County of Henrico, Virginia

Guidelines for Implementation of the

Public-Private Transportation Act of 1995

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I. INTRODUCTION

The Public-Private Transportation Act of 1995 (sometimes the "Act" or the "PPTA") is the legislative framework enabling the Commonwealth of Virginia, qualifying local governments such as Henrico County (the "County"), and certain other political entities to enter into agreements authorizing private entities to develop and/or operate qualifying transportation facilities. These guidelines are intended to implement the Act for the County.

A. The Act

The Act grants responsible public entities the authority to allow private entities to "develop" and/or "operate" (as those terms are defined in the Act) qualifying transportation facilities if the public entities determine there is a need for facilities and private involvement may provide the facilities to the public in a timely or cost-effective fashion. The Act defines "responsible public entity" to include any public entity that has the power to develop and/or operate qualifying transportation facilities. Individually negotiated interim and comprehensive agreements will define the respective rights and obligations of the responsible public entity and the private entity.

Pursuant to ¶ 56-558 (A) and (C), it is the intent of the Act to encourage public/private ventures for transportation facilities which may result in the availability of facilities in a more timely or less costly fashion and to facilitate to the greatest extent possible the federal pooling and funding mechanisms to the end that transportation financing be expanded and accelerated and have the greatest possible flexibility in contracting between public and private entities.

Although guidance with regard to application of the Act is provided in these guidelines, it will be incumbent upon all entities to comply with the provisions of the Act.

B. Executive Summary

The following are procedural guidelines (the "Guidelines") developed by the County and adopted by the Board of Supervisors of the County ("the "Board"). Throughout these Guidelines, references to "responsible public entity" means the County.

The Act allows both solicited and unsolicited project proposals. The major steps involved in evaluating, selecting, and implementing projects are similar for both solicited and unsolicited proposals. It is anticipated that the private sector may identify prospective projects.

Private entities may also propose innovative financing methods, including the imposition of user fees or service payments under the provisions of the Act. Financing arrangements may include the issuance of debt, equity, or other securities or obligations. A proposer may enter into sale and lease back transactions and secure any financing with a pledge of, security interest in, or lien on, any or all of its property, including all of its property interests in the qualifying transportation facility.

While procedures incorporated in these Guidelines are consistent with the requirements of the Code of Virginia, the selection process for solicited or unsolicited project proposals is not subject to the Virginia Public Procurement Act (¶ 2.2-4300 et seq.)

These Guidelines shall govern all County PPTA projects. The Director of General Services (the "Director") is authorized to designate a working group (the "Working Group") to be responsible for evaluating proposals and negotiating any interim agreement and the comprehensive agreement. The Director shall serve as the point of contact for implementation of these Guidelines, to receive proposals submitted under the PPTA, and to respond to inquiries regarding the PPTA or these Guidelines.

II. General Provision

A. Proposal Submission

A proposal may be either solicited by the County or delivered by a private entity on an unsolicited basis. In either case, the proposal shall be clearly identified as a 'PPTA PROPOSAL.' To be considered, one original and eight (8) copies of any unsolicited proposal must be submitted along with the applicable fee (as set out in these Guidelines) to the Director of General Services, 1590 East Parham Road, Richmond, Va. 23228. Proposers may be required to follow a two-part proposal submission process consisting of an initial conceptual phase and a detailed phase, as described herein. The County may discontinue its evaluation of any proposal at any time during the conceptual or detailed phase.

To qualify for the evaluation and selection process, the Act requires a proposal to meet among others, three criteria. First, the proposal must seek approval for a private entity to develop and/or operate specified transportation facilities. Second, the transportation facilities so specified must be one or a combination of the following: a road, bridge, tunnel, overpass, ferry, airport, mass transit facility, vehicle parking facility, port facility or similar commercial facility used for the transportation of persons or goods. Third, the proposal must be submitted to a public entity which currently has or may assert the power itself to perform the functions the

proposer seeks to perform with respect to at least a portion of the specified transportation facilities.

The PPTA allows private entities to include innovative financing methods, including the imposition of user fees or service payments, in a proposal. Such financing arrangements may also include the issuance of debt, equity or other securities or obligations and such other arrangements as are more particularly set out in ¶ 56-567.1 of the Act.

Proposals must be signed by an authorized representative of the entity submitting the proposal. All information requested in these Guidelines must be submitted. Proposers failing to submit all information requested for conceptual or detailed proposals may be given an opportunity to promptly submit missing information or may be given a lowered evaluation of the proposal. Proposals that lack critical required information may be rejected.

Proposals should be prepared simply and economically, providing a straightforward, concise description of the proposer's capabilities to complete the proposed transportation facility. Emphasis should be placed on completeness and clarity of content.

Proposals submitted for consideration should include a comprehensive scope of work and provide enough information about the transportation facility to determine whether it satisfies the evaluation and selection criteria. In addition, the financial plan for the project must contain enough detail so that an analysis will reveal whether the proposed transportation facility financing is feasible. The financial plan must disclose the full extent of any public sector financing and/or concession commitments.

Proposals should be organized in the order requested to these Guidelines. All pages of the proposal should be numbered. Evaluation of proposals will be facilitated if proposers cross reference responses by citing the tab number, and subletter, and repeating the text of the requirement not the text of the proposal. If a response covers more than one page, the tab number and subletter should be repeated at the top of the next page.

The proposal shall contain a table of contents, which cross references the requirements by category. Information which the proposer desires to present that does not fall within any of the requirements should be inserted at an appropriate place or be attached at the end of the proposal and designated as additional material. Proposals that are not organized in this manner may be returned for revision.

Each copy of the proposal should be placed in a D-ring binder and contained in a single volume where practical. All documentation submitted with the proposal should be contained in that single volume.

Proposers who submit a proposal may be required to give one or more oral presentation(s) of their proposal. Such presentations will provide opportunities to educate the County and/or clarify aspects of the proposal.

The Director may request in writing clarification of any submissions.

The PPTA is intended to encourage proposals from the private sector that offer the provision of private financing in support of the proposed public project and the assumption of commensurate risk by the private entity, but also benefits to the private entity through innovative approaches to project financing, development and use. However, while substantial private sector involvement is encouraged, qualifying facilities will still be devoted primarily to public use and typically involve facilities critical to the public health, safety and welfare. Accordingly, the County shall continue to exercise full and proper due diligence in the evaluation and selection of private entities for these projects. Private entities proposing projects shall be held strictly accountable for their representations or other information provided regarding their qualifications, experience, or other contents of their proposals, including all specific aspects of proposed plans to be performed by the operator.

B. Proposal Review Fees

1. The PPTA authorizes the County to charge fees to cover the costs of processing, reviewing, and evaluating unsolicited proposals.

    a. A fee in accordance with the fee schedule below, paid with certified funds, shall accompany any initial unsolicited proposal to cover the cost of determining whether it is a qualifying transportation facility with a reasonable expectation of satisfying the criteria of the PPTA and these Guidelines. The fee shall be based on the total cost of the proposal.

    b. If the Board decides to advance an unsolicited proposal to the detailed stage of review, an additional fee in accordance with the fee schedule below shall be due. The fee, paid in certified funds, shall accompany the proposer's submission at the detailed stage.

Review Stage	Fee	Minimum	Maximum
Conceptual/Initial	1%	$2,500.00	$25,000.00
Detail	1%		

2. There shall be no fees charged for processing, reviewing, and evaluating solicited proposals.

C. Reservation of Rights

In connection with any proposal or qualifying transportation facility, the County shall have all rights available to it by law in administering these Guidelines, including without limitation, the right in its sole, unfettered discretion to:

1. Reject any or all proposals at any time, for any reason. Proposers shall have no recourse against the County for such rejection. Proposers will be notified in writing of such rejection in accordance with these Guidelines.

2. Terminate evaluation of any and all proposals at any time.

3. Suspend, discontinue and/or terminate interim or comprehensive agreement negotiations with any proposer at any time before the authorized execution of an interim or comprehensive agreement by all parties.

4. Negotiate with a proposer without being bound by any provision in its proposal.

5. Request or obtain additional information about any proposal.

6. Issue addenda to and/or cancel any request for proposals (“RFP)” or invitation for bids (“IFB”).

7. Revise, supplement or withdraw all or any part of these Guidelines at any time and from time to time.

8. Modify the standard fee schedule as stated in these Guidelines for a specific proposal or for all future proposals.

9. Decline to return any and all fees required to be paid by proposers hereunder.

10. Request revisions to conceptual or detailed proposals.

11. Submit a proposal for review by outside consultants or advisors selected by the County without notice to the proposer. Such consultants or advisors shall be advised of, and required to, maintain the confidentiality or information that has been designated as confidential, and to refer all requests for such information to the County.

Under no circumstances shall the County be liable for, or reimburse, the costs incurred by proposers, whether or not selected for negotiations, in developing proposals or in negotiating agreements. Any and all information for County makes available to proposers shall be as a convenience to the proposer and without representation or warranty of any kind. Proposers may not rely upon any oral responses to inquiries. If a proposer has a question regarding application of these Guidelines, the proposer must submit the question in writing as it determines appropriate.

D. Virginia Freedom of Information Act

All proposals submitted to the County become the property of the County and are subject to the Virginia Freedom Act ("FOIA") (¶ 2.2-3700 et seq.). Proposers are advised to familiarize themselves with FOIA to ensure that documents identified as confidential or proprietary will not be subject to disclosure under FOIA.

In accordance with ¶ 2.2-3705.6(11) of the FOIA, proposals and records voluntarily submitted to the County under he PPTA are subject to disclosure except to the extent that they relate to (i) confidential proprietary records submitted to the County under a promise of confidentiality. (ii) memoranda, working papers, or other records related to proposals if making public such records would adversely affect the financial interest of the County or private entity or the bargaining position of either party. Proprietary, commercial or financial information, balance sheets, financial statements, or trade secrets provided by a private entity as evidence of its qualifications are not considered procurement records. Once a comprehensive agreement has been entered into, the process of bargaining of all phases or aspects of the comprehensive agreement is complete, the County shall make all procurement records available upon request in accordance with ¶ 2.2-4342 of the Code of Virginia.

Subsection 56-560(G) of the PPTA requires the County to take appropriate action to protect confidential proprietary information submitted by a private entity. In order for confidential proprietary information to be excluded from disclosure under FOIA, the private entity must (i) invoke the exclusion when the data or materials for which protection from disclosure is sought are submitted to the County (ii) identify the data or other materials for which protection from disclosure is sought, and (iii) state the reasons why exclusion from disclosure is sought, and (iii) state the reasons why exclusion from disclosure is necessary. The County is authorized and obligated to protect only confidential proprietary information, and thus will not

protect any portion of a proposal from disclosure if the entire proposal has been designated confidential by the proposer without reasonably differentiating between proprietary and non-proprietary information contained herein.

Upon timely receipt of a request that designated portions of a proposal be protected from disclosure as confidential and proprietary, the County shall determine whether such protection is appropriate under applicable law and, if appropriate, the scope of such appropriate protection, and shall communicate its determination to the proposer. Upon a final determination by the County to accord less protection than requested by the proposer, the proposer will be accorded an opportunity to withdraw its proposal. A proposal so withdrawn will be treated in the same manner as a proposal not accepted for publication and conceptual-phase consideration as provided below.

E. Use of Public Funds

Virginia constitutional and statutory requirements and County ordinances and policies as they apply to appropriation and expenditure of public funds shall apply to any interim or comprehensive agreement entered into under the PPTA. Accordingly, the processes and procedural requirements associated with the expenditure or obligation of public funds shall be incorporated into planning for any PPTA project.

F. Applicability of Other Laws

The applicability of the Virginia Procurement Act (the "VPPA") is as set forth in the PPTA. In soliciting or entertaining proposals under the PPTA, the County shall also comply with applicable federal, state and local laws, including FOIA, not in conflict with the PPTA. Likewise, in submitting proposals and in developing or operating facilities under the PPTA, private entities shall comply will applicable federal, state and local laws including FOIA, not in conflict with the PPTA. Likewise, in submitting proposals and in developing or operating facilities under the PPTA, private entities shall comply with applicable federal, state, and local laws.

G. Schedule

The County will make every attempt to complete the procurement process expeditiously. However, variations in any schedule may be necessary due to the volume, complexity of proposals received, the need for further information, timely cooperation by proposer, or other unanticipated circumstances. Any solicitations pursuant to these guidelines will contain estimated schedules for each phase. For unsolicited proposals, the County will establish estimated schedules for the evaluation and negotiation process. All proposers advanced to the second phase will be provided a schedule for evaluation of the proposals.

III. SOLICITED PROPOSALS

The County may issue RFPs inviting proposals from private entities to develop and/or operate qualifying transportation facilities as defined in the PPTA. The County may use a two-part proposal process consisting of an initial conceptual phase and a detailed phase. An RFP shall invite proposers to submit proposals on individual transportation facilities identified by the Board. The County will set forth in the RFP the format and supporting information that is required to be submitted, consistent with the provisions of the PPTA.

The RFP will specify, but not necessarily be limited to, information and documents that must accompany each proposal and the factors that will be used in evaluating and submitted proposals. The RFP will also contain or incorporate by reference other applicable terms and conditions, including any unique capabilities or qualifications that will be required of the private entities submitting proposals. The RFP will be posted to such public areas as are normally used for posting of the County's notices, including the County website. Notices may also be published in newspapers or other publications of general circulation. Pre-proposal conferences may be held as deemed appropriate by the County.

No fees shall be charged for processing, reviewing or evaluating a solicited proposal.

IV. UNSOLICITED PROPOSALS

The Act permits responsible public entities such as the County to receive, evaluate and select for negotiation unsolicited proposals from private entities to develop and/or operate qualifying transportation facilities under their jurisdiction. The County will evaluate unsolicited proposal whenever received so long as the proposals meet the requirements of the Act and these Guidelines. Once a proposal is received and deemed by the County to meet all legal and policy requirements for initial review, as set out in the Act and these Guidelines, the County will publish a notice accepting such proposal for initial review and inviting others to submit competing proposals. If federal aid funds are anticipated in the project, County will also notify FHWA.

The County may publicize its needs and may encourage interested parties to submit proposals subject to the terms and conditions of the PPTA. When such a proposal is received without issuance of an RFP, the proposal shall be treated as an unsolicited proposal.

A. Decision to Accept and Consider Unsolicited Proposal; Notice

1. Upon receipt of any unsolicited proposal or group of proposals and payment of the required fee or fees (as set out in these Guidelines) by the proper proposer or proposers, the Working Group will recommend

whether to reject the unsolicited proposal or accept the unsolicited proposal for publication and further, conceptual-stage consideration. Upon receipt of the Working Group's recommendation, the County Manager will decide whether to recommend to the Board that the unsolicited proposal be accepted. The Board will receive all unsolicited proposals forwarded by the County Manager and decide whether to approve them for publication and further conceptual-stage consideration.

2. If the Board chooses to accept an unsolicited proposal for conceptual-stage consideration, the County shall post a notice in a public area regularly used by the County for posting of public notices and on the County's website for a period of not less than 45 days. The County may also publish the same notice in one or more newspapers or periodicals of general circulation in the County to notify any parties that may be interested in submitting competing unsolicited proposals. Interested parties shall have adequate time as specified in the notice to submit competing unsolicited proposals. The notice shall state that the County (i) has received and accepted an unsolicited proposal under the PPTA, (ii) intends to evaluate the proposal, (iii) may negotiate a comprehensive agreement with the proposer based on the proposal, and (iv) will accept for simultaneous consideration any competing proposals that comply with these Guidelines. The notice also shall summarize the proposed qualifying transportation facility or facilities, and identify its or their proposed locations. Copies of unsolicited proposals shall be available upon request, subject to the provisions of the FOIA and the PPTA.

3. Any proposal not accepted for conceptual-stage consideration will be returned, together with all fees and accompanying documentation, to the proposer.

B. Review at the Conceptual Stage

1. When two or more proposals are received, the County will determine at this initial stage of review whether it will proceed with the evaluation of the unsolicited proposals using standard procurement procedures consistent with the VPPA or procedures normally used by the County that are consistent with procurement of other than professional services through "competitive negotiation" as the term defined in § 2.2-4301 of the VPPA. The County may reject any or all proposals.

2. The Working Group shall review the original proposal and any competing proposals submitted during the notice period. Upon

receipt of the Working Group's recommendation, the County Manager shall determine:

a. not to proceed further with any proposal;

b. to proceed to the detailed stage of review with the original proposal;

c. to proceed to the detailed stage with a competing proposal; or

d. to proceed to the detailed stage with multiple proposals.

V. PROPOSAL PREPARATION AND SUBMISSION AT CONCEPTUAL STAGE

Each unsolicited conceptual proposal submitted to the County shall address the evaluation and selection criteria in the following areas: (1) Qualification and Experience; (2) Project Characteristics; (3) Project Financing; (4) Public Support; and (5) Project Compatibility. Solicited proposals may utilize the same evaluation criteria or develop specific criteria that are consistent with the priorities of the County and the attributes and merits of the RFP. The RPF shall be consistent with the goals and principles of these Guidelines. Any modifications in the evaluation and selection criteria will be noted in the RFP. The County reserves the right, at its sole discretion, to modify the evaluation and selection criteria to meet the needs of the project and the County.

A. Qualifications and Experience

Is the proposed team qualified, led, and structured in a manner that will clearly enable the team to complete the proposed project?

1. Description of Proposer

Does the proposer identify the legal structure, i.e., type of business entity, of the firm or team of firms making the proposal? Does it identify the organizational structure for the project, the management approach, and how each partner and major subcontractor ($1 million or more) in the structure fits into the overall team? All members of the proposer's team, including major subcontractors known to the proposer, must be identified at the time a proposal is submitted for consideration for the conceptual stage. Identified team members, including major subcontractors (over $1 million), may not be substituted or replaced once a project is approved and comprehensive agreement entered into, without the prior written approval of the County. What is the status of the Virginia license of each partner, proposer, contractor, and major subcontractor?

2. Experience with Similar Infrastructure Projects

Have members of this team previously worked together developing, constructing, operating, improving or managing transportation

infrastructure? Has the lead firm managed, or any of the member firms worked on, a similar privatization project? Describe experience with projects similar to the proposed project. Did proposer complete projects within the original contract amount? Did the owner assess liquidated damages?

3. Past Performance

Provide the following information for each firm or major subcontractor that will perform development and/or operation activities ($1 million or more).

a. A sworn certification by an authorized representative of the firm attesting to whether the firm is currently debarred or suspended by any federal, state, or local government entity.

b. A completed qualification statement in a form acceptable to the County that reviews all relevant information regarding technical qualifications and capabilities, firm resources and business integrity of the firm, including but not limited to, bonding capacities, insurance coverage, and firm equipment. This statement shall also include a mandatory disclosure by the firm for the past three years, except as indicated any of the following conduct:

(1) bankruptcy filings;
(2) liquidated damages;
(3) fines, assessments or penalties;
(4) judgments or awards in contract disputes;
(5) contract defaults, contract terminations;
(6) License revocations, suspensions, other disciplinary actions;
(7) prior debarments or suspensions by a governmental entity;
(8) denials of prequalification, findings of non-responsibility;
(9) minimum five years safety performance data, including numeric “Experience Modification Rating” and issuing insurance company, “Recordable Incidence Rates,” “Lost Time Incidence Rates,” “OSHA 200 Summary and OSHA 300A Forms,” and OSHA violations, dates and disposition;
(10) violations of any federal, state and local criminal or civil law;
(11) criminal indictments or investigations; and
(12) legal claims filed by or against the firm.

4. Demonstration of Ability to Perform Work

What commitments has the team made to carry out the project? Does the term possess the necessary financial, staffing, equipment, and technical resources to successfully complete the project? Do the team and/or member firms have competing financial or workforce commitments that may inhibit successful completion and follow-through on this project? What is

the proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project? What training programs, including but not limited to apprenticeship programs registered with the U.S. Department of Labor or a State agency, are planned to be in place for employees of the firm and employees of any member of a consortium of firms?

5. Leadership Structure
Is one firm designated as lead on the project? Which firm is proposed to be the developer or operator under contract with the County? Does the organization of the team indicate a well thought out approach to managing the project? Is there a written agreement in place between members?

6. Project Manager's Experience
Is a project manager identified, and does this person work for the principal firm? If not, is there a clear definition of the role and responsibility of the project manager relative to the member firms? Does the project manager have experience leading this type of magnitude of project?

7. Management Approach
Have the primary functions and responsibilities of the management team been identified? Have the members of the team developed an approach to facilitate communication among the project participants? Has the firm adequately described its approach to communicating with and meeting the expectations of the County?

8. Project Ownership
Does the proposal identify the proposed ownership arrangements for each phase of the project and indicate assumptions on legal liabilities and responsibilities during each phase of the project?

9. Participation of Small Businesses Owned by Women and Minorities, and Local Firms
What is the level of commitment and history of the proposer to use small, minority, and women-owned business enterprises in developing and implementing the project? To what extent will local subcontractors and suppliers be expected to participate in project development implementation? Does the proposer offer job training opportunities to support the development and retention of an effective labor force throughout the life of the project? How will the proposer document and report on this commitment?

10. Safety Record and Plan
Does the proposal identify all construction partners' and subcontractors' safety records for a minimum of five years? Do these five years of records include: (i)the numeric Experience Modification Rating, the rating year, and

name of issuing insurance company? (ii)a list of OSHA violations to include dates and disposition? (iii)Recordable Incidence Rates and Lost Time Incidence Rates? (iv) OSHA 200 Summary Forms and OSHA 300A Summary Forms or the information contained in these forms and in a combined similar form? Has a safety plan been developed and does it include means and methods for implementation and sustainability.

11. Liability

Is the liability structure among the team members clearly specified? Is there a written commitment to joint and several liability? If not, please explain why. Are there adequate parent company guarantees? Are there limits, qualifications, or caps on the proposer's liability and indemnification of the County?

12. Miscellaneous

a. Provide the names, addresses, and telephone number of persons within the firm or consortium of firms who may be contacted for further information.

b. Provide the current or most recent audited financial statement of the firm or firms and each partner with an equity interest of ten percent or greater.

c. Identify any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the Virginia State and Local Government Conflict of interests Act, Chapter 31, ¶ 2.2-3100 et seq of Title 2.2.

B. Project Characteristics

Is the proposed transportation faciality technically feasible?

1. Project Definition

Is the project described in sufficient detail including a conceptual design, to determine the type and size of the project, the location of the project and all proposed interconnections with other transportation facilities, the area that may be affected, and alternatives (e.g. alignments) that may need to be evaluated? Describe the assumptions used in developing the project. Is the project description prepared in a way that fully recognizes any County, state, or federal requirements to analyze other project alignments and alternatives?

2. Proposed Project Schedule

Is the time frame for project completion clearly outlined? Is the proposed schedule reasonable given the scope and complexity of the project? Does the proposal contain adequate assurances that the project will be completed on time? Does the proposed schedule include sufficient time for County review and does it contain an estimated time of completion.

3. Operation
Does the proposer present a reasonable statement setting forth plans for operation of the facility, including a schedule defining initiation of operations?

4. Technology
Is the proposal based on proven technology? What is the degree of technical innovation associated with the proposal? Does the technology proposed maximize interoperability with relevant local and statewide transportation technology?

5. Conforms to Laws, Regulations, and Standards
Is the proposed project consistent with applicable County, state, and federal codes, statutes and regulations or reasonably anticipated modifications of County, state, federal codes, statutes, regulations or standards? Does the proposed design meet appropriate County, state, federal standards?

6. Federal Permits and Oversight
Will the project require some level of federal involvement or oversight? Does the proposal include how federal regulatory and approval issues will be addressed?

7. Meets/Exceeds Environmental Standards
Is the proposed project consistent with applicable County, state and federal environmental statutes and regulations? Does or will the proposed design meet appropriate County, state or federal environmental standards? Does the proposal adequately address air quality conformity?

8. Federal, State and Local Permits and Approvals
Does the proposal list the required permits and schedule to obtain them? Are there negative impacts (social, economic, and environmental) known for the project? If so, is there a mitigation plan identified? Are alternatives to standards or regulations needed to avoid those impacts that cannot be mitigated.

9. Rights of Way
Does the proposal set forth the method by which the private entity proposes to secure all property interests required for the transportation facility?

10. Maintenance
Does the proposer have a schedule and plan to maintain this facility in conformance with standards acceptable to the County? Does the proposal clearly define assumptions or responsibilities during the operational phase including law enforcement, legal liability, user fee collection and maintenance?

11. County Work
Has the proposal identified and fully described any work to be performed by the County?

C. Project Financing

Has the proposer provided a financial plan and financial guarantees which will allow for access to the necessary capital to finance the facility or facilities?

1. Estimate and Methodology

Has the proposer provided a preliminary estimate and methodology of the cost of the work by phase, segment, or both?

2. Plans
Has the proposer submitted a plan for the development, financing, and operation of the project showing the anticipated schedule on which funds will be required, described the anticipated costs of proposed sources and uses for such funds, and included any supporting due diligence studies, analyses, or reports?

3. Financing
Does the proposer demonstrate evidence of its ability and commitment to provide sufficient equity in the project as well as the ability to obtain the other necessary financing? Is the financial information submitted on the proposer sufficient to determine the proposer's capability to fulfill its obligations described in the project proposal?

4. Financial Plan
Does the financial plan demonstrate a reasonable basis for funding project development and operations? Are the assumptions on which the plan is based well defined, discussed, and reasonable in nature? Are the plan's risk factors and methods for dealing with same identified and apportioned appropriately? Are the planned sources of funding and financing realistic? Does the proposer commit to sharing risk and/or cost on the project? Does the proposer clearly identify any necessary public funds to develop and/or operate the project?

5. Estimated Cost
Is the estimated cost of the facility reasonable in relation to the cost of similar projects? A Significant portion of the final determination will rely on a cost/benefit analysis.

6. Life Cycle Cost Analysis
Does the proposal include an appropriately conducted analysis of projected rate of return and life-cycle cost estimate of the project and/or facility?

7. Concessions

Does the proposer clearly identify and quantify the public sector commitments for financing and duration of the project at its operation, both one-time and ongoing and the timing of such commitment?

D. Public Support

Has the proposer garnered sufficient public support for the proposed project?

1. Community Benefits

Who will benefit from the project, how they will benefit, and how will the project benefit the overall transportation system? Will this project bring a significant transportation and economic benefit to the County, the region, and/or the state? Are there ancillary benefits to the County because of the project? Are there adequate commitments to quantify and evaluate these benefits over the life of the project? What are the community benefits, including the economic impact the project will have on the County in terms of amount of tax revenue to be generated for the County, the number of jobs generated and level of pay and fringe benefits of such jobs, the training opportunities for apprenticeships and other training programs generated by the project and the number and value of subcontracts? Is the local workforce adequate to staff the development and operations activities?

2. Public and Government Support

What is the extent of support or opposition for the project? Does the project proposal demonstrate an understanding of County and regional transportation issues and needs, as well as the impacts this project may have on those needs? Is there a demonstrated ability to work with the community?

3. Public Involvement Strategy

What strategies are proposed to involve appropriate government officials in developing this project? What level of community involvement has been identified for the project? Is there a clear strategy for informing, educating and obtaining community input through the development and life of the project?

E. Benefits and Project Compatibility

Is the proposed project beneficial and compatible with appropriate transportation and land use plans?

1. Compatibility with the Existing Transportation System
   Does this project propose improvements that are compatible with the present and planned transportation system? Does the project provide continuity with existing planned state and local facilities?

2. Fulfills Policies and Goals
   Does the proposed project help achieve performance, safety, mobility, or transportation demand management goals? Does the project improve connections among the transportation modes?

3. Enhance Community-Wide Transportation System

   Are there identified project benefits to the affected community transportation system? Does this project enhance adjacent transportation facilities?

4. Address the Needs of the Local, Regional and State Transportation Plans

   Does the project address the needs of the state, regional, and local transportation plans? Does the project support improving safety, reducing congestion, increasing capacity, and/or enhancing economic efficiency?

5. Land Use Impacts
   Has the proposed project been coordinated with the County's comprehensive and capital improvements plans? What steps have been proposed with County officials to coordinate land use with proposed transportation facilities?

6. Economic Development
   Will the proposed project enhance the County's economic development efforts? Is the project critical to attracting or maintaining competitive industries and businesses to the County, consistent with stated objectives?

VI. FORMAT FOR SUBMISSIONS AT DETAILED STAGE

If the County Manager decides to proceed to the detailed stage of review with one or more proposals, the following information (with respect to the transportation facility or facilities that the private entity proposer to develop and/or operate as a qualifying transportation facility) must be provided in writing by the proposer unless specifically waived in writing by the County Manager:

A. A topographical map (1:2,000 or other appropriate scale) depicting the location of the transportation facility or facilities.

B. A description of the transportation facility or facilities, including the conceptual design of such facility or facilities and all proposed interconnections with other transportation facilities.

C. The proposed date for development and/or operation of the transportation facility or facilities along with an estimate of the life-cycle cost of the transportation facility or facilities as proposed.

D. A statement setting forth (i) the method by which the private entity proposes to secure any property interests required for the transportation facility; (ii) the names and addresses of the owners of such property interests; and (iii) a list of any property the proposer intends to request the County to condemn.

E. Information relating to the current transportation plans, if any, of each affected jurisdiction.

F. A list of all permits and approvals required for developing and/or operating improvements to the transportation facility or facilities from local, state, or federal agencies and a projected schedule for obtaining such permits and approvals.

G. A list of public utility facilities, if any, that will be crossed by the transportation facility or facilities and a statement of the plans of the private entity to accommodate such crossings.

H. A statement setting forth the private entity's general plans for developing and/or operating the transportation facility or facilities, including identification of any revenue, public or private, or proposed debt or equity investment proposed by the private entity.

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

J. Information on how the private entity's proposal will address the needs identified in the appropriate state, regional, or local transportation plans by improving safety, reducing congestion, increasing capacity, and/or enhancing economic efficiency.

K. Detailed description of the proposed participation of, use by, and financial involvement of the County.

L. A list of public facilities or other public improvements that will be required by the County to complete the project.

M. A detailed listing of all firms that will provide specific design, construction and completion guarantees and warranties, and a brief description of such guarantees and warranties.

N. A total life-cycle cost specifying methodology and assumptions of the transportation facility or facilities and the proposed project start date. Include anticipated commitment of all parties; equity, debt, and other financing mechanisms; and a schedule of project revenues and project costs. The life-cycle cost analysis should include but not be limited to, a detailed analysis of the projected return, rate of return, or both, expected useful life of facility and estimated annual operating expenses.

O. A detailed discussion of assumptions about user fees or rates, and usage of the projects.

P. Identification of any known government support or opposition, or general public support or opposition for the project. Government or public support should be demonstrated through resolutions of official bodies, minutes of meeting, letters, or other official communications.

Q. Demonstration of consistency with appropriate local comprehensive or infrastructure development plans or indication of the steps required for acceptance into such plans.

R. Explanation of how the proposed project would affect the County's development plans.

S. Description of an ongoing performance evaluation system or database to track key performance criteria, including but not limited to, schedule, cash management, quality, worker safety, change orders, and legal compliance.

T. Such additional material as the County may reasonably request pursuant to these Guidelines or other written instructions.

VII. PROPOSAL EVALUATION AND SELECTION CRITERIA

Proposals shall be evaluated and judged on the basis of how well the proposer or proposers have met the criteria as specified in Part I above with the weighting of such criteria, its evaluation and the final decision subject to the sole discretion of the County.

VIII. THE COMPREHENSIVE AND/OR INTERIM AGREEMENT

A. Introduction

Following the evaluation of the selected proposer(s) at the detailed phase, the Working Group will submit its recommendation to the County Manager as to whether the County should negotiate a comprehensive agreement and/or an interim agreement with the selected proposer. Upon receipt of authorization from the County Manager, the Director of General Services

and the Working Group will negotiate the comprehensive agreement and/or the interim agreement with the selected proposer. At the conclusion of negotiations with the selected proposer, the Director of General Services and the Working Group will submit their recommendation to the County Manager. The County Manager will submit his recommendation to the Board for its consideration. The Board will determine whether to authorize the County Manager to execute the comprehensive agreement and/or the interim agreement with the selected proposer.

Prior to developing and/or operating a transportation facility, the private entity selected must enter into an agreement with the County. The County reserves the right to enter into either an Interim or a comprehensive agreement with the private entity. Each agreement will define the rights and obligations of the County and the respective private entity with regard to the project. The County will seek such policy, legal, financial, and technical advice as may be required to successfully negotiate the agreement(s). The County also may seek the advice and involvement of affected state, local, or regional public entities during the negotiation process.

B. Comprehensive and/or Interim Agreement Terms

If the County determines that an interim agreement will create a framework for establishing a process or timing of negotiations or facilitate the commencement of activities related to the project, the County has the authority to enter into an interim or comprehensive agreement under the PPTA. Once the County determines whether an interim or comprehensive agreement is warranted for the project, the agreement may include but not be limited to:

1. The right of the private entity to develop and/or operate the transportation facility, the date of termination of the private entity's authority, duties and rights to operate the transportation facility, and the conditions under which the transportation facility will be dedicated to the County or other responsible public entity;

2. The mechanism by which user fees, if any, may be established from time to time upon agreement of the parties or following a process of public comment. Any user fees shall be set at a level that takes into account any lease payments, service payments, and compensation:

    a. A copy of any service contract shall be filed with the County;
    b. A schedule of the current user fees shall be made available by the private entity to any member of the public on request;
    c. Classifications according to reasonable categories for assessment of user fees may be made; and

d. Parties shall establish fees that are the same for persons using the facility under like conditions except as required by agreement between parties to preserve capacity and prevent congestion of the facility.

3. The performance milestones that will be required of the private entity.

4. The right of the private entity to cross, subject to applicable permit requirements and other requirements of law, any canal or navigable water course.

5. The manner in which utilities are to be crossed or relocated and the obligation to pay the cost thereof.

6. The manner in which the private entity and the County will work together to establish interconnections and interoperability between the transportation facility and other public transportation facilities.

7. The procedures by and conditions under which the County will exercise its power of eminent domain to facilitate the transportation facility.

8. The design, construction, operation and maintenance standards with which the private entity must comply.

9. The requirements of the private entity to submit plans, conforming to standards acceptable to the County, for the development and/or operation of the transportation facility, for County for approval.

10. The rights of the County, its successor, or assignee to inspect construction of, or improvements to, the transportation facility.

11. The obligation of the private entity to maintain the transportation faciality and the rights of the County, its successor, or assignee to monitor the private entity's maintenance.

12. The right of the private entity to make and enforce, with the consent of the County, reasonable rules (if any) with respect to the transportation facility.

13. The terms under which the private entity will reimburse the responsible public entity for services provided.

14. The terms under which compensation to the private entity, which may include a reasonable development fee and/or reimbursement of

development expenses, in the event of termination for convenience by the County.

15. The reasonable maximum return or rate of return on investment authorized for the private entity to earn:

    a. The formula by which such rate of return will be calculated;
    b. The distribution of any earnings in excess of the negotiated maximum rate of return; and
    c. The payment of remaining revenues to the private entity upon the occurrence and during the continuation of material default, as remedy of such default, subject to the negotiated maximum rate of return.

16. The terms and conditions under which the County may make grants or loans, or to contribute financial and/or in-kind resources, if any, for the development and/or operation of the transportation facility.

17. The rights of the County to dedicate property interests to the private entity for public use; conveyance of such property interests to the private entity in connection with a dedication under ╖56-564 of the Code of Virginia which may include licenses, franchises, easements, or any other right or interest the County deems appropriate.

18. The events that will constitute private entity defaults, private entity's rights to notice and cure, the remedies available to the County.

19. The events that will constitute County defaults, the County's rights to notice and cure, and the remedies available to the private entity.

20. Lender's rights and remedies with respect to private entity defaults and County remedies.

21. The events that will constitute force majeure and the remedies the parties have in the event of occurrence.

22. The insurance and bonding requirements the private entity will be required to meet at each stage of development and/or operation of the transportation facility.

    a. Performance and payment bonds shall be in form and amounts satisfactory to the County.

b. Insurance policies shall be filed and maintained by proposers in form and amounts satisfactory to the Department County and reasonably sufficient to insure coverage of tort liability as set out in §56-566(4) of the Code of Virginia.

23. The guaranteed cost and completion guarantees related to the development and/or operation of the transportation facility and payment of damages for failure to meet the completion guarantee.

24. The allocation between the private entity and the County of liabilities for, among other things, property damage, personal injury, transportation facility repair and hazardous waste remediation.

25. The obligations of the private entity to maintain records, to allow inspection and audit, and to provide regular reports to the County.

26. The obligations of the private entity to file appropriate financial statements in form and frequency acceptable to the County.

27. The obligations under which the private entity or the County may assign its rights under an interim or a comprehensive agreement and/or its rights to the transportation facility.

28. Other requirements of the PPTA, as amended.

C. Use of Interim Agreement

If the County determines that an interim agreement prior to or in connection with the negotiation of the comprehensive agreement should be used, it may:

1. Permit the private entity to commence activities for which it may be compensated relating to the proposal transportation facility, including:

a. project planning and development,
b. advance right of way acquisitions,
c. design and engineering, environmental analysis and mitigation;
d. survey,

e. conducting transportation and revenue studies, and
f. ascertaining the availability of financing for the proposed faciality or facilities;

2. Establish the process and timing of the negotiation of the comprehensive agreement; and

3. Contain any other provisions related to any aspect of the development and/or operation of a transportation facility that the private entity and the County may deem appropriate.

D. Amendments

Any changes in the terms of an interim agreement or comprehensive agreement as may be agreed upon by the parties from time to time shall be by written amendment.

E. Certification of Accuracy of Representations and Submittals

Parties submitting proposals understand that representations, information and data supplied in support of, or in connection with, proposals play a critical role in the evaluation process and in the ultimate selection of a proposal by the Board. Accordingly, as part of the comprehensive agreement, the private entity shall certify that all material representations, information and data provided in support of, or in connection with, a proposal is true and correct. In the event that material changes occur with respect to any representations, information or data provided for a proposal, the private entity shall immediately notify the County of same. Any violation of this private provision shall give the County the right to terminate the agreement, withhold payment or other consideration due, and seek any other remedy available under the law.