

LOUISVILLE-SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT JOINT BOARD



Indiana Finance Authority

acting on behalf of the

Louisville-Southern Indiana Ohio River Bridges Project Joint Board

Book 1

RESPONSE TO THE REQUEST FOR QUALIFICATIONS TO

**Design, Construct, Equip, Install, Integrate, Test, Operate
and Maintain a Toll Collection System and Provide
Back Office Toll Collection and Customer Service**

for the Louisville-Southern Indiana Ohio River Bridges Project

Submitted by TransCore

TRANSCORE

December 2013



FORM A
TRANSMITTAL LETTER

PROPOSER: TransCore, LP

SOQ Date: October 18, 2013

Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Attention: Ms. Silvia Perez

The undersigned ("Proposer") submits this statement of qualifications (this "SOQ") in response to the Request for Qualifications dated October 18, 2013 (as amended, the "RFQ"), issued by the Indiana Finance Authority ("IFA"), on behalf of the Joint Board, to design, construct, equip, install, integrate, test, operate and maintain the Project. Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

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

- Book 1: Transmittal Letter (this **Form A**), Executive Summary, Confidential Information List, Entity Qualifications (including **Forms B, C and D**), Legal Information;
- Book 2: Financial Qualifications; and

Proposer acknowledges access to all materials posted on the following website with respect to the Project: www.in.gov/ifa/2331.htm and <http://www.in.gov/dot/div/contracts/letting/index.html> and the following addenda and sets of questions and answers to the RFQ:

questions and answers to the RFQ dated November 18, 2013

Proposer represents and warrants that it has read the RFQ and agrees to abide by the contents and terms of the RFQ and the SOQ.

Proposer understands that the Joint Board is not bound to qualify any Proposer and may reject each SOQ that IFA, on behalf of the Joint Board, may receive.

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

Proposer agrees that IFA and the Joint Board will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ.

Proposer acknowledges and agrees to the protest provisions and understands that it limits Proposer's rights and remedies to protest or challenge the RFQ or any determination or qualification thereunder.

This SOQ shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

8158 Adams Drive

(No.)

(Street)

(Floor or Suite)

Hummelstown, PA

17036

USA

(City)

(State or Province)

(ZIP or Postal Code)

(Country)

State or Country of Incorporation/Formation/Organization: Delaware

[insert appropriate signature block from following pages]

TransCore, LP

By: 

Print Name: Russell L. Reeser

Title: Vice President and Asst. Secretary

Executive Summary

TransCore, a U.S. based company, has built a successful toll collection practice for 75+ years. We have established a strong and stable company, and while we have grown substantially over the years and continue healthy growth today, we are not plagued with growing pains as a result of our success. We are one of the largest toll collection system providers in the world with a staff of more than 1,000 dedicated to providing customers the best in toll collection systems development, integration, operations, and maintenance.

In fact, TransCore's origins in toll collection were not even in development and integration. We began in maintenance and for years, honed our abilities to ensure that the revenue systems ran reliably and accurately and with minimal revenue loss. This is the heart of any toll collection system, and we believe that experience has made us better developers, integrators, and operators.

"Doing it all" may bring to mind a "jack of all trades, master of none" philosophy. Not so for TransCore. We strive for excellence in every area served, but more importantly, we believe that operating a system makes you a better developer, because you understand how the system can streamline and enhance operational processes. We believe that maintaining a system makes you a better designer of systems, because you understand the importance of reliability and maintainability. Regardless of the scope we are performing, we deliver innovative yet sound and field-proven solutions because of our experience and understanding of the other elements.

Some of our customer partnerships extend to decades. By blending our experience with our customers' understanding of their unique circumstances, innovative solutions emerge such as our *Infinity* roadside tolling system product and our advanced back office accounting package, the Customer Account Management System (CAMS). We are leveraging our mature, productized, highly-configurable solutions and functionality that have been developed over many years and deployed across the United States to provide a low-risk and sustainable solution with minimal enhancements required.

Our *Infinity* roadside solution is blade-based, modular, and fully redundant. It proves its merits in successful large-scale and small toll operations every day. Our Web-based CAMS back office product is equally robust and versatile, enabling fast, accurate, and cost effective processing for a full range of transactions, from those that are automated to those that require in-depth customer interaction. These products combine to form a comprehensive suite for an end-to-end solution that enables reliable and accurate transaction capture and processing for numerous high demand, all-electronic tolling (AET) implementations, including open road tolling (ORT) with radio frequency identification (RFID) and image-based transactions as required. In fact, our ORT installations have processed millions of transactions without a single lane outage—a testament to the reliability of our system.

TransCore Customers	Years of Service
Pennsylvania Turnpike	70
Illinois Tollway	44
Virginia Department of Transportation	36
Ohio Turnpike Commission	36
Florida Department of Transportation	22
North Texas Tollway Authority	20
Massachusetts Turnpike Authority	18
Orlando-Orange County Expressway Authority	17
Harris County Toll Road Authority	17
Oklahoma Turnpike Authority	16
Transportation Corridor Agencies	16
Kansas Turnpike Authority	16
San Diego Association of Governments	12

Longevity of TransCore's Customer Relationships

CAMS adds a level of business intelligence that, along with the other components we are proposing, can expedite and automate the handling of RFID and video transactions. CAMS is already preconfigured with the ability to seamlessly manage complex reciprocity arrangements with the Interagency Group (IAG) and Texas and Florida agencies to support interoperability. CAMS supports pre-paid and post-paid video tolling accounts. It is designed to interface with multiple sources to look up the registered owner of vehicle by its license plate. CAMS supports the collections process through a third-party agency interface. It is designed to support administrative hearings as well as civil court cases with evidence packages and the subsequent payments and case settlements.

Local Experience

In August 2012, the Wabash River Bridge project was awarded to TransCore to design, build, operate, and maintain two electronic toll collection (ETC) lanes on the Wabash River Toll Bridge in southwestern Indiana. TransCore removed the legacy equipment and installed two Encompass4 (E4) readers and antennas, along with the *Infinity* lane solution on a single gantry after relocating the gantry further east of the bridge. The *Infinity* lane solution includes the Intelligent Vehicle Identification System (IVIS) for vehicle detection and classification, the Digital Video Auditing System (DVAS) for a video recording of toll transactions, the Vehicle Capture and Recognition System (VCARS) for obtaining license plate images, the Plate Processing System (PPS) for license plate character recognition, and automatic vehicle identification (AVI) that associates a vehicle with a customer account through RFID using vehicle-mounted transponders that communicate through overhead antennas connected to roadside readers. TransCore installed a plaza network that included a plaza host server, firewall, router, and switch to collect transaction data and video images before passing them to the back-end host system. Secure VPN connections are maintained from the site to CAMS in Houston, Texas for the transfer of data through the use of two dedicated T1 lines. Our Maintenance Monitoring Center remotely monitors equipment status and performance, while equipment maintenance is provided by local technicians.

TransCore's Financial Stability

TransCore, LP is a wholly owned subsidiary of Roper Industries, Inc. (Roper), a publicly traded company with solid cash flow from operations and substantial revolving credit facility and investment grade balance sheet. Roper is an S&P 500 corporation with annualized revenues in excess \$2.9 billion in 2012. Roper designs and manufactures engineered, customer-focused products. They apply a strong, continuous improvement philosophy to increase efficiency and productivity and produce superior operating profits and strong cash flow. Roper uses cash flow to reduce debt, fund internal investments, and acquire attractive new businesses that fit or extend their growth platforms, enabling them to expand markets and further grow profits.

The following key facts about TransCore support its financial commitment.

- More than 75 years of continuous operation shows our commitment to toll projects
- Existing, secure contract base extending forward over 10 years eliminates potential cash flow risk to TransCore
- In excess of \$450 million backlog showing evidence of our strong financial position
- A solid record of growth demonstrates our long-term commitment to solid fiscal management

In Conclusion

TransCore's experience and stability will benefit Indiana, Kentucky, and the Joint Board's innovative transportation solution not only as you roll out the Ohio River Bridges project, but also beyond this project, during the operations and maintenance phases. We would very much like to work with you in this endeavor and hope to help you with a successful launch and operation of the revenue collection system for the public-private partnership stakeholders.

Confidential Contents Index

TransCore requests that the content within the following sections be considered as confidential information:

- Section 1.6.1.1, Form B, page 5
- Section 1.6.1.2, Form C, page 7

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1 Proposer Structure and Experience

TransCore will be responsible for all elements of the Ohio River Bridges Project: providing, operating, managing, and maintaining the toll collection system (TCS) along with providing the back office TCS and customer service center.

1.1 Proposer

TransCore, LP, our legal name, was incorporated 3/3/94 in the State of Delaware under the name Syntonic Technology, Inc. On 11/15/99, the name was officially changed to TransCore, Inc. On 9/10/01, TransCore, Inc. underwent a legal business entity conversion from a corporation to a limited partnership (the FEIN number remained unchanged). TLP Holdings, LLC is the general partner (1.136% ownership) and TransCore Partners, LLC is the limited partner (98.864% ownership). TransCore, LP is the limited partner of Viastar Services, LP (99% ownership); TransCore Commercial Services, LLC is the general partner of Viastar Services, LP (1% ownership). Also note that TC (Bermuda) Finance, LTD (incorporated in the Islands of Bermuda on 10/24/2001, FEIN No.: 98-0355546) was domesticated and rolled into TransCore, LP on 11/30/04. TransCore, Inc. completed its acquisition of Amtech Systems, a division of Intermec Technologies Corp., a UNOVA Inc. company on 06/30/00.

Nature of Proposer

2002 NAICS* code: 238210/Electrical Contractors and other wiring installation contractors (235310 per the 1997 list) or 541600/Management, Scientific & Technical Consulting Services (replaces SIC code 1731).

*NAICS – North American Industry Classification System

Branch Offices

TransCore maintains several offices across the U.S, including the major offices listed below.

- Albuquerque, NM
- Dallas, TX
- Dover, DE
- Dubai, UAE
- Houston, TX
- Hummelstown, PA
- Nashville, TN
- New York, NY
- Orlando, FL
- San Diego, CA
- Southborough, MA
- Tampa, FL

Our national size allows us the ability to utilize a diverse group of professional resources located throughout the country who are experienced in developing and executing projects similar to the Ohio River Bridges Project. While these resources are readily available to the Project if needed, ***our staff in the eastern region alone has the capability to provide the breadth of experience to successfully plan, design, and execute this Project and will perform the majority of the work.*** We will also open a new office in the Louisville area and will relocate key personnel to the Louisville area should we be fortunate enough to be awarded the Project.

1.2 Equity Members

n/a

1.3 Major Subcontractors

TransCore has not committed to working with any major subcontractors at this time. We will know the extent to which elements of the Project require subcontractors following release of the forthcoming RFP's Scope of Work.

1.4 Management Structure

Our management structure is based on the *Form Follows Function* adage; what seems a perfect fit for one toll project may produce mediocre results on another depending on the toll project's unique objectives,

requirements, and qualities. Therefore, TransCore builds the management structure to best suit the project's objectives, requirements, and qualities.

TransCore will build the management structure around the complexities involved in a turnkey system. We believe a turnkey system requires assigning an experienced, proven management team for the duration of the project – from preliminary design through final testing and delivery. To that end, we have developed a structure based on the team's extensive previous work with toll projects that incorporate the same elements as the Ohio River Bridges Project.

The foundation of the structure centers on a strong Project Manager (PM), who can cut through the bureaucratic red tape often involved in the layers of project planning and execution in two ways. First, a strong PM allows the Joint Board the ease and assurance of a single point of contact at its fingertips and ensures clear communication of goals, requirements, status, and progress. Second, the PM will report to the Project Principal, who will oversee the project and who serves as TransCore's Vice President in charge of Toll Systems Integration.

We then structure our remaining management team to fit the workload required to meet the objectives of our project schedule. This highly efficient structure means there is no steady state management levels per se, but guarantees that the appropriate management is available as the tasks demand. This approach provides the most flexibility and economies for the Joint Board.

1.5 Organizational Charts

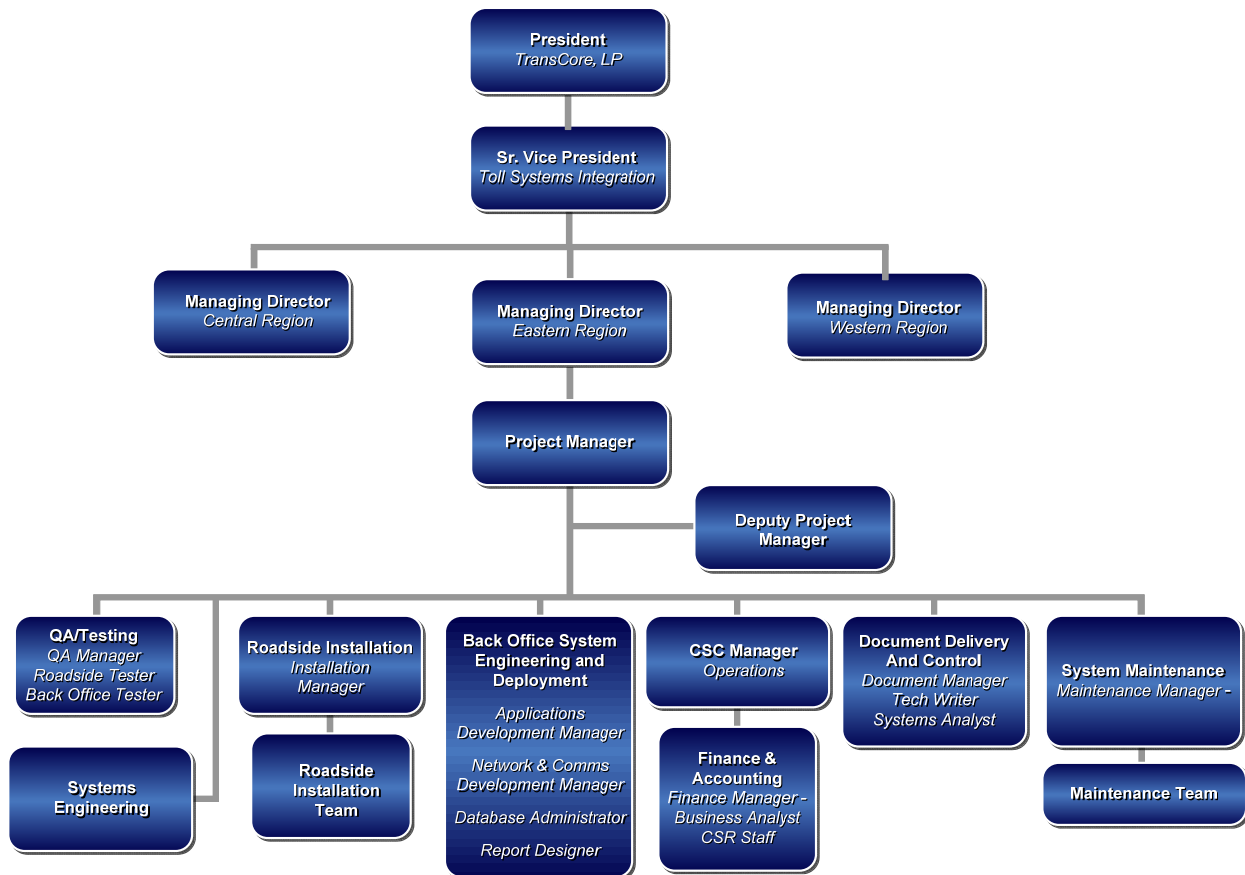


Figure 1. Project Organizational Chart

1.6 Relevant Experience, Back Office “Purchase” and References – TSI AET and Project Experience

1.6.1 Relevant Experience

TransCore’s more than 75-year heritage, all within the tolling industry, includes the development of radio frequency identification (RFID) transportation applications at Los Alamos National Lab and includes experience in the design, delivery, operation, and maintenance of the first electronic toll collection systems, open road tolling (ORT) and all-electronic toll (AET) systems, interoperability between back office data centers, variable pricing, and tag distribution kiosks. Throughout, TransCore has faced challenges and overcome them to achieve the desired outcome and, along the way, gained valuable experience. This experience helps us continue to improve delivery of the best performance for the best value, and our offering to the Joint Board leverages these experiences heavily.



TransCore is also proud of always being ***owned and operated in the United States***. In recent years, we have witnessed a surprising trend towards foreign entities purchasing U.S.-owned companies, especially as it relates to the relatively small group of companies providing services in the toll industry. TransCore has always been a 100% U.S. owned and operated company, and we take pride in offering our customers our commitment to always contribute to the local U.S. economies as a result.

Today, TransCore has installations and products in 51 countries, more than 100 patents, and our roadside and back office systems process more than 5 billion transactions annually. Our extensive experience includes the design, delivery, operation, and maintenance of North America’s first electronic toll collection system in Dallas, Texas in 1989; the world’s first electronic border crossing system in Otay Mesa, California in 1995; the first dynamically priced high occupancy tolling (HOT) system in the U.S. in 1997 along the I-15 corridor in San Diego, California; the first electronic vehicle registration transponder system in China in 2000; the world’s first reversible ORT bridge in Tampa, Florida in 2006; and the world’s widest ORT zone (7 ORT lanes) in Dubai, UAE in 2006. Our experience with tolling systems alone includes more than 7,400 installed electronic toll collection lanes worldwide and 27 customer service centers. In 2012, Engineering News-Record ranked TransCore No. 140 out of the Top 500 Design Firms.

Our Scope of Services, Capabilities, and Specialization

As both a solution and service provider for the transportation industry, we work with nearly every major supplier of transportation system software and hardware to create the system best suited to our customers’ needs. We are known in the transportation industry for providing the following wide range of services to our customers.

- Toll and Traffic System Integration
- Toll and Traffic Software Development and Implementation
- Interoperable Back Office Customer Service Center and Violation Processing Center Operations
- Roadside and Back Office System Operations and Maintenance
- Toll Collection and Audit Systems
- Intelligent Traffic Management Solutions
- Airport automatic vehicle identification (AVI) and ground transportation management system solutions

Summary of TransCore's Experience

Much of our experience in the toll industry has been gained from furnishing, integrating, and operating toll and back office systems. The following table lists our involvement with major toll systems – both current and past – and includes the following services:

- Integration
 - ♦ Planning
 - ♦ Design
 - ♦ Testing
- Installation
- Implementation
 - ♦ Non-heavy construction
- Operations
 - ♦ Back office
 - ♦ Roadside
- Maintenance
 - ♦ Back office
 - ♦ Roadside
- Interoperability

Toll Authority	Roadside / System Integrator	ETC / Video Back Office System	ETC / Video Back Office Operations	Maintenance	Interoperability	ETC Hardware

Toll Authority	Roadside / System Integrator	ETC / Video Back Office System	ETC / Video Back Office Operations	Maintenance	Interoperability	ETC Hardware

1.6.1.1 **Form B**

TransCore has completed literally hundreds of contracts for various toll agencies across the United States and internationally over the course of many decades. These contracts have ranged in size from small programs to replace equipment or add a lane to an existing toll system, to large, multi-million, multi-year programs that involve the deployment of new systems encompassing hundreds of lanes spread out across multiple plazas. [REDACTED]

[REDACTED] If after reviewing the contract summaries the Joint Board wishes to review additional contracts, TransCore will be happy to provide the information.

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Project 1	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	06/17/2006
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 2	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2005
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 3	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 4	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 5	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 6	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 7	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/01/2002
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 8	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2007
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 9	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 10	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 11	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 12	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 13	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 14	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 15		
Project Name		
Project Description		
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)		
Client Name		
Client Contact Person		
Client Phone Number		
Client Email Address		
Award Date		02/01/2006
Status of Project		Open
Project Award Contract Value		
Current Contract Value		
Contracted Delivery Date		
On Schedule (Yes or No)		
If no, explain briefly		

Project 16		
Project Name		
Project Description		
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)		
Client Name		
Client Contact Person		
Client Phone Number		
Client Email Address		
Award Date		06/18/2012
Status of Project		Open
Project Award Contract Value		
Current Contract Value		
Contracted Delivery Date		
On Schedule (Yes or No)		
If no, explain briefly		

Project 17	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 18	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 19	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	07/19/2012
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 20	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/12/2007
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 21	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	05/16/2011
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 22	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	12/17/2009
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 23	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/07/1997
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 24	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	06/27/2002
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 25	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 26	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 27	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	08/01/2001
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 28	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	09/26/1996
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 29	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2002
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 30	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	05/27/2008
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 31	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	07/15/2013
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 32	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	06/08/2007
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 33	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/22/2008
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 34	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	08/18/2010
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 35	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	05/13/1997
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 36	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	05/06/1999
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 37	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2004
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 38	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	06/01/1999
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 39	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/11/2011
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 40	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/01/2009
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 41	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	07/22/2004
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 42	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	09/25/2002
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 43	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	07/15/2002
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 44	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/27/2009
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 45	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 46	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 47	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 48	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 49	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	09/30/2009
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 50	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	02/01/2002
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 51	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/01/2009
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 52	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	08/23/2005
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 53	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 54	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 55	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	10/08/2010
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 56	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2003
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 57	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	02/01/2000
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 58	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	05/01/2002
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 59	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 60	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	Completed
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 61	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	01/01/2000
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

Project 62	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	04/08/2008
Status of Project	Open
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
If no, explain briefly	

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1.6.1.2 Form C

Form C is located on the following pages.

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Project 1			
Client/Operator Name			
Project Name			
Project Description			
Project Pricing/Budget			
Entity's Contract Value			
Client Contact Information			
Name of Client Contact			
Email			
Phone			
Number of Accounts			
Prepaid			
Post Paid			
Lanes			
Contract Value of Roadside O&M		Number of Tolloed Equipment Lanes	
		Number of Equipment Lanes Installed by Entity	
Number of Lanes Operated and Maintained by your firm			
Equipment			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder			
Reader			
Automatic Vehicle Classification System			
Camera			
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup			
Contract Value of CSC Annual Operations			
Number of CSRs (include supervisors) provided by entity			
Number of Image Reviewers provided by entity			
Total Number of Staff supplied by entity			
Back Office System			Yes/No
Contract Value of BOS			
Integrate with 3 rd Party System			
Integrate with your firms System			
Violations Processing	Value or Number	Yes/No	
Contract Value of Violations Processing			
# of Violations (front and rear image(s) considered as one			
Integrated with entity's collection system? (Yes or No)			

Project 2			
Client/Operator Name			
Project Name			
Project Description			
Project Pricing/Budget			
Entity's Contract Value			
Client Contact Information			
Name of Client Contact			
Email			
Phone			
Number of Accounts			
Prepaid			
Post Paid			
Lanes			
Contract Value of Roadside O&M		Number of Tolloed Equipment Lanes	
		Number of Equipment Lanes Installed by Entity	
Number of Lanes Operated and Maintained by your firm			
Equipment			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder			
Reader			
Automatic Vehicle Classification System			
Camera			
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup			
Contract Value of CSC Annual Operations			
Number of CSRs (include supervisors) provided by entity			
Number of Image Reviewers provided by entity			
Total Number of Staff supplied by entity			
Back Office System			Yes/No
Contract Value of BOS			
Integrate with 3 rd Party System			
Integrate with your firms System			
Violations Processing	Value or Number	Yes/No	
Contract Value of Violations Processing			
# of Violations (front and rear image(s) considered as one			
Integrated with entity's collection system? (Yes or No)			

Project 3			
Client/Operator Name			
Project Name			
Project Description			
Project Pricing/Budget			
Entity's Contract Value			
Client Contact Information			
Name of Client Contact			
Email			
Phone			
Number of Accounts			
Prepaid			
Post Paid			
Lanes			
Contract Value of Roadside O&M		Number of Tolloed Equipment Lanes	
		Number of Equipment Lanes Installed by Entity	
Number of Lanes Operated and Maintained by your firm			
Equipment			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder			
Reader			
Automatic Vehicle Classification System			
Camera			
Customer Service Center (CSC)		Value of Number	
Contract Value of CSC Startup			
Contract Value of CSC Annual Operations			
Number of CSRs (include supervisors) provided by entity			
Number of Image Reviewers provided by entity			
Total Number of Staff supplied by entity			
Back Office System		Yes/No	
Contract Value of BOS			
Integrate with 3 rd Party System			
Integrate with your firms System			
Violations Processing	Value or Number	Yes/No	
Contract Value of Violations Processing			
# of Violations (front and rear image(s) considered as one			
Integrated with entity's collection system? (Yes or No)			

1.6.2 References

TransCore's project reference contact information as indicated on Form B and Form C have been verified and are current.

1.7 Additional Information – Project Management Approach, Facilities and Experience with Providing BOS Services Through Existing Systems

TransCore understands the commitment necessary to successfully plan, launch, and operate Louisville-Southern Indiana's first toll road of the modern era.

TransCore instills within its technical staff a commitment to prevent revenue loss by proactively monitoring the status of all critical system components. Each member of the technical team whose responsibility includes either back office or roadside equipment works with the rest of the team to ensure the system is operating with integrity and processing transactions properly and accurately.

Our technicians are trained to be on the watch for other incidents when performing preventive maintenance work. That is why each technician has access to a database of reports and system status information. In addition, frequent status briefings are held between back office operations staff with field staff to maintain a high degree of coordination, communication, and control. In TransCore's experience, our back office personnel are often the first to detect a problem that may manifest itself during routine back office processing. Frequent, regular meetings also help to coordinate and share information regarding status of problem resolution, system performance, and scheduled maintenance activities.

TransCore achieves a high level of integrity in financial/accounting operations by maintaining a separation of duties between operational management and finance/accounting. The finance manager in every TransCore back office operation reports directly to a corporate accounting manager and not the local operations management. TransCore's corporate accounting manager for back office operations has sole responsibility for protecting the integrity of our operations' accounting policies, procedures, and practices. Not only does this approach ensure that checks and balances are in place and functional between operations and finance, it is required by all publicly-traded companies to comply with Sarbanes-Oxley requirements and ensures adequate controls are in place to resist pressures to achieve efficiency at the expense of system integrity.

Finally, we instill within our operational staff a commitment to excellence in reporting meaningful information upon which decisions can be made, the implementation of measured quality standards to ensure a consistency in providing superior customer service, and performance management systems that link the focus and objective of every staff position to the overall operational strategy and goals.

1.7.1 Project Management

TransCore has demonstrated the ability to manage the successful delivery of electronic toll collection system (ETCS) projects of similar size and complexity, including multiple system implementation, and technical and schedule coordination with other contractors. How did we learn this? By employing industry leading project managers (PMs), adhering to tried and true project management methodologies, having available resources on hand, being flexible, and learning from our experiences.

Project Management Philosophy

The PM will have complete authority. Performing the role locally, the PM will have a support staff to assist with project controls, QA/QC, scheduling, safety, and community outreach. Another tier of direct reports to the PM has significant responsibilities and consist of the individuals who will direct the design,

construction, and toll system integration. Each of these individuals has significant project management experience and has had the lead role in previous projects in their respective businesses. The strength of this tier of management is one of our keys to success.

TransCore's project management philosophy for project execution is based on the globally recognized practices and methodologies of the Project Management Body of Knowledge (PMBOK), the Project Management Institute®, and the five interlinked process groups: initiating, planning, executing, monitoring and control, and closing. The process groups align with the project lifecycle, and our project management procedures provide both the discipline and control necessary for successful project delivery. We also understand that successful projects go beyond meeting cost, schedule, and scope requirements. They meet business and customer objectives while building lasting customer relationships and maintaining high ethical standards.

Establishing a requirements matrix at the beginning of the program, then tracing the requirements through the design, implementation, and acceptance allows all participants to identify and assess the success or shortcomings of meeting the requirements throughout each phase. Maintaining the discipline of program assessment through the requirements matrix ensures that requirements are not overlooked. At the same time, the matrix allows discussion and balance of the requirements to prioritize between competing or conflicting requirements. Every requirement will get assigned to someone reporting directly to the PM. To ensure the requirements are met, we will maintain a cross walk of the requirements matrix to a responsibility matrix, and each of those assigned will have full accountability for meeting or surpassing the intent of the requirements assigned to them.

An integrated team, co-located where possible, keeps the team focused on the program and facilitates better communication. Frequent management and team meetings will be held and progress is noted. Near term schedule and goals are documented and shared with all team members to raise the visibility of the common goals and avoid the pitfalls of uncoordinated efforts that result from working in a vacuum. The team will meet weekly with a focus on the schedule. The scheduler will update the schedule weekly and publish it to the team. The team will meet biweekly with the Joint Board in a formal customer-contractor meeting. Following those meetings, the team will deliver biweekly updates and an official monthly version as part the overall monthly project report for the project file.

The PM, project controller, and scheduler are the key resources applied to organization, cost control, and schedule. They will apply critical path analysis and earned value methodology to monitor and track the project and give the team the information necessary to optimize the execution of the project plan. The design build approach to the contract execution also leads to success in controlling costs and optimization of the solution. Unlike the design-bid-build approach, the design team stays on the project through project acceptance. With the design element costs captured under the same contract, the team will work together to design and deliver a solution that conforms to the budget of the contract. Effective team leadership, a common commitment within the team management, and a strong project controls element are keys to the on-time, on-budget delivery.

Project Implementation, CSC Implementation and Retail Walk-up Centers, BOS Integration, and Ongoing System Maintenance

TransCore is experienced and comfortable with simultaneous ETCS deployments as this is our core business, and we are often in the midst of deploying major elements of a complex project at the same time. For this project, we will accomplish this by building inter-dependent, critical path management schedules. This way, deployment phasing will be readily visible with resources loaded so expectations on required staff are well known in advance. *Our depth of resources allows us to have built-in flexibility with on-call backup staff available should the need arise.*

TransCore believes that the success of this project is intimately tied to attention to the details associated with the constant and consistent relay of project status and timing among many groups. Therefore, having a strong project manager is key to coordinating major concurrent and overlapping project phases such as

project implementation, CSC implementation and retail walk-up centers, BOS integration, and ongoing system maintenance.

We stand ready to apply our proven coordination skills with the Joint Board, Board-appointed contractors, subcontractors, and all stakeholders. We accomplish this with frequent meetings/conference calls, action item lists, and accountability targets. We will coordinate project schedules and contact lists and implement task forces of common disciplines. We will set up shared project sites to facilitate data exchange, but the site will be useful and not so complex that field teams will shun access rather than deal with the hassle. We will work to make it easy for all stakeholders to know what is going on at all times and to know what is expected of them and what they can expect from TransCore.

A critical step that will ensure the success of concurring and overlapping implementation, integration, and maintenance phases is planning. TransCore will coordinate with the Joint Board and all stakeholders so that all parties understand how the project will be performed.

As the project plans are defined, it is important for all parties to understand clearly how the project will proceed. This is a major challenge during project planning. TransCore is able to overcome this obstacle through our approach to project management. TransCore's ability to demonstrate that we deliver what we promise will be evident with the preparation and presentation of our plans to deliver the Joint Board's Project successfully.

We will also ensure that those TransCore tasks that are dependent on the work of others are clearly identified on the project schedule. With this in mind, we consider these key factors in developing our project schedules: task duration, task level of effort, task dependencies, external dependencies, task resources, resource availability, and critical path tasks.

Conducting timely system requirements reviews, business rule reviews, design reviews, documentation reviews, and construction reviews are also all-important to the success of complex and overlapping project deployments.

Managing All Components of the System

Through many years of experience and adherence to the methods promoted by the Project Management Institute, TransCore has developed a methodology that has proven effective in measuring progress, anticipating problems, reacting quickly to issues that arise and changes in the requirements, and maintaining schedule integrity.

We will draw from our more than 75 years of experience in the successful management of toll system projects—from planning through operations & maintenance—to assemble a program management approach that meets the needs of this initiative. This will include:

- ***Best possible staff.*** We will carefully choose senior, experienced, and creative individuals as project team members, with skill sets that complement each other.
- ***The right tools for the job.*** Our project managers are supported internally by a variety of project management tools, including Microsoft Project scheduling tools, Microsoft SharePoint for documentation sharing and archiving, and TransCore's PAL, an online process asset library for guidance, instructions, and templates.
- ***Project management office (PMO).*** The established vision of the project management office is excellence in management and delivery of projects, consistently providing innovative solutions that meet our customers' expectations, on time, and within budget. With this vision and our established project management practices and methodologies, the PMO provides support to the project management team to ensure this project is a success.
- ***Quick start.*** Key resources for the project will be mobilized immediately on receipt of Notice to Proceed (NTP).

- ***Project strongly supported by our executive management.*** The project management team will be empowered and supported to get the work done. Senior executives will be available to the project manager for consultation and support. Formal internal reviews will be scheduled on a regular basis.
- ***Onsite staff.*** While some of our work will be completed at other TransCore locations, we will have a senior staff member onsite to monitor and direct site activities.
- ***Create a partnership.*** The Joint Board, TransCore, and Design Build contractor all benefit from the successful completion of this project. We will strive to foster a relationship based on cooperation and partnership to help ensure this success.
- ***Communicate, communicate, communicate.*** We will communicate at all levels – both formally and informally – with the Joint Board, its consultant and contractors, with our vendors and subcontractors, and within the project team. We will work closely with the Joint Board on a daily basis.

Why Communication Works

Our approach to the project will follow a time tested and proven methodology – communicate, communicate, communicate. In a system and project with as many facets and stakeholders as this one, the best way to ensure the successful delivery of a system and operation is to communicate. Communicate verbally in meetings and conferences, and through e-mails, meeting minutes, letters, design and interface control documents, progress reports, schedules, etc. What are the benefits of all this communication?

- A thorough understanding of the system design, design issues, conflicts, and trade-offs and their agreed resolution
- A thorough understanding of the responsibilities of the respective contractors in accomplishing the overall goals of the project
- Effective schedule coordination with the Joint Board, its consultant, and other contractors
- Effective technical coordination between all involved parties
- Advance notice of any potential issues or problems so they can be resolved proactively, not reactively

A real-life example from a recent project may give greater insight, which explains that the type of communication we are describing here is not simply the passive exchange of words. It requires involved, proactive, and interactive communications.

TransCore was in the middle of implementing a major turnkey toll system, including gantry design, fabrication, and installation. Close coordination with the gantry fabricator was essential. The gantry design was streamlined with a composite skin. As such, minimal modifications could be made in the field and myriad design details had to be considered, especially in coordinating the structural needs, the aesthetic needs (the frame and mounting for the cladding), technical needs (placement and openings for equipment and cable routing), and maintenance considerations (device access and removal, workspace, cabinet and cable access, etc.). We spent a great deal of time collaborating to ensure we got the design right. In addition, we had the gantry fabricator assemble a section of gantry at full scale as a prototype to validate all of the equipment locations, mountings, and all of the details that we could not fully anticipate from the paper design. The result was an incredibly valuable design (and communications) tool that saved the project thousands of dollars or more in changes in the field.

1.7.2 Facilities – Production & Testing

As the Joint Board will be engaged as an active partner throughout all phases of the Project, the Board is welcome at our production, research, and testing facilities at any time for an inspection, a demonstration or walk-through, and for formal testing.

Our PM methodology assumes the Joint Board's active involvement through all phases of the Project, and TransCore believes active involvement is essential to the success of a project of this size and scope.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Site Acceptance Testing at the toll plazas is going to be highly dependent on when the roadway that constitutes the tolling zone at each of the plazas is finalized. The final surface pavement including the required cement concrete tolling zone must be completed by others before we can finalize installation of the in-road sensors and, subsequently, each plaza system in its entirety. Since at this time it is rather uncertain when the dates for completing the roadway for the tolling zones will be, nor do we know what maintenance of traffic patterns may exist due to ongoing construction, we speculate that at some point we would have access to the complete tolling zone for tuning followed by a period where we would have adequate control over the traffic in the tolling zone in order to complete scripted tests.

Our experience has taught us that the latter part of the overall construction schedule is usually compressed and our installation and testing is as well when it is part of a multi-year, large transportation infrastructure development project. The plazas on this project will be on a completely new surface roadway on the East End Crossing and existing, but most likely reconstructed, roadway between Court Ave. and Market St. in Jeffersonville, IN. We see the site acceptance testing for the new roadway taking place before the traveling public has access and without interference from construction related activities. For the plaza and ramps associated with the Downtown Crossing, we anticipate the roadway in these areas will continue to accommodate traffic, albeit varying traffic patterns from the beginning of the construction until the very end. To the point, our concept for the acceptance test prior to tolling for the Downtown Crossing is that we will have to divert traffic for periods of time in order to properly test an ORT plaza. We understand the MOT restrictions set forth in the RFP and the limitations that will impose on testing at DB-1, R1, KB-1, and R2.

1.7.3 Experience with Providing BOS Services for Additional Facilities Through Existing Systems



1.7.4 Additional Information Not Part of SOQ Evaluation

TransCore acknowledges that the information requested pursuant to Part B, Sections 1.7.2, 1.7.3 and 1.7.4 is not part of the SOQ pass/fail evaluation. We have provided the required information as requested in the RFQ.

1.8 Legal Information

1.8.1 Legal Liabilities

None.

1.8.2 Legal Proceedings

None.

1.8.3 Form D

Form D is located on the following page.

FORM D

CERTIFICATION

Proposer: TransCore, LP

Name of Firm: TransCore, LP

1. Has the firm or any affiliate,* or any current officer, director or employee of either the firm or any affiliate, been indicted or convicted of bid (i.e., fraud, bribery, collusion, conspiracy, antitrust, etc.) or other contract related crimes or violations or any other felony or serious misdemeanor within the past ten years?

☐ Yes ☒ No

If yes, please explain:

2. Has the firm or any affiliate* ever sought protection under any provision of any bankruptcy act within the past ten years?

☐ Yes ☒ No

If yes, please explain:

3. Has the firm or any affiliate* ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity within the past ten years?

☐ Yes ☒ No

If yes, please explain:

4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

☐ Yes ☒ No

If yes, as to each such inquiry, state the name of the public agency, the date of the inquiry, the grounds on which the public agency based the inquiry, and the result of the inquiry.

5. Has any construction project performed or managed by the firm or, to the knowledge of the undersigned, any affiliate* involved repeated or multiple failures to comply with safety rules, regulations, or requirements within the past ten years?

☐ Yes ☒ No

If yes, please identify the team members and the projects, provide an explanation of the circumstances, and provide owner contact information including telephone numbers.

6. Has the firm or any affiliate* been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action within the past ten years, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 *et seq.*); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law?

☐ Yes ☒ No

If yes, please explain:

7. Has the firm or any affiliate* been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

☐ Yes ☒ No

If yes, please explain:

8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

☐ Yes ☒ No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1-7 above.

The term "affiliate" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that (a) within the past five (5) years have engaged in business or investment in North America or (b) have been involved, directly or indirectly, in the design, construction, equipping, installation, integration, testing, operation, maintenance or back office toll collection and customer service for any project listed by an entity pursuant to Part B, Section 1.6.

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: Russell L. Reeser

Title: Vice President and Assistant Secretary

Date: December 2, 2013