

I-285 East Express Lanes Industry Forum

August 29, 2024

DISCLAIMER: Any information provided by Georgia Department of Transportation (GDOT) and State Road and Tollway Authority (SRTA) representatives, and the information contained in this presentation, should be considered preliminary and is subject to change.



Agenda

- **Welcome**

*Russell R. McMurry, GDOT Commissioner and
Jannine Miller, SRTA Executive Director, GDOT Director of Planning,
& Atlanta-region Transit Link Authority Executive Director*

- **I-285 Express Lanes Project Overview**

Tim Matthews, Assistant P3 Director & Pre-Let Administrator

- **Project Delivery Approach & Commercial Terms**

Helen Pinkston-Pope, P3 Commercial Advisory Administrator

- **Contracting & Tolling**

Heather Aquino, SRTA Deputy Executive Director

- **Procurement Process & Schedule**

Matthew Fowler, Planning & Procurement Chief, & Contracting Officer



Welcome Remarks

Russell R. McMurry, GDOT Commissioner

and

**Jannine Miller, SRTA Executive Director, GDOT Director of Planning,
& Atlanta-region Transit Link Authority Executive Director**

Strong Economic Foundation

NO. 1 STATE FOR BUSINESS

GEORGIA

by the Numbers



#1 busiest airport in the world



Fastest Growing Port in the U.S.
Port of Savannah



10.91 million people



59,425 square miles



19 Fortune 500 HQs
34 Fortune 1000 HQs

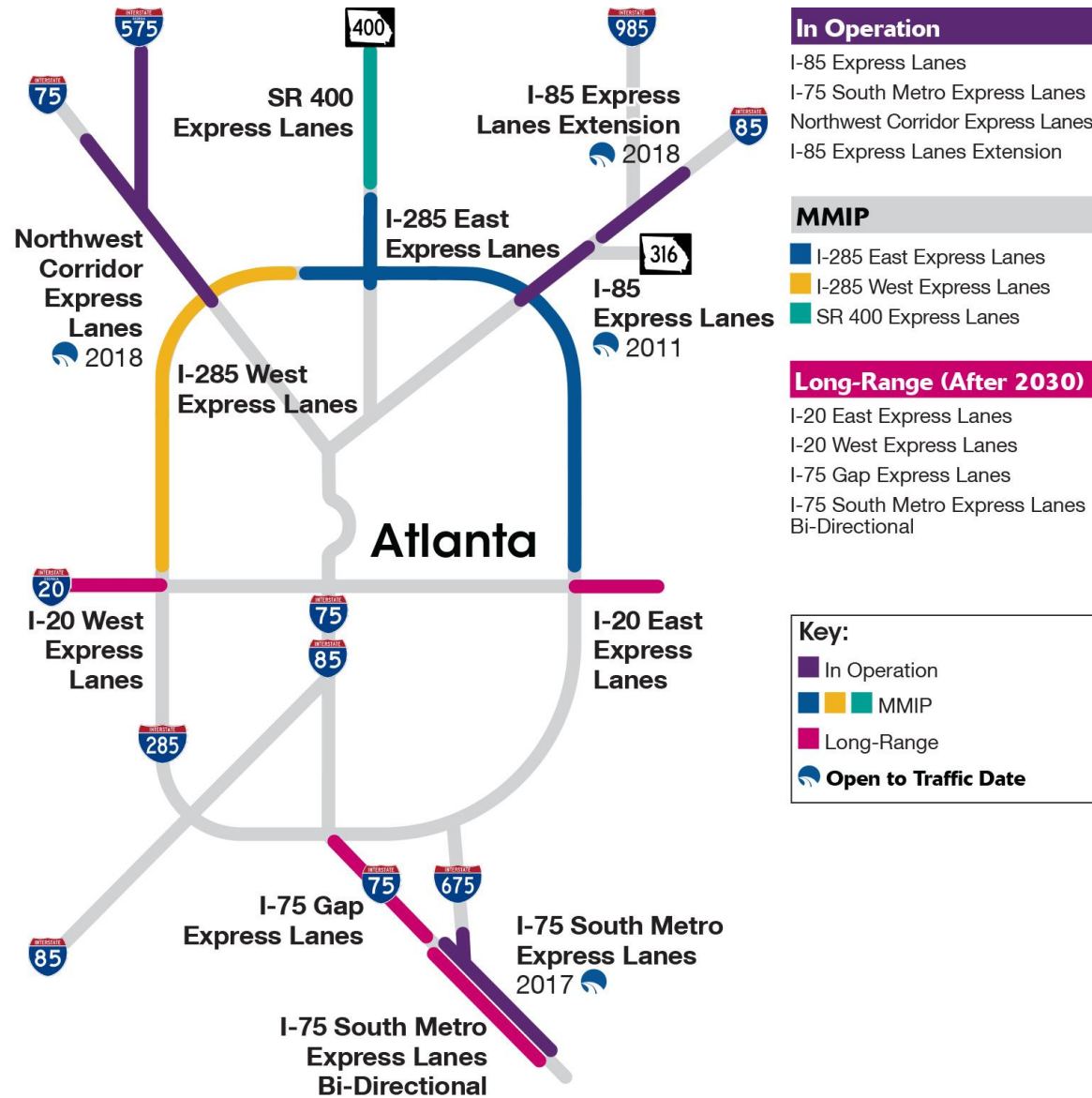
Sources: Metro Atlanta Chamber, Metrostudy, Georgia Department of Economic Development

I-285 Employment Centers, Traffic Volumes, & Congestion



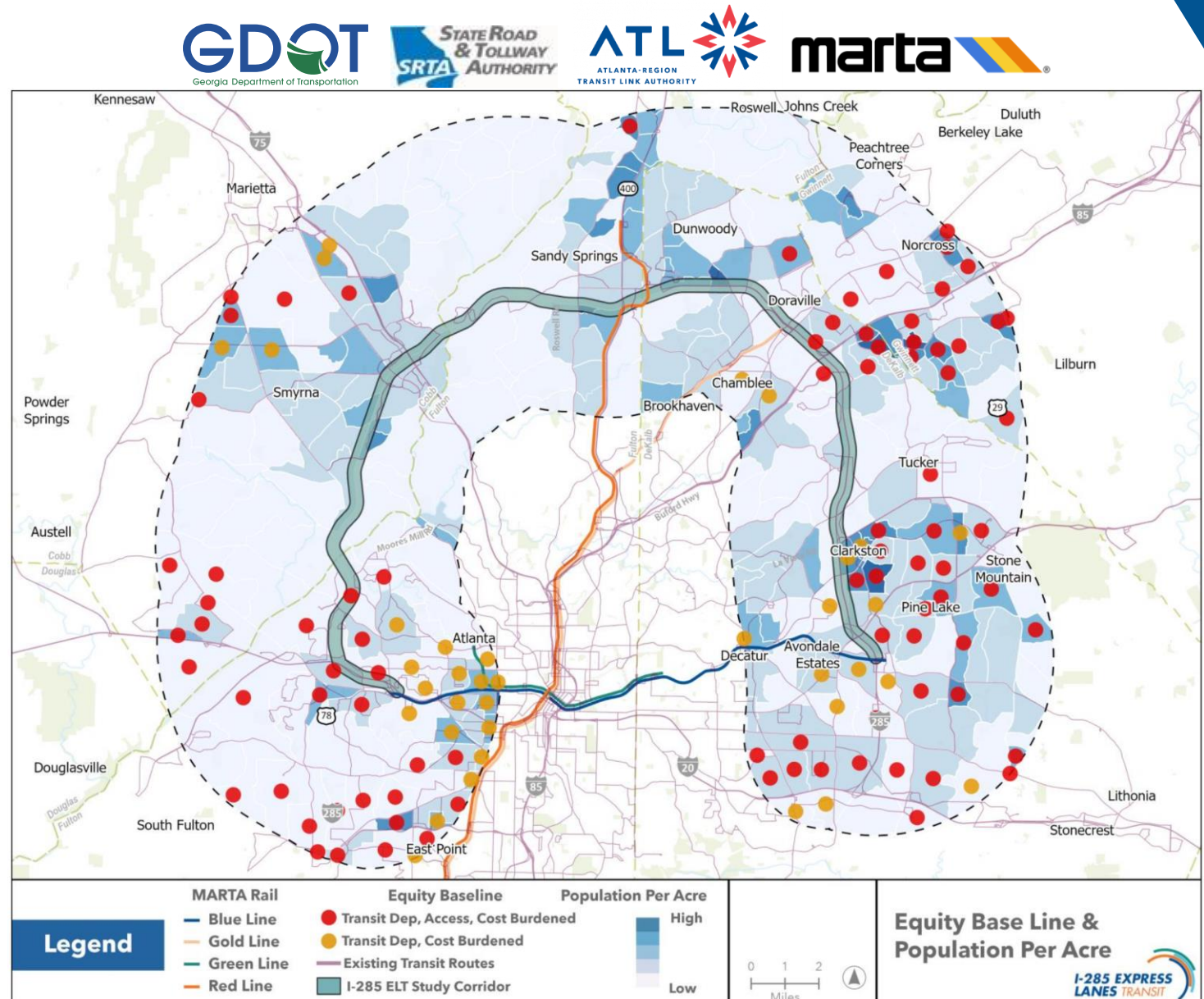
*Top 100 Truck Bottlenecks in the U.S. – 2024, American Transportation Research Institute (ATRI)

Georgia Express Lanes Network



I-285 Express Lanes Transit

- Memorandum of Understanding signed in May 2022 with eight signatories
- Responds to broad regional consensus to build transit infrastructure
- Train-like stations are currently being planned through a multi-agency partnership
- Will be operated by MARTA
- I-285 Express Lanes Transit study is currently on-going with the goal of sustainable and premium transit service along I-285
- 12 stops under evaluation along I-285 between the H.E. Holmes MARTA station and the Indian Creek MARTA station



Georgia Express Lanes Network Priorities





I-285 Express Lanes Overview & Approach

Tim Matthews, Assistant P3 Director & Pre-Let Administrator

I-285 East Express Lanes – Objectives



Maximize public benefit through transit enhancements, express lanes access optimization, and improved transportation network efficiency



Support consistent, integrated operations across all Phases to improve customer experience and enhance mobility



Optimize the use of public funds



Expedite full build-out of the I-285 East Express Lanes Project



Optimize Phase 1 size for market interest and competition

I-285 Express Lanes – Procurement Plan

- Separate procurements planned for I-285 East Express Lanes and I-285 West Express Lanes as demand risk public-private partnerships (P3)
 - No risk to the State for travel demand in the express lanes
- Both I-285 East Express Lanes and I-285 West Express Lanes procurements will use a hybrid approach:
 - a design, build, finance, operate, and maintain agreement for the initial phase (“**Phase 1**”); and
 - a Comprehensive Development Agreement (“**CDA**”) for the Remaining Phases
- Planning and development of Remaining Phases under the CDA will follow a collaborative process
- **I-285 West Express Lanes procurement:** Anticipated to start in Q2/2025 prior to completion of the I-285 East Express Lanes procurement



Phase 1 Details and Limits

- **Phase 1 Details:**

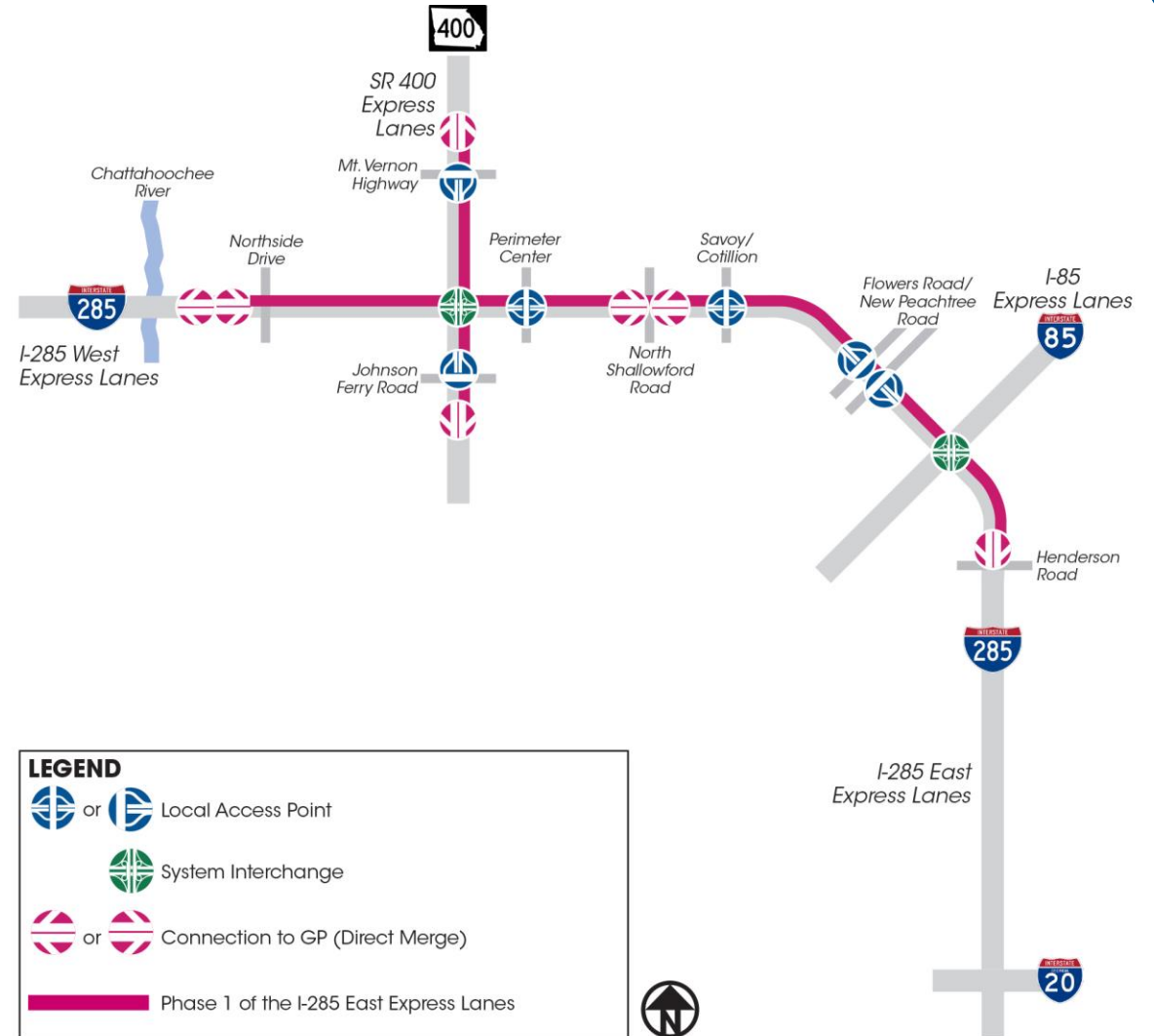
- 19 miles of two, new, barrier separated express lanes
- In one direction, westbound I-285
- I-285 westbound to SR 400 northbound express lanes
- I-85 southbound to I-285 westbound express lanes

- **Approximate Proposed Limits:**

- I-285: Henderson Rd to Northside Dr
- SR 400: Johnson Ferry Rd to Abernathy Rd NE
(southern terminus of the future SR 400 Express Lanes)

- **Phase 1 Benefits:**

- Seamless connectivity between I-85 and SR 400 through the following ramp connections:
 - I-85 southbound HOT lanes to I-285 westbound
 - I-285 westbound express lanes to SR 400 northbound
 - SR 400 north/Johnson Ferry Rd direct access ramps to SR 400 northbound



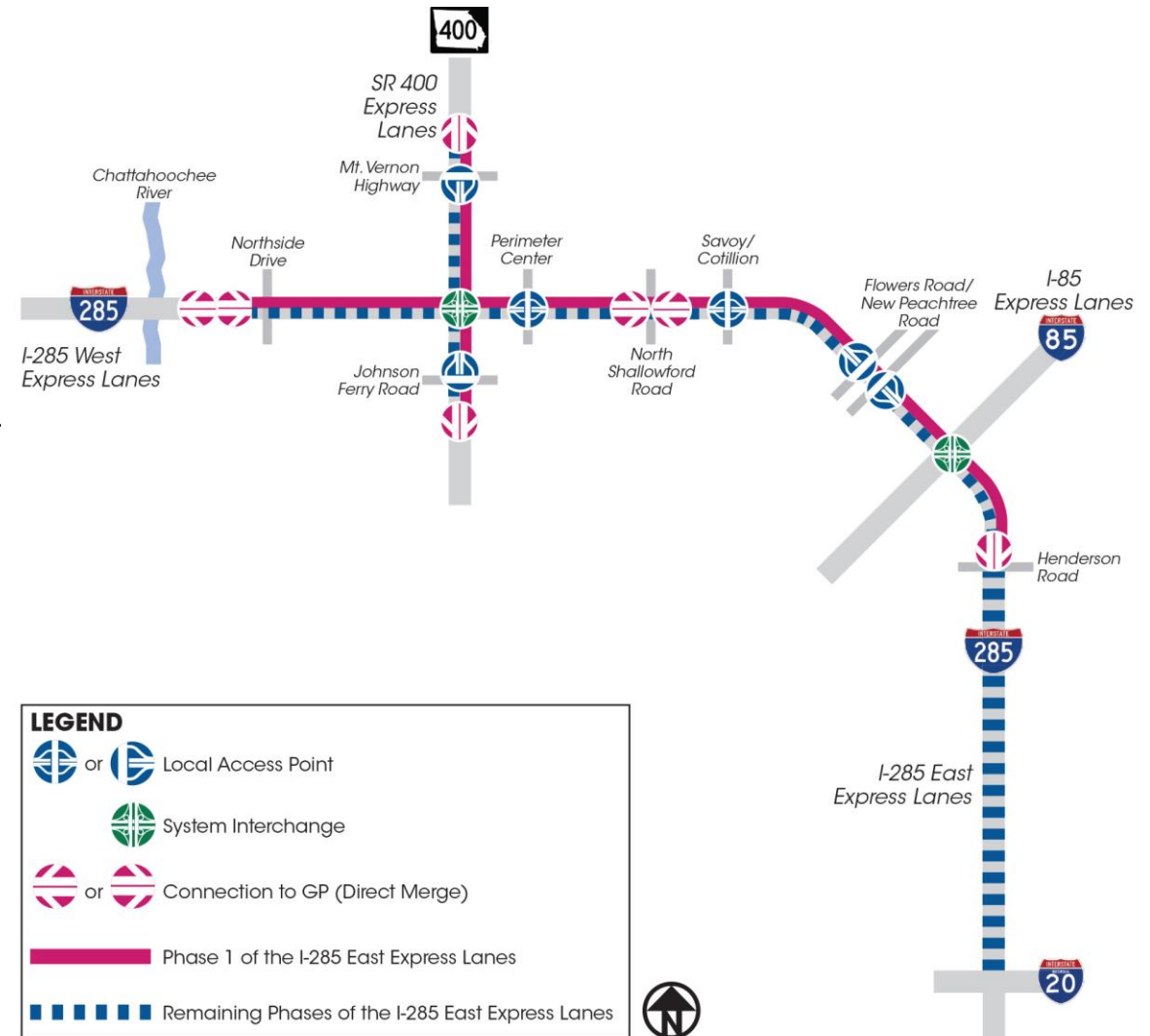
I-285 East Express Lanes Remaining Phases

• Remaining Phases:

- 30 miles of two, new, barrier separated express lanes
- Include sections of I-285 and SR 400 that are not part of Phase 1
- All remaining express lanes ramps at SR 400 and I-85 system interchanges

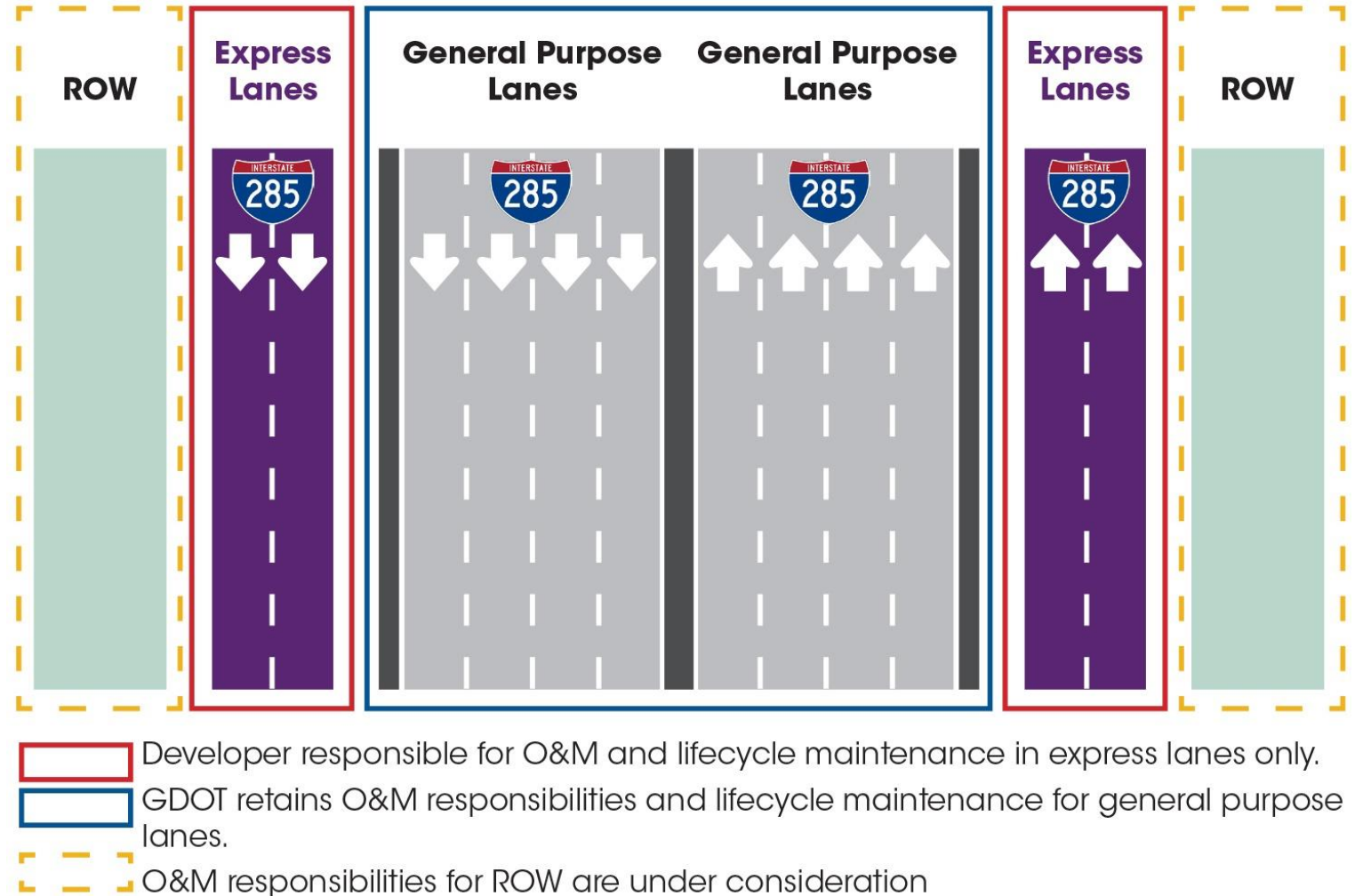
• Approximate Proposed Limits:

- I-285: Northside Dr to I-20 east
- SR 400: Abernathy Rd NE (southern terminus of the future SR 400 Express Lanes) to Johnson Ferry Rd



Typical Roadway Section and Operations and Maintenance (O&M) Scope

- The express lanes will be barrier separated from the general purpose lanes
- Developer's O&M scope will be primarily **limited to express lanes** and will include:
 - Roadway operations and tolling
 - Routine maintenance
 - Major capital maintenance



I-285 Express Lanes – Current and Future Activities

Environmental Reviews – NEPA studies currently underway to support I-285 Express Lanes procurements:

- Top End Draft Environmental Impact Statement released on May 28, 2024.
- Top End Record of Decision and Finding of No Significant Impacts anticipated October 2025.
- Work on Eastside Draft EIS and Westside Draft EIS documents ongoing.

Right of Way Acquisition – Top End currently underway:

- 74 parcels acquired (23% of total)
- 153 parcels pending pre-let acquisitions (48% of total)
- 94 parcels for future post-let acquisitions (29% of total)

Utilities Coordination

- GDOT is coordinating early relocations of major transmission line conflicts



Project Management Team

Key Decisions



Project Team

Program
Management
Consultant



General
Engineering
Consultant



Financial
Advisor



Legal
Advisors



McGUIREWOODS



Tolling
Advisor



Insurance
Advisor



Traffic &
Revenue
Advisor





Project Delivery Approach & Commercial Terms

Helen Pinkston-Pope, P3 Commercial Advisory Administrator

Commercially Reasonable Programmatic Risk Allocation



Continued engagement with the industry to actively address industry feedback, with a focus on “partnership” in P3s



Goal is to continue using a balanced commercial approach upfront and refine as necessary throughout the procurement



GDOT has established market leading risk allocation terms through industry partnership and the recently published AIAI “*First Principles of Risk Allocation*” is consistent with this approach

Additional information regarding GDOT programmatic risk allocation terms are available here: <https://bit.ly/285DataRoom>

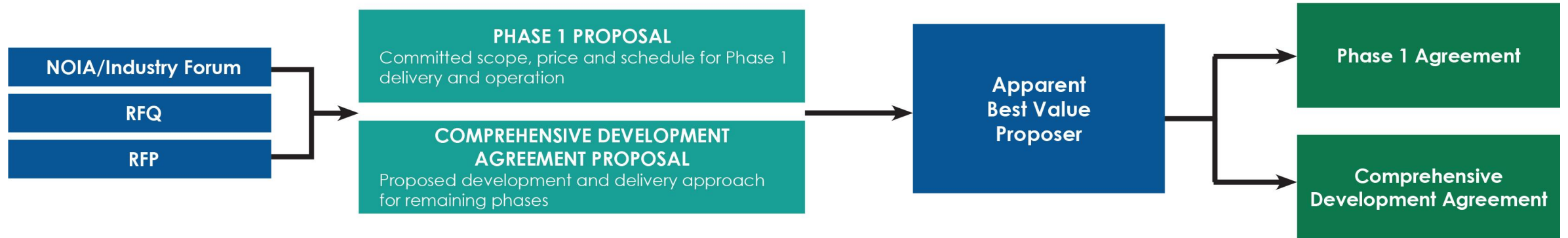
Commercially Reasonable Programmatic Risk Allocation

DESIGN-BUILD-FINANCE-OPERATE-TOLL-MAINTAIN AGREEMENT TERMS	
Item	Description
Early Works	<ul style="list-style-type: none"> • Authorization to advance planning and design activities from commercial close to enable construction to commence shortly after financial close • Progress payments for early works activities up to a specified cap
Right-of-Way	<ul style="list-style-type: none"> • GDOT advanced acquisition of ROW to reduce the number of parcels to be acquired by the Developer • During procurement, Proposers can request GDOT's acceptance including agreement to exercise condemnation authority if needed for additional parcels to be acquired by the Developer, that are needed for the Developer's proposed design solution
Differing Site Conditions	<ul style="list-style-type: none"> • During procurement, Proposers can request additional geotechnical borings to be performed by GDOT or the Proposer (depending on the location) • Relief and compensation for errors in the geotechnical boring data provided by GDOT during the procurement • Right to claim under an allowance up to a specified amount for unforeseen subsurface conditions
Materials Indexation	<ul style="list-style-type: none"> • Risk sharing for costs of core construction materials (Portland cement, concrete, asphalt, steel, fuel) based on price changes under specified indices • Proposer may elect the quantity for each material (which may be zero) that will be subject to the risk sharing • Material indexation payments will be made annually during the construction period subject to an aggregate cap

Commercially Reasonable Programmatic Risk Allocation

DESIGN-BUILD-FINANCE-OPERATE-TOLL-MAINTAIN AGREEMENT TERMS	
Item	Description
Performance Security	<ul style="list-style-type: none"> Reduced bonding requirements – 100% payment and performance bonds not required Proposer option to provide bonds which permit expedited dispute resolution (for claims not involving the state) or liquidity provisions
Noncompliance Regime	<ul style="list-style-type: none"> List of “quality instances” limited and targeted Reasonable initial cure periods following the occurrence of a quality instance, so that a “noncompliance event” will not arise if cured in time
Utilities Risks	<ul style="list-style-type: none"> For utility adjustments performed by the Developer, GDOT will facilitate utility owners’ coordination and cooperation Right to claim relief and compensation for discovery of unidentified utilities which could not reasonably have been identified during investigation
Hazardous Materials	<ul style="list-style-type: none"> Hazardous materials management and coordination are the responsibility of the Developer Right to claim relief and compensation for actual cleanup of unknown hazardous materials, third-party spills, and Authority generated hazardous materials
Dispute Review Board	<ul style="list-style-type: none"> Ability to advance certain disputes using a non-binding dispute review board process (as an interim step following negotiation and prior to mediation and litigation)
Payment for Work Product	<ul style="list-style-type: none"> Payment for Work Product to be set at a level that encourages investment, innovation, and risk reduction by Proposers recognizing the complexity of the project

I-285 East Express Lanes Procurement Process



Single procurement for Phase 1 design, construct, finance, operate, toll, and maintain agreement and CDA Developer selection for Remaining Phases

- Request for Qualifications (RFQ) to determine set of qualified bidders
- Request for Proposals (RFP) to solicit proposals for both Phase 1 delivery and CDA work for the Remaining Phases
- GDOT anticipates the CDA portion of the Proposal will have significant weight in the scoring
- CDA Indicative Terms for the Remaining Phases will be included with the RFQ release
- Programmatic indicative design, build, finance, operate, toll, and maintain terms are available as a reference information document in the I-285 Express Lanes Data Room: <https://bit.ly/285DataRoom>

CDA Proposal Submittal Requirements



Project Implementation Plan—Entire I-285 East Express Lanes Project

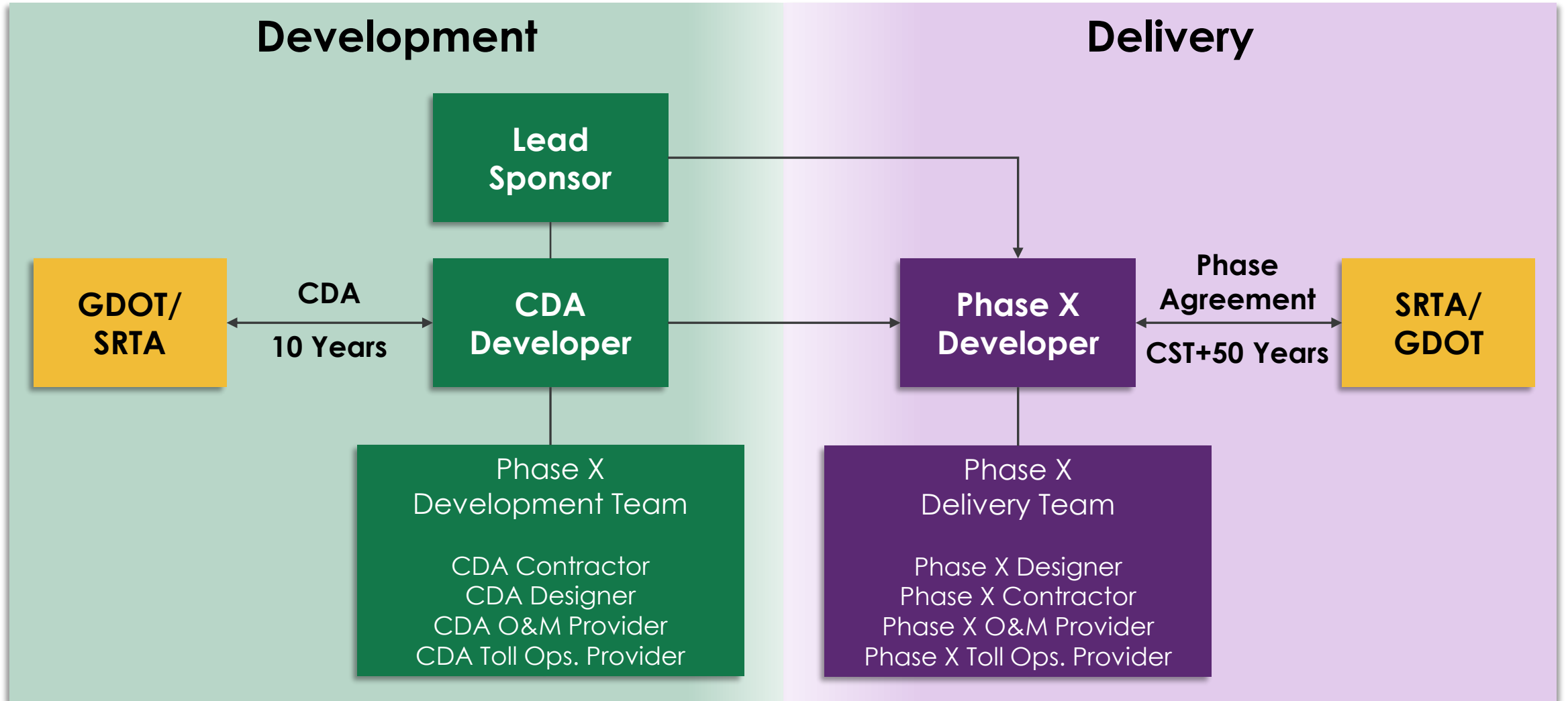
- Details proposed approach for the development of Remaining Phases
- Includes corridor wide level 2 traffic and revenue (T&R) study and design at a commensurate level
- Draft to be submitted with Proposal and finalized before CDA is signed



Phase Development Work Plan for Phase 2

- Details the scope, schedule, and milestone payments for the development work for Phase 2
- Scope includes minimum requirements
- Draft to be submitted with Proposal and finalized before CDA is signed

Team Requirements



CDA and Phase X Team Member Roles

CDA Team Member Roles (Development)

Team Member	Description/Role
Lead Sponsor	Long-term equity investor and partner across all Phases
CDA Developer	Responsible for all development work under the CDA
CDA Contractor*	Development work relating to construction
CDA Designer*	Development work relating to design & engineering
CDA O&M Provider*	Development work relating to operations & maintenance
CDA Toll Operations Provider*	Development work relating to tolling

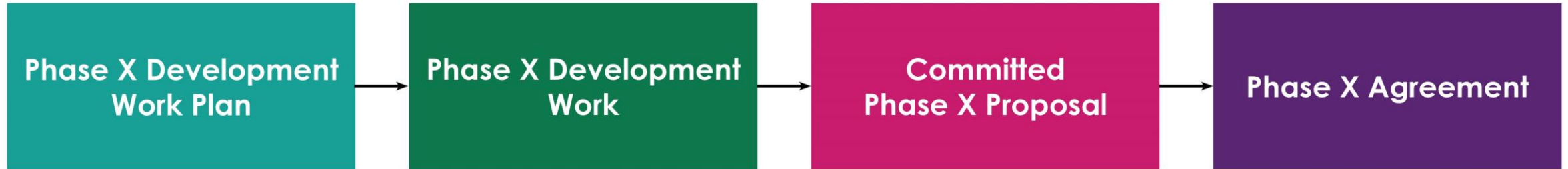
*CDA team members initially same as the respective Phase 1 team members

Phase X Team Member Roles (Delivery)

Team Member	Description/Role
Phase X Equity Member	Equity investor in Phase X
Phase X Developer	Responsible for Phase X delivery
Phase X Contractor**	Responsible for Phase X construction
Phase X Designer**	Responsible for Phase X design & engineering
Phase X Lead O&M Provider**	Responsible for Phase X operations & maintenance
Phase X Lead Toll Operations Provider**	Responsible for Phase X tolling

**Phase X team members may be different from the CDA/Phase 1 team members

Development of Remaining Phases



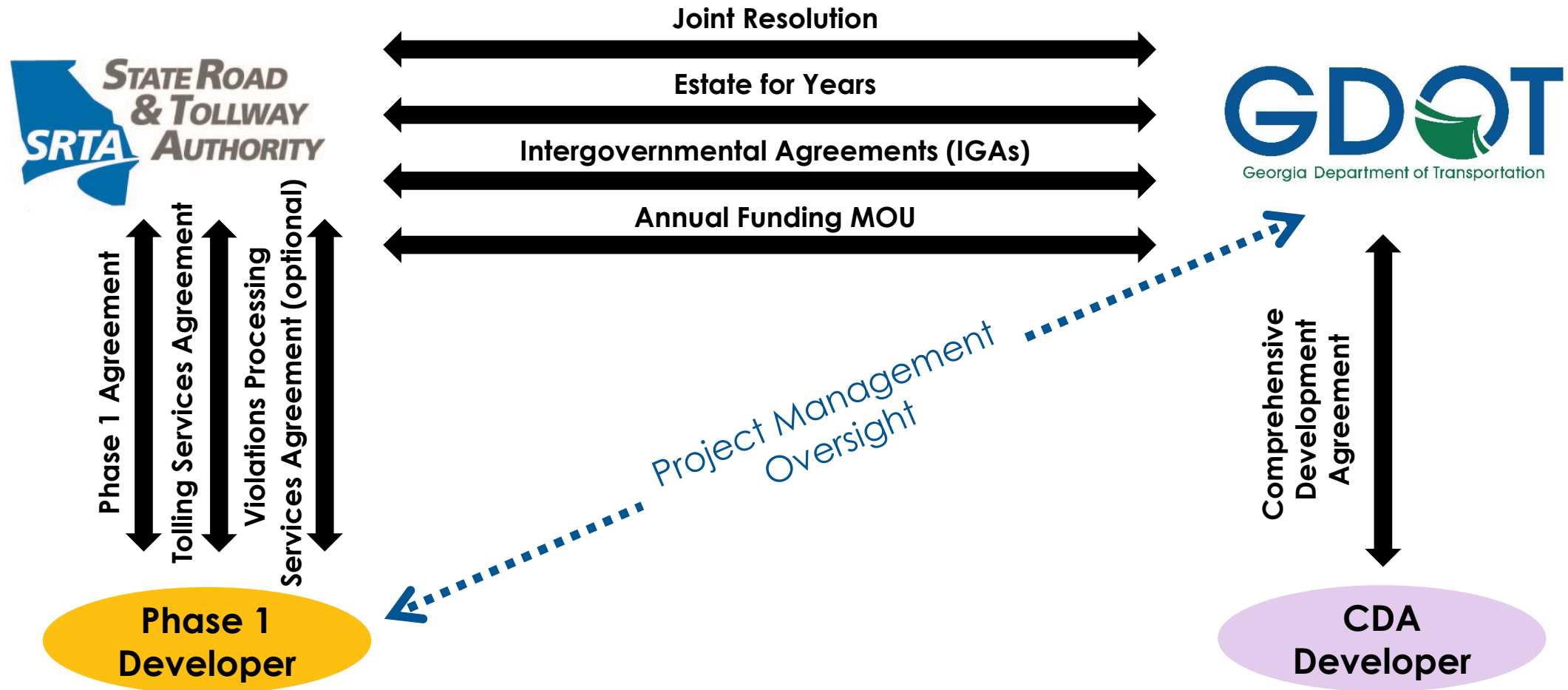
CDA process includes several core activities and deliverables to define, develop and deliver Remaining Phases

- Progressive process with continuous collaboration between CDA Developer and GDOT in an open-book environment
- Approval from GDOT required at key points to progress to next step
- GDOT anticipates that phase development work for each Phase will be completed with a two-year period
- GDOT anticipates that CDA work for development of all Remaining Phases will be completed in under ten (10) years.
- Remaining Phases to be developed separately in accordance with detailed Phase Development Work Plans, culminating in delivery of a Committed Phase Proposal for each Phase

Contracting & Tolling

Heather Aquino, SRTA Deputy Executive Director

GDOT - SRTA - Developer Relationships – Phase 1 & CDA



GDOT manages project using Department processes and procedures

Express Lanes Responsibilities – Phase 1

State of Georgia		Phase 1 Developer
GDOT	SRTA	
<ul style="list-style-type: none"> • Project Sponsor • Lead Procuring Agency • Project Manager • Revenue Share Beneficiary (if applicable) • Public Funds Provider (if applicable) 	<ul style="list-style-type: none"> • Contracting Entity • Tolling Authority • Commercial Back Office and Peach Pass Accounts* • Violation Processing and Enforcement** • Public Financing Provider (if applicable) 	<ul style="list-style-type: none"> • Financing • Design & Construction • Tolling O&M* • Operational Back Office <ul style="list-style-type: none"> • Image Processing • Congestion Pricing • Trip Building • Roadway O&M

*Tolling Services Agreement between Phase 1 Developer and SRTA will delineate each entity's responsibilities and business terms.

**Violations Processing Services Agreement (Optional) between Phase 1 Developer and SRTA will delineate each entity's responsibilities and business terms.



Procurement Process & Schedule

Matthew Fowler, Planning & Procurement Chief and Contracting Officer

Tentative Procurement Schedule

RESTRICTION ON
COMMUNICATIONS

Milestone		Date
✓	Publish Notice of Intent to Advertise (NOIA)	8/16/2024
✓	Industry Forum	8/29/2024
[Advertise RFQ	9/16/2024
	Announce Shortlist/Finalist Firms	Q1 2025
	Release Draft RFP	Q1 2025

Request for Qualifications (RFQ)

It is GDOT's intent to shortlist a competitive field of Respondents.



D&C Experience
and Capability



O&M and Tolling
Experience & Capability



Collaborative Project
Experience



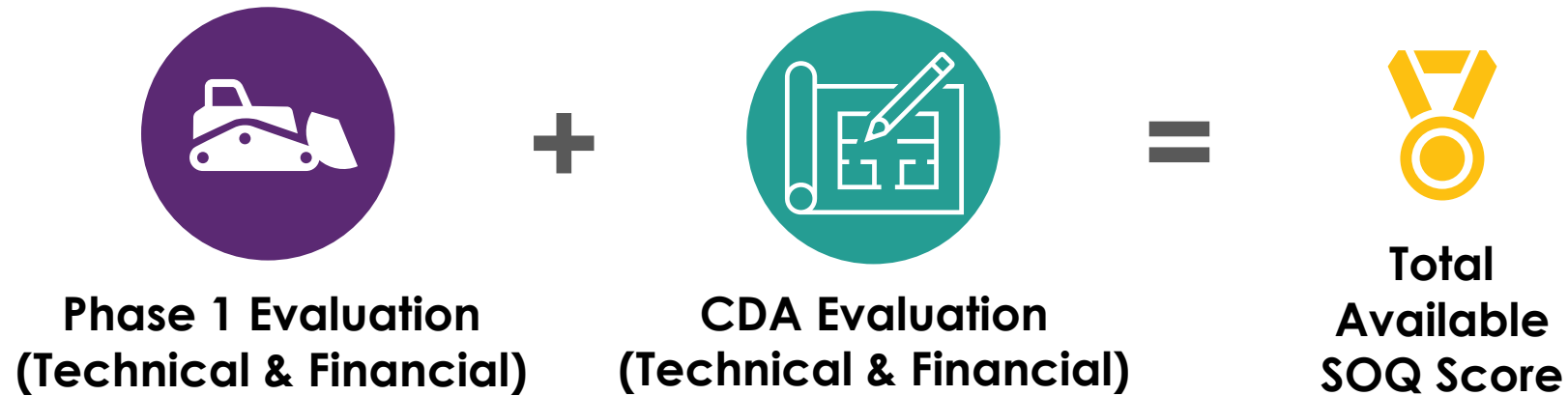
Financial
Capacity



Development &
Financing Experience

Statement of Qualifications (SOQ) Evaluation

Anticipated SOQ evaluation:



Request for Proposals (RFP) Contents



Instructions to
Proposers (ITP)



Phase 1 Agreement



Comprehensive
Development
Agreement



Toll Services
Agreement (TSA)



Violations Processing
Services Agreement
(optional)



Reference
Information
Documents (RIDs)

Disadvantaged Business Enterprises (DBE) Involvement



DBE Goals for Phase 1 and CDA will be disclosed with the Draft RFP



Facilitating DBE involvement opportunities during procurement



Contact Information

Email: DBEMMIP@dot.ga.gov

Phone: 404-946-5764

Website: <https://www.dot.ga.gov/GDOT/Pages/DBE.aspx>

Upcoming P3 Division DBE Events

DBE Showcase

September 12, 2204

10 a.m.

Virtual event

DBE Marketplace

December 9, 2024

Time: TBD

Location: TBD

Submit Comments to the Project Inbox



285EastEL@dot.ga.gov



<https://www.dot.ga.gov/GDOT/Pages/P3.aspx>

Georgia Procurement Registry:

<https://ssl.doas.state.ga.us/gpr/eventDetails?eSourceNumber=PE-48401-RFQC-2025-000000177&sourceSystemType=gpr20>

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Thank You

For Viewing