



# COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION  
1401 EAST BROAD STREET  
RICHMOND, VIRGINIA 23219 2000

Charles A. Kilpatrick, P.E.  
Commissioner

July 14, 2015

Jose Maria Lopez  
President  
OHL Infrastructure  
555 Theodore Friend Avenue, Suite B-201  
Rye, NY 10580

Dear Mr. Lopez:

Thank you for joining our team at the Virginia Department of Transportation to discuss the future procurement of the Transform66 Outside-the-Beltway Project. From our perspective, we had a very useful exchange of information.

As we discussed during our meeting, it would be very helpful to us in our P3 approval process to have a written expression of your team's interest going forward. By adding your signature to mine and returning this letter to me, you acknowledge that your team has reviewed and understands the draft term sheet and other information shared by the Commonwealth of Virginia about the project; that you remain confident that your team can add value to the project by developing a competitive P3 proposal that provides benefits to the Commonwealth that are materially similar to those outlined in the draft term sheet; and that it is your intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

You can contact Dr. Morteza Farajian at [Morteza.Farajian@p3.virginia.org](mailto:Morteza.Farajian@p3.virginia.org) or (804) 786-0470 should you have any questions or need further assistance.

Thank you, again, for your continued interest in contributing to the improvement of transportation infrastructure in the Commonwealth. We look forward to your response.

Sincerely,

Charles Kilpatrick  
Commissioner of Highways

Signed and Returned on July 15, 2015

Jose Maria Lopez  
President



# COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION  
1401 EAST BROAD STREET  
RICHMOND, VIRGINIA 23219 2000

Charles A. Kilpatrick, P.E.  
Commissioner

July 14, 2015

Ricardo Bosch Urzua  
Director, North American Business Development  
Cintra US  
9600 Great Hills Trail, Suite 250E  
Austin, TX 78759

Dear Mr. Urzua:

Thank you for joining our team at the Virginia Department of Transportation to discuss the future procurement of the Transform66 Outside-the-Beltway Project. From our perspective, we had a very useful exchange of information.

As we discussed during our meeting, it would be very helpful to us in our P3 approval process to have a written expression of your team's interest going forward. By adding your signature to mine and returning this letter to me, you acknowledge that your team has reviewed and understands the draft term sheet and other information shared by the Commonwealth of Virginia about the project; that you remain confident that your team can add value to the project by developing a competitive P3 proposal that provides benefits to the Commonwealth that are materially similar to those outlined in the draft term sheet; and that it is your intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

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Thank you, again, for your continued interest in contributing to the improvement of transportation infrastructure in the Commonwealth. We look forward to your response.

Sincerely,

Charles Kilpatrick  
Commissioner of Highways

Signed and Returned on 07/15/14

Ricardo Bosch Urzua  
Director, North American Business Development



# COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION  
1401 EAST BROAD STREET  
RICHMOND, VIRGINIA 23219 2000

Charles A. Kilpatrick, P.E.  
Commissioner

July 14, 2015

Dan Stoppenhagen  
Director, Transportation  
Fluor Enterprises, Inc.  
1114 Lost Creek Blvd., Suite 130  
Austin, TX 78746

Dear Mr. Stoppenhagen:

Thank you for joining our team at the Virginia Department of Transportation to discuss the future procurement of the Transform66 Outside-the-Beltway Project. From our perspective, we had a very useful exchange of information.

As we discussed during our meeting, it would be very helpful to us in our P3 approval process to have a written expression of your team's interest going forward. By adding your signature to mine and returning this letter to me, you acknowledge that your team has reviewed and understands the draft term sheet and other information shared by the Commonwealth of Virginia about the project; that you remain confident that your team can add value to the project by developing a competitive P3 proposal that provides benefits to the Commonwealth that are materially similar to those outlined in the draft term sheet; and that it is your intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

You can contact Dr. Morteza Farajian at [Morteza.Farajian@p3.virginia.org](mailto:Morteza.Farajian@p3.virginia.org) or (804) 786-0470 should you have any questions or need further assistance.

Thank you, again, for your continued interest in contributing to the improvement of transportation infrastructure in the Commonwealth. We look forward to your response.

Sincerely,

Charles Kilpatrick  
Commissioner of Highways

Signed and Returned on July 17, 2015

Dan Stoppenhagen  
Director, Transportation



100 Fluor Daniel Drive  
Greenville, South Carolina 29607-2770  
USA

**Keith Sommer**  
Director, Sales

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[keith.sommer@fluor.com](mailto:keith.sommer@fluor.com)

Charles A. Kilpatrick, P.E.  
Commissioner  
Virginia Department of Transportation  
1401 East Broad Street  
Richmond, Virginia 23219 2000

July 17, 2015

Dear Commissioner Kilpatrick,

The team of Fluor, InfraRed Capital Partners, and Isolux Infrastructure would like to again thank you for the opportunity to discuss the Transform66 Outside-The-Beltway Project. We agree that the exchange of information was helpful and productive for both parties, and would like to again affirm our interest in the project and our intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

As discussed in our June 30, 2015 meeting, we believe it is far too early to determine if "material" changes are necessary to the draft term sheet issued by VDOT. As currently drafted, the constraints in the term sheet create the potential for a procurement that is not financeable or a situation where the Transportation Public-Private Partnership Advisory Committee rescinds its approval as terms necessarily have to be changed or clarified in order to create a financeable project. As a result, while we are confident our team can add value to the project through a competitive P3 proposal, we recommend a more flexible approach that can accommodate the evolving scope, project cost estimates, interest rates, market conditions, and revenue forecasts.

A revision to the draft term sheet to reduce the number of mandatory requirements at this early stage would dramatically improve the probability of successfully financing and delivering these critical improvements to the I-66 corridor. We would be glad to provide written remarks summarizing the specific changes we suggested at the one-on-one meeting.

Our team remains committed to working with VDOT, VAP3, and DRPT to deliver a successful procurement and project.

Sincerely,

Keith Sommer



# COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION  
1401 EAST BROAD STREET  
RICHMOND, VIRGINIA 23219 2000

Charles A. Kilpatrick, P.E.  
Commissioner

July 14, 2015

Jennifer Aument  
Transurban, Group General Manager  
North America  
6440 General Green Way  
Alexandria, VA 22312

Dear Ms. Aument:

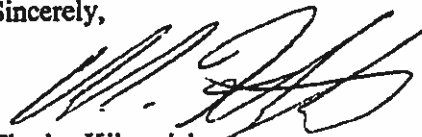
Thank you for joining our team at the Virginia Department of Transportation to discuss the future procurement of the Transform66 Outside-the-Beltway Project. From our perspective, we had a very useful exchange of information.

As we discussed during our meeting, it would be very helpful to us in our P3 approval process to have a written expression of your team's interest going forward. By adding your signature to mine and returning this letter to me, you acknowledge that your team has reviewed and understands the draft term sheet and other information shared by the Commonwealth of Virginia about the project; that you remain confident that your team can add value to the project by developing a competitive P3 proposal that provides benefits to the Commonwealth that are materially similar to those outlined in the draft term sheet; and that it is your intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

You can contact Dr. Morteza Farajian at [Morteza.Farajian@p3.virginia.org](mailto:Morteza.Farajian@p3.virginia.org) or (804) 786-0470 should you have any questions or need further assistance.

Thank you, again, for your continued interest in contributing to the improvement of transportation infrastructure in the Commonwealth. We look forward to your response.

Sincerely,

  
Charles Kilpatrick  
Commissioner of Highways

Signed and Returned on 21 July 2015

  
Jennifer Aument  
Group General Manager



July 16, 2015

Charles A. Kilpatrick, P.E.  
Commissioner of Highways  
Virginia Department of Transportation  
1401 EAST BROAD STREET  
RICHMOND, VIRGINIA 23219 2000

Dear Mr. Kilpatrick:

Thank you for your letter dated July 14, 2015 and for the opportunity to meet with your team at the Virginia Department of Transportation to discuss the future procurement of the Transform66 Outside-the-Beltway Project. As noted in your letter, we too believe that the meeting and exchange of information was very useful.

We are sending this letter in support of your P3 approval process to express in writing our team's interest going forward. By signing this letter, we wish to acknowledge that our team has reviewed and understands the draft term sheet and other information shared by the Commonwealth of Virginia about the project; that we remain confident that our team can add value to the project by developing a competitive P3 proposal that provides benefits to the Commonwealth that are similar to those outlined in the draft term sheet, subject to our completion of customary due diligence (including, without limitation, in respect of traffic projections and the transaction documentation); and that it is our intention to respond to a Request for Qualifications should the Commonwealth initiate a competitive P3 procurement in 2015.

Thank you, again, for the opportunity to support the Virginia Department of Transportation in its mission to improve transportation infrastructure in the Commonwealth.

Sincerely,

François Wasselin  
Vice President of Project  
Development  
ACS Infrastructure  
Development, Inc.

Kate S. Speir  
Vice President  
HOCHTIEF PPP Solutions North  
America Inc.

Eran Golan  
Head of US Operations  
Shikun & Binui Concessions