

## Addendum No. 2

RFP # 19-10350-8799

### Fiber Infrastructure Operations, Maintenance, and Commercialization Services

**Prospective Respondents: You are hereby notified of the following information in regard to the referenced RFP:**

#### **QUESTIONS AND ANSWERS**

Following are the answers to questions submitted in response to the above referenced RFP as of January 16, 2020. All of the questions have been listed verbatim, as received by the Pennsylvania Turnpike Commission.

| Proposer Questions |         | Pennsylvania Turnpike Commission (PTC) |                          |   |  |
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| 1.                 | 2 of 96 |  | RFP - Calendar of Events | To provide sufficient time for the Proposers to review, understand and take action on the answers to the questions provided by the Commission on January 30, 2020, will the Commission consider extending the due date? | The Commission has no plans to extend the RFP response due date. |

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| 2.                 | 4 of 96 | I-9<br>I-24 | Incurring Costs<br>Contract Term       | <p>Does the Commission intend to reimburse the selected Proposer following execution of the Contract for costs incurred prior to Contract award? If so, where should Proposers document such costs in Appendix G?</p> <p>Such costs may include third party costs associated with the Commercialization Services revenue forecast and associated financial, legal, and technical due diligence costs, which would support the establishment of the Minimum Guaranteed Revenue Commitment for the Eastern Network.</p> | <p>There is no specific category for reimbursement of the selected Proposer's costs incurred prior to Contract award.</p> <p>Proposers are required to provide costs for only those bid items listed in the Appendix G – Price Proposal Form. Other than providing requested costs information, Proposers should not modify the Appendix G – Price Proposal Form.</p> |
| 3.                 | 4 of 96 | I-11        | Questions and Answers                  | Will the Commission consider extending the deadline for Proposers to Submit Questions?  | The Commission is not planning to make any changes or alternations to the procurement schedule included in the RFP document.  |
| 4.                 | 6 of 96 | I-15        | Economy of Preparation                 | Please confirm if Proposers are allowed to utilize 11"x17" size pages for organization charts and tables.   | <p>Proposers should note that Proposals should be typed and submitted on 8.5 by 11-inch paper.</p> <p>For the purposes of preparing responses to this RFP, the Commission will allow the Proposers to use 11 by 17-inch size pages for organization charts and tables only.</p>   |

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| 5.                 | 9 of 96;<br>14 of 96 | I-24 ;Vol I – Part II Section 2, Paragraph A | Contract Term; Commercialization Services Submittal | Why do the contract term effective date and exclusivity period differ as stated in I-24 Contract Terms and Vol I – Part II Section 2, Paragraph A? For example, 12 years on small cells and 25 years on new cell towers?              | <p>The term of the Contract Agreement for this RFP is twenty-five (25) years and commences on the Effective Date.</p> <p>Vol I – Part II Section 2, deals with exclusivity in providing commercial wireless services by installing and servicing small cell pole sites within Commission’s ROW. This provision does not alter the term of the Contract Agreement.</p>    |
| 6.                 | 13 of 96             | Volume I: Part II – Section 1                | Proposal Cover Sheet                                | Please confirm the firm(s) that are required to provide a Federal I.D. number if the Proposer is intended to be a special-purpose entity with multiple sponsors, which will not be legally established at the time of RFP submission. | If the Proposer is intended to be a special-purpose entity with multiple sponsors, which will not be legally established at the time of Proposal submission, the Proposer should provide the Federal I.D. for each sponsor of such special-purpose entity.   |
| 7.                 | 14 of 96             | Vol I – Part II Section 2, Paragraph A       | Commercialization Services Submittal                | Assuming the funding for the construction of new wireless infrastructure is to be provided by the O&M and Commercialization Entity (“OMCE” or “Proposer”), who actually owns it during the Contract Term and afterwards?              | <p>The OMCE will have the right to install new wireless infrastructure within Commission’s ROW. The Commission will own all such assets.</p> <p>The OMCE shall transfer to the Commission all of the OMCE’s right, title and interest in and to the Commercialization Assets located within the Commission’s ROW upon expiration / termination of the Contract Term.</p> |

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| 8.                 | 27 of 96 | Part III-4 – Criteria # 3 | Criteria For Selection                 | Can the Commission please indicate the discount rate that will be used for the purposes of calculating the NPV of cash flows?  | <p>For the purposes of evaluating Proposals received for this RFP, the Commission intends to apply the following discount rates for calculating the NPV cash flows:</p> <ul style="list-style-type: none"> <li>• Discount rate of 3% for committed cash flows</li> <li>• Discount rate of 12% for un-committed cash flows</li> </ul> <p>Proposers should note that the Commission will apply such discount rates uniformly to all Proposals received.</p> |
| 9.                 | 30 of 96 | Part IVA-2                | Grants of Rights and Covenants         | Please confirm that all commercialization fibers and duct are available exclusively to the OMCE for commercialization activities without an IRU or at no cost during the 25-year term as long as revenue is shared? For example, if the winning OMCE acts as the anchor tenant and lights the fiber for their own services delivery, will the selected OMCE have right to utilize all the fibers without an IRU or with a no-cost IRU? | <p>Proposers should note that other than the ducts and fiber reserved for the Commission’s use, the OMCE will have exclusive right to use the fibers and ducts designated for Commercialization Services subject to revenue sharing without an IRU, subject to rights outlined in Section IV A.</p> <p>For assets available for commercialization use, refer to Section IV A – 7. Assets Available for Commercialization Services.</p>                    |

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| 10.                | 31 of 96    | Part IVA-2 | Grants of Rights and Covenants, last paragraph | Is Commission-utilized space on OMCE-constructed wireless or fiber infrastructure paid for by the Commission?   | Beyond the payment mechanism outlined in the Contract Agreement, there will not be any additional compensation paid to the OMCE for providing space on the small cell pole and conduit for future Commission installations of devices on the pole. Additionally, the Proposers should note that this requirement is also applicable for fiber to distribution line (i.e., fiber backhaul connection to poles). |
| 11.                | 31-32 of 96 | Part IVA-2 | Grants of Rights and Covenants                 | In accordance with the RFP, the OMCE is responsible to develop wireless infrastructure and to provide up to 25% of its space on the small cell pole and conduit for future Commission installations of devices. Since the OMCE is taking on the risk of development, pay for it and offer the Commission 25% of the space, does it get the exclusive right to build and own the infrastructure? | Exclusive rights to market, develop, operate and maintain the Commercialization Assets is stated in Section IVA-2. Grants of Rights and Covenants.<br><br>Additionally, Proposers should refer to paragraph 11. b. in Appendix A OMC Contract Agreement for ownership rights.  |
| 12.                | 32 of 96    | Part IVA-2 | Grants of Rights and Covenants                 | We assume the OMCE has the exclusive right to perform all services (design, build, operate, maintain and commercialization) for wireless infrastructure it develops, including poles, towers and other wireless infrastructure. If the Commission requires 25% of the space and chooses to install new equipment, will the Commission pay the selected OMCE to install the new equipment?       | Any future installation of the Commission equipment will be considered as part of the annual O&M Services of the Contract and the OMCE will be compensated to install the new equipment based on the Separate LOA process described in the RFP.  |

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| 13.                | 32 of 96 | Part IVA-3                             | Permitted Commercialization Services for the Eastern Network | If an entity other than a carrier (for example, a university) wants to purchase dark fiber on the Eastern Network, is that excluded from the definition of Commercialization Services and thus not exclusive? The use of the term “wholesale” typically means carriers in the telecommunications industry. | No. Proposers will have flexibility to provide Commercialization Services to any entity that wants to obtain Commercialization Services on the Eastern Network.   |
| 14.                | 33 of 96 | Part IVA-3                             | Permitted Commercialization Services for the Eastern Network | Why is the period allowed for commercialization of small cell poles limited to 12 years while the term of the overall agreement is 25 years?   | The period of exclusivity for commercialization of small cell poles is based on (i) the evolving nature of small cell technology, (ii) the typical length of contracts, and (iii) the Commission’s intent to evaluate the performance of the OMCE during the first 12 years of the Contract Agreement to consider an extension of such rights for the remainder of the Contract Term. |

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| 15.                | 33 of 96 | Part IVA-4 | Commercialization Plan for the Eastern Network | Does the Commission intend to provide additional clarity on its rights to approve or reject material change in investments, capital expenditures or O&M costs?  | <p>The Commission will treat the Proposer’s planned investment included in the RFP response as the Base Case scenario.</p> <p>Once the Contract Agreement is effective, any material change in investments, capital expenditures or O&amp;M costs compared to those in the Commercialization Plan proposed by the OMCE shall be submitted to the Commission (along with the rationale and supporting business case for such changes(s)) for the Commission’s review and approval. The Commission reserves the right to approve or reject any such change(s) or portions thereof. If the Commission approves the requested change(s) (or any portion thereof), the O&amp;M and Commercialization Entity shall update the Commercialization Plan to reflect the change(s) approved by the Commission in a timely manner.</p> |
| 16.                | 35 of 96 | Part IVA-8 | Acceptance of Fiber Infrastructure             | Does the Commission anticipate the establishment of a contractual agreement between the Proposer, the FON D-B Contractor(s), and the Commission to govern the testing and acceptance of the Eastern Network, and if so, will the Commission be facilitating such agreement? | The Commission does not anticipate any contractual agreement between the Proposer and the FON D-B Contractor(s). The protocol and the interface for testing and acceptance will be addressed by the Commission in its separate contracts with the FON D-B Contracts and the O&M and Commercialization Entity.  |

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| 17.                | 36 of 96 | Part IVA-8  | Acceptance of Fiber Infrastructure             | Will the three (3) vacant ducts being made available to the OMCE be proof tested by the FON D-B Contractors to ensure the ducts are continuous and ready for installation of fiber optic cables? Will the OMCE be allowed to be present on site to confirm proof testing of the duct took place? | Yes - During the testing, the OMCE will be allowed to witness and confirm that the testing took place and that the Fiber Infrastructure is working properly. In the event of defect or deficiencies in meeting such requirements, the FON D-B Contractor(s) will be responsible for addressing such defects or deficiencies.   |
| 18.                | 36 of 96 | Part IVA-11 | Future Phase(s) for Commercialization Services | If joint funding option is pursued for the Western Network expansion, would the ownership of the cable built be shared with the Commission based on the investment made by the OMCE?   | <p>The Commission will be the owner during the Contract Term and afterwards for the Fiber Infrastructure developed as part of the Western Network.</p> <p>If joint funding options are pursued for the Western Network, Proposers should note that the Commission will make an annual payment for the capital investment made by the Proposer. For more information, refer to Appendix G – Price Proposal.</p> |
| 19.                | 38 of 96 | Part IVA-15 | Handback of Fiber Infrastructure               | Will the Commission execute a separate agreement with the OMCE to govern new assets constructed in support of the Commercialization Services during the Contract Term?   | The Commission intends to use the Contract Agreement (Appendix A) to govern new assets constructed in support of the Commercialization Services during the Contract Term.  |



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| 20.                | 43 of 96 | FR-1.1   | Transition                             | Is there flexibility with the details stated within the Transition Plan?   | <p>There will be flexibility regarding the OMCE's specific approach to transition.</p> <p>Entry and exit transition plans must meet the requirements stipulated in the RFP and are subject to Commission review and approval.</p>   |
| 21.                | 44 of 96 | FR-1.1   | Transition                             | How is the Commission currently maintaining the existing fiber infrastructure?   | The Commission currently maintains its existing fiber infrastructure via a Time and Materials maintenance contract.   |
| 22.                | 48 of 96 | FR-1.5.6 | Spare Parts                            | How much excess fiber cable (as a percentage of the route mileage) does the Commission plan to order for the FON D-B projects?   | Fifty feet (50') of fiber optic cable shall be provided at each junction box and at each demarcation site. No additional excess fiber optic cable is required as part of the FON D-B projects.  |
| 23.                | 49 of 96 | FR-1.5.6 | Spare Parts                            | Is there a standard list of spare parts the Commission wants to keep on hand? If so, please provide the list so all bidders are including the same items in their bid. Does the Commission have a current inventory of fiber optic related materials that the OMCE will be responsible to manage? Will there be spare materials from the on-going fiber construction DB projects that the OMCE will be expected to manage? | <p>The OMCE is responsible for maintaining adequate spare parts necessary to meet SLAs.</p> <p>The Commission does not have an existing inventory of spare parts that the OMCE will be responsible for managing. No spare parts are required to be provided by the FON D-B contractors. No spare parts will be turned over to the OMCE as part of the entry transition.</p> |

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| 24.                | 50 of 96 | FR-1.7.1                               | ServiceNow Service Request System | Can you provide historical ticket volume detail month by month, year over year? | <p>2015 – 6 tickets total<br/> 2016 – 3 tickets total<br/> 2017 – 2 tickets total<br/> 2018 – 2 tickets total</p> <p>The incidents above were related to guiderail and signpost installations, excavation, JB repairs, and rodent damage.</p> <p>Proposers should note that the ticket volumes provided above only reflect tickets for a limited amount of existing fiber.</p> <p>Fiber installed by the FON D-B contracts will expand the amount and geographic coverage of fiber significantly; therefore, a higher volume of tickets may occur in this project.</p> |
| 25.                | 50 of 96 | FR-1.7.1                               | ServiceNow Service Request System | Will the OMCE have access to the State’s current ticketing system?              | The OMCE will be provided access to the PTC’s instance of ServiceNow for ticketing.  |

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| 26.                | 51 of 96 | FR-1.7.1 | ServiceNow Service Request System      | Will all one-call/locate requests come through ServiceNow? Is the Commission's Existing Fiber Infrastructure currently in the Pennsylvania one-call system? Will the new fiber optic assets being installed as part of the DB projects be expected to be placed in the one-call system? | <p>All service ticketing including locate requests will be done through ServiceNow.</p> <p>The Commission's existing fiber infrastructure is not currently in the PA one-call system. The OMCE is responsible for fulfilling locate requests for the Commission's fiber infrastructure.</p> <p>The Commission is currently not part of the one-call system. It is unknown at this time whether the new fiber assets installed by the FON D-B projects will be placed into the one-call system.</p> |
| 27.                | 57 of 96 | FR-1.12  | Fiber Optic Testing                    | This section seems to conflict with earlier language that stated that the FON D-B contractors would perform all the fiber testing. Please confirm that the OMCE will not be required to initially perform this testing on the Fiber Infrastructure per FOM 4.1.                         | <p>The OMCE will be responsible for testing all fiber optic cable that is installed by the OMCE in accordance with FR-1.12.</p> <p>The FON D-B contractor will be responsible for testing all fiber optic cable that is installed by the FON D-B contractor. Testing of fiber installed by other contractors as part of any other project will be the responsibility of the installing contractor. In these cases, the OMCE will be responsible for witnessing and accepting.</p>                  |

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| 28.                | 73 of 96 | FOM-1.2 | Resources                              | This section states, "If the as-built information is not available, the OMCE shall work with the Commission to identify the approximate location of the installed fiber optic cable." How will the O&M and Commercialization Entity be compensated for these services?                                  | <p>The OMCE will be compensated for all locating requests per unit costs for FOM-1 as indicated in Appendix G – unit costs for low/moderate requests shall be used for locating requests for gaps in as-built information. Standard LOA will establish a budgetary ceiling for all tasks under FOM-1. Costs beyond the budgetary ceiling will be handled via Separate LOA.</p> <p>As part of FOM-3.1, the OMCE shall create and inventory of the Commission’s Fiber Infrastructure assets. Costs for data entry/inventory will be compensated under FOM-3.1 as indicated in Appendix G – Price Proposal.</p> |
| 29.                | 79 of 86 | FOM-3   | Fiber Management System                | The RFP states that the "O&M and Commercialization Entity shall procure, implement, and use a robust third-party Commercial off-the-shelf (COTS) Fiber Management System." Can the Commission provide the format of the design and as-built drawings for the D-B projects currently under construction? | <p>The as-built drawings shall be submitted electronically in CADD format and PDF electronic format size ANSI D 22" X 34". All CADD data shall be supplied in either the DWG/DGN format. The Commission’s primary CADD software is Autodesk Civil 3D 2018. No translations will be accepted.</p> <p>Refer to FR-1.18 for Commission CADD standards.</p>  |

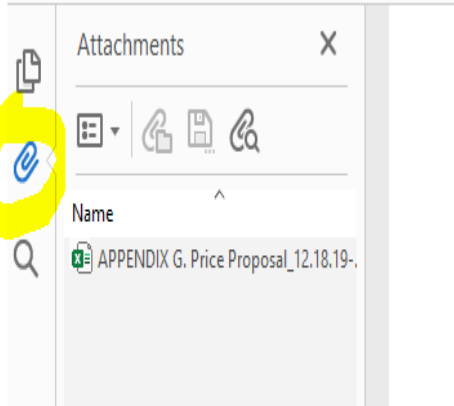
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| 30.                | 79 of 96 | FOM-3   | Fiber Management System                | Do the drawings packages currently under development include outside plant (OSP) as well as splice diagrams, rack elevations, and handhole / manhole drawings / butterflies? Will the Commission provide these detailed drawing packages to the Proposers? | <p>Detailed plans for the D-B contracts are not available currently but will be made available to the OMCE. Additionally, the Commission will provide all available rack elevations, splice diagrams, etc. for existing fiber to the OMCE. Any gaps in information will be the OMCE's responsibility as part of the initial setup and ongoing maintenance of the FMS.</p> <p>As indicated in FOM-6.4, the OMCE will be responsible developing fiber distribution/termination plans and coordinating with the D-B contractors.</p> |
| 31.                | 81 of 86 | FOM-3.1 | FMS Inventory Management               | Will the Commission provide all as-built sets once approved and accepted by the Commission?  | Yes.  |
| 32.                | 81 of 96 | FOM 3.1 | FMS Inventory Management               | What platform is currently used for GIS/Mapping?   | <p>ESRI ArcGIS. (ESRI File Geodatabase Format).</p> <p>Refer to FOM-3.2, FOM-3.4, and Appendix T for additional information regarding the FMS and ESRI compatibility.</p>   |
| 33.                | 82 of 96 | FOM-3   | Fiber Management System                | Will the FMS need to adhere to strict Symbol requirements or is symbol selection flexible?   | Symbol selection is flexible; however the Commission requires that an industry-accepted and recognized standard should be followed.   |

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| 34.                | 82 of 96 | FOM-3   | Fiber Management System                | Can the FMS utilize third party applications such as WO reports and mobile device apps?  | <p>Mobile device applications and third-party applications can be utilized.</p> <p>All Work Order initiation and closeout must be performed in ServiceNow, but pertinent information may be shared/input into the FMS as well.</p> |
| 35.                | 83 of 96 | FOM-3   | Fiber Management System                | How often will importing and exporting be required?  | <p>At a minimum, importing and exporting will be performed once per month.</p> <p>Additional importing and exporting will be required as needed to maintain the accuracy of PTC GIS and CADD documents as fiber changes occur.</p> |
| 36.                | 86 of 96 | FOM-4.1 | New Fiber Installation                 | This section states, "The O&M and Commercialization Entry will be required to attend the construction meetings, specifically the design portion on the construction meeting." When will these meetings begin and how often will they held? | These meetings will generally be held monthly and will commence this July 2020.  |

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| 37.                | 86 of 96 | FOM-4.2                                | Management of Existing Fiber | <p>When is the planned acceptance period for the existing lit fiber optic cable? Is the Commission currently performing locates on this cable? If the fiber is not to acceptable standards, does the OMCE need to develop the statement of work for Commission approval, and will the OMCE be responsible to perform this work at Commission cost prior to accepting the existing fiber optic cable?</p> <p>The RFP also states the OMCE takes responsibility of O&amp;M for the existing lit fiber. At what point is the OMCE responsible and accountable for the existing dark fiber? There is a concern that the spare duct and dark fiber are located in the same sheath or duct as the lit fiber and may already be or become damaged prior to us accepting.</p> | <p>Lit fiber currently being used is assumed to be operational; the OMCE accepts existing lit fiber in use upon NTP.</p> <p>If a break is observed in existing lit fiber, costs and schedules for replacement, testing, and acceptance will be defined by Standard LOA if possible and Separate LOA as needed under FOM-2.</p> <p>Regarding management of existing dark fiber, please refer to the second paragraph under FOM-4.2.</p> <p>The OMCE is not responsible for testing, accepting, and managing existing dark fiber unless it is chosen to be used – in this case, the OMCE will be responsible for testing and proving the dark fiber is operational before it is accepted and subsequently used. Once accepted, the OMCE will be responsible for maintaining it in accordance with the RFP.</p> |

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| 38.                | 86 of 96 | FOM-5                                  | Trunk Connections                         | <p>The RFP states “The Commission reserves the right to use other contractors for Communications Assets installations and implementations at its sole discretion. The O&amp;M and Commercialization Entity shall be responsible for operation and maintenance of these Communications Assets after installation and testing.”</p> <p>We request the Commission re-consider allowing contractors other than the OMCE to install and implement trunk connections and other system assets. It is our experience that limited access to the system provides added system protection for all users, including the Commission, and minimizes the potential for disruptions and other failures.</p> | The Commission’s preference is for the OMCE to install and implement all associated system assets. However, the Commission reserves the right to utilize other contractors. |
| 39.                | 87 of 96 | FOM-5.2                                | Temporary and Relocated Fiber Optic Cable | Who is responsible for costs (like purchase of new fiber optic cable) for relocation projects?   | A Separate LOA will be used for each project based on the unit prices proposed for FOM-5.   |



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| 40.                |      |  | Appendix G – Price Proposal | <p>I'm writing for clarification to Addendum No. 1 for RFP 19-10350-8799 Fiber Infrastructure Operations, Maintenance and Commercialization Services. It advised to replace the Electronic Version of Appendix G – Price Proposal with the revised Appendix G – Price Proposal Addendum # 1 – 12-20-2019 provided as attached to the addendum. However, it was not attached to the addendum as posted on the PTC website. All documents are PDFs, not native files.</p> <p><a href="https://www.paturnpike.com/procurement/UserRFPDetails.aspx?rfplD=101095">https://www.paturnpike.com/procurement/UserRFPDetails.aspx?rfplD=101095</a></p> <p>Is that document available somewhere else online or how can we obtain the working .xlsx file?</p> | <p>Appendix G – Price Proposal Addendum #1 -12-20-2019 is attached to Addendum 1. You can access it from the paperclip. See below.</p>  |
| 41.                |      |  | Appendix G – Price Proposal | <p>Appendix G appears to be an excel workbook (based on Addendum 1); however, the PDF download from (<a href="https://www.paturnpike.com/Procurement/UserRFPDetails.aspx?rfplD=101084">https://www.paturnpike.com/Procurement/UserRFPDetails.aspx?rfplD=101084</a>.) is not a fillable form, and there does not appear to be an excel attachment on the procurement page. Will the Excel version of Appendix G be provided and if so, by when?</p>  | <p>Refer to response to question # 40.</p>   |

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| 42.                |      | Appendix U | Construction Qualifications and Pre-qualifications | Appendix U states "The vendor must be certified to perform the following PennDOT P Codes per Pub 637..." Does this requirement apply solely to the Operations & Maintenance and Commercialization Entity (OMCE) or Proposer, or does this apply to the team collectively? If not, will the Commission consider modifying this requirement to apply to the collective proposing team? | <p>As stated in the RFP, Appendix U refers to New Lateral Installations and any other work requiring the installation of civil infrastructure.</p> <p>The P-Codes will be required when the OMCE is installing civil infrastructure. If the OMCE uses a third-party contractor or subcontractor to perform the installation, the third-party contractor/subcontractor will need the required P-Codes to perform the work.</p>   |
| 43.                |      |            | General  | What, if any, penalties are there if service offering targets are not met by the OMCE; services sold to residential, ISPs, Wholesale?  | <p>The OMCE shall bear all risk associated with the Commercial Contracts / Commercial Agreements entered with Commercial End-Users and the Commission shall have no liability whatsoever to the OMCE or the Commercial End-Users for the non-performance of services and / or provisions included in such Commercial Contracts / Commercial Agreements. The OMCE must pay to the Commission the Minimum Revenue Commitment set forth in the Price Proposal.</p> <p>The performance of the O&amp;M Services, Proposers should refer to the requirements stated in the RFP.</p> |

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| 44.                |      |         | General                                | If any portion of the network needs to be overbuilt, who funds that expense?  | Proposers should refer to the process outlined in Section IVA-13. Future Proofing of Commercialization Assets.            |
| 45.                |      |         | General                                | What is the process with establishing a POP/location regen?   | The Commission will review POP / regen locations proposed by the OMCE on a site-by-site basis.                            |
| 46.                |      |         | General                                | Due to the complexities of the requirement and the financial and performance commitments required of the Proposer, will the Commission consider conducting one on ones with the Proposer and its team members prior to the response due date? | Proposers should refer to the process outlined in Section IVA-13 of the RFP. Future Proofing of Commercialization Assets. |

All other terms, conditions and requirements of the original RFP dated December 18, 2019 and Addendum 1 remain unchanged unless modified by this Addendum.