



December 5, 2022

TO: Lauren Profeit
City of San José
200 E. Santa Clara St.
San José, CA 95113

Re: Requests for Clarification: DOT 10183: Design-Build-Finance-Operate-Maintain: SJC
Airport to Diridon Station Connector Request for Proposals ("RFP")

Ms. Profeit:

The Boring Company (TBC) appreciates the thorough review the City has taken to review its Proposal for the proposed SJC Loop project.

Please find our responses and additional documentation attached in reference to your Wednesday, November 30, 2022 letter requesting clarifications to the Proposal.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Michael Thompson", written over a light grey circular stamp.

Michael Thompson
Project Director
mike.thompson@boringcompany.com

Attachments:

- Attachment 1: RFC Response Matrix
- Attachment 2: Revised Project Schedule
- Attachment 3: Updated TM Form G
- Attachment 4: Proposal Checklist
- Attachment 5: Letter RE: Off-Balance Sheet Liabilities

Attachment 1: RFC Response Matrix

#	Subject	Request for Clarification	TBC Response
1	Table B-1 (Proposal Submittal Checklist):	Please provide the Proposal Submittal Checklist (Table B-1).	Please see attached.
2	TM Form B (Project Delivery Experience – Reference Projects):	Please provide the amount financed or required to be financed at financial close in June 30, 2022 for each project presented in this section of the proposal. [Proposal page 4]	The Resorts World-Las Vegas Convention Center Connector was 100% equity financed by TBC for a design-build cost of \$2M USD.
3	TM Form B (Project Delivery Experience – Reference Projects):	Please clarify which of the projects presented fulfill(s) the requirement in RFP section 7.4.1 that Proposers provide at least one project where the Proposer’s controlling Equity Member made a first loss at risk capital contribution into the ultimate special- purpose vehicle/project company of more than 5 percent and retains and or has retained its investment position for more than 5 years from the project’s Substantial Completion. [Proposal page 4]	TBC has financed 100% of the following projects: 1. Hawthorne R&D Tunnel 2. Resorts World - LVCC Connector 3. Vegas Loop As TBC was founded 5 years ago in 2017, all of these projects have reached substantial completion in the past 5 years.
4	TM Form C (Project Understanding):	TM Form C is called TS Form C. Please clarify if clerical error. [Proposal page 21]	Yes, this was a clerical error.
5	TM Form B (Project Delivery Experience – Reference Projects):	Please provide total project cost at the time of award or completion in June 30, 2022 dollars using the Cost Index defined in the RFC for each of the projects presented in this section of the proposal. [Proposal page 4]	This question appears to be repetitive of question #2. Please refer to response above.
6	TS Form D (Technology Maturity):	In CA, the authority with jurisdiction to grant approvals to operate revenue services is CPUC. What is the authority having jurisdiction in the territory where their technology is	State law and local codes assign regulatory authority over fixed guideway transportation systems operating in Clark County (where the projects are located) to

		<p>operating as per the projects presented in TS Form C. Do you have approval to operate from that authority? Is that approval equivalent to CPUC? [Proposal page 24]</p>	<p>the Clark County Building Department, ATS Division. The ATS Division oversees other fixed guideway public transit systems such as the 3-mile Las Vegas Monorail.</p> <p>As described in TS Form E, "Loop is currently operating under an operating certificate provided by Clark County Department of Building and Fire Prevention, Amusement and Transportation Systems Division. The approved operational certificate included reviews of the project for conformance with the following standards:</p> <ul style="list-style-type: none"> • NFPA 130 for all project components, including fire and life safety. • Automated People Mover Standards, ANSI/ASCE/T&DI 21-21 for passenger comfort. • ADA for the transportation system including vehicles and stations. <p>In general, the same regulatory standards would govern the project in San Jose under CPUC jurisdiction as are in effect in Clark County under CCBD ATS jurisdiction. Moreover, equal amount of rigor has gone into the regulatory review process for the Loop projects in Clark County, Nevada as would be expected for CPUC approval.</p>
7	Financial Statements:	Please provide the financial statements as required by section 7.4.1 of the RFP.	For privacy reasons, TBC is unable to provide the requested financial documents. For this reason, TBC furnished letters of financial standing to express its current financial condition. However, TBC is open to

			considering other methods of information sharing to address questions associated with this RFP.
8	TS Form D (Technology Maturity):	Please provide items associated with prototypes/testing/etc as required in the RFP, for example: Prototype testing performance documentation, Evidence of full-scale prototype vehicle and test track in operation (photos and video showing vehicle and test track operations), etc	<p>Photos of the existing transportation facilities are provided in the Proposal. TBC has provided links below to open-source videos of the Loop systems in operation for supplemental information and review by the City.</p> <p>Video of the LVCC Loop project upon opening: https://www.youtube.com/watch?v=xUoZCUqbCNg</p> <p>CNET Coverage of LVCC Loop: https://www.youtube.com/watch?v=djfYafWFWt0k</p> <p>FOX5 Las Vegas Coverage of Resorts World-LVCC Connector: https://www.youtube.com/watch?v=wyBi-cRi7kI</p>
9	Letter Identifying Off-Balance Sheet Liabilities:	Please provide the letter identifying off-balance sheet liabilities as required by section 7.4.1 of the RFP.	Please see letter attached.
10	TS Form D (Technology Maturity):	Please provide evidence that operations of the system proposed are autonomous as required in section 2.3 of the RFP: "The Project seeks to implement approximately a three-to-four-mile dedicated guideway upon which an electrically propelled, automated driverless transit technology solution would be installed to operate between SJC Terminal B and Diridon Station". [Proposal Volume 3]	<p>Loop systems are currently permitted to operate with drivers. TBC is undertaking regulatory steps to introduce automation to Loop with the intent of making operations autonomous.</p> <p>As of 2022, over 100,000 Tesla owners had driven a combined 35 million miles using Tesla's Full Self Driving (FSD) beta system on surface roads. Loop is a controlled tunnel system that eliminates</p>

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			<p>externalities such as other drivers, weather, foreign object debris, potholes, and uncommon roadway configurations, further enabling the ease of use of the Tesla's autonomous vehicle technology.</p> <p>As stated in the Commercial Proposal, "Operating expenses for an SJC Airport to Diridon Loop include variable operator fees as well as fixed administration and maintenance expenses in the seven-figure range per year. TBC expects to operate autonomous fleets long-term, further improving the cost structure. As a result, Loop transit system would be able to operate at profitable and sustainable margins."</p>
11	TM Form E (Financial Summary Certification):	Please submit the completed TM Form E (Financial Summary Certification) of the Equity Member as per the instructions of the RFP. None of the fields have been completed. [Proposal page 30]	For privacy reasons, TBC is unable to provide the requested financial documents. For this reason, TBC furnished letters of financial standing to express its current financial condition. However, TBC is open to considering other methods of information sharing to address questions associated with this RFP.
12	PDA Phase 1 Schedule:	Please confirm that the schedule dates are correct. The Draft feasibility report and final feasibility validation report and final outline project plan are not compliant with Exhibit 3 of Appendix D. [Proposal page 32]	Please find the revised schedule attached.
13	Funding Letter:	Please submit a funding letter for the Equity Member that meets the requirements of Appendix C, Table C-2, Tab 3.4 of the RFP. [Proposal page 32]	For privacy reasons, TBC is unable to provide the requested financial documents. For this reason, TBC furnished letters of financial standing to express its current financial condition. However, TBC is open to

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			considering other methods of information sharing to address questions associated with this RFP.
14	PDA Phase 1 Schedule:	Please provide the PDA Phase 1 Schedule in Primavera P6 digital format.	TBC has provided the updated schedule as a PDF gantt chart and is working to convert the file to Primavera per the City's request.
15	TS Form A:	Please clarify if proposed total project cost is expressed in dollars of June 30, 2022. [Proposal page 10]	Those tunnel project costs are expressed in the values of when the projects were completed
16	TM Form G (Investment Track Record):	Please provide a revised TM Form G (Investment Track Record) filling out columns #1-3 per the requirements of Appendix C, Section C.6.7 of the RFP. [Proposal page 35]	Please see updated form attached.

Attachment 2: Revised Project Schedule

SJC Loop PDA Schedule

Task Name	Duration	Start	Finish	Predecessors	Q1			Q2			Q3			
					Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	
1 PDA Signed/ NTP 1 Received from City	0	03/01/23	03/01/23											
2 Complete Technical Feasibility Studies	65d	03/01/23	05/30/23											
3 Conceptual Project Alternatives Analysis	14d	03/01/23	03/20/23	1										
4 Land Inventory and Assessment	30d	03/21/23	05/01/23	3										
5 Maintenance Facility Studies	21d	05/02/23	05/30/23	4										
6 Utility Coordination Studies	45d	03/21/23	05/22/23	3										
7 Preliminary Stakeholder Outreach and Input Gathering	28d	03/21/23	04/27/23	3										
8 Geotechnical and Environmental Desktop Review	30d	03/21/23	05/01/23	3										
9 NEPA and CEQA Framework Development	30d	03/21/23	05/01/23	3										
10 Preliminary Engineering	37d	05/02/23	06/21/23											
11 10% Engineering Plans	21d	05/02/23	05/30/23	4										
12 Concept Level Expansion Plans	30d	05/11/23	06/21/23	11SS +7d										
13 Draft Feasibility Validation Report	15d	06/01/23	06/21/23	2FF, 10FF										
14 Technical Feasibility Assessment (Concept Design) & Financial Feasibility Assessment Progress Memo	0	05/24/23	05/24/23	1FS +60d										
15 City Feedback Provided - Draft Feasibility Validation Report	30d	06/22/23	08/02/23	13										
16 Final Feasibility Validation Report	30d	08/03/23	09/13/23	15										
17 Draft Outline Project Plan	60d	03/01/23	05/23/23	1										
18 City Feedback Provided - Draft Outline Project Plan	21d	05/24/23	06/21/23	17										
19 Final Outline Project Plan	14d	06/22/23	07/11/23	18										
20 Execute Validation Amendment	10d	09/14/23	09/27/23	16, 19										
21 PDA Phase 1 Complete	0	09/27/23	09/27/23	20										
22														
23														
24														
25														

Attachment 3: Updated TM Form G

Equity Member in the Developer	1. Projects for which the Equity Member(s) was/were short-listed	2. Projects with proposal submissions or pending proposal submissions	3. Projects for which there were withdrawals from, or other changes in, procurement	4. Projects that reached financial close
The Boring Company	<ul style="list-style-type: none"> • Las Vegas Convention Center Loop • Resorts World LVCC Connector • SpaceX - Hawthorne R&D Tunnel • Vegas Loop • Denver International Airport Loop • O'Hare Express System Project • Autonomous Transit Tunnel Connecting Ontario Airport and Metrolink at Rancho Cucamonga Station • Alamo RMA – Alamo Loop 	<ul style="list-style-type: none"> • Las Vegas Convention Center Loop (selected) • Resorts World LVCC Connector (selected) • SpaceX - Hawthorne R&D Tunnel (selected) • Vegas Loop (selected) • Denver International Airport Loop (shortlisted) • Autonomous Transit Tunnel Connecting Ontario Airport and Metrolink at Rancho Cucamonga Station (selected for PDA phase) • City of Fort Lauderdale – Las Olas Loop (PDA executed) • Alamo RMA – Alamo Loop (selected and procurement ongoing) • City of North Miami Beach Loop (Responded to Request for Information [process pending]) 	<ul style="list-style-type: none"> • Denver International Airport Loop (project cancelled by client). Agency: Denver International Airport. Contact Cristal Swain, (303) 342-2454. Project Reference: RFI 20211027AH. • Autonomous Transit Tunnel Connecting Ontario Airport and Metrolink at Rancho Cucamonga Station (project did not progress to PDA phase). Procuring Agency: San Bernardino County Transit Authority. Contact: Carrie Schindler cschindler@gosbcta.com. 	<ul style="list-style-type: none"> • Las Vegas Convention Center Loop • Resorts World LVCC Connector • SpaceX - Hawthorne R&D Tunnel • Vegas Loop

Attachment 4: Proposal Checklist

Checklist of Proposal Submittals

Tab/ Section No.	Submittal	Format	Cross-Reference	Check
Volume 1: Administrative Submittals				
Tab 1	Proposal Forms			
1.1	Proposal Letter	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
1.2	Proposal Security	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
1.3	Proposer, Major Participant, and Subcontractor Information	Form with attachments	Appendix C, Table C-1	<input checked="" type="checkbox"/>
1.4	Executive Summary	Narrative	Appendix C, Table C-1	<input checked="" type="checkbox"/>
1.5	Proposal Contents Checklist	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
1.6	Bidders List	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
Tab 2	Certifications			
2.1	Ethics Declaration	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.2	General Certifications	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.3	Certification of Prospective Contractor Regarding Debarment, Suspension, Ineligibility, and Voluntary Exclusion: Primary Covered Transactions	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.4	Certification of Prospective Lower-Tier Participant Regarding Debarment, Suspension, Ineligibility, and Voluntary Exclusion: Lower-Tier Covered Transactions	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.5	Non-Collusion Affidavit	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.6	Certification of Compliance with Federal Lobbying Requirements (49 CFR Part 20)	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.7	Compliance with 49 CFR Part 655	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.8	Iran Contracting Certification	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
2.9	DBE Affidavit	Form	Appendix C, Table C-1	<input checked="" type="checkbox"/>
Volume 2: Team Proposal				
Tab 1	Development Team and Project Delivery Experience			
1.1	Development Team Structure	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
1.2	Project Delivery Experience	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
1.3	Project Understanding	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
Tab 2	Technical Experience			
2.1	Technical Experience	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
2.2	Narrative explanation of full technical capability and experience	Narrative	Appendix C, Table C-2	<input checked="" type="checkbox"/>
Tab 3	Financial Capacity and Experience			
3.1	Financial Statements of Equity Members	Financial Statements	Appendix C, Table C-2	<input checked="" type="checkbox"/>
3.2	Equity Member's Off-Balance Sheet Liabilities	Letter	Appendix C, Table C-2	<input checked="" type="checkbox"/>
3.3	Equity Member Financial Summary Certification	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
3.4	Availability of First Risk Loss	Letter	Appendix C, Table C-2	<input checked="" type="checkbox"/>
3.5	Project Finance and Investment Experience	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
3.6	Investment Track Record	Form	Appendix C, Table C-2	<input checked="" type="checkbox"/>
Volume 3: Technical and Commercial Proposal				
Tab 1	Transit Solution			
1.1	Summary of Proposed Transit Solution	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
1.2	System Expansion Capability	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>

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1.3	Transit Technology Development Plan	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
Tab 2	Technology Maturity			
2.1	Technology Maturity	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
2.2	System Performance Thresholds	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
Tab 3	Management and Partnering Approach			
3.1	Functional Organizational Chart	Chart	Appendix C, Table C-3	<input checked="" type="checkbox"/>
3.2	Approach to Staffing and Resourcing	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
3.3	PDA Phase 1 Schedule	Schedule	Appendix C, Table C-3	<input checked="" type="checkbox"/>
3.4	PDA Phase 1 Management Plan	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
3.5	Approach to Risk Management	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
3.6	Approach to Subcontracting	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
Tab 4	Approach to Community and Environment			
4.1	Approach to Community and Environment	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
Tab 5	Commercial Concept			
5.1	Commercial Concept	Form	Appendix C, Table C-3	<input checked="" type="checkbox"/>
Volume 4: Financial Proposal				
1.1	PDA Cost Cap for PDA Phase 1	Form	Appendix C, Table C-4	<input checked="" type="checkbox"/>
1.2	PDA Cost Cap (Design) for Phase 2	Form	Appendix C, Table C-4	<input checked="" type="checkbox"/>

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Attachment 5: Letter RE: Off-Balance Sheet Liabilities



December 5, 2022

TO: CIP Procurement Manager
City of San José
200 E. Santa Clara St.
San José, CA 95113

Re: Off-Balance Sheet Liabilities

Dear Procurement Manager:

The Boring Company (TBC) is excited about the opportunity to construct and operate the SJC Loop project. This letter serves in identifying off-balance sheet liabilities as required by section 7.4.1 of the RFP.

Upon my own review of the financial statements, I can certify that they do not contain any untrue statements of fact, nor do they omit a material fact necessary for reporting accurate financial information.

Best Regards,

A handwritten signature in black ink, appearing to read "Arun Prakash".

Arun Prakash
Chief Financial Officer

The Boring Company
130 Walker Watson Rd, Bastrop, TX 78602