submittals for Tab 3 (Project Approach), as set forth in RFP Section 3.3.3; and
- All required submittals for Tab 4 (Compensation and Termination Approach), as set forth in RFP Section 3.3.4

Proposer acknowledges receipt of following Addenda and sets of questions and responses:

- *[list any addenda to the RFP and sets of questions and answers by dates and numbers]*

Proposer certifies that its Proposal is submitted without reservation, qualification, assumptions or conditions. Proposer certifies that it has carefully examined and is fully familiar with all of the provisions of all of the RFP Documents, has reviewed all materials posted on the secure file transfer site for the Project, the addenda and NCTA's responses to questions, and is satisfied that the RFP Documents provide sufficient detail regarding the obligations to be performed by Developer and do not contain internal inconsistencies; that it has carefully checked all the words, figures and statements in this Proposal; that it has conducted such other investigations and additional design development which are prudent and reasonable in preparing this Proposal; and that it has notified NCTA of any deficiencies in or omissions from any RFP Documents or other documents provided by NCTA.

Proposer represents that all statements made in the SOQ previously delivered to NCTA are true, correct and accurate as of the date hereof, except as otherwise specified in the enclosed Proposal and Proposal forms. Proposer agrees that such SOQ, except as modified by the enclosed Proposal and Proposal forms, is incorporated as if fully set forth herein.

Proposer understands that NCTA is not bound to accept the Proposal requesting the least public funds or any Proposal NCTA may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this Proposal and participating in the RFP process will be borne solely by the Proposer.

Proposer agrees that NCTA will not be responsible for any errors, omissions, inaccuracies or incomplete statements in this Proposal.

This Proposal shall be governed by and construed in all respects according to the laws of the State of North Carolina.

Proposer's business address:

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(No.) (Street) (Floor or Suite)

---

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: \_\_\_\_\_

*[insert appropriate signature block from following pages]*

1. Sample signature block for corporation or limited liability company:

*[Insert the proposer's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

2. Sample signature block for partnership or joint venture:

*[Insert the proposer's name]*

By: *[Insert general partner's or member's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

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

3. Sample signature block for attorney in fact:

*[Insert the proposer's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Attorney in Fact



\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Title)

Subscribed and sworn to before me this \_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Notary Public in and for  
said County and State

[Seal]

My commission expires: \_\_\_\_\_.

*[Duplicate or modify this form as necessary so that it accurately describes the entity making the Proposal and so that it is signed on behalf of the entity(ies) making the Proposal.]*

**NORTH CAROLINA TURNPIKE AUTHORITY  
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**Form C**

**EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION**

*[To be executed by the Proposer, Principal Participants and proposed Major Subcontractors]*

The undersigned certifies on behalf of \_\_\_\_\_, that:  
*(Name of entity making certification)*

*[check one of the following boxes]*

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

*[check one of the following boxes]*

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

If not Proposer, relationship to Proposer: \_\_\_\_\_

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)), and must be submitted by Proposers and proposed subcontractors only in connection with contracts and subcontracts which are subject to the equal opportunity clause. Contracts and subcontracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts or subcontracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposers, Principal Participants and proposed Major Subcontractors who have participated in a previous contract or subcontract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.



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**Form D**

**TITLE 49, CODE OF FEDERAL REGULATIONS, PART 29  
DEBARMENT AND SUSPENSION CERTIFICATION**

The undersigned certifies to the best of its knowledge and belief, that it and its principals:

- a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
- b. Have not within a 3-year period preceding this proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, State or local) transaction or contract under a public transaction; violation of federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, State or local) with commission of any of the offenses enumerated in paragraph 1b of this certification; and
- d. Have not within a 3-year period preceding this application/proposal had one or more public transactions (federal, State or local) terminated for cause or default.

Where the Proposer is unable to certify to any of the statements in this certification, it shall attach a certification to its proposal or bid stating that it is unable to provide the certification and explaining the reasons for such inability.

Date: \_\_\_\_\_

Proposer: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

*[Duplicate or modify this form as necessary so that it accurately describes the entity making the Proposal and so that it is signed on behalf of all partners, members or joint venturers of the Proposer and all other Principal Participants.]*

**NORTH CAROLINA TURNPIKE AUTHORITY  
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**Form E**

**CERTIFICATION REGARDING USE OF CONTRACT FUNDS FOR LOBBYING**

The undersigned certifies, to the best of its knowledge and belief (after due inquiry and investigation), that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any Federal agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement;

2. If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any Federal agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

The undersigned shall require that the language of this certification be included in all lower tier subcontracts which exceed \$100,000 and that all such recipients shall certify and disclose accordingly.

The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

Date: \_\_\_\_\_, 2008

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Proposer

*[Duplicate or modify this form as necessary so that it accurately describes the entity making the Proposal and so that it is signed on behalf of all partners, members or joint venturers of the Proposer and all other Principal Participant]*

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**Form F**

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Proposer's attention is directed to 23 CFR Part 636 Subpart A and in particular to Subsection 636.116 regarding organizational conflicts of interest. Section 636.103 defines "organizational conflict of interest" as follows:

Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage.

Proposers are advised that in accordance with NCTA's conflicts of interest statutes (N.C.G.S. 136-13, 136-13.1, and 136-14), certain firms will not be allowed to participate on any Proposer's team for the Project because of their work with NCTA in connection with the Project procurement.

**1. Required Disclosure of Conflicts**

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present, or planned interest(s) of the Proposer's team (including the Proposer, Developer, the Principal Participants, proposed consultants and proposed subcontractors, and their respective chief executives, directors, and key project personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with this RFP.

Proposer should disclose (a) any current contractual relationships with NCTA, (b) any past, present, or planned contractual or employment relationships with any NCTA member, officer, or employee; and (c) any other circumstances that might be considered to create a financial interest in the contract by any NCTA member, officer, or employee if Proposer is awarded the contract. Proposer should also disclose matters such as ownership of 10% or more of the stock of, or having directors in common with, any of the RFP preparers. Proposer should also disclose contractual relationships with an RFP preparer in the nature of a joint venture, as well as relationships wherein the RFP preparer is a contractor or consultant (or subcontractor or subconsultant) to Proposer or a member of Proposer's team. The foregoing is provided by way of example, and shall not constitute a limitation on the disclosure obligations.



**3. Certification**

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

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Company Name

\_\_\_\_\_, 2008  
Date

**NORTH CAROLINA TURNPIKE AUTHORITY  
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**Form G**

PDA Cost Estimate and Compensation Schedule

[attached separately]

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**Form H**

**Termination Event and Compensation Matrix**

	<b><u>PDA Termination Event</u></b>	<b><u>Terms of Developer Compensation (if any)</u></b>
1.	Developer and NCTA do not agree to terms and conditions of a Concession Agreement within prescribed timeline.	
2.	ROD including the bridge alternative is not issued by December 2010	
3.	Development of the Project by NCTA is specifically barred by legislation enacted by North Carolina General Assembly or final order of a court	
4.	Developer cannot close financing within 120 days of the effective date of Concession Agreement	
5.	North Carolina General Assembly repeals the annual \$15 million/ year project appropriation	
6.	NCTA and Developer mutually agree that Project cannot be financed with the available public and private funds	
7.	PDA is terminated for convenience by NCTA	
8.	PDA is terminated by NCTA for default by Developer	