

**FORM A
TRANSMITTAL LETTER**

PROPOSER: Kapsch TrafficCom IVHS Inc.

SOQ Date: December 10,2013

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

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

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

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

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

RFQ Question and Answer Matrix #1 November 11, 2013

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

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

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

Kapsch TrafficCom IVHS Inc

By:

A handwritten signature in black ink, appearing to read 'Chris Murray', is written over a horizontal line. The signature is fluid and cursive, with a large loop at the end.

Print Name: Christopher Murray

Title: President & CEO

EXECUTIVE SUMMARY

Kapsch TrafficCom IVHS Inc. "Kapsch" is pleased and honored to present the attached qualification and experience package in response to the Indiana Finance Authority (IFA), on behalf of the LSIORB Joint Board, in cooperation with Indiana Department of Transportation, the Kentucky Transportation Cabinet, and the Kentucky Public Transportation Infrastructure Authority. Kapsch and its project team will deliver a robust, state-of-the-art tolling solution, providing the Joint Board the system and the tools needed for reliable revenue collection and assurance for years to come.

For more than 120 years ago, Kapsch has grown by providing customers with innovative solutions that are based on proven systems and components. Kapsch's solution portfolio, coupled with a customer relationship that is built upon partnership, has enabled Kapsch to become the leading global solution provider in the Electronic Toll Collection (ETC) market. This has been proven in multiple large-scale projects globally and represents a tremendous benefit to the IFA/Joint Board in the delivery of the LSIORB Toll Services project.

What do we mean by the global leader? Kapsch has delivered, installed, and is operating more than 18,000 Open Road Tolling (ORT) lanes worldwide. This also means that, collectively around the world, more than 100 cars pass through Kapsch-equipped gantries every second. This represents 80% of the worlds' ORT systems.

Kapsch has a strong financial foundation as demonstrated in the financial statements included with this submission. With annual revenues of more than \$660 million and a global workforce of more than 3,000 employees on nearly every continent, Kapsch is a financially stable company proud of its accomplishments and its dedicated staff. This provides a level of confidence that Kapsch has the financial resources to deliver a successful project.

The project summaries and narratives included below detail Kapsch's base of experience in all electronic tolling (AET) systems. This experience covers every aspect of the required AET/ETC system. Kapsch being a global, end-to-end solution provider is a direct benefit to IFA/ Joint Board.

Kapsch clearly understands every aspect from an operational level, including the details of technical requirements to the public policy and public acceptance requirements. Kapsch understands this project has a very high visibility among the citizens of the Kentucky-Indiana region, the local media, and the respective agencies and leadership of each state. This is why Kapsch's experience in delivering projects similar to the Ohio River Bridges Project, brings specific value to the IFA/Joint Board.

Kapsch's Experience at a Glance

- ✓ Poland Nationwide Tolling
- ✓ Gauteng Freeway Improvement Project
- ✓ Northern Gateway Toll Road
- ✓ Czech Republic Nationwide Truck E-Toll System

Kapsch has augmented its global experience with strategic partners who share the same dedicated approach as Kapsch. These partners provide proven expertise to the overall solution, from implementing

business rules, operational experience, project management and delivery, and public awareness. These partners include the following highly qualified companies:

Municipal Services Bureau (MSB) was established in 1991 and is a privately held company providing payment processing, call center services, and collection services to the Federal and commercial customers. MSB brings experience with Back Office Systems (BOS), Operations, CSC and maintenance of the BOS. They have a developed program for account management, CSC operations and staffing, violation processing, collections, and back office systems. Notable MSB clients include Central Texas Regional Mobility Authority (CTRMA), the Tampa Hillsborough Expressway Authority (THEA) and Miami Dade Expressway Authority (MDX). This experience is well suited for the implementation and operation of the project, bringing important value to the IFA/Joint Board.

Gude Management Group (GMG) was established in 2005 and is a focused company providing capital improvement, program management, and supplemental services for an array of customers. GMG brings extensive experience in the transportation, infrastructure, and technology markets. Notable GMG clients include the Georgia State Road and Tollway Authority, the Georgia Department of Transportation, and the Metropolitan Atlanta Rapid Transit Authority. GMG's expertise strengthens project management, scheduling, coordination, and other project services that are critical in delivering the tolling system within two construction projects.

James H. Drew Corporation (JHD) was established in 1947 and is a local company providing design, products, labor and services to the transportation and building industries. Based in Indianapolis, JHD has a 75-year history in delivering transportation projects throughout the region. Their local expertise in electrical contracting and intelligent transportation systems will provide the Kapsch team with additional attention to detail and budget.

The Kapsch Team brings a proven history of delivering on time and within budget. This is briefly demonstrated throughout our SOQ response, and will be fully detailed (as requested) if the Kapsch Team is honored to be selected to proceed to the Request for Proposal phase.

With AET experience that encompasses the full range of single roadways to nationwide systems, the Kapsch Team is well positioned to deliver this project to the IFA/Joint Board. When coupled with the proven expertise of its partners, only the Kapsch Team is poised to make the Ohio River Bridges project truly successful.

It is my privilege to speak for the Team when I thank you for the opportunity to present our qualification package for your consideration, and look forward to proceeding to the RFP phase.

Sincerely,



Don Hicks

Kapsch Director of Sales, Southeast U.S.

CONFIDENTIAL CONTENTS INDEX

Book 2 Kapsch TrafficCom IVHS Inc. Financial Audit Report

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1. PROPOSER STRUCTURE & EXPERIENCE

With more than 25 years of tolling experience, the Kapsch Team, including major subcontractor MSB, has achieved a reputation for exceptional performance in AET Systems. Our team meets and in many cases exceeds the Request for Qualification (RFQ) requirements as illustrated in Table 1, below.

RFQ Requirements	Kapsch	MSB
Active operation and maintenance of TCS that operates with a minimum of 10 equipment lanes	✓	
Experience implementing AET system delivery	✓	
Operations and maintenance of AET collection system	✓	✓
One project using Optical Character Recognition (OCR) for image review for postpaid toll transactions	✓	✓
Postpaid transactions include license plates based toll transactions, and/or violations	✓	✓
Successfully implementing and managing multiple, concurrent phases of a toll collection system	✓	✓
One CSC operation in North America		✓

Table 1, RFQ Requirements: The Kapsch Team meets or exceeds the RFQ requirements and will provide LSIORB with proven methods, practices, and processes for all customer service, back office, and financial processing functions.

1.1 PROPOSER

Kapsch TrafficCom IVHS Inc., "Kapsch" was incorporated in Delaware, will be the prime contractor for the Kapsch Team. Kapsch is part of the Kapsch Group, headquartered in Vienna, Austria, which has over 3,000 employees, \$660M in 2013 annual revenues worldwide and is represented through subsidiaries, representative offices and financial interests on nearly every continent. The Kapsch Group's end-to-end tolling and ITS solutions, has business in over 41 countries and more than 2,200 employees. In the US, Kapsch employs approximately 220 persons and is headquartered in McLean, VA, near Washington D.C. Other US project/operations offices include Irving, TX, Bethlehem, PA, Annapolis, MD, and Lake Katrina NY. Kapsch will manage the project from its McLean, VA offices and draw on resources both nationally and globally as required.

Kapsch Contact
Mr. Don Hicks Director, Sales - Southeast U.S. Kapsch TrafficCom IVHS 8201 Greensboro Drive, Suite 1002 McLean, VA 22102 (p) 615-509-5880 Email: Don.Hicks@kapsch.net

In addition to these qualifications, Kapsch designs and manufactures E-ZPass® readers, transponders, and other lane components. Kapsch is the only provider for E-ZPass technology and can seamlessly integrate

the multi-protocol technology to read/write ISO 18000-6C. Kapsch's experience enables it to provide IFA with superior services in delivering, operating, managing, and maintaining all aspects of a high-performing toll collection system. .

Finally, Kapsch has deployed several large AET systems using design-build delivery. Many of these projects include multiyear levels 1, 2, and 3 maintenance and operations. Kapsch will bring these skills and experience to the LSIORB project by delivering and managing an electronic tolling system that is robust, reliable, and rock solid.

1.2 EQUITY MEMBERS

Kapsch TrafficCom IVHS Inc. is the Prime for the LSIORB Toll Services Project. Kapsch TrafficCom IVHS Inc. is a directly or indirectly 100% owned subsidiary of Kapsch TrafficCom AG located in Vienna, Austria.

1.3 MAJOR SUBCONTRACTORS

Municipal Services Bureau (MSB) Toll Division operates as a subsidiary/dba under Gila LLC, a limited liability corporation established in 1991 and organized in the state of Texas. The LSIORB project will have executive management from MSB's executive offices in Austin, Texas, providing IFA with an abundance of relevant skills and knowledge..

MSB has plenty of experience in a variety of tolling projects to include the Central Texas Regional Mobility Authority (CTRMA), North Texas Regional

 Mobility Authority (NETRMA), Cameron County Regional Mobility Authority (CCRMA), Camino Real Regional Mobility Authority (CRRMA), Tampa Hillsborough Expressway Authority (THEA) and the Miami Expressway Authority (MDX). MSB's experience

gives the Kapsch Team an abundance of relevant skills and knowledge for this project. MSB offers, Back Office Systems, outsourced collections, payment processing and call center services to governmental entities nationwide.

Municipal Services Bureau (MSB) Contact	
Mr. Jason Schmer	
Vice President, Toll Division	
8325 Tuscanway Way, Bldg. 4	
Austin, TX 78754	
(p) 512-323-4280	
(f) 512-371-9994	
Email: Jason.schmer@gilacorp.com	

NOTE THAT NEITHER GUDE MANAGEMENT GROUP NOR JAMES H. DREW CORP. QUALIFY AS MAJOR SUBCONTRACTORS, I.E., HAVE EQUAL-TO OR MORE-THAN 15 PERCENT PARTICIPATION.

1.4 MANAGEMENT STRUCTURE

The Kapsch Team is organized with Kapsch as the prime contractor to provide overall project management and to ensure seamless coordination throughout the project. As shown in section 1.6.1 the Kapsch Team brings a proven history of delivering projects on time and within budget.

As described above, Kapsch has assembled a team of highly qualified companies whose core expertise aligns optimally with the scope of work requested by the IFA/Joint Board. All Kapsch team members are licensed to do business in the states of Kentucky and Indiana. For the LSIORB project, Kapsch will function as the prime contractor on the project as well as deliver the roadside systems for ETC and ITS together with the network solution.

Kapsch's main subcontractor on the project is MSB. MSB will provide the back office system, operations and staffing services for the CSC and the retail walk-up centers. The on-going system maintenance will be provided by Kapsch for the roadside systems and MSB for the back office. Both companies have extensive qualifications relevant to the project that are described in more detail in section 1.6.1.

In addition, Kapsch has also teamed up with James H. Drew Corp. for local electrical services for the roadside system and the Gude Management Group (GMG) for additional on-site program management and delivery support.

1.5 ORGANIZATIONAL CHARTS

The project team organization chart provided below demonstrates Kapsch's team structure.

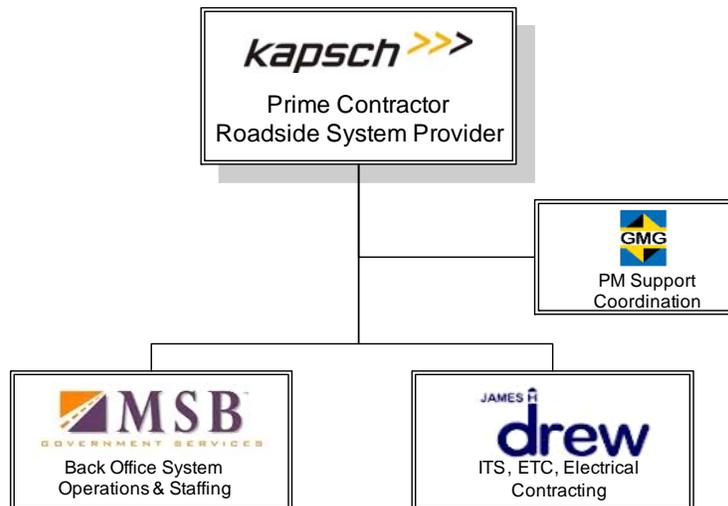


Figure 1, Kapsch Team Organizational Chart.

1.6 RELEVANT EXPERIENCE-TSI AET AND PROJECT EXPERIENCE

With 25+ years of tolling experience, Kapsch has the reputation for exceptional performance of its roadside systems, its maintenance and its support.. We have selected three projects that demonstrate our ability to provide an efficient system in a timely manner. Table 2 provides an overview of the three primary references included in Appendices B and C.

	Roadside ETCS	Toll Collections Center	BOS	CSC	Customer Service Walk-Up Centers
North Tarrant Express/LBJ Express (Kapsch)	✓	✓			
Poland (Kapsch)	✓	✓	✓	✓	✓
CTRMA (MSB)			✓	✓	✓

Table 2: *The Kapsch Team brings a proven track record that demonstrates our quality.*

1.6.1 RELEVANT EXPERIENCE

POLISH TRUCK TOLLING SYSTEM (KAPSCH)

Project Description. In November 2010, a consortium led by Kapsch TrafficCom AG was awarded the contract to supply and operate the turnkey solution for the Polish Truck Tolling System from the State Treasury – General Directorate for National Roads and Motorways in Poland (GDDKiA). The project is 972 miles long and the first extension to the project is 199 miles long.

Transponder distribution and customer services started in May 2011, and manual and electronic toll collection started in July 2011 (**less than nine months after contract signature**). See Appendix B for a detailed project description.

Relevance to ORB. The relevant scope of work included the planning, designing, developing, supplying, integrating, testing, commissioning, maintenance, and operations of a multilane, nationwide AET ORT tolling system and related infrastructures including foundations, power service, and gantries. Point of sales locations were opened in 233 locations. The main components of the tolling system included:

Roadside System:

- **Automatic Vehicle Identification (AVI)** is composed of a reader, antenna, and a transponder that identifies vehicles via transponders mounted on vehicle windshields. Kapsch supplied all AVI equipment for the project, including transponders.
- **Automatic Vehicle Detection and Classification System (AVDC)**, primarily for vehicle classification and detection.
- **Video Tolling** with cameras that capture front and rear vehicle images and an OCR engine that extracts plate information from the images and then stores images based upon customer violation processing and review requirements.

Back Office System:

- PCI-DSS Compliance including banking interfaces and lockbox services
- ETC Account Management application that provides the ability to manage the client relationship at various points of sale including service centers, call centers and the web.

- Transponder Management maintains a register of the location and status of the tags both in stock and of those that have been delivered to the customers.
- Validation and Rating validates every toll transaction received by the roadside equipment, constructs trips and assigns the trips to either postpaid or prepaid accounts.
- Invoicing provides flexible invoicing platform with multiple delivery options including mail and email
- Violations, Collection and Enforcement provides a flexible image review platform which includes local enforcement interfaces to Kapsch mobile enforcement vehicles and manages the end-to-end violation and collection process.
- Multi-Lingual Customer Website together with the tolling retail website allows existing and new customers to access self-serve features.
- Operations Reports, Dashboards and Analytics – provide standardized operational performance reports along with user-defined reports through access to the database in the Central Data Repository.
- Interoperability exchanges tolling transactions and tag files with interoperable agencies.
- Disaster Recovery provides system recovery and availability assurance.

Network System. Provided the network infrastructure for connecting the tolling locations, enforcement stations, and points of sale (fixed and mobile equipment) based on a private IP network (VPN) using leased lines, dial-up connections, GPRS, SAT connections, and fiber channel technology.

Key Features of Poland Trucking System:

- 337,600 Accounts
- 936,000 Transponders in circulation
- 1,580,000 Call Center contacts
- 4,935,000 unique website visitors

Operations and Maintenance. Kapsch is responsible for all system operations and maintenance for the nationwide system. Technical operations consist of a locally based office that monitors and dispatches maintenance as required, backed-up by a central Vienna, Austria-based monitoring center. All work orders and inventory is managed through a Maintenance Online Management System (MOMS).

Successful Delivery. One of the key reasons Kapsch was able to implement this so quickly was the extensive use of existing project management resources and processes. Project Management in Kapsch is based on both the International Project Management Association (IPMA) Standard and the Project Management Body of Knowledge (PMBOK Guide). The Kapsch Project Handbook is adapted to the specific requirements of each project, so the specific requirements of each project build on proven processes.

Experience. Kapsch was awarded the project by GDDKiA, the General Directorate for National Roads and Motorways, because of its proven commitment to work with customers to ensure that the best possible system was delivered, meeting the requirements and timelines requested. The customer relied on Kapsch's previous reference project delivered in January 2007 The Nationwide Truck e-Toll System in the Czech Republic. Building on its previous experience in the Czech Republic, Kapsch utilized significant portions of the proven operations model within the Poland project. Kapsch and GDDKiA closely reviewed the operations of the existing Czech system, and were able to determine which operations could easily transition into the Polish system and which required modification.

The full scope of the system included a significant portion of civil infrastructure enhancement and changes. Kapsch worked closely with its civil partner to optimize all aspects of roadway work minimizing lane closures and increasing efficiencies during the project. In addition, Kapsch, as the Developer, supplied all the ETC components of the system per the project requirements.

Knowledge. Kapsch operates the Poland system from end-to-end. Kapsch tracks and distributes the tags via a warehouse system, operates the customer service center, and processes all image reviews and violations within the back office component. By developing the system, Kapsch was able to operate the system effectively and meet or exceed the customers' requirements. A subcomponent of the operations of the Polish system is image review in both automated and manual mode. Kapsch is maintaining an above 80% automation rate on our secondary review system which processes images via the trained OCR engine. Violators typically are around 2% of all transactions in any given month, which roughly equates to processing 900,000 violations per month through the Kapsch Back Office System.

Kapsch successfully implemented a system on time, within budget, and meeting all the customer's requirements by using the following:

- Knowledge of the local working environment
- Very well structured and professional working customer
- Commitment and professional approach from all parties involved
- Highly experienced and motivated team of Kapsch personnel
- Proper selection of local partners

Understanding. Kapsch chose to highlight the Poland project because of the relevance of the project to the primary requirements of LSIORB. The Poland project delivered a turnkey solution under a compressed timeline, consisting of an end-to-end roadside, back office and commercial operations solution. Kapsch is confident this experience with Poland will help ensure LSIORB receives efficient and timely delivery of all requirements.

The Poland project delivered a turnkey solution under a compressed timeline, consisting of an end-to-end roadside, back office and commercial operations solution.

[NORTH TARRANT EXPRESS AND LBJ EXPRESS, DALLAS/FORT WORTH AREA, TEXAS](#)

Project Description. In 2012, North Tarrant Expressway (NTE) Mobility Partners and LBJ Infrastructure Group awarded the design, build, and integration of the Managed Lane System (MLS) for both the NTE and LBJ Express projects in Dallas and Tarrant Counties in North Texas to Kapsch TrafficCom. The project scope for Kapsch encompasses delivery of a Toll Collection System (TCS), Intelligent Transportation System (ITS), and Network Communication System (NCS), creating a fully integrated MLS. The project extends more than thirty miles of "managed lanes" – specifically used, administered and tolled lanes to optimize the traffic according to different requirements and demands -- with sixty-five toll lanes and thirty-three toll zones. This is currently the largest managed lanes project in North America.

This innovative project features a multi-level highway system, including several miles of depressed lanes, allowing drivers the choice of continuing on the same number of free, general-purpose lanes, or bypassing congestion on new high speed managed toll lanes. See Appendix B for a detailed project description.



Figure 2, The LBJ Express and North Tarrant Express projects are implementing managed lanes providing traffic relief, mobility choices and a commitment to the community.

Relevance to LSIORB. Kapsch is currently delivering one of the largest US tolling projects implemented in the past 10 years. This all-electronic, open-road project has many similarities to the LSIORB project, including extensive coordination with multiple project stakeholders and the similar functional requirements on Roadside, ITS, and NCS.

Roadside System:

- **Automatic Vehicle Identification (AVI)/Electronic Toll Collection (ETC)** is composed of a reader and antenna that identifies vehicles via tags mounted on vehicle windshields. Kapsch is supplying the AVI roadside equipment for this project. There is an existing population of approximately 2 million transponders in the DFW area and another 2 million transponders throughout the state of Texas that will be authorized to use the roadside system.
- **Automatic Vehicle Detection and Classification System**, primarily responsible for vehicle classification and detection, a similar design to which we anticipate utilizing for LSIORB
- **Video Tolling** consists of cameras that capture vehicle images that include a front and/or rear license plate and an OCR program that extracts the plate information from the images.

Intelligent Transportation Systems. The ITS subsystem is composed of microwave vehicle detectors, CCTV cameras, dynamic message signs, and over-height vehicle detectors distributed along the corridor. In addition, Advanced Traffic Management Systems (ATMS) software delivers the real-time data needed to reliably manage highway operations.

Maintenance and Monitoring. Kapsch is responsible for all system maintenance for the system it delivers. The system is monitored 24/7 by Kapsch personnel and, upon detection of faults requiring immediate action, technicians are dispatched with automatically generated work order to correct the problem. Kapsch developed the Maintenance and Online Management (MOMS) tool that handles all the maintenance activities of the technical operations team. Also provided as part of the MOMS is a Digital Video Audit System that allows transaction-level monitoring and reconciliation. Also provided is an Access Control and Monitoring System that monitors all ETC, ITS and IPS cabinets along the roadway.

Network System. Kapsch is responsible for delivering the network communications systems. Through our subcontractor, Kapsch provides 48-strand fiber backbone along the entire road network, linking all the tolling zones to each other and ultimately to the Toll Facility Host TFH). This private network handles all data transmission for the entire tolling and ITS infrastructure in a fully redundant fashion.

Successful Delivery. The Project Management Plan, created in the early stages of the project delivery, contains all the communication guidelines for the project. Laying out these rules at the beginning has enabled the parties to successfully coordinate the countless tasks necessary to deliver the system on time. As of this submission to LSIORB, Kapsch is on schedule to Go-Live with the first phase of the LBJ Express project on December 6, 2013.

Experience. Kapsch bases its Project Management approach on both the International Project Management Association (IPMA) Standard and the Project Management Body of Knowledge (PMBOK Guide). The Kapsch Project Handbook is adapted to the specific requirements of each project, so the unique requirements of each project utilize fundamental knowledge of proven processes such as the Poland Project.

Knowledge. Kapsch has long been the corporate home of industry experts in the tolling and transportation business. With this knowledge base, Kapsch is able to offer the expertise necessary to deliver highly complex technical and logistical projects which are similar requirements of the LSIORB Tolling Services Project. In addition, Kapsch utilizes resources around the globe that have the direct knowledge and experience in tolling necessary to fulfill the needs of each project. Kapsch is continually striving to create the best possible team that can handle the requirements of any project and we strongly believe our team can meet all the requirements of the Louisville-Southern Indiana Ohio River Bridges Project.

Kapsch chose to highlight the LBJ and NTE projects due to the similarities in complexities associated with delivering a large project with multiple stakeholders and multiple timelines occurring simultaneously. The work Kapsch performs every day to ensure a smooth project continuation is the direct result of the passion of the people Kapsch employs. Kapsch is committed to delivering the best possible solution for its customers.

Kapsch's LBJ Express and NTE team will handle all operations aspects of the system and Kapsch will provide 24/7 monitoring and maintenance services for the provided subsystems. In accordance with the requirements of the project, our customer will handle all back office operations, including image review and collections.

Kapsch is installing our latest generation of roadside equipment for the LBJ Express and NTE projects, which is an evolutionary step to our highly reliable and proven roadside system. While the Back Office System (BOS) is not part Kapsch's scope in LBJ Express and NTE, the interface to and reconciliation with the BOS provider is part of its scope. Kapsch is choosing to offer a USA-proven BOS solution to LSIORB by bringing MSB's solution together with Kapsch's roadside solution. LSIORB will receive Kapsch's latest generation equipment and systems and MSB's latest proven BOS Solution.

Understanding. Kapsch understands the requirements of LSIORB project and can efficiently provide robust and reliable toll systems and operations because Kapsch has successfully handled projects of this magnitude before. The LBJ Express and NTE projects demonstrate Kapsch's ability to effectively design, install and integrate the toll collection system while coordinating with all other contractors.

CENTRAL TEXAS REGIONAL MOBILITY AUTHORITY, AUSTIN, TEXAS

Project Description. Central Texas Regional Mobility Authority's (CTRMA) Video Billing and Violation Processing Center (VPC). CTRMA's 183A is an 11.6-mile toll road that extends from northwest Austin through Cedar Park and Leander in northwest Williamson County, TX.

In 2007, Municipal Service Bureau (MSB) was selected as the primary toll operations provider for CTRMA for collections and violation enforcement. MSB is responsible for all aspects of video tolling including image review, account management, payment processing, invoicing and video billing, violations processing and call center services.

In 2012, MSB was awarded a three-year extension to continue to provide these toll operation services for CTRMA. Additionally, in 2013 CTRMA began customer service and violation operations of the Manor Expressway. The Manor Expressway is a 6.2-mile limited-access toll road with three lanes in each direction. MSB successfully implemented this project in December 2012 to extend services to this segment of CTRMA's system. Appendix B provides a more detailed description of the project.

Relevance to ORB. The CTRMA project demonstrates that MSB has the relevant experience to provide BOS/CSC and video billing/violation enforcement services to the LSIORB Project, including CSC operations (including walk-up operations), image review, technical support, lockbox operations, violation processing, administration, management and oversight of these operations. MSB's experience in providing toll services extends itself beyond its experience with the CTRMA project. Through an agreement between CTRMA and other regional mobility authorities, MSB provides the same services to the Cameron County Regional Mobility Authority (CCRMA), the North East Texas Regional Mobility Authority (NETRMA), and the Camino Real Regional Mobility Authority (CRRMA).

Additionally, MSB currently provides image review operations and collection services for the Tampa Hillsborough Expressway Authority (THEA), as well as image review operations for the Miami Dade Expressway Authority (MDX).

Back Office System. MSB employs Collection Resource (CR) Software as its enterprise-wide Collections Resource System (CRS). The CRS application automates all the functions of MSB's video-billing and violation processing operation. With CRS, MSB has streamlined VPC operations by taking advantage of CRS's payment processing, cash posting, agent productivity management, client status reporting and client analysis reporting. Among other activities, MSB's system provides the local municipalities and county governments with the collection of delinquent (outstanding) parking and criminal Class C misdemeanor and traffic violations.

CRS maintains a record of all account activity, including placement data, account status, account balances, due date, delivery of notices, payment history and collection attempts. In addition, the system is a real-time, online system; therefore, accounts are immediately updated when an agent performs any action on an account. This information is then available for the client to review.

MSB also utilizes Interactive Intelligence's Interaction Center Platform for telephony. This system maintains all of the call routing, dialer and Interactive Voice Response (IVR) functions.

Successful Delivery. MSB has been providing services to tolling and governmental agencies for 21 years and is recognized for its commitment to service, delivery of solutions and innovative approaches to addressing customer's needs. MSB's Six-Sigma project management approach is based on established successful procedures, an understanding of the client's needs and the team's expertise in toll operations, system implementation and system and operations support services. MSB's Six Sigma project management approach allows MSB to provide an efficient revenue collection operation with traceability and accountability to CTRMA.

CSC Operations. MSB provides the staff and services to deliver CTRMA's CSC operations. To provide CTRMA with the best practices in the industry, the team leverages its successful experience from similar projects to ensure the highest levels of performance. During the ramp-up phase, key members of the Operations Team worked with CTRMA to clearly understand existing business rules and procedures, and/or developed new policies and processes as required to ensure the elements of the operation were clearly documented and incorporated into the training and QA/QC plans and programs.

MSB has existing Standard Operating Procedures (SOPs) and Training Plans for customer service and violations processing that shall be used as a baseline for the LSIORB operations and modified to fit the LSIORB-specific business rules and required procedures. MSB's SOPs are flexible, reliable, and have proven effective in the implementation and maintenance of similar operations. In combination with applicable business rules and system functionality, these plans and procedures will be tailored to the LSIORB requirements and be submitted to for approval prior to implementation. Once in place, the Operations Plan and quality controls ensure that milestones are met and performance is delivered. MSB understands that analysis, schedule, budget, and reporting are critical to any project. As part of the commitment to excellence and accountability, the MSB Team routinely monitors and reports actual performance against key metrics so that CTRMA staff has visibility into operational performance and service levels.

Processing Image-Based Transactions. MSB's image review team reviews and certifies all violation images once the images have been processed by the Violation Enforcement System's optical character recognition (OCR) processing. The violation enforcement system and OCR process provides each violation image and generates license plate information and related data for verification during the image review process.

- ***OCR.*** MSB's toll image processing system (TIPS) was designed in-house and implemented in late 2012. The system provides a high level of automation and accuracy in processing video tolls. TIPS utilizes multiple OCR engines and uses historical data to determine plate values and jurisdictions for

vehicles. The system can also utilize results from other OCR engines in calculating its results (typically from cameras which utilize an on-board OCR engine) to maximize automated read rates.

TIPS is fully configurable to each agencies' requirements regarding accuracy as well as process, accommodating 'double blind' reviews and other process flows. In less than a year, MSB has reduced the labor required for manual review by 66% while increasing the accuracy of image review results.

Images utilized for identification are archived for future uses such as court evidentiary packets or law enforcement identification.

- **Manual Image Review.** MSB's image review team reviews and certifies all violation images once the images have been processed by the violation enforcement system's optical character recognition (OCR) processing. The violation enforcement system and OCR process will provide each violation image and generate license plate information and related data for verification during the image review process. On average MSB processes 850K images manually a month for CTRMA with an accuracy rate of 99.0%.

1.6.2 REFERENCES

Please refer to Appendix C – Detailed Project Descriptions.

1.7 ADDITIONAL INFORMATION

The Kapsch Team will be happy to provide additional information as requested to assist IFA /Joint Board in assessing the team's qualifications.

1.7.1 PROJECT MANAGEMENT

Overall Approach. Kapsch's project management methodology is based on the Project Management Book of Knowledge (PMBOK) guidelines from the Project Management Institution (PMI). Kapsch manages all the lifecycle phases – Initiating, Planning, Executing, Monitoring and Controlling, and Closing.

The LSIORB Toll Services project is complex due to the multiple systems and elements that Kapsch will provide to IFA/Joint Board in overlapping phases. Kapsch's approach will be to manage all deliverables as the prime contractor as one project with one Project Principal and one Senior Project Manager in charge. The Senior Project Manager will be supported by two Project Managers, each of whom will be dedicated to one of the two project sites. A project organization chart is shown in **Figure 3** below.

To address the different subsystems and deliveries, Kapsch will team with highly qualified partners who are specialized in specific aspects of the requirements. For example, Kapsch will implement the roadside systems while MSB will focus on the back office systems and operations-related aspects, such as the retail walk-in centers, providing a reliable team with excellent communication.

1.7.1.1 DETAILED ORB-SPECIFIC PROJECT MANAGEMENT METHODOLOGY

Initiating the Project. During the Initiating phase, Kapsch aligns the project goals with the scope of work. From there, the team develops the Project Charter which defines the scope and objectives that must be achieved in terms of work, customer understanding, quality, completion date, and budget. This is essential for understanding the primary elements of the project, which results in customer satisfaction. Throughout the project, Kapsch will continually evaluate scope and will confirm execution is on target with IFA/Joint Board, Kapsch subcontractors, and third-party civil contractors.

Planning the Project. The Planning phase involves developing a Project Management Plan (PMP) to guide the successful execution and management of the project schedule, budget, resources, communications, risk, procurement, and sub-contractors. The documents that comprise the PMP include: Project Meeting and Communications Plan, Project Implementation Schedule, Staffing Plan, Program Management Plan, and the Quality Assurance and Quality Control Plan.

In addition, the Project Management Team will oversee the on-time delivery of all design and operational documentation which is also incorporated in the PMP. The Document categories will have a Master Document where applicable that outlines general principles of Kapsch's approach and system specific sub-documents.

Executing the Project. The Execution phase involves the actual implementation and management of the project. During this phase, Kapsch will develop and deliver the work product to the IFA/Joint Board based on the scope of work. Kapsch will implement several management processes and plans to meet the required deliverables including: Management of meetings and communications, costs, issues, resources, risk, procurement, testing, change, quality, documentation, and acceptance.

The Kapsch Team will be supported through project execution by the Gude Management Group with experienced project management and civil, mechanical, and electrical resources on-site.

Monitoring and Controlling the Project. The Monitoring and Controlling phase consists of steps that enable Kapsch to effectively supervise all facets of the project including change control, verification of scope, risk monitoring, quality control, cost control, and issue management and resolution with the IFA/Joint Board team.

Closing the Project. The Closing phase of the project involves providing the final project deliverables and acceptance those deliverables. Included in these deliverables is the analysis of project completion criteria, final delivery of as-built documentation, a transition plan for maintenance and operations activities, and identification and suggested resolution for any outstanding issues.

Implementation Approach. In order to manage the challenging project schedule with concurrent activities and work to be performed on different sites, Kapsch is planning to provide a project team structure that has dedicated project manager for each of the two project sites and establishes project groups who will focus on different aspects of the overall scope. All groups and project managers report accordingly to the organization chart, shown in Figure 3, to Kapsch's senior project manager in charge of the overall scope.

The three project groups include: the roadside system; the customer service center (including the CSC, retail walk-up center and back office integration); and ongoing maintenance.

Kapsch will receive support from the Gude Management Group “Gude” with local Project Management related resources, specifically the two site-specific Project Managers and some additional resources on-site as shown in the organizational chart below. Working with a proven partner like Gude enables Kapsch to set up the PM organization for this project in a very dynamic and flexible way, providing PM resources when they are actually needed on the project. It is planned that the site-specific Project Manager for the East End Bridge Crossing will not join the team immediately due to schedule and resource needs. Kapsch has used similar project management structures before successfully on project such as the LBJ-NTE Managed Lanes System Integration Project in the Dallas area.

The teams will be led by either a technical lead (TCS, ITS, NCS), or an Integration Manager. Based on their specific scope they will be supported by a core technical team for the roadside system who will be dedicated full time to the project through all major phases.

Kapsch will augment this core team with experts as needed from their North American and global teams allowing Kapsch to deliver the project in an efficient way and also gives the project manager the flexibility to dynamically deploy technical resources in case of changing schedules.

The proposed project team organization is shown in Figure 3 below:

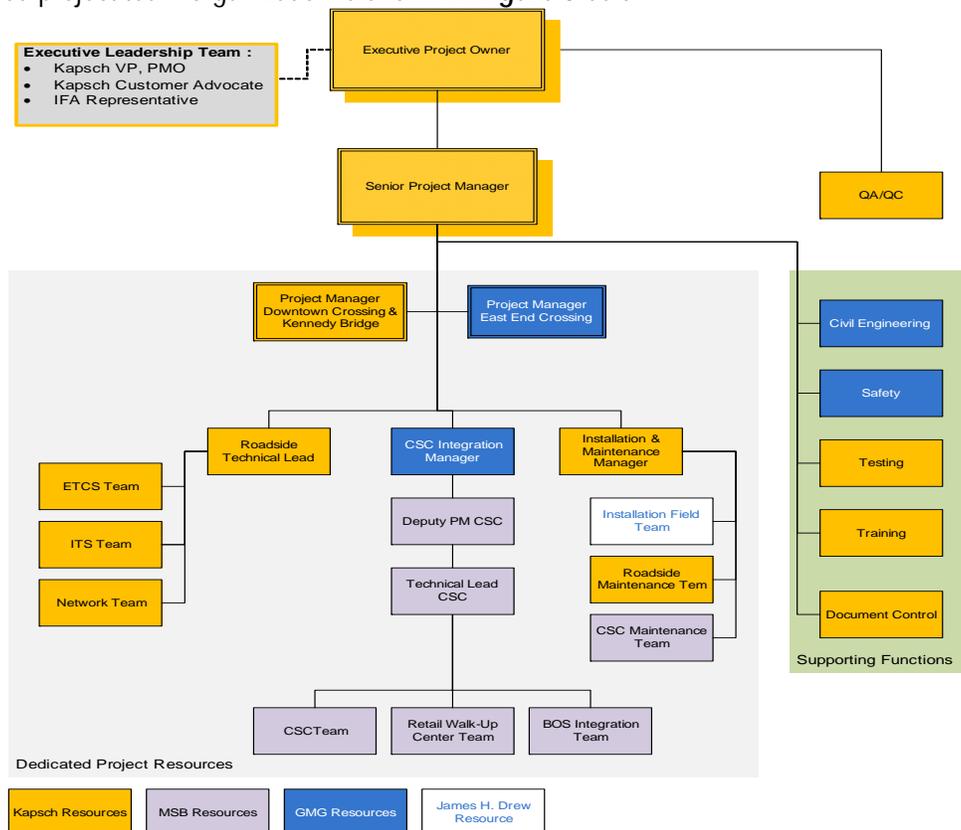


Figure 3, Kapsch Organization Chart: provides the IFA/Joint Board with an experienced team with high levels of expertise.

ROADSIDE SYSTEM

Kapsch will assign an overall technical lead for the roadside system who will oversee the ETC, ITS and Network aspects of the project. This technical lead will report directly to the Senior Project Manager and coordinate with the Project Managers for site-specific issues.

CUSTOMER SERVICE

The Customer Service Center, the Retail Walk-Up Center and the Back Office integration will be provided, staffed and operated by Kapsch Team member MSB who will assign a Deputy Project Manager and a technical lead who are responsible for leading their teams for the successful detailed design and delivery of these deliverables.

Gude Management Group will provide an Integration Manager who will oversee activities of MSB in close coordination with Kapsch's Senior Project Manager. The Senior Project Manager will ensure the scope of work is fulfilled and all requirements are met.

During certain project phases Kapsch will provide additional management oversight or Subject Matter Experts (for example a Testing Manager) as needed for successful delivery.

ON-GOING SYSTEM MAINTENANCE

Kapsch will assign a dedicated Maintenance Manager to the project to provide ongoing maintenance services. This Maintenance Manager will be responsible for all roadside and systems maintenance. MSB will provide ongoing maintenance services for the CSC and the Retail Walk-Up Centers reporting to the Kapsch Maintenance Manager assuring that IFA/Joint Board has a single maintenance provider in Kapsch.

1.7.1.2 FLEXIBLE SOLUTION

In reviewing the requirements for the project Kapsch has identified the need for a flexible solution and a dynamic delivery approach that can adjust to changing conditions both on the road and in the project schedule. Specifically, this approach will address the following:

LANE SHIFT CHANGES

Kapsch will deliver a solution that will allow for fast and seamless lane shift changes with a minimal amount of sensor re-alignment. The need for bi-directional tolling during initial construction on the bridges will be treated as a priority in the installation planning, the technical and the civil design in order to assure that these changes can be made quickly and easily.

CHANGES IN CONSTRUCTION SCHEDULE

Kapsch recognizes that the schedule is currently under development and that the construction part of the project is significant. Kapsch's extensive experience allows it to understand the scheduling challenges for the ETC and ITS that this environment brings.

Kapsch is planning to address these challenges by dedicating site-specific Project Managers to each bridge where the TCS, ITS and network will be installed. These Project Managers will have experience working with large-scale construction. Their key responsibility will be to ensure complete coordination of installation and construction activities between all involved parties. Kapsch will schedule regular meetings, provide progress reports and schedule updates specifically on installation and civil-related items.

RESOURCE AVAILABILITY

As described above in the Project Approach Section, Kapsch is building a project core team of experts that will be dedicated to the project with clearly specified tasks that will allow them to manage their deliverables, to a large extent, independently of the availability of other groups working on the project. Dedicated resources will prevent the project team from experiencing resource shortages due to work load. As an example, testing activities headed by the testing group on one site will not impact installation activities by the ETCS team on another project site.

TEAM BACKLOG AND OTHER PROJECT SCHEDULES

As a leading provider of ETC and ITS worldwide, Kapsch as an organization is very experienced handling multiple projects at the same time while ensuring key resources are not diverted from their individual project commitments. Kapsch TrafficCom currently has a project backlog of three major commercial projects that are managed by the North American Project Management Office. The approach that the Kapsch Project Management Office (PMO) takes to avoid resource conflicts is to assign a dedicated team to each project that is fully focused on the delivery of one specific project and augment it with shared resources of the PMO and, if needed, with external resources. For the ORB project the Kapsch PMO has reviewed the project backlog and the available resources. In order to ensure sufficient support Kapsch is taking the approach of an efficient project team with sufficient PMO support as described above. In addition, Kapsch is partnering with Gude Management Group to ensure access to additional resources for support.

As a globally subsidiary of a globally operating company, Kapsch North America has access to a large pool of global resources that can be made available to support individual projects.

1.7.2 FACILITIES

As required by the RFQ, this section summarizes the facilities Kapsch uses to conduct project production, research, and testing. Additionally, these facilities are open for visits and inspections by the Joint Board, States' Parties and their representatives, staff, and/or consultants. Visits can be arranged by contacting Don Hicks, the Kapsch primary contact for this opportunity. Mr. Hicks' contact information in section 1.1 of this response.

1.7.2.1 PRODUCTION FACILITIES

Kapsch has two production facilities worldwide involved in manufacturing hardware applicable for the ORB project.

Mississauga, Ontario, Canada Facility

Kapsch North America's production and manufacturing operations are located in Mississauga, Ontario, close to Toronto. This manufacturing operation focuses on the production of transponders and readers for the E-ZPass® Group. As of today, the facility has produced over *50 million toll transponders* for customers in the United States, Canada, and Mexico. The Mississauga facility also produces all 915 MHz RFID based single- and multi-protocol readers offered by Kapsch. The production staff in Mississauga currently includes more than 166 employees, working on adjustable shifts. The facility is presently ISO 9001:2008 and recertification happens yearly.

Kapsch Components, Vienna, Austria

Kapsch Components in Vienna is the central manufacturer for the Kapsch Group worldwide, and draws on many years of experience in the manufacturing of high-quality electronic products for electronic toll collection, telecommunication, and industrial electronics.

Kapsch currently manufactures the VR-2 tolling cameras and components for the Laser Vehicle Detection and Classification System for North America in Vienna. In addition, the facility produces Kapsch Toll Transponders and Transceivers for Europe, South America, Australia, and Africa. Through regular internal and external audits, the facility maintains ISO 9001:2008 certified production processes.

1.7.2.2 RESEARCH FACILITIES

In order to maintain its already strong position in technology, Kapsch TrafficCom invests a considerable portion of its revenues in research and development activities.

Kapsch has an international network of research and development centers in Vienna and Klagenfurt (Austria), Jönköping (Sweden), Bologna (Italy), Buenos Aires (Argentina), Mississauga (Canada), Kingston, New York (USA) and Cape Town (South Africa). As of March 31, 2012, Kapsch TrafficCom employed more than 400 engineers in its R&D activities, with a high priority for pursuing its strategic goal of *always staying one step ahead*. This commitment reinforces Kapsch's emphasis on delivering innovative solutions worldwide.

1.7.2.3 TESTING FACILITIES

Kapsch possesses several test sites, which allow the testing of new or modified equipment, software, or systems in a real-test environment and not just a laboratory. System and subsystem verification requires 'real traffic'.

Buffalo, New York – Development and Test

Kapsch frequently performs tests at the commercial Calspan test site. The installation is a four-lane closed track with one portable gantry spanning across the roadway that is adjustable in heights up to 22 feet. The gantry can support a maximum of, four-lanes and three straddles.

Dallas, Texas – Development and Test

Kapsch uses Hensley Airfield location east of downtown Dallas to preform testing of full AET Systems in high and low speeds. The current test configuration features a toll gantry covering three lanes and a four-foot shoulder.

Lee County, Florida – Live Traffic Development and Test

Kapsch operates a permanent test installation over live traffic at the LeeWay Toll Plaza in Lee County, Florida. The Kapsch Test Installation is collocated with the authority's revenue collection AET systems. Kapsch currently uses the facility to test overhead Laser Vehicle Detection, Classification System, and the VR-2 Toll Cameras.

Waterloo, Ontario, Canada – Development and Test

In 2009, Kapsch set up a new AET test site in Waterloo on a closed track with two adjacent AET lanes, two shoulders, and one straddle and Test lane. The installation has an adjustable gantry with heights up to 23 feet and is equipped with a video camera. The test site was designed to account for experience from actual Kapsch deployments in North America.

Austrian Development and Test Tolling Points and Enforcement Stations

Kapsch also has facilities in Teesdorf and Highway A22 in Austria. It is not anticipated that these facilities will be used for testing for this project, but are available for site visits if desired.

1.7.3 EXPERIENCE PROVIDING BOS SERVICES THROUGH EXISTING SYSTEMS

Municipal Services Bureau (MSB) a major subcontractor to Kapsch has operated as the prime contractor for various projects where they successfully teamed with providers and/or clients to utilize an existing Back Office System (BOS) to provide CSC and Collection Operation Services.

The MSB Operations Management Team will deliver the requisite expertise with a strong understanding of the complexities of electronic toll collection system technology and superior customer service operations. This combination provides LSIORB the ability to leverage efficiencies that other operators cannot achieve. This combination further uniquely positions MSB to minimize the operational risks associated with large-scale system and operations transition.

Through MSB's experience working on similar projects MSB has delivered proven results and reduced risks associated with initiating new operations. The Team's experience includes full-scale Violations Processing Center (VPC) operations for CTRMA to provide a system that utilizes the advanced technologies of automation, creating a more efficient system that allows CTRMA to better track toll revenues and control operating costs. This fully integrated Back Office System manages every operation, report and customer service detail. Because of MSB's contributions, customers enjoy a more user-friendly web access to their account and also benefit from a system that integrates customer service with payment and violation tracking.

The MSB Team clearly understands the challenges of video-billing, and the complexity of converting to All-Electronic Tolling (AET). In addition to well-vetted processes and procedures, designed to maximize revenue capture and accountability, a change to all-electronic requires delivery of unprecedented levels of customer service. Given the team's direct experience, MSB is confident in stating that the team has a thorough understanding of the critical factors of reliable reporting and communication, coordinating with other contractors and interoperable parties, and continued excellence in customer service.

Project Team Structure: MSB's Project Management Team consists of experienced management staff that will have primary responsibility of coordinating transition activities, managing the conversion to the back office solution and operational processes/procedures, and then managing the day-to-day operations and maintenance activities. Key management staff will work closely with the ORB staff to ensure that each of the project's phases are completed and meet or exceed the ORB's expectations.

Transition Plan: MSB's proven approach to implementation and conversion to CSC, Toll and System Integration transition activities has been to coordinate with the existing service providers with the intention of not interfering with the on-going and continuing maintenance and operations activities. MSB will work with the Kapsch Project Manager to provide IFA/Joint Board with a seamless transition minimizing impact to the LSIORB customers during the transition period.

MSB will work with the ORB to ensure the transaction data, both the transponder and video tolling data, meet the data collection and interoperability requirements.

MSB will develop a Transition Plan that will detail the transition steps and processes. The plan will address the transition, and phasing of operations. MSB will work with the any existing service provider(s) so that the activities for the Transition Plan are coordinated and can be incorporated into a single, combined, and integrated document. Integration and interface testing of the back office solutions will also be addressed. Any system and operations impacts resulting from the transition will be carefully considered and described.

Operational requirements, interfaces, and equipment installation for the CSC will be defined in the plan as well as a plan to transition existing qualified operational staff.

Project Management Approach: During the transition phase MSB will implement a PMI industry accepted project management approach within the overall Kapsch Team PMP for scheduling, resource allocation, activities management, and milestone tracking. This plan will use an iterative approach to assure the project activities meet the required implementation dates, that resources are available and that the MSB team meets every objective. Additionally, this iterative process will assist the ORB's staff in remaining updated on transition activities.

1.8 LEGAL INFORMATION

1.8.1 LEGAL LIABILITIES

Kapsch TrafficCom IVHS Inc., Kapsch TrafficCom (Parent Company) and MSB do not have any legal liabilities involving toll projects in North America to report.

1.8.2 LEGAL PROCEEDINGS

Kapsch TrafficCom IVHS Inc., Kapsch TrafficCom (Parent Company) and MSB do not have any legal proceedings involving toll projects in North America to report.

1.8.3 FORM D

Form D is provided in Appendix C for Kapsch TrafficCom IVHS Inc., Kapsch TrafficCom (Parent Company), and MSB.

APPENDIX A – FORM B PROJECTS & CLIENTS LIST

Project 1	
Project Name	LBJ and NTE Managed Lanes Field Level Systems Integration Project
Project Description	Design, install, integrate, test and maintain a turnkey toll collection system, Intelligent Transportation System and Network Communication System
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside and O&M
Client Name	LBJ Infrastructure Group/NTE Mobility Partners
Client Contact Person	Evert Riekert
Client Phone Number	972-239-5000
Client Email Address	eriekert@northtarrantexpress.com
Award Date	July 2012
Status of Project	Active
Project Award Contract Value	\$78.5M USD
Current Contract Value	\$78.5M USD
Contracted Delivery Date	April 2015
On Schedule (Yes or No)	Yes
If no, explain briefly	N/A

Project 2	
Project Name	Airport Link
Project Description	Design, supply, installation, integration of ETCCS for ETC System; 6 tolling segments
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, O&M
Client Name	BrisConnections
Client Contact Person	Thiess John Holland
Client Phone Number	+61 7 3170 1091
Client Email Address	ihorvat@tjh.com.au
Award Date	March 2010
Status of Project	Active
Project Award Contract Value	\$20M USD
Current Contract Value	\$20M USD
Contracted Delivery Date	July 2012
On Schedule (Yes or No)	No
If no, explain briefly	12 days late

Project 3	
Project Name	Poland Nationwide Tolling System
Project Description	Nationwide Truck Tolling
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, CSC, O&M
Client Name	General Directorate for National Roads and Motorways (GDDKiA)
Client Contact Person	Anna Gruszczynska
Client Phone Number	+48223758726
Client Email Address	agruszczynska@gddkia.gov.pl
Award Date	October 2010
Status of Project	Active
Project Award Contract Value	\$1.74B USD
Current Contract Value	\$406M USD
Contracted Delivery Date	July 2011
On Schedule (Yes or No)	Yes
If no, explain briefly	Not Applicable

Project 4	
Project Name	Gauteng Freeway Improvement Project (South Africa)
Project Description	Supply and operation of a turnkey ETC system with 42 tolling points
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, CSC, Ops, O&M, Equipment
Client Name	South African National Roads Agency Limited (SANRAL)
Client Contact Person	Ian Liebenberg
Client Phone Number	012 426 6000
Client Email Address	liebenberg@nra.co.za
Award Date	September 2009
Status of Project	Active
Project Contract Award Value	\$134M USD
Current Contract Value	\$134M USD
Contracted Delivery Date	April 2011
On Schedule (Yes or No)	Yes
If no, explain briefly	Not Applicable

Project 5	
Project Name	Go Between Bridge (Australia)
Project Description	Supply of turnkey ETC system for the Hale Street Link bridge in Brisbane, Australia
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside
Client Name	Leighton Contractors Pty. Ltd.
Client Contact Person	Christine Hayward
Client Phone Number	+61 7 3837 5131
Client Email Address	christine.hayward@rivercitymotorway.com.au
Award Date	September 2009
Status of Project	Maintenance
Project Contract Award Contract Value	\$5.10M USD
Current Contract Value	\$132K USD
Contracted Delivery Date	July 2010
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 6	
Project Name	M7 Clem Jones Tunnel (Australia)
Project Description	Supply of turnkey ETC Roadside System for the North-South Bypass Tunnel (CLEM7) in Brisbane, Australia
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, Ops
Client Name	RiverCity Motorway Pty. Ltd.
Client Contact Person	Colin Richmond
Client Phone Number	+61 7 3837 5322 / 0423 842 734
Client Email Address	colin.richmond@rivercitymotorway.com.au
Award Date	June 2007
Status of Project	Maintenance
Project Award Contract Value	ETC \$3.7M USD, (CS) \$3.23M USD additional
Current Contract Value	ETC \$10.9M USD reduction, CS \$3.23M USD additional
Contracted Delivery Date	February 2008
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 7	
Project Name	Northern Gateway Toll Road (New Zealand)
Project Description	ETC system for Auckland's State Highway Northern Motorway Extension (ALPURT B2) toll road
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, CSC, Ops, O&M, Equipment
Client Name	Transit New Zealand
Client Contact Person	Sue Hardiman
Client Phone Number	+64 (4) 894-6444
Client Email Address	Sue.hardiman@nzta.govt.nz
Award Date	September 2007
Status of Project:	Maintenance
Project Award Contract Value	\$17.54M USD
Current Contract Value	Additional contract such as Support & Maintenance
Contracted Delivery Date	December 2008
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 8	
Project Name	Czech Republic Nationwide Truck E-Toll System
Project Description	Turnkey supply and operation of nationwide ETC system
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, CSC, O&M,
Client Name	Czech Ministry of Transportation
Client Contact Person	Ing. Vaclav Nestrasil
Client Phone Number	+420 241 084 601
Client Email Address	vaclav.nestrasil@rsd.cz
Award Date	March 2006
Status of Project	Active, Commercial Operation
Project Award Contract Value	\$1.5B USD
Current Contract Value	\$1.3B USD
Contracted Delivery Date	April 2006
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 9	
Project Name	Costanera Norte Tolling System (Chile)
Project Description	End-to-end ETC system
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, Roadside, CSC, Ops, O&M, Equipment
Client Name	Sociedad Concesionaria Norte S.A.
Client Contact Person	Fernando Beni
Client Phone Number	+56 (2) 4900 900
Client Email Address	beni@cnorte.cl
Status of Project	Maintenance
Project Award Contract Value	\$22.5M USD
Current Contract Value	\$22.5M USD
Contracted Delivery Date	April 2005
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 10	
Project Name	Nationwide Truck Tolling System (Austria)
Project Description	Turnkey supply and technical operation of a nationwide ETC system
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, Ops, O&M, Equipment
Client Name	ASFINAG
Client Contact Person	Andreas Goldnagl
Client Phone Number	+43 (0) 50108-10835
Client Email Address	andreas.goldnagl@asfinag.at
Award Date	June 2002
Status of Project	Active, Maintenance
Project Award Contract Value	\$268M USD
Current Contract Value	\$268M USD
Contracted Delivery Date	May 2002
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

Project 11	
Project Name	Melbourne Citylink (Australia)
Project Description	Concession toll road with 17 gantries in MLFF system; start of operation 2000
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Roadside, Equipment
Client Name	Transurban Limited
Client Contact Person	Andreas Goldhorn
Client Phone Number	+61 (0)3 8656 8512
Client Email Address	agoldhorn@transurban.com
Award Date	March 1997
Status of Project	Maintenance
Project Award Contract Value	Several contracts over time
Current Contract Value	Several contracts over time
Contracted Delivery Date	1999 plus several upgrade contracts
On Schedule (Yes or No)	Yes
If no, explain briefly	Not applicable

APPENDIX A-FORM B MSB PROJECTS & CLIENTS LIST

Project 1	
Project Name	Central Texas Regional Mobility Authority (CTRMA) CSC/VPC
Project Description	Video Billing & Violation Enforcement.
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	BOS, CSC, Ops
Client Name	CTRMA (through an interlocal agreement includes Cameron County Regional Mobility Authority - CCRMA and Northeast Texas Regional Mobility Authority - NETRMA)
Client Contact Person	Tim Reilly
Client Phone Number	(512) 450-6293
Client Email Address	treilly@ctrma.org
Award Date	2007
Status of Project	Active – Year 1 of 3 Year Extension
Project Award Contract Value	\$48M USD
Current Contract Value	\$80M USD
Contracted Delivery Date	2007
On Schedule (Yes or No)	Yes
If no, explain briefly	Applicable

Project 2	
Project Name	THEA Image Review
Project Description	Manual Image Review Processing for Video Bill transactions
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Ops, Image Review
Client Name	Tampa Hillsborough Expressway Authority (THEA)
Client Contact Person	Rafael Hernandez
Client Phone Number	(813) 272-6740
Client Email Address	Rafael@tampa-xway.com
Award Date	2013
Status of Project	Active
Project Award Contract Value	\$276,000 USD
Current Contract Value	\$276,000 USD
Contracted Delivery Date	June 2013
On Schedule (Yes or No)	Yes
If no, explain briefly	Not Applicable

Project 3	
Project Name	MDX Image Review
Project Description	Manual Image Review Processing for Video Bill transactions
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	Ops, Image Review
Client Name	Miami Dade Expressway Authority (MDX)
Client Contact Person	Stephen Andruik
Client Phone Number	(305) 637-3277 x2110
Client Email Address	sandriuk@mdxway.com
Award Date	2013
Status of Project	Active
Project Award Contract Value	\$3M USD
Current Contract Value	\$3M USD
Contracted Delivery Date	2013
On Schedule (Yes or No)	Yes
If no, explain briefly	Not Applicable

Appendix B – Form C Detailed Project Descriptions

Project 1			
Client/Operator Name	General Directorate for National Roads and Motorways (GDDKiA)		
Project Name	Poland Nationwide Tolling System		
Project Description	Provision, operation and maintenance of a nationwide electronic toll collection system for trucks plus manual toll collection (light vehicles) on selected motorways		
Project Pricing/Budget	\$1.3 Billion USD		
Entity's Contract Value	\$1.3 Billion USD		
Client Contact Information			
Name of Client Contact	Anna Gruszczynska		
Email	agruszczynska@gddkia.gov.pl		
Phone	+48223758726		
Number of Accounts			
Prepaid	~125,000		
Post Paid	~200,000		
Lanes			
Contract Value of Installed Equipment Lanes	Number of Tolloed Lanes Equipment Lanes	1,182	
Contract Value of Roadside O&M	Included in overall contract value	Number of Equipment Lanes Installed by Entity	1,182
Number of Lanes Operated and Maintained by your firm	1,182		
Equipment			
Contract Value of Equipment (if supplied by your firm)	Included in overall contract value	Type	Protocol(s) if applicable
Transponder		Kapsch OBU-4021	5.8 GHz CEN DSRC
Reader		Kapsch TRX-1320	5.8 GHz CEN DSRC
Automatic Vehicle Classification System		Kapsch LVDC	Not Available
Camera		Kapsch VR-2	Not Available
Customer Service Center (CSC)		Value Number	
Contract Value of CSC Startup	Included in overall contract value		
Contract Value of CSC Annual Operations	Included in overall contract value		
Number of CSRs (include supervisors) provided by entity	Not Applicable		
Number of Image Reviewers provided by entity	Not Applicable		
Total Number of Staff supplied by entity	Not Applicable		
Back Office System	Yes/No		

Contract Value of BOS	Included in overall contract value	N/A
Integrate with 3 rd Party System	Not Applicable	No
Integrate with your firms System	Not Applicable	Yes
Violations Processing	Value of Number	Yes/No
Contract Value of Violations Processing	Included in overall contract value	N/A
# of Violations (front and rear images(s) considered as one)	~900,000 per month	Yes
Integrated with entity's collection system? (Yes or No)		Yes

Project 2			
Client/Operator Name	LBJ Infrastructure Group and NTE Mobility Partners		
Project Name	LBJ and NTE Managed Lanes Field Level Systems Integration Project		
Project Description	Design, install, integrate, test and maintain a turnkey toll collection system, Intelligent Transportation System and Network Communication System		
Project Pricing/Budget	\$79 Million USD		
Entity's Contract Value	\$79 Million USD		
Client Contact Information			
Name of Client Contact	Evert Riekert		
Email	eriekert@northtarrantexpress.com		
Phone	972-239-5000		
Number of Accounts			
Prepaid	Not Applicable		
Post Paid	Not Applicable		
Lanes			
Contract Value of Installed Equipment Lanes Approx. \$18.5 Million USD	Number of Tolled Lanes Equipment Lanes	66	
Contract Value of Roadside O&M	Maintenance included in overall contract value Approx. \$5.7 Million USD	Number of Equipment Lanes Installed by Entity	66
Number of Lanes Operated and Maintained by your firm	66 (maintained)	Not Applicable	Not Applicable
Equipment			
Contract Value of Equipment (if supplied by your firm)	Included in overall contract value	Type	Protocol(s) if applicable
Transponder		N/A	ATA
Reader		Kapsch Janus MPR	ATA
Automatic Vehicle Classification System		Kapsch LVDC	Volumetric

		classification scheme with overhead sensors only
Camera	Kapsch VR-2	Front and rear plate ALPR and jurisdiction identification
Customer Service Center (CSC)		Value Number
Contract Value of CSC Startup	Not Applicable	
Contract Value of CSC Annual Operations	Not Applicable	
Number of CSRs (include supervisors) provided by entity	Not Applicable	
Number of Image Reviewers provided by entity	Not Applicable	
Total Number of Staff supplied by entity	Not Applicable	
Back Office System		Yes/No
Contract Value of BOS	Not Applicable	Not Applicable
Integrate with 3 rd Party System	Not Applicable	Yes
Integrate with your firms System	Not Applicable	Yes
Violations Processing		Value of Number
Contract Value of Violations Processing	Not Applicable	Not Applicable
# of Violations (front and rear images(s) considered as one)	TBD	Not Applicable
Integrated with entity's collection system? (Yes or No)		No

Project 3	
Client/Operator Name	Central Texas Regional Mobility Authority (CTRMA)
Project Name	CTRMA VPC
Project Description	Back Office, Image Processing, Collections and Violation Enforcement
Project Pricing/Budget	\$105M annually
Entity's Contract Value	\$80M
Client/Operator Name	Tim Reilly
Client Contact Information	
Name of Client Contact	Tim Reilly
Email	treilly@ctrma.org
Phone	(512) 450-6293
Number of Accounts	
Prepaid	Not Applicable
Post Paid	1.25M Accounts
Lanes	

Contract Value of Installed Equipment Lanes		Number of Tolled Lanes Equipment Lanes	Not Applicable
Contract Value of Roadside O&M	Not Applicable	Not Applicable	Not Applicable
Number of Lanes Operated and Maintained by your firm	Not Applicable	Not Applicable	Not Applicable
Equipment			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder		Not Applicable	Not Applicable
Reader		Not Applicable	Not Applicable
Automatic Vehicle Classification System		Not Applicable	Not Applicable
Camera		Not Applicable	Not Applicable
Customer Service Center (CSC)		Value Number	
Contract Value of CSC Startup		Not Applicable	
Contract Value of CSC Annual Operations		\$12M	
Number of CSRs (include supervisors) provided by entity		66	
Number of Image Reviewers provided by entity		12	
Total Number of Staff supplied by entity		78	
Back Office System		Yes/No	
Contract Value of BOS		BOS is provided as part of \$12M annual operation contract value	
Integrate with 3 rd Party System		Yes	
Integrate with your firms System		Yes	
Violations Processing		Value of Number	Yes/No
Contract Value of Violations Processing		Not Applicable	
# of Violations (front and rear images(s) considered as one)		Not Applicable	
Integrated with entity's collection system? (Yes or No)		Yes	

FORM D

CERTIFICATION

Proposer: Kapsch TrafficCom IVHS Inc.

Name of Firm: Kapsch TrafficCom IVHS Inc.

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain: See Attachment

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

Yes No

If yes, please explain:

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

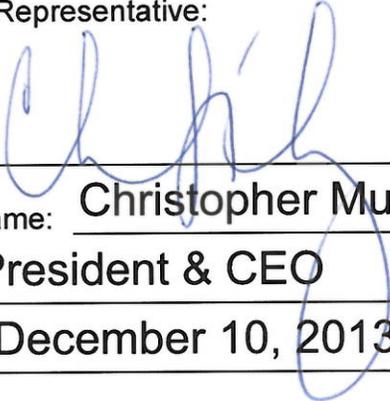
Yes No

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

Kapsch TrafficCom IVHS Inc.

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

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By:  _____

Print Name: Christopher Murray

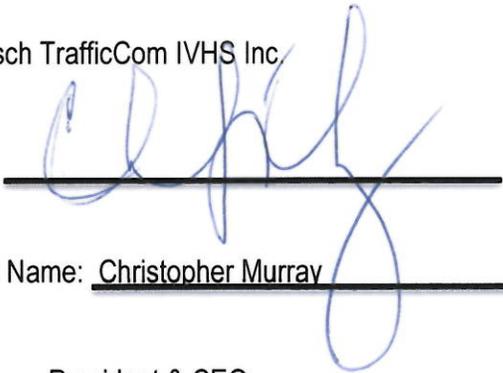
Title: President & CEO

Date: December 10, 2013

**Form D Certification
Explanation of Bankruptcy**

In April 2009, Mark IV Industries, Inc., a former parent company of Kapsch TrafficCom IVHS Inc., filed for Chapter 11 bankruptcy protection from creditors. After six-months in Chapter 11, Mark IV emerged in November 2009 as a newly reorganized company. Kapsch TrafficCom AG, through affiliates, purchased what is now Kapsch TrafficCom IVHS Inc. together with certain other Mark IV Industries affiliates, in November 2010.

Kapsch TrafficCom IVHS Inc.

By: 
_____Print Name: Christopher MurrayTitle: President & CEO

FORM D

CERTIFICATION

Proposer: Kapsch TrafficCom IVHS Inc.

Name of Firm: Kapsch TrafficCom AG

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

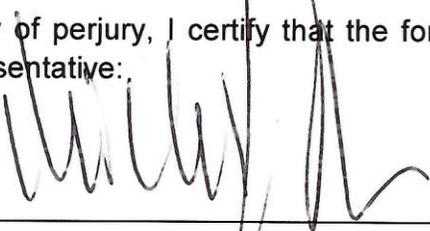
4. Has the firm or any affiliate* ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity within the past ten years?

Yes No

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

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

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:



By: _____

Print Name: Michael Hofer

Title: Chief Financial Officer

Date: December 10, 2013

FORM D

CERTIFICATION

Proposer: Kapsch TrafficCom North America

Name of Firm: Gila LLC d/b/a Municipal Services Bureau (MSB)

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

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

Yes No

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

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

Yes No

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

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

Yes No

If yes, please explain:

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

Yes No

If yes, please explain:

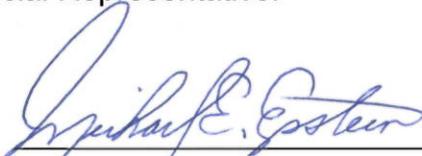
8. With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters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

Yes No

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

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

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's Official Representative:

By:  _____

Print Name: Michael E. Epstein

Title: Chief Financial Officer

Date: November 19, 2013