



Richmond Metropolitan Transportation  
Authority

Request for Proposal

To Provide Traffic and Revenue Consulting  
Services

RFP# TR-2019

RFP Issue Date: August 29, 2019

RFP Response Date: September 27, 2019  
12:00 PM, Eastern Time  
Richmond Metropolitan Transportation Authority  
Attn: Paula Watson  
901 East Byrd Street, Suite 1120  
Richmond, Virginia 23219

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**1. GENERAL INFORMATION:**

The Richmond Metropolitan Transportation Authority (the "Authority") requests proposals from qualified and interested firms to provide the Authority with traffic and revenue consulting services. The firm will be responsible for conducting complex traffic modeling and forecasting, including forecasting traffic and revenue for the Authority's Expressway System, and providing opinions and other analysis concerning traffic and revenue projections as required under the Bond Resolution governing the Authority's revenue bond financing for the Expressway System. See **Appendix A** for excerpts from the Bond resolution. Additional information and a map of the Authority's Expressway System can be found in **Appendix B**, with traffic and revenue history in **Appendix C**.

The proposed engagement will be for an initial term not to exceed three (3) years, terminable without cause by either party at any time upon sixty (60) days prior written notice, provided, however, that the Proposer may not so terminate if it will result in a substantial inconvenience, burden, delay, or hardship upon the Authority, as reasonably determined by the Authority. The contract may be renewable for two (2) additional one (1) year periods solely at the Authority's option.

Any firm submitting a proposal must be an independent traffic and revenue consulting firm, as set forth in the Authority's Bond resolution, with a nationwide and favorable reputation for skill and experience in traffic revenue consulting, recent and extensive experience in transportation and toll road applications, complex modeling and forecasting tools, and demonstrated success in forecasting revenues generated by bond-financed highway surface transportation projects.

**2. ABOUT THE AUTHORITY:**

The Richmond Metropolitan Transportation Authority was created in 1966 through enabling legislation of the General Assembly of Virginia. The Authority, a political subdivision of the Commonwealth of Virginia, owns and operates the Expressway System.

The participating political subdivisions comprising the Authority are the City of Richmond and the counties of Henrico and Chesterfield. The Authority is governed by a board of sixteen members, including one representative from the Commonwealth Transportation Board. The board appoints a Chief Executive Officer to serve as the chief administrative executive of the Authority.

The Authority's Expressway System is financially self-sustaining for operating expenses and debt service. The Authority receives no state or federal funds directly.

Additional information relative to the Authority is available in the Authority's Annual Report, Budget, and Comprehensive Annual Financial Report, which can be obtained at the Authority's web site at [www.rmtaonline.org](http://www.rmtaonline.org).

**3. SCOPE OF SERVICES:**

Under the Bond Resolution, a portion of the Traffic and Revenue Consultant's duties are to provide the Authority with analyses and projections regarding Expressway System traffic volume and revenues relative to existing and contemplated transportation projects. The successful Proposer shall assist Authority staff with all phases of traffic and revenue

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forecasting, reporting and other various assignments on an as needed basis. It is contemplated that routine services such as annual revenue projections, the annual revenue certification, and the monthly traffic and revenue analysis reports will be combined into an annual retainer work order; while other work orders will be issued as services are required. The Authority accordingly seeks Traffic and Revenue consulting services that shall include, but are not limited to, any or all of the following. (Note- All discussions relative to services and related reports assume a July 1<sup>st</sup> to June 30<sup>th</sup> fiscal year.)

- A. Perform all duties required of the Traffic and Revenue Consultant as anticipated and contemplated by the Bond Resolution, including providing certificates and opinions related to annual reviews, proposed changes in toll rate schedules or toll classifications, and additional bond issuances.
- B. By the 10th (tenth) business day of each month, deliver to the Director of Finance an analysis of prior month and year-to-date traffic and revenues. The report should explore trends and variances relative to the following:
  - Budget to actual
  - Actual to actual
  - Day to day
  - Impact of weather, holidays and other factors on variances in traffic and revenues
  - Impacts related to gas prices, the economy, unemployment, employment and mass transit
  - Other factors that serve to explain trends and variances.
- C. Develop traffic and revenue projections for the annual budget. Projections must be delivered to the Authority no later than April 1st, annually, in accordance with the Bond Resolution. Projections shall be developed for the following toll plazas and ramps:
  - Downtown Expressway Plaza & ORT lanes
  - Eleventh Street Ramp
  - Second Street Ramp
  - Powhite Parkway Plaza & ORT lanes
  - Forest Hill Avenue Ramp
  - Douglasdale Road Ramp
  - Boulevard Bridge
- D. Section 701 of the Bond Resolution requires that the Traffic and Revenue Consultant and Consulting Engineer certify annually that the Authority's budget has been prepared in accordance with the provisions of the resolution. Upon adoption of the annual budget by the Authority's Board of Directors, the revenue consultant will be required to certify to the original current year revenue and expense budget, the adjusted current year revenue and expense budget, the projected current year revenue and expense budget, and the adopted revenue and expense budget for the coming year. The Traffic and Revenue Consultant certifies as to revenues and the Consulting Engineer certifies as to expenses. Revenues include tolls and funding streams from all other sources such as rents and investment income.
- E. By September 1st annually, prepare and deliver an annual traffic and revenue report for the prior fiscal year to the Authority. The report shall include, but will not be limited, to the following.
  - Executive Summary
  - Traffic and Revenue by plaza and ramp
  - Budget to actual

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- Current and prior year comparison
  - Traffic characteristics
  - Historical traffic and revenue trends
  - Economic considerations
  - Illustrations, graphs and maps
- F. By February 1<sup>st</sup> annually, prepare and deliver to the Director of Finance an analysis of the July- December year-to-date traffic and revenues as compared to the current year budget and next fiscal year's projection ("mid-year" toll certification).
- G. Participate and assist the Authority as needed in presentations relative to reports and findings to rating agencies, the Authority's Board of Directors, the Virginia Department of Transportation, the Authority's member jurisdictions, investors, and other entities as mutually agreed.
- H. Prepare evaluations, studies and opinions as necessary to determine recommended toll rates and periodic toll rate adjustments for the Expressway System and other transportation projects, including investment grade financial feasibility studies and bonding capacity studies, including preparation and/or review of studies to determine adequacy of projected revenues derived from toll and other user charges to support project debt.
- I. Provide and maintain traffic modeling tools and data pertinent to the Expressway System, other transportation projects and potential projects, working with VDOT and other local planning organizations, as necessary, to update economic, regional development projects, demographic trends, and land use data.
- J. As requested, provide analysis and information pertaining to or perform special studies or reports regarding traffic, toll revenues (including trends in toll revenues), toll rate structure, lane configurations, toll collection methods, video-enforcement, and strategies and related technology and industry trends. Such work might also pertain to traffic surveys and origin and destination studies or include review/assessment of toll facility operations and recommendations for modifications. Must be able to design and prepare two and three dimensional traffic flow simulations using advanced software applications to visualize the behavior of complex traffic systems, and to evaluate traffic flow dynamics
- K. Review, assess and advise as to the reliability of toll feasibility estimates presented as part of proposals to develop revenue-generating projects, including any public-private proposals submitted to the Authority under Virginia's public-private legislation.
- L. Work at the direction and supervision of the Authority's Director of Finance, Director of Operations, and Chief Executive Officer. The firm will also be required to work cooperatively and collaboratively with other firms serving the Authority, including but not limited to the Authority's Consulting Engineer, General Counsel, financial advisors, and Bond Counsel.
- M. Provide analyses and/or impact studies of electronic toll collection, variable pricing, discounts, etc., video enforcement, and any other technological enhancements to the system.

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**4. PROPOSAL PREPARATION AND SUBMISSION REQUIREMENTS:**

**A. General Requirements:**

In order to be considered for selection, Proposers must submit a complete response to this RFP that has been signed by an authorized representative of the Proposer. All required information must be submitted, and failure to submit all required information may result in the Authority rejecting the proposal or giving a lower evaluation.

Responses should be prepared simply and economically, and should provide straightforward and concise responses that satisfy the requirements of this RFP. Emphasis should be placed on completeness and clarity of content, presentation in a non-technical format, and a response tailored specifically to the Authority and the requirements and scope of services set forth in this RFP.

Expensive bindings, color displays, promotional materials, demo CDs, etc. are not needed. All costs directly or indirectly related to the preparation of the proposal, response, and presentations relative to this RFP shall be borne by the Proposer.

**B. Submittal Restrictions:**

Submittal text shall be limited to 50 pages in length, exclusive of resumes, cover sheets, tables of content, dividers, etc. printed on two sides and double-spaced. Materials submitted in excess of the specified page maximum will not be reviewed. Preprinted brochure material may be included in the submittal if desired and will not be counted in the page maximum.

**C. Delivery and Deadline for Submission:**

All proposals shall be received by the Richmond Metropolitan Transportation Authority, Attn: Paula Watson, 901 East Byrd Street, Suite 1120, Richmond, Virginia 23219 no later than 12:00 noon, eastern time, September 27, 2019. One original (signed by an authorized representative of the Proposer) and five copies shall be submitted.

Questions regarding this RFP should be sent to the attention of Paula Watson, 901 East Byrd Street, Suite 1120, Richmond, Virginia 23219, or to [paula.watson@rmtaonline.org](mailto:paula.watson@rmtaonline.org), no later than 12:00 noon, Eastern Time, September 13, 2019.

Proposals must be submitted in sealed packages to the administrative offices of the Authority. Proposals will not be accepted via fax or email. Proposal packages must be marked **RFP# TR-2019**. Failure to comply with this requirement may result in rejection of the proposal.

Any proposals received after the scheduled closing time for receipt of proposals will not be considered for award and will be returned to the Proposer unopened.

**D. Specific Requirements:**

Responses to this RFP shall include an introduction letter and executive summary that provides a narrative and non-technical summary of the offeror's proposal, to be accompanied by the following information:

- *The Firm* – Provide a brief history and general description of your firm, including the following:
  1. Provide an overview of firm and location of offices. Discuss the capabilities and resources of the principle and any regional offices responsible for performing the services contemplated in this RFP.
  2. A detailed narrative describing your firm's qualifications for completing the scope of services herein. Include your firm's experience in providing complex traffic modeling, simulation and forecasting tools, demonstrated success in forecasting toll revenue for

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bond-financed transportation projects, and experience in rendering opinions and other analysis concerning traffic and revenue.

3. Experience with performing duties imposed on traffic engineers under requirements of trust indentures for bond financings, including providing certificates and opinions related to annual reviews and periodic bond issuances. Experience in providing and maintaining traffic modeling tools, including development of traffic and revenue projections for existing and proposed projects.
  4. Experience in preparing evaluations, studies, and opinions as necessary to determine recommended toll rates and periodic toll rate adjustments for various toll road projects, including reports regarding traffic, revenues, violations, non-revenue, toll collection methods and strategies, and related technology and industry trends.
  5. Experience with public-private agreements for developing revenue-generating transportation projects.
  6. An abstract of the firm's cost control procedures.
  7. A comprehensive description of the procedures employed by the firm to perform and supervise traffic and revenue consulting services in a timely and cost effective manner.
  8. Disclose any conflicts or potential conflicts of interest. Disclose all contractual or informational business arrangements/agreements, including fee arrangements, consulting agreements, and the nature of any legal representation, between your firm and the Authority's staff and/or any of its Board members; any entity that provides services to the Authority; and any governmental entity or political subdivision within the geographic areas encompassed by the Authority.
  9. A description of your firm's liability and errors and omissions coverage, including limits and any retention.
- *Firm Organization, Staffing, and Procedures* – Describe your approach to providing the services contemplated by this RFP and how you propose to meet the needs described herein.
1. *Qualifications and Experience of Firm* – Provide an organizational chart identifying key project management and lead personnel for both the firm and any of its anticipated sub-consultants. The relevant areas of project responsibility for lead personnel should be indicated. Designate the firms' principal office and officer to be directly responsible for potential Authority projects. Provide in detail the identified personnel's experience in traffic and revenue consulting for bond-financed toll road projects. Describe any qualities that your firm possesses that will enhance, provide continuity, and contribute to the efficiency of providing this service.
  2. *Qualifications and Experience of Key Personnel*- Identify and provide resumes for the individual(s) that will be assigned to the Authority, their qualifications, training, responsibilities and resumes. List any contractors or third-parties which will be potentially involved in providing services to the Authority, to include the same information above (please note that all contractors, subcontractors, and third-parties shall be subject to the Authority's approval).
  3. *Staffing* - Number of staff, broken into groupings, by specialty and by geographic location.
- *Experience*- List relevant public or private infrastructure development projects in which the Proposer provided traffic and revenue consulting services. Include the following:
    1. Project name and client
    2. Project location
    3. A brief description of the project and the work performed, including the date of any Official Statement or offering document related to financing the project.
    4. An explanation of whether project-related obligations were rated by bond rating agencies, and if so, the role the firm's work played in the ratings process.

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5. Name address, and telephone number of client contact.
  6. A summary client list for the past five (5) years separated into the following categories:
    - Public toll agencies
    - Public transportation agencies
    - Private companies
  7. A summary of significant projects expected to be underway in the firm's designated project office during the calendar years 2019 through 2023. The summary should indicate staff levels by discipline that the firm has pre-committed to such projects, in sufficient detail to establish the firm's ability to provide the level of staffing required to fulfill the services contemplated by this RFP.
- *Pricing* – Provide a pricing schedule relative to the services to be provided in this RFP. Completely describe all fixed and variable fees and expenses, the hourly rates of professional and administrative personnel involved in the engagement, including any fringe and overhead costs, as well as estimated out-of pocket expenses. You may set forth alternative pricing proposals, such as for example a fixed fee and, in the alternative, discounted hourly rates. Also include the maximum blended hourly rate that will be charged for projects, such as assistance with evaluating proposed public-private submissions and preparation, review, and analysis for feasibility studies.
  - *Form Engagement Letter or Contract* – At your option, provide a form of engagement contract. The Authority shall not be bound by such submission and intends to use its own form contract embodying the principal terms of this RFP.
  - *Municipal Advisor Rule* – The U.S. Securities and Exchange Commission Office of Municipal Securities has addressed, among other things, the definition of a Municipal Advisor, registration requirements for individuals or firms acting in the capacity of Municipal Advisor, and exempted activities and communications. The Authority intends for the scope of work under this RFP to qualify for the engineering or other applicable exemption under the Municipal Advisor Rule. Describe your firm's current and prospective adherence to the Municipal Advisor Rule and any material changes your firm has taken or will be taking to ensure compliance. Make an affirmative statement if your EIN is registered with the SEC and MSRB as a Municipal Advisor.
  - *Other* – Provide (i) a summary of all regulatory, disciplinary, administrative and legal proceedings initiated since January 1, 2015, in which the firm has been named as a claimant, plaintiff, respondent, or defendant, including the nature of the proceeding, the claims made, and resolution or current status thereof; (ii) a summary of any protest filed by the firm related to procurement of services by any other entity since January 1, 2015, including the nature of the protest and the resolution or current status thereof; and (iii) any early termination of the firm's work or contract for services by any authority or entity since January 1, 2015, including an explanation of the types of services and the reason for termination. Provide the "Contractor's Authorization to Transact Business" as described in "General Provisions." (T). Provide the diversity information set forth below under "General Provisions" (B) (Small, Women-Owned and Minority-Owned (SWAM) Businesses).

**5. EVALUATION AND SELECTION PROCEDURES**

**A. General Requirements:**

In addition to the Authority's right to reject unacceptable Proposals as provided in this RFP, the Authority reserves the right to reject any and all Proposals, and to waive minor irregularities in the Proposal documents. Upon rejection of Proposals, the Authority may re-advertise or



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otherwise award the desired engagement. The Authority reserves the right to request additional information from any and all Proposer(s) to assist it in its evaluation and selection process. The Authority reserves the right to negotiate the terms and conditions of any contract or engagement letter with the selected Proposer, including the scope of services to be provided, the fees therefore and the terms and conditions of the resulting agreement.

**B. Evaluation Factors:**

Proposals will be reviewed by the Authority's Staff and agents and others the Authority may deem qualified to review the proposals. Proposals will be reviewed and evaluated primarily on the basis of the criteria stated below (in no particular order of importance), and such other factors as the Authority might deem appropriate, and the review will focus on a Proposer's ability to provide the services with a high degree of competence, at a reasonable cost, on the most advantageous terms to the Authority and its overall operational and administrative structure, and on a basis that complies with applicable law.

- Qualifications and experience of firm, including past performance on similar undertakings, experience with similar clients, and resources committed to the Authority;
- Qualifications of assigned personnel;
- General quality of submission, including an understanding of the Authority's requirements under this RFP, and responsiveness to terms and conditions;
- Cost of services.

The Authority shall rank each of the Proposers in accordance with its evaluation of the factors listed above. Based upon such ranking, the Authority shall select two or more Proposers deemed fully qualified, responsible and suitable on the basis of the proposals to provide the above-described services. The Authority shall thereafter engage in interviews (including telephonically) and/or discussions with the Proposers so selected.

At this stage, the Authority may obtain written and/or oral recommendations from one or more of the clients of each such Proposer listed as a reference in such Proposer's proposal or otherwise identified therein or known to the Authority. Also, the Authority may require the Proposer to provide such additional information and documents as the Authority may deem necessary or appropriate to conduct its review and evaluation of the proposal.

The review and evaluation of proposals and the interviews, discussions and negotiations with Proposers are to be conducted by a selection committee formed by the Authority. The Authority reserves the right to request a Best and Final Offer ("BAFO") to determine the successful respondent. Based on the proceedings and findings of the selection committee, the Authority will enter into negotiations with the first-ranked Proposer, in an effort to arrive at a mutually acceptable fee arrangement and procurement agreement. In the event such negotiations are not successful, the Authority will discontinue negotiations with the first Proposer and will enter into similar negotiations with the second and so on, until an acceptable contract is obtained.

In addition, should the Authority determine that only one Proposer is fully qualified, or that one respondent is clearly more highly qualified than the others under consideration, it may proceed to negotiate a contract with that Proposer.

**C. Award and Contract:**

The Authority currently expects to perform initial evaluations the first of October 2019, followed by interviews Mid-October 2019 with a selection by October 31, 2019.

All Proposers will be notified in writing of the Authority's award decision resulting from this RFP. In addition, public notice of award will be made by publication on the Authority's web site at

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<http://www.rmtaonline.org> and by posting on the public notice board outside the main entrance to the John Marshall Courts Building, 400 North Ninth Street, Richmond, Virginia 23219.

**6. PUBLIC INFORMATION**

Disclosure of any information submitted in response to this RFP is governed by applicable Virginia law, including the provisions of the Virginia Freedom of Information Act ("FOIA"), and the Authority makes no representations as to the avoidance of disclosure if a proper FOIA request is made. To the extent a Proposer wishes to protect trade or proprietary information from disclosure, it must identify the data or other materials to be protected and state the reasons why protection is necessary. Failure to mark the data or other materials as stated may result in information, data or other materials being released to another proposer, offeror or public or private person. A Proposer may not mark every page of the Proposal as proprietary information. The Authority shall undertake to advise Proposer of any request for disclosure under FOIA for any material designated by Proposer as a trade secret or proprietary to allow Proposer opportunity to take steps to prevent disclosure. By submitting its proposal, however, Proposer agrees to release the Authority from any liability for disclosures made in response to a FOIA request.

**7. GENERAL PROVISIONS**

- A. The Authority encourages the submission of proposals by firms whose principal business operations are located in the Richmond metropolitan area and further encourages such firms to utilize the services of local subcontractors if needed.
- B. The Authority is committed to opportunities for participation of small businesses and businesses owned by women, minorities, and service disabled veterans and businesses located in the Richmond metropolitan area in all facets of the Authority's activities, including procurement transactions, and to ensure diversity in its procurement and contract activities. The Authority encourages the participation of small businesses and businesses owned by women and minorities in procurement transactions made by the Authority, and the Authority solicits both small business, women-owned and minority (SWAM) businesses to respond to all Invitations for Bids and Requests for Proposals. All solicitations are posted on the Authority's web site at: <http://www.rmtaonline.org/>. These businesses are encouraged to respond to all solicitations. In addition, the Authority encourages each Proposer and/or supplier with which the Authority contracts to solicit small businesses and businesses owned by women, minorities, and service disabled veterans, and businesses located in the Richmond metropolitan area as subcontractors/suppliers for their projects.

Respondents shall submit a summary of the firm's inclusion program and current firm profile with its responses to this RFP.

Upon award/completion of work, the Authority will require the selected Proposer to furnish data regarding subcontractor/supplier activity with small businesses, minority-owned businesses, women-owned businesses, businesses owned by service disabled veterans and businesses located in the Richmond metropolitan area on a certification form to be provided by the Authority to the selected Proposer. This information will enable the Authority to document the dollar level of activity and measure the success of its purchasing and contracting efforts.

- C. The Authority reserves the right to reject any and all proposals and to waive any irregularities in order to award the concession that is in the best interests of the Authority. The Authority reserves the right to modify, change, amend or withdraw this RFP. Any such change to this RFP will be made in writing. The Authority will notify all potential respondents of amendments by issuance of an addendum, and will, if necessary, adjust the due date of the Proposal submission. If the Authority issues an addendum, amendment or supplement to this RFP, each Proposer shall initial a copy of such amendment and attach it to its Proposal. By initialing and

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submitting a copy of the addendum, amendment or supplement, the Proposer agrees that the terms of the addendum. The Authority shall have the right to refuse to consider a Proposal if a Proposer fails to initial and submit a copy of such amendment prior to or at the date and time established for receipt of Proposals.

D. Each Proposer assumes all responsibility for complying with all federal, state and local laws and regulations pertaining to the preparation and completion of the proposal.

E. During the term of the engagement, each Proposer shall agree as follows:

1. The Proposer will not discriminate against any employee or applicant for employment because of race, religion, color, sex, disability or national origin except where religion, sex, disability or national origin is a bona fide occupational qualification reasonably necessary to the normal operation of the Proposer. The Proposer agrees to post in a conspicuous place, available to employees and applicants for employment, notices setting forth provisions on this nondiscrimination clause.

2. The Proposer, in all solicitations or advertisements for employees placed by or on behalf of the Proposer, will state that such Proposer is an equal opportunity employer.

3. Notices, advertisements and solicitations placed in accordance with federal law, rule or regulation will be deemed sufficient for the purpose of meeting the foregoing requirements. The Proposal will include the provisions of the foregoing paragraphs (1) and (2) and this paragraph (3) in every subcontract or purchase order of over \$10,000 so that the provisions will be binding upon each subcontractor or vendor.

4. The Proposer, by signing the proposal, certifies that it does not and will not during the performance of the work, violate the provisions of the Federal Immigration Reform and Control Act of 1986, which prohibits employment of illegal aliens, or otherwise knowingly employ an unauthorized alien (as defined in such legislation).

5. The Proposer agrees to (a) provide a drug-free workplace for its employees; (b) post in conspicuous places, available to employees and applicants for employment, a statement notifying employees that the unlawful manufacture, sale, distribution, dispensation, possession, or use of a controlled substance is prohibited in the Proposer's workplace and specifying the actions that will be taken against employees for violations of such prohibition; (c) state in all solicitations or advertisements for employees placed by or on behalf of the Proposer that the Proposer maintains a drug-free workplace; and (d) include the provisions of the foregoing clauses in every subcontract or purchase order of over \$10,000, so that the provisions will be binding upon each subcontractor or vendor.

A "drug-free workplace" means a site for the performance of work done in connection with a specific contract awarded to a contractor in accordance with the Virginia Public Procurement Act, the employees of who are prohibited from engaging in the unlawful manufacture, sale, distribution, dispensation, possession or use of any controlled substance during the performance of the contract.

F. All firms are hereby placed on notice that neither the Authority nor its employees or agents shall be lobbied either individually or collectively regarding this RFP. Proposers, consultants and their agents are hereby advised that they are not to contact members of the Authority or staff members for such purposes as holding meetings of introduction, dinners, etc., if they intend to submit, or have submitted a Proposal. *ANY FIRM CONTACTING INDIVIDUALS MENTIONED HEREIN SHALL BE IN VIOLATION OF THIS WARNING AND SHALL AUTOMATICALLY BE DISQUALIFIED FROM FURTHER CONSIDERATION FOR THIS REQUEST FOR PROPOSALS.*

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- G. The Authority, in its discretion, will commence the engagement on a date that best accommodates the schedule of the successful Proposer and the Authority and any transition hereunder.
- H. This RFP and each and all parts, exhibits and appendices thereof shall in all respects be and constitute a part of the agreement to be entered into with the successful Proposer.
- I. No Proposal shall be withdrawn except with the consent of the Chief Executive Officer of the Authority (or designee) for a period of ninety (90) days following the receipt date of proposals (subject to earlier acceptance). Proposals may be withdrawn by written notice, facsimile/telefax or telegram received at any time before the deadline for submitting Proposals. Proposals may be withdrawn in person by the respondent or an authorized representative prior to the deadline for submitting them.
- J. Unacceptable Proposals -The Authority, in its discretion, may refuse to consider or evaluate a Proposal for any of the following reasons:
  - 1. Evidence of collusion.
  - 2. Unsatisfactory performance record, including but not limited to, failure to faithfully comply with lease or contract terms and obligations, conduct, workmanship, progress, as shown by past or current contracts or agreements with the Authority or any other entity.
  - 3. Uncompleted contracts, whether with the Authority or otherwise, that might hinder or prevent compliance with the requirements of this RFP and the Agreement.
  - 4. If a Proposer has previously defaulted in the performance of, or failed to complete a public contract, or has been convicted of a crime arising from or in connection with the negotiation, execution or performance of a previous public contract.
  - 5. Any other apparent inability, financial or otherwise, to fulfill the requirements of the engagement.
- K. The Authority reserves the right not to award a contract to any person, firm or corporation that does not comply with applicable laws.
- L. Ethics in Public Contracting- Pursuant to Virginia Code 18.2-498.4, the Proposer hereby certifies that, by submitting a proposal, such proposal is not the result of, or affected by, any act of collusion with another person engaged in the same line of business or commerce, or any act of fraud punishable under the Virginia Government Frauds Act. By submitting its proposal, Proposers certify that they have not conferred on any public employee having official responsibility for this procurement transaction any payment, loan, subscription, advance, deposit of money, services or anything of more than normal value, present or promised unless consideration of substantially equal or greater value was exchanged.
- M. Indemnification of Authority- The successful Proposer shall defend, indemnify and hold harmless the Authority, its directors, officers, agents, employees and representatives from any and all claims, demands, suits, actions or judgments, including attorney fees, alleged or claimed to have been caused whole or in part by or through the performance by the successful Proposer, or by reason of any actions or activities of the successful Proposer whether or not such damage is caused by or attributable to a party indemnified hereunder. In any and all claims

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against the Authority or against any of its Commissioners, officers, agents or employees by the successful Proposer or any employee of the successful Proposer, anyone directly or indirectly employed by any of them or anyone whose acts any of them may be liable, the indemnification obligation under this section shall not be restricted by any limitation on the amount or type of damage, compensation or benefits payable by or for the successful Proposer under Workers' Compensation Acts, disability acts or other employee benefit acts.

- N. Laws and Courts – Any contract resulting from this RFP shall be governed in all respects by the laws of the Commonwealth of Virginia and any litigation with respect thereto shall be brought in the Circuit Court of the City of Richmond. The successful Proposer shall comply with all applicable federal, state and local laws and regulations.
- O. Antitrust – By entering into a contract, the Proposer conveys, sells, assigns, and transfers to the Authority all rights, title and interest in and to all causes of the action it may now have or hereafter acquire under the antitrust laws of the United States and the Commonwealth of Virginia, relating to the particular goods or services purchased or acquired by the Authority under such Contract.
- P. Insurance- The successful Proposer shall maintain, at its own expense, insurance coverage for its operations, with terms and limits agreeable to the Authority, and shall name the Authority as an additional insured with respect to the work performed under this RFP, and shall provide the Authority with a certificate of insurance prior to execution of a contract. The insurance will protect the successful Proposer and the Authority from claims that may arise out of or result from the Proposer's execution of the work, whether such execution be by the firm, its, employees, agents, subcontractors, or by anyone for whose acts any of them may be liable, with coverage as shall fully protect the Authority, the firm and the public from any and all claims for injury and damage resulting by actions on the part of the Proposer or its agents, etc. Unless otherwise agreed to by the Authority, errors and omissions/professional liability limits may not be less than \$1,000,000, commercial general liability limits may not be less than \$1,000,000 per accident/\$2,000,000 aggregate, business automobile liability limits may not be less than \$500,000 combined single limit, per occurrence, and worker's compensation/employer's liability as prescribed by statutory limits.
- Q. Assignment of Contract- The contract shall not be assigned by the Proposer in whole or in part without the prior written consent of the Authority.
- R. Ownership of Material – Ownership of all data, materials and documentation originated and prepared for the Authority pursuant to the RFP shall belong exclusively to the Authority.
- S. Faith-Based Organizations- The Authority does not discriminate against faith-based organizations.
- T. Contractor's Authorization to Transact Business – In accordance with § 2.2-4311.2 of the Code of Virginia, any offeror organized as a stock or non-stock corporation, limited liability company, business trust, or limited partnership or registered as a registered limited liability partnership shall be authorized to transact business in the Commonwealth as a domestic or foreign business entity if so required by Title 13.1 or Title 50 of the Code of Virginia, or as otherwise required by law. Any offeror organized or authorized to transact business in the Commonwealth of Virginia pursuant to Title 13.1 or Title 50 of the Code of Virginia shall include in its proposal the identification number issued to it by the State Corporation Commission. Any offeror that is not required to be authorized to transact business in the Commonwealth as a foreign business entity under Title 13.1 or Title 50 of the Code of Virginia, or as otherwise required by law, shall include in its proposal statement describing why the offeror is not required to be so authorized.

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**APPENDIX A**

**APPENDIX A - BOND RESOLUTION EXCERPTS**

The following excerpts pertain to the Traffic and Revenue Consultant and was taken from the Authority's *AMENDED AND RESTATED RESOLUTION AUTHORIZING AND SECURING RICHMOND METROPOLITAN AUTHORITY TAXABLE EXPRESSWAY REVENUE BONDS, SERIES 2011-D, ON A PARITY WITH PREVIOUSLY ISSUED AND OUTSTANDING RICHMOND METROPOLITAN AUTHORITY EXPRESSWAY REVENUE AND REFUNDING BONDS, ADOPTED OCTOBER 18, 2011, EFFECTIVE NOVEMBER 21, 2011.*

A. Section 701-Operation and Maintenance of Expressway System:

Establishment of Fees, Tolls, Rents, Rates and Other Charges for the Use Thereof.

Not less than 30 days prior to the beginning of each Fiscal Year, the Authority shall prepare and adopt a budget for such Fiscal Year, copies of which shall be filed with the City of Richmond, the Counties of Chesterfield and Henrico, the Trustee and any Bondholder who shall make written request therefor. Such budgets shall set forth in reasonable detail the estimated Revenues and expenditures of the Authority in connection with the Expressway System for each such year. The budget shall contain a certificate of the Traffic and Revenue Consultants to the effect that such budget has been prepared in accordance with the provisions of this Resolution and shall contain a certificate of the Consulting Engineers approving the same. From time to time during each Fiscal Year the Authority shall review its estimates of Revenues and operating expenses of the Expressway System for such Fiscal Year, and in the event such estimates do not substantially correspond with the actual Revenues or operating expenses, or if there are at any time during any such Fiscal Year extraordinary receipts or payments of unusual costs in connection with the Expressway System the Authority shall prepare an amended budget and file copies of same as hereinabove provided for the original budget, and such amended budget shall also contain a certificate of the Traffic and Revenue Consultants and Consulting Engineers.

B. Section 708-Consulting Engineers and Traffic and Revenue Consultants

The Traffic and Revenue Consultants employed by the Authority under the provisions of this Resolution shall review the schedule of rates and tolls at least once each Fiscal Year and submit to the Authority a report not later than ninety (90) days preceding the beginning of each Fiscal Year, setting forth whether or not any revision of such schedules or improvement in the operation of toll collection facilities of the Expressway System should be made, and any other matter the Traffic and Revenue Consultants shall deem advisable in the operation of the toll collection facilities. Copies of all such reports shall be filed with the Authority, the Trustee and any Bondholder who shall make request therefor.

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**APPENDIX B**

**APPENDIX B - EXPRESSWAY SYSTEM**

The Expressway System is comprised of the Powhite Parkway, the Downtown Expressway and the Boulevard Bridge. Together the system provides approximately 50.15 lane miles of roads, and 36 bridges connecting downtown Richmond with the surrounding metropolitan area. Virginia's electronic toll collection system, E-ZPass, is available in all toll collection lanes. The Virginia Department of Transportation ("VDOT") implemented E-ZPass (formerly Smart Tag) in 1996, which the Authority implemented in 1999. To process E-ZPass transactions, the Authority contracts with VDOT for the provision of electronic toll processing and collection services, to include E-ZPass and Open Road Tolling (ORT). The various components of the Expressway System are described below:

- A. Powhite Parkway-The Powhite Parkway (State Route 76) extends for approximately 4.01 miles between the Chippenham Parkway and the Cary Street off ramps on State Route 195 (Downtown Expressway). The 4.01 miles includes the 0.4 mile Powhite Parkway Bridge over the James River. The toll road varies from 6 to 10 lanes and is a limited access highway. The Powhite Parkway also includes ramps at Forrest Hill Avenue and Douglasdale road. In fiscal year 2009, the Authority implemented Open Road Tolling at the Powhite Parkway barrier plaza in the north and south bound lanes. The south bound ORT lanes opened August 10, 2008, followed by the north bound lanes on September 5, 2008. The ORT system is supported by a series of lane controllers and cameras that capture and communicate payment and violation data (license plate images) to the VDOT Customer Service Center (CSC). Day-to-day operation of the CSC is the responsibility of Faneuil, Incorporated via a contractual arrangement with VDOT.

After the implementation of the ORT lanes, the Powhite Parkway now consists of: 1) 3 ORT lanes, each, in the north and south bound lanes; and, 2) south and north bound barrier plazas that each contain of 2 full service lanes, 4 exact change lanes, and 1 E-ZPass lane. Through a contractual relationship, the ORT lanes are maintained by TransCore, Incorporated, while the barrier plaza lanes (including E-ZPass) are maintained by The Revenue Markets, Inc. (TRMI).

- B. Downtown Expressway-The Downtown Expressway is designated as State Route 195 and extends 2.4 miles from Interstate 95 in a westerly direction to Meadow Street. It also is a limited access highway. There are ramps located at 2nd and 11th streets. The Downtown Connector, also constructed and maintained by the Authority, extends from just west of Sheppard Street in a westerly direction to its confluence with the Powhite Parkway. The section of the Downtown Expressway owned by VDOT is designated as I-195 and extends westerly from Meadow Street to the 1-95/1-64 interchange in the northern part of the City. In August 2012, three westbound ORT lanes opened at the Downtown Expressway. Similar to the Powhite Parkway's ORT lanes, the Downtown Expressway ORT lanes resulted in a significant reduction in rush hour delays and increased customer satisfaction. Eastbound customers continue to encounter gates due to roadway configurations on the City streets.

After the implementation of the ORT lanes, the Downtown Expressway now consists of: 1) Westbound: 3 ORT lanes, 3 full service lanes, and 1 E-ZPass lane, and 2) Eastbound: 5 E-ZPass lanes and 3 full service lanes. Through a contractual relationship, all lanes at the Downtown Expressway are maintained by TRMI.

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**APPENDIX B**

- C. Boulevard Bridge-The Boulevard Bridge is a two lane tolled bridge located on State Route 161. The bridge primarily serves local traffic, and has been in use since 1925. The Authority purchased the 2,030 foot bridge on November 24, 1969. The steel-truss bridge was closed August 17, 1992 for 14 months of renovation work. The renovation included replacing the concrete deck, the widening of existing lanes, and the replacement of old toll buildings, booths and equipment. The bridge reopened on October 30, 1993.

The Boulevard Bridge consists of four lanes, with one manned and one E-ZPass lane in each direction. The E-ZPass lanes are reversible, providing additional directional capacity when needed.

Toll rates were last changed in September 2008 and are provided below:

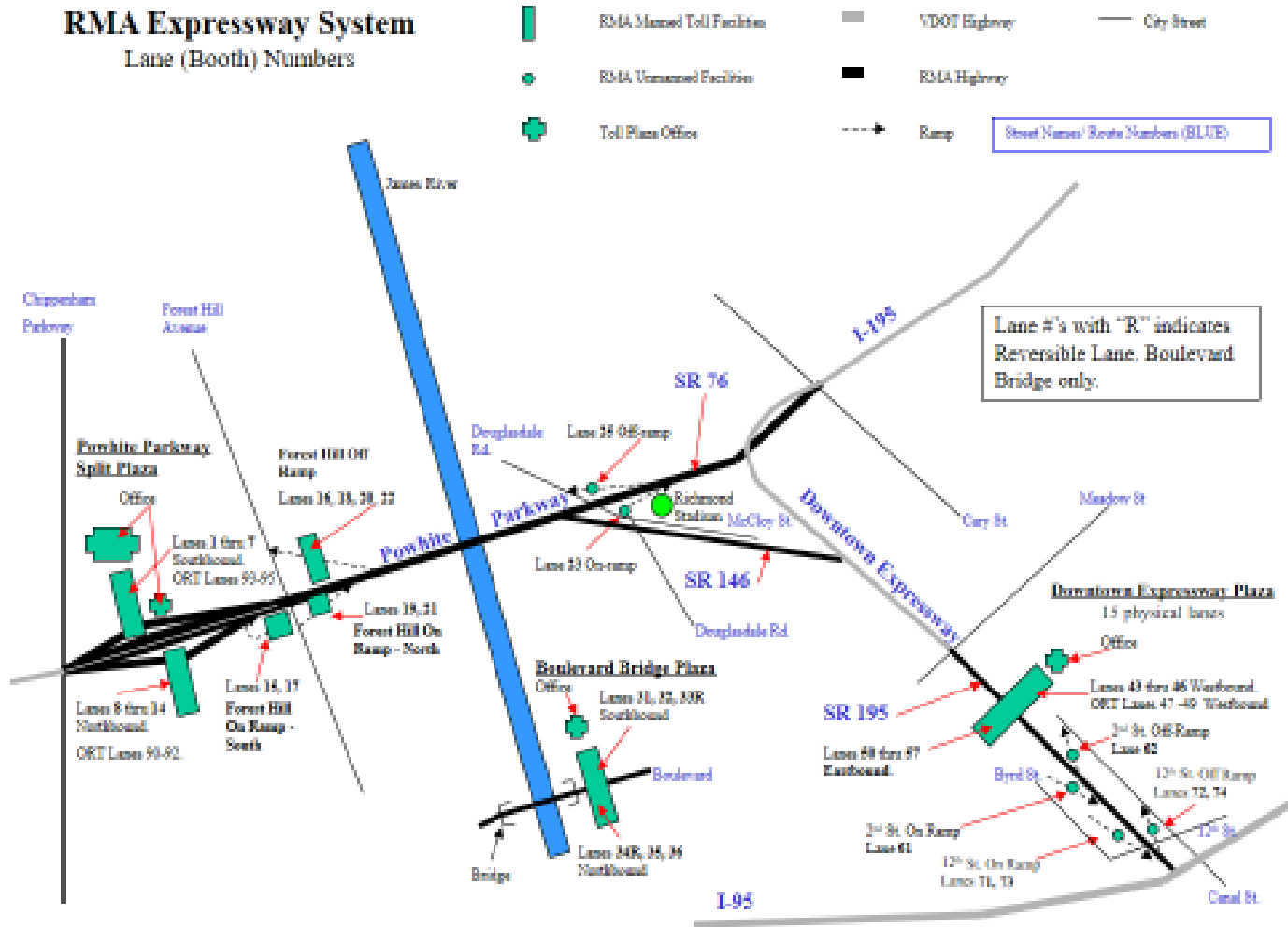
**Toll Rate Schedule- As of September 8, 2008**

Vehicle Class				
Facility	Two Axle	Three Axle	Four Axle	Five Axle
<b>Powhite Parkway</b>				
Mainline Plaza	\$0.70	\$0.80	\$0.90	\$1.00
Forest Hill Avenue Ramps	\$0.70	\$0.80	\$0.90	\$1.00
Douglasdale Road Ramps	\$0.20	\$0.40	\$0.40	\$0.40
<b>Downtown Expressway</b>				
Mainline Plaza	\$0.70	\$0.80	\$0.90	\$1.00
Second Street Ramps	\$0.35	\$0.70	\$0.70	\$0.70
Eleventh Street Ramps	\$0.30	\$0.60	\$0.60	\$0.60
<b>Boulevard Bridge</b>	\$0.35	\$0.70	-	-



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**APPENDIX B**



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**APPENDIX C**

**A. APPENDIX C- TRAFFIC AND REVENUE HISTORY**

<b>Traffic Volume, Last Ten Fiscal Years (July-June)</b>				
Year	Powwhite Parkway	Downtown Expressway	Boulevard Bridge	Total
2009	31,383,286	18,857,745	4,800,726	55,039,757
2010	31,057,461	18,326,751	4,619,608	54,003,820
2011	31,787,393	18,838,516	4,575,223	55,201,132
2012	32,666,065	19,002,222	4,562,253	56,230,540
2013	32,842,238	19,344,609	4,426,225	56,613,072
2014	33,554,196	20,225,578	4,312,318	58,092,092
2015	34,579,728	20,623,336	4,262,366	59,465,430
2016	36,350,428	21,561,269	4,343,172	62,254,869
2017	37,354,162	21,863,219	4,332,640	63,550,021
2018	37,689,222	22,460,081	4,206,077	64,355,380

<b>Toll Revenue, Last Ten Fiscal Years (July-June)</b>				
Year	Powwhite Parkway	Downtown Expressway	Boulevard Bridge	Total
2009	19,975,538	11,009,880	1,583,822	32,569,240
2010	21,182,480	11,421,500	1,610,910	34,214,890
2011	21,650,023	11,791,817	1,607,330	35,049,170
2012	22,197,895	11,900,320	1,583,026	35,681,241
2013	22,399,507	12,210,502	1,555,089	36,165,098
2014	22,868,707	12,823,443	1,515,722	37,207,789
2015	23,606,375	13,061,678	1,492,920	38,160,973
2016	24,796,353	13,674,656	1,523,353	39,994,362
2017	25,470,997	13,979,051	1,510,119	40,960,167
2018	25,721,280	14,216,747	1,448,157	41,386,184