

**Request for Information
For the Commercialization, Financing, Construction, Operation, and
Maintenance of the Uinta Basin Railway**

Seven County Infrastructure Coalition

Issuance Date: April 2, 2019

Closing Date: 11:59 am Mountain Standard Time, May 17, 2019

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Introduction

The Seven County Infrastructure Coalition (the “Coalition”) is an independent political subdivision of the State of Utah. The Coalition is completing the planning documents that will include engineering, environmental, and right-of-way planning to make the Uinta Basin Railway ready to construct. At the completion of this work, the railway will be in possession of its legal and environmental licenses, regulatory approvals, and environmental permits necessary for construction, and engineering will be complete to the approximate 30 percent design level.

The Uinta Basin Railway is a proposed standard-gauge, common-carrier railway that will provide freight service between the central Uinta Basin of northeastern Utah from a terminus near Roosevelt, Utah, and a connection with the national railway system at an economically feasible and commercially practical point. The Uinta Basin Railway will enable freight rail transportation to occur into and out of the Uinta Basin to any point served by the North American railway network, with associated benefits in low-cost bulk transportation, jobs, and environmentally sustainable transportation. The Uinta Basin Railway project will enable the Coalition to fulfill its mission to plan and participate in the provisioning of public services. The estimated cost of construction of the Uinta Basin Railway is between \$1.2 billion and \$2.1 billion.

Request for Information

The Coalition requests non-binding information from qualified parties interested in providing the commercialization, financing, construction, operation, and maintenance of the Uinta Basin Railway. The information provided by qualified parties will be utilized by the Coalition to inform a possible Request for Proposal to procure a qualified party that would deliver the commercialization, financing, construction, operation, and maintenance of the Uinta Basin Railway.

“Commercialization” in this document refers to the process of obtaining transportation contracts with shippers, connecting railroads, and potential transload or terminal operators, provision for car supply, and other necessary agreements and arrangements necessary to commence common-carrier operation of the railway and generate freight revenues, upon completion of the railway.

The information provided by qualified parties will be used by the Coalition to help determine:

- Which of many potential structures for the commercialization, financing, construction, operation, and maintenance of the Uinta Basin Railway, would be likely to provide the highest value to the Coalition.
- Which of many potential structures for the Uinta Basin Railway are of greatest interest to the private sector, and thus are most likely to attract the most qualified proposals, under a potential future procurement, from the private sector.
- Which of many potential ownership structures the private sector proposes for the Uinta Basin Railway that provide the highest value to the Coalition.

Information that would be provided by qualified parties is NON-BINDING ON THE COALITION AND THE RESPONDENT and does not create an obligation, express or implied, on either the Coalition or the Respondent. RESPONSE TO THIS RFI DOES NOT PRECLUDE A RESPONDENT FROM BIDDING ON A FUTURE REQUEST FOR PROPOSAL FOR ANY OF THE SERVICES OF COMMERCIALIZATION, FINANCING, CONSTRUCTION, OPERATION, AND MAINTENANCE OF THE UINTA BASIN RAILWAY.

The Coalition will provide to Respondents to this RFI:

- Revenue and Carload Volume Forecast. Assumptions and input values used in the Revenue and Carload Volume Forecast are not binding on any party and shall not be used to create any expectation of the financial performance of the railway.
- Free Cash Flow Forecast for the railway for various carload forecasts. Assumptions and input values used in the Free Cash Flow Forecast are not binding on any party and shall not be used to create any expectation of the financial performance of the railway.
- Conceptual Engineering Data including proposed route alignments, vertical profiles, Engineering Basis of Design, and Operating Basis of Design
- Environmental fatal-flaws analysis of the proposed routes
- Status of the Coalition's Environmental Impact Statement before the U.S. Surface Transportation Board.
- Proposed Project Schedule

At the time of a potential procurement for the commercialization, financing, construction, operation, and maintenance of the Uinta Basin Railway, the Coalition may provide all or some of the following to potential bidders:

- Engineering 30% design and procurement documents for a design-build package for the construction of the railway
- Operations and Maintenance Plan
- Commercialization Plan
- Revenue and Carload Forecast
- Environmental Record of Decision from the Surface Transportation Board
- Common-carrier license from the Surface Transportation Board
- Environmental permits required for construction
- Right-of-way easements or agreements or other provisions for right-of-way for the railway

Strategic Objectives of the Coalition

The Coalition's goals for the Uinta Basin Railway include the following:

- Provide a permanent common-carrier railway service to the Uinta Basin that provides economic benefit to the Uinta Basin
- Reach operational status of the railway by December 1, 2023
- Provide a permanent revenue stream to the Coalition. This revenue stream could take the form of a share of profits, a share of gross revenues, a fixed monthly payment, or a one-time annuity. The Coalition seeks in this RFI suggested forms for this revenue stream.
- Develop collegial and mutually economically beneficial agreements with the Ute Tribe, that may include participation of the Ute Tribe in the equity, revenue-sharing, profit-sharing, or operation and maintenance of the railway or of its terminals, or partnerships for construction, operation, and maintenance of transload terminals.

Process for Review of RFIs

The Coalition will use this process:

- Interested Responders will submit a Statement of Qualifications by 11:59 am MST, April 12, 2019.
- The Coalition will convene a Review Committee and select, in its sole opinion, Qualified Responders by April 19, 2019. Qualified Responders will be contacted by the Coalition and invited to execute a Non-Disclosure Agreement.
- Upon execution of the Non-Disclosure Agreement, the Coalition will deliver with two calendar days to each Qualified Responder information about the Uinta Railway detailed above.
- Qualified Responders will be notified by the Coalition and invited to submit an Information Package to the Coalition by 11:59 am MST, May 17, 2019.
- The Coalition, at its discretion, may invite selected Qualified Responders to an in-person interview in Salt Lake City during the week of May 20, 2019.

Guidelines for Submission of Information

Respondents

The invitation to submit an information package extends to local, national, or international infrastructure, railway, finance, energy, or construction companies, or consortiums of companies. Companies are welcome to submit their information package individually or as a group; however, the Coalition is primarily interested in information packages that offer propose how the company would provide complete services to commercialize, finance, construct, operate, and maintain the railway.

Timeline

- Statement of Qualifications submission date to Coalition: 11:59 am MST, April 12, 2019
- Coalition Selection and Notification of Qualified Responders: by April 19, 2019

- Submission of Information Packages: 11:59 am MST, May 17, 2019
- Potential Interviews of Responders with Coalition: Week of May 20, 2019

Submitting the Statement of Qualifications

- The Statement of Qualifications should address all of the necessary information outlined in the section titled “Statement of Qualifications Content”.
- The Statement of Qualifications must be written in English, in electronic pdf format. There is no page limit.
- Please address electronic (pdf) Statements of Qualifications to: Mike McKee, Executive Director, Seven County Infrastructure Coalition. Please contact Kelly Carter of Jones & DeMille Engineering to receive a secure upload link to submit the Statement of Qualifications electronically, at kelly.c@jonesanddemille.com or 435-896-8266. Faxed Statements of Qualifications will not be accepted.
- Submit only one (1) electronic copy of the Statement of Qualifications
- Number pages (not including resume or cover letter) sequentially at the bottom right corner of each page.
- Statement of Qualifications pages shall be 8.5” x 11” in size. Maps, schedules, and technical diagrams may be 11” x 17” in size. Graphics may be shown in color.
- To receive notifications regarding addendums and clarifications to this RFI, please contact Kelly Carter of Jones & DeMille Engineering, at kelly.c@jonesanddemille.com or 435-896-8266.

Submitting the Information Package

- The Information Package should address all of the necessary information outlined in the section titled “Information Package Content”.
- The Information Package must be written in English, in electronic pdf format. There is no page limit.
- Please address electronic (pdf) Information Packages to: Mike McKee, Executive Director, Seven County Infrastructure Coalition. Please contact Kelly Carter of Jones & DeMille Engineering to receive a secure upload link to submit the Information Package electronically, at kelly.c@jonesanddemille.com or 435-896-8266. Faxed Information Packages will not be accepted.
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- To receive notifications regarding addendums and clarifications to this RFI, please contact Kelly Carter of Jones & DeMille Engineering, at kelly.c@jonesanddemille.com or 435-896-8266.

Statement of Qualifications Content

The Statement of Qualifications shall be organized as follows, and contain the following information:

- A cover letter summarizing the respondent's expertise, experience, organization, and component companies if more than one company is teamed.
- Organization of the Respondent. If the Respondent is a consortium or joint venture or partnership, indicate which corporate entities will comprise the Respondent, and outline their respective roles and responsibilities. Include the name, title, and contact information of the individual designated as the Respondent's key contact.
- Experience of the Respondent. Describe the relevant experience and expertise of the Responder, in relation to (1) financing of infrastructure projects of similar cost of construction to the Uinta Basin Railway; (2) construction, operation, and maintenance of infrastructure projects of similar cost of construction to the Uinta Basin Railway; (3) commercialization of a railway project, in particular the experience and expertise with obtaining contracts with shippers; (4) operation and maintenance of a common-carrier short-line railway under the economic regulations of the U.S. Surface Transportation Board and the safety regulations of the Federal Railroad Administration; (5) understanding of the oil exploration and production industry. Summarize the biographical information of the Respondent's key personnel. Representative Projects of the Respondent. Provide list of completed projects, current projects, current operations, current infrastructure financing packages, or other information that would indicate to the Coalition the qualifications of the Respondent. Attach resumes of the key personnel as an Appendix.
- Financial Capacity of the Respondent

Information Package Content

The Information Package shall be organized as follows, and contain the following information:

- A cover letter summarizing the respondent's expertise, experience, organization, and component companies if more than one company is teamed, and summarizing the commercial and financial structure(s) the Respondent believes will best accomplish the goals of the Coalition.
- Organization of the Respondent. If the Respondent is a consortium or joint venture or partnership, indicate which corporate entities will comprise the Respondent, and outline their respective roles and responsibilities. Include the name, title, and contact information of the individual designated as the Respondent's key contact.
- Experience of the Respondent. Describe the relevant experience and expertise of the Responder, in relation to (1) financing of infrastructure projects of similar cost of construction to the Uinta Basin Railway; (2) construction, operation, and maintenance of infrastructure projects of similar cost of construction to the Uinta Basin Railway; (3) commercialization of a railway project, in particular the experience and expertise with obtaining contracts with shippers; (4) operation and maintenance of a common-carrier short-line railway under the economic regulations of the U.S. Surface Transportation Board and the safety regulations of the Federal Railroad Administration; (5) understanding of the oil exploration and production industry. Summarize the biographical information of the Respondent's key personnel. Attach resumes of the key personnel as an Appendix.

- Representative Projects. Provide list of completed projects, current projects, current operations, current infrastructure financing packages, or other information that would indicate to the Coalition the qualifications of the Respondent.
- Proposed Approach to Commercialization, Finance, Construction, Operation and Maintenance of the Uinta Basin Railway:
 - Overview of the proposed structure(s) of the railway company the Respondent believes would provide the highest value to the Coalition and the greatest long-term, sustainable rail transportation service to the Uinta Basin.
 - Proposed method(s) the Respondent believes would be best suited to commercialize the railway, including how Respondent recommends interacting with oil and gas exploration and production companies, off-takers, mining companies, and agricultural and other potential users of the railway.
 - Proposed method(s) the Respondent believes would be best suited to finance the railway, the equity structure of the railway, including partners or joint-ventures, and how the railway would provide value to the Coalition for the Coalition’s work and investment in the railway project.
 - Proposed method(s) the Respondent believes would be best suited to construct the railway (e.g., Design-Build, Design-Bid-Build, Construction Manager/General Contractor, etc.)
 - Proposed method(s) the Respondent believes would be best suited to operate and maintain the Railway. Include a description of the potential for preferential employment and training with the Ute Tribe.
 - Comment on the Coalition’s proposed schedule.
 - Comment on the Coalition’s proposed routes, engineering, and environmental permitting and clearance work.
 - Comment on the Coalition’s volume and carload forecasts.
 - Provide detail that would help the Coalition understand the value of the Respondent’s proposed structure of the railway company.

Process

Inquiries to Coalition

Interested Parties may request clarifications to this RFI process to the Coalition at any time prior to the deadline dates, by writing in email to Kelly Carter of Jones & DeMille Engineering at kelly.c@jonesanddemille.com, subject line must begin “Request for Clarification, UBRY RFI”. Submissions of clarifications and responses are not binding on any party.

Issuance of Request for Proposals

The issuance of this RFI does not in any way obligate the Coalition to issue an RFP for a commercialization, finance, construction, operation, or maintenance entity, or any single activity including but not limited to commercialization, finance, construction, operation, or maintenance of the

Uinta Basin Railway, at any future time, and neither the Coalition nor the parties participating in this RFI process are bound in any way. Without limiting the generality of the preceding statement and for the sake of clarity, the issuance of this RFI does not obligate or otherwise bind the Coalition to retain or vary the content of an RFP or RFPs that may be issued, should the Coalition choose to issue RFPs.

Confidentiality

All Statements of Qualifications, Information Packages, Requests for Clarification, Interview presentation materials, and communications submitted or exchanged in this RFI process are confidential and shall be maintained in confidence by the Coalition. Information may be shared by the Coalition with other agencies of the State of Utah and others supporting the Coalition's work, e.g., Consultants engaged by the Coalition under confidentiality agreements.

Freedom of Information Act Requests

Need relevant language to Utah here

Communications with the Coalition

During the RFI process, communications by Respondents to the Coalition or any elected official in the State of Utah, in relation to the RFI, must be by email (including any attachments) sent to kelly.c@jonesanddemille.com, subject line must begin "UBRY RFI". Requests for Clarification must be sent to Kelly Carter of Jones & DeMille Engineering at kelly.c@jonesanddemille.com, subject line must begin "Request for Clarification, UBRY RFI". Submissions of clarifications and responses are not binding on any party.

Interviews with Respondents

Following the closing date, the Coalition may, but shall not be obligated to, contact and/or meet with some or all Respondents for the purpose of seeking clarifications to their Information Packages.

Response to Requests for Clarifications

The Coalition does not intend to issue specific responses to questions or comments in Requests for Clarifications, interviews, or Information Packages, or to publish to all Respondents any requests for clarifications. The Coalition at its sole judgment may issue to Respondents clarifications it believes may be beneficial to Respondents in the preparation of their Information Packages.

No Preclusion of Future Response

Response to this RFI does not preclude a respondent from a bid at a future time on an RFP the Coalition may issue for any or all of the services of commercialization, financing, construction, operation, and maintenance of the Uinta Basin Railway.