

**New York State Thruway Authority
RFP #18C15
Design, Construction, Financing, Operation
and Maintenance of 27 Service Areas
on the New York State Thruway**

Authority Responses to PRE-PROPOSAL CONFERENCE Questions

January 23, 2019

On October 15, 2018, the New York State Thruway Authority (“Authority”) issued a Request for Proposals for Design, Construction, Financing, Operation and Maintenance of 27 Service Areas on the New York State Thruway, which was amended by Addendum No. 1 dated November 8, 2018, Addendum No. 2 dated December 21, 2018 and Addendum No. 3 dated December 27, 2018 (the “RFP”). Pursuant to the RFP, all prospective Proposers have the opportunity to submit written questions concerning this RFP to the Authority up to, and including, January 31, 2019. A Pre-Proposal Conference was held on November 13, 2018. Questions asked at the conference are presented below. The Authority submits the following responses in accordance with Sections 1.2 and 1.4 of the RFP. Please note that transcription of the questions was not always clear, and Proposers may submit additional questions.

Q1: Where is Group 1 and Group 2?

A1: They are identified in RFP Appendix B, Section 1, Service Areas.

Q2: Timing of selection?

A2: Please see RFP Section 1.2 for the tentative schedule of the milestones in the RFP process and RFP Article IV for a description of the evaluation and selection process, including, but not limited to, Section 4.5 Selection of Proposer(s). The Authority shall not be bound in any way to the Successful Proposer until a formal written Lease Agreement has been duly executed by the Authority and approved by the New York State Office of the Attorney General and the New York State Office of the Comptroller.

Q3: Rationale why excluded fuel from food?

A3: The existing agreements with fuel service providers are in their first five year renewal term. They contain an additional five year renewal that is at the option of the fuel service provider, subject to certain conditions

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being met. If the fuel service providers opt to renew for a second five year term, the contract will not expire until March 31, 2027. Accordingly, the Authority has determined to exclude fuel services from the scope of the Contract Services.

Q4: Page One of the RFP indicates annual revenues of 118 million dollars. Is that inclusive or exclusive of the revenues generated from the fuel services?

A4: The statement on page 1 of the RFP that the portfolio of the Authority's Service Areas is a \$118 + million per year restaurant and motorist services enterprise is exclusive of revenues generated from the fuel service facilities.

Q5: With the extent of the optimization of the service areas in accordance with the proposal, if there are changes of the required moving fuel locations, moving tanks or contamination issues, how will that be dealt with between the Authority, contractor and the supplier?

A5: With regard to contamination issues, please see RFP Appendix B, Section 4, Hazardous/Regulated Substances, for a description of the Operator's responsibilities relating to the Service Areas. The Responsibility Maps included in Exhibit 6 of the RFP show the approximate areas at the Food/Fuel Facilities for which the Operator of the Service Area and the contractor for the fuel services, respectively, are responsible.

The fuel services contractors' rights and obligations are governed by their agreements with the Authority. The premises that they occupy are separate from the premises being made available for the Service Areas, and optimization of the Service Areas should not contemplate use of the land occupied by the fuel service contractors.

Q6: Is the fuel service contract with one vendor?

A6: The Authority has two fuel service contracts, one with Dunne Manning and one with Sunoco, LLC and Sunoco Retail LLC.

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Q7: Is there a point of division based on the map (one for north or south or east and west)?

A7: Please refer to the attached map of Food/Fuel Facilities, which lists fuel providers at the bottom of each location.

Q8: Explain the process of the landscape architects for the various service areas? Are they independent of the main contract or part of the main contract?

A8: Landscape services for the Service Areas, whether as part of the Initial Improvements or as part of the Operator's ongoing maintenance responsibilities (see RFP Appendix B Section 6, Maintenance and Repair of Grounds of the Services Areas), will be included in the scope of services under the Lease Agreement. The Operator will be responsible for any landscape architectural services that may be necessary under the Lease Agreement, whether the Operator provides them itself or through a subcontract or otherwise. Proposers may be a single entity or may be a team; however, a single entity, the Operator, will enter into the Lease Agreement with the Authority and serve as the sole point of contact to the Authority responsible for the provision of all services required under the Lease Agreement.

Q9: How are the site visits maintained?

A9: Please see Section 1.4.1 of the RFP for information on the site visits and RFP Section 1.2 - Key Dates.

Q10: Can you share the name of the two vendors currently under contract for fuel and the contact information?

A10: Please see Answer A6.

Q11: Could you explain what date the fuel vendors have to extend their contracts?

A11: The existing agreements with fuel service providers are in their first five-year renewal option. The fuel service providers have a second five-year renewal option that, if exercised, will extend their terms through March 31, 2027.

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Q12: 2022 is the date by which they have to exercise the next option?

A12: The fuel service providers must notify the Authority by September 30, 2020 of their election to renew. The renewal term, subject to certain conditions being met, would commence April 1, 2022.

Q13: What is the overview of commissioning for mechanical, electrical and plumbing and will that be part of the RFP?

A13: The Operator will be responsible for all mechanical, electrical and plumbing services that that may be necessary under the Lease Agreement, whether the Operator provides them itself or through a subcontract or otherwise. Proposers may be a single entity or may be a team; however, a single entity, the Operator, will enter into the Lease Agreement with the Authority and serve as the sole point of contact to the Authority responsible for the provision of all services required under the Lease Agreement.

Q14: Is there any restrictions in the current fuel service agreement or requirements relating to the electric vehicle stations and who is responsible to provide them currently?

A14: The current fuel contracts do not specifically address electric vehicle stations. However, the Authority reserves the right to choose and to implement alternate fuel infrastructure at any or all of the fuel service facilities. Pursuant to RFP Appendix B Section 5, Reservation of Authority Rights, the Authority is also reserving the right to require the Operator to provide space at the Services Areas for high-speed electric vehicle charging stations.

Q15: During the RFP process, at which point will the concessionaires that are currently on the Thruway know if there is an extension to their current contract or to the RFP deadline?

A15: If there are any changes to RFP Section 1.2—Key Dates, which includes the Proposal Due Date, the Authority will issue an Addendum. Addendum No. 3 dated December 27, 2018 contains the latest version of RFP Section 1.2-Key Dates. Please see RFP Appendix B, Section 1,

Term of Agreement, for information on the Effective Date of the Lease Agreement. At this time, there is no reason to believe that an extension of the Authority's existing contracts for the Service Areas will be necessary. However, the Authority will monitor the situation.

Q16: Could you talk a little bit about the QAQC process expectations of the Thruway for construction? Would that be internal in the group? Do you anticipate (inaudible) for an outside agency? How is that going to be accomplished? Day-to-day inspections?

A16: The Operator will be responsible for managing construction and construction quality control and progressing construction in accordance with RFP Appendix B, including, Section 1, Quality Management Plan, Section 1, Project Management Plans, and RFP Appendix H, Service Area Modification Procedure. In addition, the Operator will be responsible for providing the certifications to ensure adherence to all applicable standards to the Authority's satisfaction and will be required to support Authority representatives performing inspections as the Authority deems necessary for quality assurance. All necessary approvals for construction will be granted by the Authority.

Q17: Can you speak generally to the nature of the ideal long-term relationship during that 33 year leasing cycle? What does that look like between NYSTA and the operator? Specifically, what department's might the operator be working with regularly? How regular? What would that interaction look like? (inaudible) or committees? How is that going to be facilitated? How do you all see that playing out with regard to asset management platforms and the long-term asset strategy (inaudible) and what is the involvement between entity also capital finding strategy? I am sure there is something that is going to be happening on an annual basis with regards to capital finding. What's that process and that the approval (inaudible) procedures the operator should be aware of and the focus (inaudible)? This generally has to do with the relationship really with regards to long-term financing and (inaudible).

A17: The Operator will be working regularly with the Authority's Office of Travelers' Services. When different issues arise that necessitate the expertise of particular Authority departments, e.g., issues relating to operations, facilities or planning, the Office of Travelers' Services will

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engage with other Authority departments as appropriate. The Authority expects the dialogue between the Operator and the Authority to be on-going.

Q18: Can you expand on the evaluation criteria and the priorities of the Thruway Authority itself? Are you all looking for a major capital project or is the priority on the fee proposal or revenue shares of the Authority (the two are kind of competing)? Is there any sort of weighting that you could all share with us what the primary focus is?

A18: Please see RFP Section 4.3-Evaluation/Criteria and RFP Section 2.2. Scope of Services. The Authority is considering the RFP Evaluation Criteria in light of the comments received to date, and, if the Authority elects to make any alteration to the RFP, it will provide further detail via Addendum to the RFP.

Q19: Secondly, have you all contemplated the ability of the proposal to shut down any service plazas or is the intention to keep all 27 operating at what of those levels?

A19: The Authority does not intend to permit the permanent closure of any of the Service Areas. Please refer to Section 2.2 Scope of Services Subsection G, Conceptual Plan, which describes possible service levels for different Service Areas. Any Proposal that includes a permanent closure of any of the Service Areas would be non-responsive to the RFP.

Q20: Would any proposal that included a closure of any of the plazas being considered non-compliant or would it be considered?

A20: Please see answer A19.

Q21: Will the new properties going be taxable or un-taxable and will each of the 27 sites going to have to go through the local municipality for building process approval?

A21: New York State Public Authorities Law Section 371 exempts the real property of the Authority from taxation.

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The Authority is a self-permitting agency and will issue all building permits.

Q22: Two finance related questions, first it states here that all the improvements will be owned by the Authority, however I just wanted to confirm that the

Authority will allow for granting of the lease holder mortgage to require these lenders finance the debt portion of the cost agreement?

A22 The Authority will allow for granting of a leasehold mortgage in accordance with the terms of the Legal Appendices and the Lease Agreement that the Operator enters into with the Authority. Please see RFP Appendix B, Section 2—Financing of Initial Improvements.

Q23: Second question is I presume it will be up to (inaudible) to decide how they are going to finance the improvements whether the (inaudible) on a taxable or tax exempt basis and if the bidding (inaudible) chooses to (inaudible) tax exempt basis or even a partially tax exempt basis will the Authority cooperate with the (inaudible) issuance of publicly offered tax (inaudible) and even in the potential application for private activity (inaudible) application (inaudible).

A23: It is correct that Proposers must decide how to finance their improvements. More information is needed to answer any additional questions on this issue.

Q24: The properties will be leased on an absolute triple net basis according to the RFP. They have incurred expenses historically with (inaudible) that have been paid for by the Thruway Authority, would the Authority make available the expenses that have historically been incurred to operate the facilities to the lessees? And another question is regarding the maintenance of the water sewer component of the Thruway facilities which are quite extensive and will that be transferred to the lessees as well?

A24: The Authority's contractual obligations relative to the operation and maintenance of the Service Areas are performed by various Authority employees or contractors that also perform other duties across the Thruway system. Accordingly, it is not possible to obtain accurate information that would be fully representative of true costs associated

with maintenance and operations. Please refer to RFP Appendix B, Section 9, Authority Obligations, for more information on the operation and maintenance of the wastewater treatment plants.

Q25: And does that include the wells also? There are other expenses associated with operating the facilities. My understanding is that according to the RFP, the lessee will be burdened with maintaining the parking lots beyond the islands where the (inaudible) are. That's the correct understanding that they would plow the parking lots and that burden would be the lessee as well?

A25: Please refer to RFP Appendix B, Section 6, Operator Maintenance, Repair and Replacement Obligations for the Maintenance and Repair of the Grounds of the Service Areas.

Q26 Do you have costs associated with maintaining that aspect of the property that would be made available to the lessees?

A26: The Authority's contractual obligations relative to the operation and maintenance of the Service Areas are performed by various Authority employees or contractors that also perform other duties across the Thruway system. Accordingly, it is not possible to obtain accurate information that would be fully representative of true costs associated with maintenance and operations.

Q27: What is the Authority's expectation around the environmental remediation that might be required as (inaudible) current operator?

A27: The current fuel service providers and food operators are responsible for environmental risks and mitigation relating to the premises that they occupy in accordance with the terms of their agreements with the Authority. The fuel service providers occupy premises that are separate from the premises that are leased to the current food operators and that will be leased to the Operator in the future. Please refer to RFP Appendix B, Section 4, Hazardous/Regulated Substances, for the Operator's obligations and Exhibit 6 of the RFP, Responsibility Maps, for approximate locations of the premises occupied by each of the Operator and the fuel service providers.

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Q28: What entity is responsible for any storm water management upgrades that might be required in relation to the construction of the facilities?

A28: The Operator will be responsible for all storm water management upgrades including construction, operations and maintenance in accordance with all applicable requirements. Please see RFP Section 2.2.1 E , RFP Appendix B, Section 4, Required Improvements, and RFP Appendix E, Environmental Information, for more information.

Q29: The (inaudible) includes a summary of terms for the lease agreement. What do you envision is the process to fully document that into the full lease agreement?

A29: As indicated in RFP Section 1.6, the Authority intends that the Lease Agreement will include and be based on the terms and conditions set forth in the Legal Appendices (i.e., Appendices A, B, C, D, E, F, G, H and W to the RFP). Proposers are encouraged to submit questions and comments in relation to such terms and conditions for consideration by the Authority. Comments may include requests for clarification regarding service requirements and that additional protections for the Operator be reflected in the Legal Appendices. The final form of the Legal Appendices, as set forth in the RFP and any alterations issued by Addendum to the RFP, will serve as the common basis for all Proposals. The Authority intends to provide a draft Lease Agreement, consistent with and based on the final form of Legal Appendices, to the Successful Proposer for negotiation in accordance with the RFP following tentative award. The Authority has also reserved the right to negotiate with multiple Proposers, as well as to conduct a “BAFO” process, i.e., a Best and Final Offer process. However, the current intent is that only the final form of Legal Appendices will be issued prior to receipt of Proposals.

Q30: Would you have external counsel advice in terms of the lease agreement or is the Thruway Authority (inaudible) for the lease agreement?

A30: The Authority has engaged Hawkins, Delafield & Wood LLP to assist on the procurement.

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Q31: Can you elaborate please on what constitutes top line sales data for the restaurant in retail operations? Is this the gross sales of the primary restaurant because the principal sub-lessees also collect rent from the sub-lessees (inaudible)?

A31: RFP Exhibit 4 details all food, beverage, vending and retail sales figures at each Service Area.

Q32: To (inaudible) the last point, you indicated the historical operating expenses the taxes, the insurance, the utilities associated with operating the facilities will be made available to the bidders at some point?

A32: The Authority's contractual obligations relative to the operation and maintenance of the Service Areas are performed by various Authority employees or contractors that also perform other duties across the Thruway system. Accordingly, it is not possible to obtain accurate information that would be fully representative of true costs associated with maintenance and operations. Additionally, the Authority is self-insured and does not pay real property taxes. In most instances, the current operators directly pay for the utilities at the Service Areas, so the Authority does not have comprehensive figures for utility costs.

Q33: When will we actually get the first version of the lease agreement?

A33: Please see Answer A29.

Q34: So do you have an expected timing of responding to the questions that were previously submitted or asked to you today?

A34: The Authority's Responses to the questions presented at the Pre-Proposal Conference held on November 13, 2018 are set forth in this document. The Authority also issued Responses to Questions on November 9, 2018; November 20, 2018; December 21, 2018 and December 27, 2018. These are available on the Authority's website.

Q35: What are going to be the rights of the operators to negotiate with the fuel operators to reach alignment on pricing of products at their convenience stores-selection of products so there is no competition between the two?

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A35:It is not intended that the Operator negotiate with the fuel service providers on this issue. The Authority's Lease Agreement with the Operator for the Service Areas is separate from the Authority's agreements with the fuel service providers. Please note that a pricing amendment to any of these agreements, all of which are publicly awarded, would require approval of the Authority Board and approval by both the New York State Attorney General's Office and the Office of the New York State Comptroller.

Q36:The question really originates from there are some products at their convenience stores that we may be selling at the main plaza, so is there the ability to negotiate between us as an operator and them as a fuel operator to get align in with what is sold and what the pricing will be for those products sold at each location?

A36: Please refer to Answer A35

Q37:And there would be visibility into the respective pricing set out through each of those (inaudible). If we are the operator of the service plaza and there is an operator of fuel, would we have as service plaza operator insight into what the agreement is for the fuel operator?

A37:The fuel agreements may be obtained by submitting a Freedom of Information Law ("FOIL") request. For more information on FOIL requests, including instructions on how to submit one, please see the following page on the Thruway website: www.thruway.ny.gov/about/contact/foil.

Q38:So if there is a very large project that is being undertaken by the operator-large capital project, is there any willingness from the State to provide a subsidy to the operator to help fund the large capital project?

A38: The Authority does not intend to provide any subsidy to the Operator.

Q39: Welcome centers-So is there a plan for how many of those will be established through the State, across the Thruway, etc?

A39: No further Welcome Centers are planned on the Thruway System at this time.

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Q40: Following up a little bit on the food and fuel integration to the extent that the user really looks at the service offerings on the food and beverage side and the fuel meaning prices so forth to what extent will there be coordination there or for some reason if the food service operator feels that the prices are too high and they are losing traffic there and vice versa. Is that something the Thruway Authority would try to work through or they are completely separate and it's what it is?

A40: Please refer to Answer A35

Q41: Currently there are some plazas that do not have C ["Convenience"] stores with their gas stations and I know they are two separate contracts but looking forward these are (inaudible) by the Thruway Authority to increase the number of C ["Convenience"] Stores as the RFP for the gas stations (inaudible)?

A41: The Authority will determine how to address Convenience Stores at the premises leased to the fuel service providers when the Authority issues an RFP for fuel services in the future.

Q42: I understand the statement that the land the Thruway Authority owns is exempt from taxation however subject to (inaudible) sold interest any improvements built there on would be subject to taxation on local municipality. Am I correct?

A42: New York State Public Authorities Law Section 371 exempts the real property of the Authority from taxation. With regard to specific questions Proposers may have regarding tax implications of their Proposal, Proposers should consult their tax and legal advisors.

Q43: Are the current improvements that are on the service areas now owned by the Thruway Authority?

A43: The current improvements at the Service Areas are owned by the Authority.

Q44: I know the RFP says that the lease holder improvements become property of the Authority, but is that as they are built insure is there a period where we

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could be (inaudible) for building and then you get (inaudible) or is it just they become your property and therefore not taxable at the time they are built?

A44: As stated in RFP Exhibit B, Section 1, No Ownership Interest, all Initial Improvements, and other improvements requested by the Operator and authorized by the Authority, will become the property of the Authority upon incorporation into the Service Areas. Please also see answer A42.

Q45: Do you have any further data to breakdown the sales and traffic numbers in terms of people entering the building or sales by different restaurants or concepts, anything that can break that down? Traffic by days of the week or hour? Looking for any traffic of people going into the building versus just car traffic? We would be interested in a (inaudible), if that's available? Any breakdown by restaurant and concepts?

A45: The Authority does not have a specific count of people entering the Service Areas. Sales figures broken down by concept for calendar year 2017 are attached for each of the current food service vendors.

Q46: Are the bids that are going to be due, are they required to be binding bids with proof of financing and construction contracts in place? And is there a bid bond requirement?

A46: Please refer to RFP Article III, Proposal Requirements, including, RFP Section 3.1.2 A., which furnishes information on the Cover Letter to be furnished. Such Cover Letter must include a statement that the Proposer is ready, willing and able to provide the proposed services in a timely manner upon reasonable notice. There is no bid bond requirement.

Q47: Is the Thruway at liberty to give any information around historical (inaudible) specifically around the cost of ownership, operations or transportation and access would be useful? You don't necessarily need to answer now to all of us the proposers. But the cost of ownership and transportation access (inaudible)?

A47: The question is not clear. More information is required for an answer to be furnished. However, please see answer A32.

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Q48: Has the Thruway considered a stipend for the unsuccessful bidders?

A48: The Authority will consider this suggestion in accordance with RFP Section 1.6. If the Authority elects to provide a stipend, the Authority will provide further detail via Addendum to the RFP. However, the Authority is not inclined to provide for a stipend to unsuccessful Proposers.

Q49: Will a list of today's attendees be made available (inaudible)?

A49: A list of attendees at the pre-proposal conference was made available on November 20, 2018, and is available on the Authority's website.

Q50: If some of these proposals are in fact successful and they require additional parking. Can you address through an answer perhaps how the process if a vendor wishes to have additional parking space and that process if land is accessible and if the Thruway Authority will help in that process to inquire additional land? Also, 30 years is a long time and any additional locations the winning vendor might want to propose, what that process might look like?

A50: The RFP is for the current 27 Service Areas only and within the boundaries set forth in RFP Exhibit 6, Service Area Responsibility Maps. Proposers should not include the use of locations outside such boundaries in their Proposals.

Q51: In operating the 27 after four or five years, the vendor may say well if we put in another one were at a choke point (inaudible) land lock because we don't have additional parking. If we have another location down the road, we know we will generate additional revenue for the State. What would be the process to submit that? Would you guys be receptive to the idea?

A51: This RFP applies only to the current 27 Service Areas and to the boundaries set forth in RFP Exhibit 6, Service Area Responsibility Maps. In addition, the Thruway is part of the Interstate System and as such must comply with federal requirements related to commercial sales. Over the counter sales are permissible only at these existing 27 Service Areas. Any new locations would be restricted from commercialization and over-the-counter sales.

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Q52: How about adding spaces or additional land to the existing locations?

A52: The Thruway is part of the Interstate System and as such must comply with federal requirements related to commercial sales. Commercial sales are allowed at the existing 27 Service Areas because they are “grandfathered” in before the prohibition on commercialization took effect. The grandfather allowance applies to the footprint of the existing service area which is the property owned by the Authority. Therefore, acquiring additional, private land would not be considered. However, it may be possible for the Operator to modify the area under the jurisdiction of the Authority to accommodate more parking, provided it also falls within the area for which the Operator has responsibility, as outlined in the Responsibility Maps attached hereto as Exhibit 6. Please note that pursuant to RFP Exhibit B, Section 4, Alterations and Other Improvements, prior approval of the Authority is required for any construction or alterations at the Service Areas.

Q53: Can you just please confirm that the (inaudible) DOT FHWA prohibition is just talking about Level 3 service plazas but not the others?

A53: The Thruway is part of the Interstate System and as such must comply with federal requirements related to commercial sales. Commercial sales are allowed at the existing 27 Service Areas because they are grandfathered. The grandfather allowance applies to the footprint of the existing service area which is the property under the jurisdiction of the Authority

Q54: Yes, it does not include like Level 1 or some Level 2, is that correct?

A54: Please see answer A53.

Q55: Just following-up to the previous question. If there were going to be some new sites, is it only Level 3 the full service (inaudible) or are restrooms, vending machines and some services allowed for these sites?

A55: This RFP only applies to the 27 Service Areas. It does not contemplate new sites. However, in response to the question, in accordance with federal requirements pertaining to the Interstate System, any new rest

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areas that would be allowed on the Thruway would be restricted from any commercialization and over-the-counter sales. Only vending and restrooms would be permitted.

Q56: Is there any expectation that the current lease income that you will see by the various leases of service plazas that whatever fee proposal you get from the consortium is equivalent to that (inaudible) that could potentially (inaudible)?

A56: The Authority will be evaluating the Proposals in accordance with RFP Article IV in order to determine the best value to the Authority over the term of the Lease Agreement.

Q57: Whatever rental or leasing income that you are getting right now from the service plazas, is there expectations part of this project that the fee proposal from a consortium has to be in excessive from what you are receiving today or equivalent to what you are receiving today?

A57: Please refer to Answer A56

Q58: I guess my question was if you were receiving 10 million today as leasing (inaudible) as part of this project, where the expectations expense (inaudible) renovating the facilities is the expectation that the new operator (inaudible) fee proposal (inaudible) equivalent to the 10 million (inaudible) expectation? Try to understand from an economic perspective, what is the expectation look like?

A58: Please refer to Answer A56.

Q59: Are there expectations regarding improvements relative to connected and autonomous vehicles? Are there any requirements to provide technology for service areas specific to more likely autonomous vehicles?

A59: That is not a required service under this RFP. Please refer to RFP Section 2.2.1, Required Services.

*******END OF QUESTIONS*******