

LOUISIANA TRANSPORTATION AUTHORITY

PUBLIC-PRIVATE PARTNERSHIP

GUIDELINES





TABLE OF CONTENTS

1.0 GENERAL.....	3
1.1 Purpose	3
1.2 Applicability.....	3
1.3 Definitions.....	3
1.4 Types of Public-Private Partnerships.....	4
1.5 Selection of Projects for Public-Private Partnerships.....	5
1.5.1 Project Selection.....	5
1.5.2 Suspension of Unsolicited Proposals	5
1.5.3 Concurrence by the Secretary	5
1.6 Federal Funding and Other Programs	6
1.7 Procurement Records.....	6
1.7.1 Ownership of Documents	6
1.7.2 Confidentiality.....	6
2.0 SOLICITED PROPOSALS	7
2.1 Applicability.....	7
2.2 Procurement Process	7
2.3 Request for Information/Interest (RFI)	7
2.4 Request for Qualifications (RFQ).....	8
2.4.1 Notice	8
2.4.2 Content.....	8
2.4.3 Statement of Qualifications.....	8
2.4.4 Evaluation and Short-list.....	9
2.4.5 Participation on More than One Proposer Team	9
2.4.6 Information Release	9
2.5 Request for Proposals	9
2.5.1 Content.....	9
2.5.2 Transparency.....	10
2.5.3 Evaluation Process.....	10
2.5.4 Negotiations.....	10
2.5.5 Payments during the Procurement	11
2.6 Approval of Proposal	12
3.0 UNSOLICITED PROPOSALS.....	13
3.1 Applicability.....	13
3.2 Unsolicited Proposals	13
3.2.1 Required Contents for Unsolicited Proposals.....	13
3.2.2 Submittal Requirements	14
3.2.3 Proposal Review Fee for Unsolicited Proposals.....	14
3.3 Review of Unsolicited Proposals	15
3.4 Public Hearing	15
3.5 Confidentiality	15
3.6 Request for Competitive Proposals	16
3.6.1 Request for Competitive Proposals and Qualifications	16
3.6.2 Request for Competitive Proposals	16



3.6.3	Evaluation of Competitive Proposals.....	17
3.6.4	Negotiations; Revised Proposals.....	17
3.7	Approval of Proposal	18
4.0	COMPREHENSIVE AGREEMENT	19
4.1	Comprehensive Agreement Terms and Conditions	19
4.2	Pre-Development Agreements	20
5.0	CONFLICTS OF INTEREST	21
5.1	Owner's Representative	21
5.1.1	Firms.....	21
5.1.2	Individuals.....	22
5.2	Subconsultants	22
5.2.1	Firms.....	22
5.2.2	Individuals.....	22
5.3	Traffic and Revenue Consultants	22
5.3.1	Firms.....	22
5.3.2	Individuals.....	22
5.3.3	Requests for Exceptions.....	23



1.0 GENERAL

1.1 Purpose

The purpose of these guidelines for public-private partnerships is to comply with Louisiana Revised Statutes Title 48 Section 2084.2 and provide sufficient guidance to a private entity to enable the private entity to comply with Louisiana Revised Statutes Title 48, Chapter 30.

1.2 Applicability

These guidelines apply to private entity involvement in the acquisition, planning, design, development, financing, construction, reconstruction, extension, expansion, maintenance, or operation of all or part of a transportation facility or multiple transportation facilities through a public-private partnership.

1.3 Definitions

The following words and terms, when used in these guidelines, shall have the following meanings, unless the context clearly indicates otherwise.

Authority: The Louisiana Transportation Authority

Board: The board of directors of the Authority.

Comprehensive agreement: An agreement between the Authority and one or more private entities for the acquisition, planning, design, development, financing, construction, reconstruction, extension, expansion, maintenance, or operation of all or part of a transportation facility or multiple transportation facilities.

Conflict of interest: Situation where a person, because of other activities or relationships with other persons, gives, or may potentially give, the Proposer an unfair competitive advantage in connection with the Authority's procurement of the Project. As used in this definition, the term "person" includes both individuals and entities.

Equity member: Any entity with an equity interest in the proposer or private entity proposed to enter into a comprehensive agreement.

Proposer: A private entity, including any division or affiliate of the entity, that has submitted a statement of qualifications, proposal, unsolicited proposal or other submission in order to initiate or participate in a procurement for the development, design, construction, financing, operation, or maintenance of a transportation facility through a public-private partnership.



Public-private partnership: A contractual relationship between the Authority and one or more private entities that requires the private entity participant(s) to acquire, plan, design, develop, finance, construct, reconstruct, extend, expand, maintain, or operate a transportation facility or multiple transportation facilities.

Request for proposals: A request for submittal of a proposal from private entities to acquire, design, develop, finance, construct, reconstruct, extend, expand, maintain, or operate a transportation facility.

Request for qualifications: A request for submission by a private entity of that entity's qualifications, experience, and technical capability to perform the private entity's obligations under a public-private partnership, and such other information as the Authority deems relevant or necessary.

Responsible Public Entity: A public entity other than the Authority authorized by the laws of the State to develop or operate a transportation facility.

Short-Listed Proposers: Proposers submitting SOQs who are selected by the Authority as qualified to submit detailed proposals in response to the RFP.

State: State of Louisiana.

Statement of Qualifications or SOQ: A proposal that was submitted by a Proposer in response to a request for qualifications or request for competitive proposals and qualifications.

Transportation Facility: One or more transportation facilities developed or operated by a private entity pursuant to the LTA enabling statute. References to project in these guidelines shall refer to a transportation facility.

Unsolicited proposal: A proposal for a transportation facility that is submitted by one or more private entities pursuant to section 3.0 of these guidelines.

1.4 Types of Public-Private Partnerships

The Authority may enter into a comprehensive agreement evidencing any form of public-private partnership that it deems appropriate or advisable for the delivery of a transportation facility or multiple transportation facilities. The Authority may receive both unsolicited proposals and solicit proposals for public-private partnerships.



1.5 Selection of Projects for Public-Private Partnerships

1.5.1 Project Selection

The Authority may review a transportation facility that is or list of potential transportation facilities that are potentially conducive to a public-private partnership approach. The selection of projects for solicitation is intended to identify those projects that the Authority wishes to initiate. In addition, the Authority shall conduct an economic feasibility study prior to initiation of any transportation facility to substantiate project need and feasibility.[LA R.S. 48:2076 B.]

In determining whether a transportation facility is suitable for a public-private partnership, the Authority may consider the following:

- (1) stakeholder desires and commitment;
- (2) political and institutional support;
- (3) demonstrated transportation need with respect to congestion, safety, economic opportunity, and connectivity;
- (4) adequate funding potential with respect to tolling or availability payments;
- (5) ability to leverage public resources and transfer cost/schedule risks to the private sector;
- (6) potential to expedite the project schedule through access to capital markets and innovative project delivery;
- (7) potential for increased cost-effectiveness through private sector innovation and creativity;
- (8) lack of internal resources to deliver a project in a timely manner; and
- (9) any other factors considered relevant by the Authority.

1.5.2 Suspension of Unsolicited Proposals

If the Authority selects a transportation facility for a solicited procurement, the Authority may issue a suspension order making such transportation facility ineligible for submission as an unsolicited proposal.

1.5.3 Concurrence by the Secretary

The Authority may construct projects under the terms and conditions set forth in LA R.S. Title 40, Chapter 30 subject to the prior express written concurrence of the Secretary of the Louisiana Department of Transportation and Development and approval by the chairman of the House and Senate Committee on Transportation, Highways and Public works after Public Hearing in accordance with LA R.S. Title 40, Chapter 30 Section 2084. Projects must be part of the



approved transportation plan and program of the Louisiana Department of Transportation and Development, where applicable. [LA R.S. 48:2076 A.]

1.6 Federal Funding and Other Programs

The Authority may make application for and utilize any available federal funding program or other program of a federal agency to facilitate the procurement for and development of a transportation facility. The Authority may also take whatever actions are necessary or advisable to facilitate utilization of a federal funding program or other federal program by a private entity seeking to develop a transportation facility through a public-private partnership.

1.7 Procurement Records

1.7.1 Ownership of Documents

All written correspondence, exhibits, photographs, reports, printed material, photographs, tapes, electronic disks, and other graphic and visual aids submitted to the Authority during this process, including any part of the proposals are, upon their receipt by the Authority, the property of the State, may not be returned to the submitting parties, and are subject to the Louisiana Public Records Law. In no event shall the State, the Authority, or any of their agents, representatives, consultants, directors, officers or employees be liable to a Proposer or Proposer team member for the disclosure of all or a portion of a proposal submitted under these guidelines.

1.7.2 Confidentiality

Once a comprehensive agreement has been entered into, and the process of bargaining of all phases or aspects of the Comprehensive Agreement is complete, the Authority will make available, upon request, procurement records in accordance with applicable public records laws.



2.0 SOLICITED PROPOSALS

2.1 Applicability

If the Authority develops a concept for private participation in a transportation facility and desires to solicit private participation, it shall solicit participation in accordance with the requirements of this section.

2.2 Procurement Process

The Authority shall utilize a two-step solicitation process for public-private partnerships. The first step commences with the issuance by the Authority of a request for qualifications and ends with the identification of a short-list of those prospective proposers that have the greatest potential for developing and delivering the proposed transportation facility through a public-private partnership based on the statements of qualifications submitted by the prospective proposers in response to the request for qualifications. The second step commences with the release of a request for proposals to the short-listed proposers and ends with the selection of a proposer to enter into a comprehensive agreement or pre-development agreement with the Authority. Following the determination of the short-list, the Authority may elect to issue a draft request for proposals for comment by the short-listed proposers and receive written comments or schedule meetings with proposers on a joint or one-on-one basis. The Authority shall provide the short-listed proposers with specific details concerning the procurement process following announcement of the short-list.

2.3 Request for Information/Interest (RFI)

Prior to issuing a request for qualifications, the Authority may issue a request for information or interest (RFI) to private entities to determine if there is sufficient interest in the development of a transportation facility through a public-private partnership and to assess under what type of conditions a transportation facility or multiple transportation facilities will be of interest for private sector involvement.



2.4 Request for Qualifications (RFQ)

2.4.1 Notice

If authorized by the Board to issue a request for qualifications for a public-private partnership, the Authority shall set forth in a notice the basic criteria for professional experience, technical competence, and capability to fulfill the private entity's obligations, and such other information as the Authority considers relevant or necessary that is included in the request for qualifications. The Authority shall post the notice in one or more newspapers of general circulation or on the Department of Transportation and Development's web site (www.dotd.louisiana.gov) so as to encourage maximum response to the RFQ. The request for qualifications shall be deemed issued as of the first date of such publication. The Authority may also elect to furnish the request for qualifications to businesses in the private sector that the Authority otherwise believes might be interested and qualified to participate in the public-private partnership which is the subject of the request for qualifications.

2.4.2 Content

The request for qualifications shall include a description of the proposed transportation facility, the criteria used to evaluate the statements of qualifications submittals, the deadline for submission of statements of qualifications, whether the Authority intends to require a proposal review fee with the submission of proposals, and the requirements for statements of qualifications solicited in response to the request for proposals, including the minimum qualifications and any unique capabilities or credentials required. At its sole option, the Authority may elect to furnish conceptual designs, technical or feasibility studies and reports or detailed plans of the proposed transportation facility in the request for qualifications. The request for qualifications may request one or more conceptual approaches to developing or financing the transportation facility. The Authority may hold workshops with interested private entities prior to the deadline for submission of statements of qualifications, as deemed necessary or advisable by the Authority and notice of any such workshops shall be provided in the request for qualifications.

2.4.3 Statement of Qualifications

The statements of qualifications submitted in response to a request for qualifications shall provide sufficient information about the required items to allow the Authority to evaluate, competitively rank and short-list the proposers based on the criteria set forth in the request for qualifications.



2.4.4 Evaluation and Short-list

The Authority shall evaluate the statements of qualifications received based on the criteria set forth in the request for qualifications. After completing the evaluation of the statements of qualifications received, the Authority will identify for approval by the Board a short-list that is composed of those entities that are considered most qualified to submit proposals for the proposed public-private partnership. If only one responsive statement of qualifications is received, the Authority may either cancel the procurement or elect to proceed with negotiations for a comprehensive agreement or pre-development agreement with the private entity or team that submitted the responsive statement of qualifications. After approval of the short-list by the Board, the Authority shall advise each entity providing a qualification submittal whether it is on the short-list of qualified entities and the number of proposer teams on the short-list.

2.4.5 Participation on More than One Proposer Team

To ensure a fair procurement process, equity members of a proposer team are forbidden from participating, in any capacity, on another proposer team during the course of the procurement. If a private entity or team that submitted a statement of qualifications is not on the approved short-list, the private entity or members of the unsuccessful team are free to participate on short-listed proposer teams. Any Proposer that fails to comply with the prohibition may be disqualified from further participation as a proposer for the transportation facility.

2.4.6 Information Release

No information regarding the contents of the statements of qualifications, evaluations or other information relating to the evaluation process may be released without the authorization of the chairman of the Authority or his or her designated representative except in accordance with applicable law.

2.5 Request for Proposals

2.5.1 Content

If authorized by the Board, the Authority shall issue a request for proposals to all private entities or teams qualified for the short-list. The request for proposals shall include technical documentation for the transportation facility, the requirements for proposal submissions, the criteria used to evaluate the proposals, the proposed terms of the public-private partnership, any required proposal review fee that must be submitted with the proposal and the deadline for submission of proposals. The request for proposals may require the submission of additional information relating to the proposer's qualifications and experience, the feasibility of developing the project as proposed, a detailed plan



of finance with cost proposal, engineering or architectural designs, a schedule for the performance of the proposed work, or any other information the Authority considers relevant or necessary. Prior to submission of proposals, the Authority may conduct joint proposer workshops or one-on-one meetings with each proposer, as it deems necessary.

2.5.2 Transparency

The Authority may designate for each proposal an observation team which may include representatives of the federal, state and local agencies along with other public or private entities and individuals. Prior to appointment any such designated observers will be required to make a participation commitment and execute a confidentiality agreement in accordance with section 3.5. As appropriate, the Authority may agree to pay expenses and/or que per que diems to such participants. The Authority will expect a majority of the observation team to be present for all formal evaluation sessions.

2.5.3 Evaluation Process

Upon receipt of the Proposals, the Authority will proceed to evaluate the proposals pursuant to the evaluation criteria and processes established in the request for proposals. In order to assist in the evaluation process, the Authority may, at its sole discretion, hold fact-finding meetings with one or more of the Proposers in order to clarify aspects of a Proposal. Upon completion of evaluation of the proposals, the Authority may select a proposer to enter into the comprehensive agreement or pre-development agreement without negotiations, select one proposer to enter into negotiations for a comprehensive agreement or pre-development agreement, or commence competitive negotiations with multiple proposers. The Authority may, in its sole discretion, reject all Proposals or advertise for new Proposals, if, in the judgment of the Authority, the best interests of the public will be promoted by doing so.

2.5.4 Negotiations

The Authority may elect to enter into negotiations with a single proposer or competitive negotiations with multiple proposers regarding the terms of the proposal, comprehensive development agreement or pre-development agreement with the selected proposer or proposers in accordance with this section 2.5.3.

As provided in the request for proposals, the Authority may request proposal revisions from those proposers who have submitted proposals determined to be reasonably susceptible of being selected for award. The request for proposal revisions may be issued following discussions with such proposers, or may be issued without discussions. The primary objective of discussions is to maximize



the Authority's ability to obtain best value, based on the requirement and the evaluation factors set forth in the request for proposals. Proposers shall be accorded fair and equal treatment with respect to any opportunities for discussion and revision of proposals. In the discussions, the Authority shall identify any deficiencies, significant weaknesses, and adverse past performance information to which the proposer has not yet had an opportunity to respond, and may also discuss other aspects of the proposer's submittal that could be altered or explained to enhance materially the proposer's potential to be selected. Discussions may include bargaining regarding price, schedule, technical requirements, or contract terms. The discussions shall not include disclosure of information derived from proposals submitted by competing proposers.

The request for proposals shall specify whether the preferred proposer will be selected based on a best value process or based on another selection process such as lowest price or best financial offer. The Authority shall determine the preferred proposer as provided in the request for proposals, and the Authority may then enter into negotiations with the preferred proposer or may enter into a contract with such proposer without negotiations. Should the Authority be unable to negotiate a satisfactory contract with such proposer, negotiations with such proposer shall be formally terminated, and the Authority may then undertake negotiations with the second ranked proposer. Failing accord with the second ranked proposer, the Authority shall formally terminate negotiations with that proposer and may then undertake negotiations with other proposers, in the order of their rankings, until an agreement is reached. Any decision to commence negotiations regarding the terms of the agreement is at the Authority's sole discretion.

2.5.5 Payments during the Procurement

(a) The request for proposals may stipulate an amount of money that the Authority will pay to an unsuccessful proposer that submits a proposal that is responsive to the requirements of the request for proposals. The Board shall approve the amount of the payment to be stipulated in the request for proposals. Subject to Authority's obligation to offer the payment for work product, the Authority reserves the right to use any ideas or information contained in the proposals or otherwise submitted during the procurement as deemed appropriate.

(b) Alternatively, the request for proposals may require that each proposer submit with its proposal a proposal review fee in an amount approved by the Board.



2.6 Approval of Proposal

If authorized by the Board, the Authority may approve a proposal upon finding that the proposal serves a public purpose in accordance with LA R.S. 48:2084.D. Approval of the proposal shall be subject to execution of the comprehensive agreement or pre-development agreement by the successful proposer, and satisfaction of such other conditions that are identified in the request for proposals or by the Board. The Authority shall notify the proposers of the Authority's approval of the selected proposal and intent to award a comprehensive agreement or pre-development agreement.



3.0 UNSOLICITED PROPOSALS

3.1 Applicability

A private entity or team of private entities may submit an unsolicited proposal to the Authority for the acquisition, planning, design, development, financing, construction, reconstruction, extension, expansion, maintenance, or operation of all or part of a transportation facility or multiple transportation facilities through a public-private partnership. Unsolicited proposals received by the Authority will be processed in accordance with this section.

3.2 Unsolicited Proposals

3.2.1 Required Contents for Unsolicited Proposals

Any unsolicited proposal submitted by a private entity shall include all of the following:

- (1) A topographic map with a scale of 1:2,000, or other appropriate scale, that delineates the location of the proposed transportation facility.
- (2) A detailed description of the proposed project including a conceptual design of the facility and all proposed interconnections with existing or planned transportation facilities.
- (3) The proposed date for acquisition, construction, or improvement of the project.
- (4) A statement setting forth the private entity's planned method of acquisition of all property interests required for the proposed project including the nature of the property interests to be acquired, and a description of any property the private entity expects to request the Authority to acquire.
- (5) The transportation plan of each affected local jurisdiction, including a statement of the status of the proposed project.
- (6) A preliminary list of local, state, or federal agency permits or approvals expected to be required in order to develop or operate the proposed project and a projected schedule for obtaining such permits or approvals.
- (7) A preliminary list of public utility facilities expected to be crossed or relocated by the proposed project and a statement of the plans of the private entity to accommodate or relocate such crossings.
- (8) A statement detailing the private entity's plan to finance, develop, and operate the proposed QTF project, including identification of dedicated revenue sources and proposed debt or equity investments by the private entity or applicable public entities.



(9) The names and addresses of the persons who may be contacted for further information concerning the request.

(10) A discussion of how the unsolicited proposal serves a public purpose based on the factors to be considered by the Authority under LA R.S. 48:2084 D.(1).

(11) The proposal review fee required by section 3.2.2 hereof.

(12) Any additional material and information reasonably requested by the Authority.

3.2.2 Submittal Requirements

The private entity shall submit one (1) original copy of its proposal and one electronic copy in "PDF" format, contained in sealed packages.

To help protect the confidentiality of financial and proprietary information, Proposers shall submit bound and labeled volumes in separate sealed packages. Proposers shall provide all confidential material in one of the sealed volumes.

Proposals are to be sealed bearing the Proposer's name, address and the title words clearly written on the outside. The cover page must include the title of the proposal, the name and address of the proposing entity, the person authorized to act on behalf of the Proposer and his or her email address and telephone and facsimile numbers.

Proposals should be delivered to the following address:

Secretary of Transportation
Louisiana Department of Transportation and Development
1201 Capitol Access Road
Baton Rouge, LA 70802

Acknowledgment of receipt proposals will be evidenced by the issuance of a receipt by a member of LADOTD staff. LADOTD will not accept facsimile or other electronically submitted material.

3.2.3 Proposal Review Fee for Unsolicited Proposals

A proposal review fee shall be required for any unsolicited proposal submitted under these guidelines and applied by the Authority to offset the cost of processing and reviewing the unsolicited proposal. The Proposal review fee will be set on an annual basis by the Authority and will be posted on the DOTD website (www.dotd.louisiana.gov). Failure to submit the required proposal review fee shall bar the Authority's consideration of the applicable proposal. All fees shall be submitted in the form of a cashier's check made payable to the



Authority. A proposal review fee that is submitted with an unsolicited proposal for a transportation facility that is not an eligible project, or that the Authority is not otherwise legally authorized to accept shall be returned to the proposer. All other proposal review fees are nonrefundable.

3.3 Review of Unsolicited Proposals

The Authority will perform an initial review of any unsolicited proposal meeting these guidelines to determine whether the unsolicited proposal provides benefits or value to the Authority based on factors such as the probable scope, complexity and priority of the transportation facility; the risk sharing, added value, debt or equity investments by the private entity; the increase in funding, dedicated revenue source, or other economic benefit otherwise unavailable; and such other factors as the department deems relevant. The Authority may meet with the Proposer as necessary to clarify the proposal, or may issue a request for clarifications. Based on that review and any clarifications, the Authority will determine whether to further evaluate the proposal.

The Authority shall notify the proposer within 60days following receipt of the proposal as to the estimated time frame for proposal review. Every attempt will be made to move the proposal through the review process as expeditiously as possible.

3.4 Public Hearing

If the Authority wishes to proceed with a procurement for the transportation facility, the Authority shall first submit to the House and Senate Committees on Transportation, Highways and Public Works for public hearing information concerning the unsolicited proposal, including information concerning the status of and a description of the proposed transportation facility, proposed schedule, the transportation plans of affected jurisdictions, any proposed user fees and such other information as it deems relevant and non-confidential.

3.5 Confidentiality

The Authority shall take appropriate action to protect trade secrets and other confidential, privileged, and proprietary information received from a private entity, including but not limited to information exempt from disclosure under the federal Freedom of Information Act (5 U.S.C.A. §552) or the Public Records Law(LA R.S. 44:1 et seq]. The Authority may enter into confidentiality agreements in connection with any private entity proposal, comprehensive agreement, service contract, lease, or agreement for a qualifying transportation facility. [LA R.S. 48:2084 F.]



3.6 Request for Competitive Proposals

3.6.1 Request for Competitive Proposals and Qualifications

If the Authority wishes to proceed with a procurement for the transportation facility after the public hearing described in section 3.5 hereof, the Authority may either commence a one- or two-step procurement process. If the Authority elects to proceed with a two-step process, the Authority shall issue a request for competitive proposals and qualifications and follow the process set forth in sections 2.4 through 2.5 of these guidelines. The request for competitive proposals and qualifications shall include a deadline for the submission of responses that is 90 days or such longer time as allowed by statute and designated by the Authority after the date of issuance of the request for competitive proposals and qualifications and may require or invite the private entity that submitted the competitive proposal to submit a new or revised proposal in response to the request for proposals.

3.6.2 Request for Competitive Proposals

(a) If the Authority elects to commence a one-step procurement process, the Authority shall issue a request for competitive proposals and shall advertise the request for competitive proposals for the transportation facility. The Authority shall advertise in one or more newspapers of general circulation at least once a week for 2 weeks and on DOTD website (www.dotd.louisiana.gov), same language as cited before stating that the Authority has received an unsolicited proposal and will accept for 90 days or such longer time as allowed by statute and designated by the Authority after the initial date of advertisement, competitive proposals for the same project purpose. The advertisement shall identify any proposal review fee that is required to be submitted with a competitive proposal and shall state that the Authority has received and preliminarily reviewed an unsolicited proposal, that it intends to evaluate the proposal, that it may negotiate a comprehensive agreement with the Proposer based on the proposal, and that it will accept for simultaneous consideration any responsive competitive proposal that the Authority receives within the deadline posted in the advertisement.

(b) A competitive proposal shall be submitted by the deadline and shall include all the information required in section 3.2.1(1)-(10) hereof and such other information as required by the Authority. The receipt of one or more competitive unsolicited proposals during that 90-day period will not trigger the posting or publication of a new notice or the commencement of any new time period.



3.6.3 Evaluation of Competitive Proposals

The request for proposals may specify whether it is the Authority's intent to procure the transportation facility through competitive sealed bidding or competitive negotiation. The Authority is not required to select the proposal with the lowest price offer but may consider price as one factor in evaluating proposals. The Authority may also consider such other factors including proposed cost of the transportation facility; qualifications of the proposer including the general reputation, industry experience, and financial capacity; proposed design of the transportation facility; eligibility of the transportation facility for accelerated selection, review, and documentation time lines; local citizen and government concerns; benefits to the public; the private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such a plan; the private entity's plans to employ local contractors and residents; the party submitting the original proposal for the transportation facility and other factors deemed appropriate by the Authority. [LA R.S. 48:2084.13 A.]

The Authority may invite representatives of the federal, state, and local agencies and other private/public entities as described in section 2.5.2 with jurisdiction to observe the evaluation process subject to the execution of confidentiality agreements in accordance with section 3.5.

3.6.4 Negotiations; Revised Proposals

The Authority may elect to enter into negotiations with a single proposer or competitive negotiations with multiple proposers regarding the terms of the proposal, comprehensive development agreement or pre-development agreement with the selected proposer or proposers in accordance with this section 3.6.4.

As provided in the request for proposals or competitive proposals, the Authority may request proposal revisions from those proposers who have submitted proposals determined to be reasonably susceptible of being selected for award. The request for proposal revisions may be issued following discussions with such proposers, or may be issued without discussions. The primary objective of discussions is to maximize the Authority's ability to obtain best value, based on the requirement and the evaluation factors set forth in the request for proposals. Proposers shall be accorded fair and equal treatment with respect to any opportunities for discussion and revision of proposals. In the discussions, the Authority shall identify any deficiencies, significant weaknesses, and adverse past performance information to which the proposer has not yet had an opportunity to respond, and may also discuss other aspects of the proposer's submittal that



could be altered or explained to enhance materially the proposer's potential to be selected. Discussions may include bargaining regarding price, schedule, technical requirements, or contract terms. The discussions shall not include disclosure of information derived from proposals submitted by competing proposers.

The request for proposals shall specify whether the preferred proposer will be selected based on a best value process or based on another selection process such as lowest price or best financial offer. The Authority shall determine the preferred proposer as provided in the request for proposals or competitive proposals, and the Authority may then enter into negotiations with the preferred proposer or may enter into a contract with such proposer without negotiations. Should the Authority be unable to negotiate a satisfactory contract with such proposer, negotiations with such proposer shall be formally terminated, and the Authority may then undertake negotiations with the second ranked proposer. Failing accord with the second ranked proposer, the Authority shall formally terminate negotiations with that proposer and may then undertake negotiations with other proposers, in the order of their rankings, until an agreement is reached. Any decision to commence negotiations regarding the terms of the agreement is at the Authority's sole discretion.

3.7 Approval of Proposal

If authorized by the Board, the Authority may approve a proposal upon finding that the proposal serves a public purpose in accordance with LA R.S. 48:2084.D. Approval of the proposal shall be subject to execution of the comprehensive agreement or pre-development agreement by the successful proposer, and satisfaction of such other conditions that are identified in the request for proposals or by the Board. The Authority shall notify the proposers of the Authority's approval of the selected proposal and intent to award a comprehensive agreement or pre-development agreement.



4.0 COMPREHENSIVE AGREEMENT

4.1 Comprehensive Agreement Terms and Conditions

Prior to developing and/or operating a transportation facility, the private entity offering the best value to the state shall enter into a comprehensive agreement with the Authority and responsible public entity. The comprehensive agreement shall provide for the following to the extent applicable:

(1) Delivery of performance and payment bonds or other forms of performance security acceptable to the Authority in connection with the construction of or improvements to the transportation facility, in the forms and in amounts satisfactory to the authority.

(2) Review and approval of plans and specifications for the Project by the Authority and responsible public entity if the plans and specifications conform to established standards of the Authority and responsible public entity.

(3) Inspection of construction or improvements to the Project by the Authority and responsible public entity to ensure conformance with engineering standards acceptable to the Authority and responsible public entity.

(4) Maintenance of a policy or policies of public liability insurance certificates, which shall be provided to the responsible public entity, or maintenance of self-insurance, each in form and amount satisfactory to the Authority and responsible public entity and sufficient to ensure liability coverage to the public and employees of the facility and to enable the continued operation of the Project.

(5) Monitoring of the operations and maintenance practices of the private entity by the Authority and responsible public entity. The private entity shall take all actions as specified in the Comprehensive Agreement to ensure that the qualifying transportation facility is properly operated and maintained.

(6) Reimbursement to be paid to the Authority and responsible public entity for services provided by the responsible public entity.

(7) Filing appropriate financial statements on a periodic basis.

(8) Compensation for the private entity submitting or responding to the proposal in a form and an amount satisfactory to the Authority and responsible public entity, which may include a reasonable development fee and reimbursement of development expenses in the event of a termination for convenience by the responsible public entity.

(9) The date of termination of the private entity's authority and duties and dedication to the appropriate public entity.

(10) User fees, lease payments, service payments, or the availability or other performance-related payments as may be established from time to time by agreement of the parties. User fees shall be set at a level which accounts for any lease payments, service payments, or other compensation to the private entity



as specified in the comprehensive agreement. The private entity may determine reasonable categories for assessment of user fees and with the consent of the Authority make and enforce reasonable rules with respect to similar transportation facilities, including rules relating to toll enforcement. In negotiating user fees, the parties shall establish fees which are the same for persons using the facility under like conditions and shall not materially discourage use of the project. User fees or lease payments established in the comprehensive agreement as a source of revenues may be in addition to or in lieu of service payments.

(11) A copy of any lease or service contract to be filed with the Authority and responsible public entity.

(12) A schedule of user fees to be made available by the private entity to any member of the public upon request.

(13) Such other terms and conditions that the Authority determines serves the public purpose.

4.2 Pre-Development Agreements

Prior to the negotiation of the Comprehensive Agreement, the Authority may enter into a pre-development agreement with the private entity proposing to develop or operate the facility or facilities. The pre-development agreement shall express the commitment of the Authority that if it approves the transportation initiative which is the subject of the proposal, the Authority shall negotiate a comprehensive agreement to implement such initiative with the private entity. A pre-development agreement may permit the private entity to commence preliminary activities, including project planning and development, advance right-of-way acquisition, preliminary design, conducting transportation and revenue studies and ascertaining the availability of financing for the proposed facility or facilities, establish the process and timing of the negotiation of the comprehensive agreement, and contain any other provisions the parties deem appropriate.



5.0 CONFLICTS OF INTEREST

It is the intent of the Authority to maximize competition on PPP projects while ensuring that the procurement of the project is open and fair. To this end, the Authority has developed a conflicts of interest policy to provide guidance to firms and individuals directly or indirectly performing services for the Authority in connection with the solicited or unsolicited PPP projects. All firms and individuals performing work or contemplating the performance of work on PPP projects are expected to understand and comply with existing DOTD conflicts of interest policies and Louisiana law.

It is the responsibility of each firm and individual to understand and comply with this policy. To assist in such compliance for each PPP Project, the Authority will include a list of Firms in the RFQ that the Department believes, at the time of issuance of the RFP, to have a conflict of interest. The list will be as inclusive as possible based on the information reasonably available to the Authority at the time the RFQ is published. If a firm is otherwise subject to this policy and not on the RFQ list, such non-inclusion shall not excuse a failure to comply.

The Authority will reasonably consider requests for exceptions to the conflicts of interest policy on a case-by-case basis upon a showing of good cause for the exception.

5.1 Owner's Representative

5.1.1 Firms

A firm serving as one of the Authority's primary technical consultants in the development of procurement documents, evaluation criteria, or technical criteria for an PPP Project (collectively, "Owner's Representative") is prohibited from participating in any capacity on a Proposer team for that PPP Project or any other PPP Project under procurement by the Authority. This prohibition extends to the Owner's Representative's subsidiaries and affiliates, and shall remain in place for a period up to and including from the date the Authority executes an agreement for that PPP Project (the "Closing Date") or when the Authority determines that any such conflicts no longer exists, whichever is earlier.

It is the intent of the Authority to separately procure an Owner's Representative for each PPP Project. A General Engineering Consultant (GEC) is eligible to participate in such procurement, but the Authority will not allocate an Owner's Representative's scope of work to a GEC unless the GEC consents to serve in such role.



5.1.2 Individuals

Any individual who works or has worked for an Owner's Representative and was involved in the development of procurement documents, evaluation criteria, or technical criteria for the PPP Project is prohibited from participating in any capacity on a proposer team for that PPP Project or any other PPP Project under procurement by the Authority. This prohibition shall remain in place until the Closing Date for the PPP Project with which the individual was involved in or when the Authority determines that any such conflicts no longer exists, whichever is earlier.

5.2 Subconsultants

5.2.1 Firms

A firm serving as a subconsultant to an Owner's Representative (a "Subconsultant") for the PPP Project is prohibited from participating in any capacity on a proposer team for that PPP Project until after the Closing Date or when the Authority determines that any such conflicts no longer exists, whichever is earlier. This prohibition extends to the subsidiaries and affiliates of the Subconsultant.

5.2.2 Individuals

An individual who works or has worked for a Subconsultant and was involved in the development of procurement documents, evaluation criteria, or technical criteria for the PPP Project is prohibited from participating in any capacity on a proposer team for that PPP Project until the Closing Date or when the Authority determines that any such conflicts no longer exists, whichever is earlier.

5.3 Traffic and Revenue Consultants

5.3.1 Firms

No traffic and revenue consultant or subconsultant working for LTA on the PPP Project may directly or indirectly serve in any capacity for a Proposer team on that PPP Project or any other PPP project under procurement by the Authority until after the Closing Date or when the Authority determines that any such conflicts no longer exists, whichever is earlier. This prohibition extends to the subsidiaries and affiliates of such traffic and revenue consultants/subconsultants.

5.3.2 Individuals

An individual who works for or has worked for a Authority traffic and revenue consultant/subconsultant and who had a role during such employment involving a Authority PPP Project may not directly or indirectly serve in any capacity for a proposer team on that PPP Project or any other PPP Project under procurement



by the Authority until after the Closing Date for the PPP Project with which the individual was involved in or when the Authority determines that any such conflicts no longer exists, whichever is earlier.

5.3.3 Requests for Exceptions

A firm or an individual may seek an exception to the above policy by submitting a written request for exception to the Authority. The decision to approve or deny a request shall be made by the chairman of the LTA or his/her designee within a reasonable time after submission of a complete request. The request shall describe the facts and circumstances of the requestor's involvement on the PPP Project and the nature of its proposed participation for a proposer team on other PPP Project under procurement by the Authority. The request shall specifically disclose whether the requestor at any time (i) was involved in the preparation of procurement documents, technical criteria, or evaluation criteria for the PPP Project; or (ii) participated in PPP Project-related meetings or conference calls with an Owner's Representative or with the Authority's legal advisors or financial advisors. The Authority retains the right to accept or deny any request for exception to this policy in its sole and absolute discretion.