

State of Georgia
Department of Transportation

P3 Manual



Accelerating solutions from idea to reality using alternative delivery.

P3 Manual

08/03/2022

Version 2.2

Atlanta, Georgia 30308

This document was developed as part of the continuing effort to provide guidance within the Georgia Department of Transportation in fulfilling its mission to provide a safe, efficient, and sustainable transportation system through dedicated teamwork and responsible leadership supporting economic development, environmental sensitivity, and improved quality of life. This document is not intended to establish policy within the Department, but to provide guidance in adhering to the policies of the Department.

Your comments, suggestions, and ideas for improvements are welcomed.

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DISCLAIMER

The Georgia Department of Transportation maintains this printable document and is solely responsible for ensuring that it is equivalent to the approved Department guidelines.

Revision Summary

Revision Number	Revision Date	Revised Section	Revision Summary
1.0	1/31/20		Original Release Date
2.0	6/8/20	Definition	Revise the definition of Best Value. The term “best value” is lower cased wherever it appears in the document. Revise Appendix C, <i>Confidentiality and Conflict of Interest Release</i> form.
2.1	10/22/20	Acronyms, Definitions, 2.9, 5.5 Throughout	Edits regarding Conflict of Interest for consistency with the Design-Build Manual.
2.2	08/03/22	9.6	Correction of minor punctuation errors. Revise requirements for the submittal of P3 contract to the State Transportation Board to conform with the P3 Guidelines

List of Effective Chapters

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Acronyms and Definitions

Acronyms

ASP	Apparent Successful Proposer
ATC	Alternative Technical Concept
BFI	Bridge Foundation Investigation
CCOI	Confidentiality and Conflict of Interest
CE	Categorical Exclusion
CEI	Construction Engineering and Inspection
CES	Cost Estimation System
CFR	Code of Federal Regulations
CO	GDOT Contracting Officer
COI	Conflict of Interest
CQAF	Construction Quality Acceptance Firm
CWP	Construction Work Program
DBE	Disadvantage Business Enterprise
DBF	Design-Build-Finance
DBFM	Design-Build-Finance-Maintain
DBFOM	Design-Build-Finance-Operate-Maintain
DE	Design Exception
DQAF	Design Quality Acceptance Firm
DV	Design Variance
EA	Environmental Assessment
EIS	Environmental Impact Statement
EOR	Engineer of Record
EFY	Estate for Years
FHWA	Federal Highway Administration
FONSI	Finding of No Significant Impact
FTA	Federal Transit Authority
GDOT	Georgia Department of Transportation
GDOT PDP	GDOT Plan Development Process
GEC	General Engineering Consultant
GEPA	Georgia Environmental Policy Act

GPR	Georgia Procurement Registry
IGA	Intergovernmental Agreement
ITP	Instructions to Proposers
ITS	Intelligent Transportation System
MQAF	Maintenance Quality Acceptance Firm
MQAP	Maintenance Quality Assurance Program
MOU	Memorandum of Understanding
MS4	Municipal Separate Storm Sewer Systems
NEPA	National Environmental Policy Act
NOI	Notice of Intent to Issue
NTP 1	Notice to Proceed 1
O&MMP	Operation and Maintenance Management Plan
OAD	Office of Alternative Delivery
OAD-CO	Office of Alternative Delivery Contract Officer
OAD-OA	Office of Alternative Delivery Office Administrator
OAD-PM	Office of Alternative Delivery Project Manager
O.C.G.A.	Official Code of Georgia Annotated (the Code)
OES	Office of Environmental Services
OV	Owner Verification
P3	Public Private Partnership
PA	Project Agreement
PFA	Project Framework Agreement
PM	Project Manager
PMC	Program Management Consultant
PML	Probable Maximum Loss
PMT	Project Management Team
POC	Point of Contact
PoCI	Project of Commercial Interest
PoDI	Project of Division Interest
PUSR	Preliminary Utility Status Report
QA	Quality Assurance
QAP	Quality Assurance Program
QAQC	Quality Assurance Quality Control

QC	Quality Control
RFP	Request for Proposals
RFQ	Request for Qualification
RID	Reference Information Documents
ROD	Record of Decision
SAAG	Special Assistant Attorney General
SHPO	State Historic Preservation Office
SME	Subject Matter Expert
SOQ	Statement of Qualifications
SPV	Special Purpose Vehicle
SRC	Selection Recommendation Committee
SRTA	State Road and Tollway Authority
STB	State Transportation Board
STIP	Statewide Transportation Improvement Program
SUE	Subsurface Utility Engineering
TP	Technical Provisions
TSI	Toll Services Integrator
TSP	Office of Transportation Services Procurement
UAM	Utility Accommodation Policy and Standards Manual
UA	Utility Analysis
WFI	Wall Foundation Investigation

Definitions

This section includes general definitions used within this manual and are not intended to override the definitions in other GDOT manuals or contractual documents. These definitions are intended to be for quick reference and are not intended to be an all-inclusive list of terms used in P3 contracting. The terms shall have the following definitions unless the context thereof indicates to the contrary.

Advisors: Outside consultants who offer advice on the preparation of the RFQ and RFP, and the technical and financial aspects of each SOQ and proposal. Advisors may include legal, financial, insurance, and technical disciplines.

Agreement or DBF/DBFM/DBFOM Agreement or Project Agreement (PA): The agreement executed between GDOT (or SRTA or another state authority or entity with which GDOT enters into a cooperative agreement) and the Developer, including any and all exhibits, attachments, riders, and amendments thereto.

Alternative Technical Concept (ATC): A confidential procedure in which a Developer Team can propose changes to GDOT-supplied basic configurations, project scope, design criteria or construction criteria included in a Request for Proposals (RFP). [These changes submitted by Proposers to the GDOT shall provide a solution that is equal to or better than the requirements in the RFP.

Amendment: An addition, deletion or modification to the provisions of the Request for Qualifications (RFQ) or RFP or other documents made during the procurement process.

Apparent Successful Proposer: The most highly qualified and suitable Proposer for P3 projects prior to award.

Award: The acceptance of the Apparent Successful Proposer, subject to execution and approval of the contract. The Award is non-binding.

Best Value: The selection method whereby award is based on requirements as described in an RFP.

Clarifications: Written exchanges of information that are allowed in accordance with the RFQ or RFP and take place after the receipt of the Statement of Qualifications (SOQ) or the Technical Proposals.

Code: Official Code of Georgia Annotated (O.C.G.A.).

Conflict Committee: Qualified GDOT personnel who will determine whether the Proposer's proposed course of action for remedy of a Conflict of Interest is accepted or rejected or whether a conflict is cause for dismissal from services currently being performed.

Conflict of Interest: A situation where a person or entity who, because of other activities, secondary interests, or relationships with other persons or entities involved: 1) is unable or potentially unable to render impartial assistance or advice to GDOT; 2) is or might be otherwise impaired in its objectivity in performing the contract work; or 3) has an unfair competitive advantage. Refer to 23 CFR 636.116 regarding Design-Build organizational conflict of interest.

Contracting Officer: Individual in the Office of Alternative Delivery (or designee) who posts the NOI, the RFQ and RFP and management of the procurement process.

Design-Build-Finance or Design-Build-Finance-Maintain or Design-Build-Finance-Operate-Maintain: Combining all or some portion(s) of the finance, design, construction, operations and/or maintenance phases of a project into a single contract.

Design-Bid-Build: A project delivery method where design and construction are sequential and separate steps in the project development process.

Developer: A combination of financiers/lenders, contractors, design consultants (or a design consultant team) and other entities who work together to finance, design and build the project. A Developer team may also include operations and maintenance entities, depending on the type of P3 procurement.

Engineer of Record: A licensed professional engineer on the Developer who is responsible and liable for the adequacy and safety of the design. This individual will sign and seal the Released for Construction plans, as well as revisions on construction and shop drawings.

Financial Proposal: A document provided by Proposers, as required per the RFP, which contains financial documents and information provided in response to the RFP document.

Instructions to Proposers (ITP): In accordance with Section 8.2.1 of the Guidelines, the documents, including exhibits and forms, included in the RFP that contain directions for the preparation and submittal of information by the proposers in response to the RFP.

Intelligent Transportation System (ITS): Technologies or systems of technologies (e.g., computer hardware or software, traffic control devices, communications links, fare payment systems, automatic vehicle location systems, etc.) that provide or contribute to the provision of one or more ITS user services as defined in the National ITS Architecture.

National Environmental Policy Act (NEPA): The National Environmental Policy Act [42 U.S.C. 4321 et seq.] is a United States environmental law that established a U.S. national policy promoting the enhancement of the environment. NEPA sets up procedural requirements for all federal government agencies to prepare the three levels of environmental documentation that include Categorical Exclusion (CE), Environmental Assessment (EA)/Finding of No Significant Impact (FONSI), and an Environmental Impact Statement (EIS)/Record of Decision (ROD).

Non-Responsive: Designation by GDOT of a Proposer's failure to provide all required information identified in the RFQ or RFP.

Notice of Intent to issue Request for Qualifications (NOI): In accordance with Section 7.2.1 of the Guidelines, an announcement by GDOT of an upcoming RFQ as the first step in a P3 procurement.

Notice of Intent to issue Request for Proposals (NOI): In accordance with Section 8.4.2 of the Guidelines, an announcement by GDOT of an upcoming RFP as the only step in a P3 one-step procurement.

One-on-One Meeting: A meeting between GDOT and prospective proposers after issuance of an NOI or a meeting between GDOT and a Proposer conducted during the RFP phase.

One-Step Procurement: The selection method whereby Proposers submit to GDOT a qualifications package, the Price Proposal and the Technical Proposal (which includes a Proposer's qualifications package) in response to the RFP.

Payment for Work Product: A monetary amount paid to the responsive, but unsuccessful Proposers who submit Price and Technical Proposals in response to the RFP. In consideration for the Payment for Work Product, GDOT may use any ideas or information contained in the Technical Proposals in connection with the contract awarded for the Project, or in connection with a subsequent procurement on the Project or on any other GDOT project without obligation to pay any additional compensation to the unsuccessful Proposers.

Point of Contact (POC): A designated GDOT person or representative who is responsible for a particular activity.

Preliminary Design: The general project location and design concepts, including but not limited to preliminary engineering and other activities and analyses, such as environmental assessments, topographic surveys, metes and bounds surveys, geotechnical investigations, hydrologic analysis, hydraulic analysis, utility engineering, traffic studies, financial plans, revenue estimates, hazardous materials assessments, general estimates of the types and quantities of materials, and other work needed to establish parameters for the final design. Prior to completion of the environmental review process, any such preliminary engineering and other activities and analyses must not materially affect the objective consideration of alternatives in the environmental review process.

Prequalification: The process for determining whether a professional consultant or contractor is fundamentally qualified to perform a certain class of work or project. All consultants and contractors must be prequalified by GDOT. Prequalification may be based on financial, management and other types of qualitative data.

Price Proposal: The price submitted by the Proposer to provide the required P3 related services as described in the RFP.

Proposer: A Developer team or person that has submitted a proposal in response to a request for proposals in an ongoing procurement for a Public-Private Partnership.

Reference Information Documents (RIDs): The collection of information, data and documents, included as part of the RFP, which may include preliminary design documents, planning documents, studies, reports and design files for the Project. GDOT makes no representation or guarantee as to the accuracy, completeness, or suitability of the RID. Proposers are responsible for any conclusions they may draw from the RID.

Respondent: A Developer team or person that has submitted a statement of qualifications in order to participate in an ongoing procurement for a Public-Private Partnership.

Request for Proposals (RFP): In accordance with Rule 672-17-.02(l), all documents, whether attached or incorporated by reference, utilized for soliciting proposals. The RFP is the second step utilized by GDOT for the Two Step best value selection method, or the only set in a one-step procurement process.

Released for Construction Plans and Documents: Documentation that is prepared by the Developer, accepted by GDOT, is in compliance with the executed Project Agreement, and is used by the Developer to build the project.

Request for Qualifications (RFQ): In accordance with Rule 672-17-.02(m), all documents, whether attached or incorporated by reference, utilized by GDOT for soliciting interested Proposers to apply for Prequalification, including instruction for submitting an SOQ, evaluation criteria and minimum qualifications required of a Developer team.

Right-of-Way (ROW): All land under the jurisdiction of and whose use is controlled by GDOT for the project and any other property necessary for the project to be acquired in the name of GDOT.

Selection Recommendation Committee (SRC): In accordance with Section 3.1.8 of the Guidelines, a selected group of Department staff who is responsible for finalizing scores on best value procurements in accordance with the technical proposal requirements set forth in the RFP. SRC members are designated by the Steering Committee.

Selection Recommendation Subcommittees: In accordance with Section 3.1.8 of the Guidelines, a selected group of Department staff who are responsible for evaluating technical, financial or legal aspects of Proposers' SOQ and proposals for their responsiveness, experience and capabilities in accordance with the proposal requirements set forth in the RFP. Members of the Selection Recommendation Subcommittees are designated by the Steering Committee.

Shortlist: The narrowing of the field of Respondents through ranking the most highly qualified Respondents who have responded to an RFQ.

State: The State of Georgia.

State Road and Tollway Authority (SRTA): SRTA is a state-level independent authority governed by a five-member Board chaired by the Governor. SRTA is the Governmental Entity authorized to finance transportation improvements using methods of financing such as bonds, loans, notes and equity partnerships.

As the toll operator for the state, SRTA is responsible for the design and implementation of the toll system and toll-related ITS for any P3 project that has a tolling component and is empowered to assess tolls and to operate toll facilities in the State.

Statement of Qualifications (SOQ): Documentation that meets the requirements set forth in the RFQ, which is submitted by Respondents and evaluated by GDOT in order to identify qualified Respondents for the project. For each Developer, consultant

and/or contractor, the SOQ must include, at a minimum, documentation that the Proposer is capable of satisfying the scope of services of the project.

Technical Proposal: A document provided by Proposers, as required per the RFP, which contains design solutions and other qualitative factors that are provided in response to the RFP document.

Two-Step Procurement: The selection method whereby Proposers submit to GDOT a qualifications package in response to the Request for Qualifications followed by a separate submission of the Price Proposal and the Technical Proposal in response to the RFP.

Chapter 1. Introduction

1.1 Purpose of P3 Manual

The Georgia Department of Transportation (GDOT) intends this Public-Private Partnership (P3) Manual (Manual) to provide a general framework, process, and structure for the delivery of its P3 program, in order to facilitate the implementation of the P3 program in a manner consistent with the P3 Legislation, P3 Rules, and P3 Guidelines.

The Manual outlines processes for key elements of the P3 procurement and delivery process. It is intended for GDOT staff, as well as the industry, including, but not limited to Developers, contractors, and consultants.

The purposes of this Manual are to:

- Describe the statutory authority and rules that govern P3 delivery at GDOT.
- Describe pre-advertisement activities such as project screening, concept development, environmental planning, costing plans development; and risk assessment and allocation strategies.
- Describe P3 procurement activities, including the advertisement process, evaluation method, selection, and awarding process.
- Define roles and responsibilities.
- Provide guidance to GDOT's project management staff in carrying out their pre-let duties on P3 projects.

While GDOT intends that its employees and consultants will follow this Manual's processes and procedures, this Manual is solely advisory and descriptive in nature, and does not impose any legal obligations or liability on the State Transportation Board (STB), GDOT, or any of their members, employees, representatives, or consultants.

The GDOT Office of Alternative Delivery (OAD), under the guidance of the P3 Division, is responsible for maintaining and regularly updating this Manual. Updates to the Manual will occur from time to time to capture any modifications or enhancements to processes resulting from lessons learned, evolving approaches, and updates to federal, state, and local laws, regulations, and policies.

1.2 Statutory Authority and Rules

1.2.1 Official Code of Georgia

GDOT's P3 program is regulated by Sections 32-2-78 through 32-2-80 of the Official Code of Georgia Annotated (P3 Legislation). The P3 Legislation can be found on GDOT's website <http://www.dot.ga.gov/PS/Innovative/P3>.

In 2009, the Georgia General Assembly passed Senate Bill 200 that revamped previously passed P3 legislation, the 2003 Public Private Initiative (PPI) law. Senate Bill 200 required that all P3 proposals be solicited proposals, which meant that projects had to be specifically identified and private sector proposals had to be requested by GDOT through a formal procurement process.

For P3 projects GDOT partners with the State Road and Tollway Authority (SRTA) or another state authority, as necessary, to facilitate the delivery of transportation improvements. If the STB and SRTA Board approve a joint P3 project, SRTA executes the P3 Agreement with the successful Proposer and GDOT acts as the agent and manager of the P3 project for SRTA.

1.2.2 State Transportation Board Rules

Pursuant to Section 3-2-80(6) of the P3 Legislation, the STB adopted Chapter 672-17 of the Rules of State Department of Transportation (P3 Rules) to assist in the evaluation of P3 proposals and to implement the purpose of the P3 Legislation. The P3 Rules can be found on GDOT's website at <http://www.dot.ga.gov/PS/Innovative/P3>.

Any changes to the P3 Rules must be presented for consideration and approval to both the House and Senate Transportation Committees before being adopted by the STB.

1.2.3 P3 Guidelines

Pursuant to Section 672-17-.03 of the P3 Rules, the STB has adopted P3 Guidelines to provide a general framework, process, and structure for GDOT's P3 program. The P3 Guidelines can be found on GDOT's website at <http://www.dot.ga.gov/PS/Innovative/P3>

1.3 Use of P3s and Available P3 Options

P3 delivery methods are available to GDOT for use in the planning, development, design, construction, reconstruction, extension, expansion, financing, operation, maintenance, and other services for a transportation project or other infrastructure facilities. A P3 project is an endeavour that GDOT deems appropriate to pursue in accordance with the procedures of Sections 32-2-79 through 32-2-80 of the P3 Legislation, with the focus being on projects that are part of the Statewide Transportation Improvement Program or otherwise identified that afford the greatest gains in congestion mitigation or promotion of economic development and which do not have total available funding at time of contract execution.

The Manual is intended to cover these project delivery methods: Design-Build-Finance, Design-Build-Finance-Maintain, and Design-Build-Finance-Operate-Maintain.

1.3.1 Design-Build-Finance

Design-Build-Finance (DBF) projects involve a form of Design-Build (DB) contract structure (refer to GDOT's Design-Build Manual), except that in this case, the private partner also provides capital financing for some or all the capital cost, generally on a short term, "gap finance" basis. The private partner is generally repaid by the State in a series of capital payments during and following construction, funded by taxes, fees, or tolls. DBF projects are typically short-term financing arrangements, ending at final acceptance of the project (in the event that there is no long-term finance) or three to seven years after final acceptance of construction. Public parties will often look to use a DBF procurement model in order to spread out payments for a large project.

1.3.2 Design-Build-Finance-Maintain

The Design-Build-Finance-Maintain (DBFM) model provides for the design, construction, financing, and maintenance of a project for a specific period. Long-term maintenance by the same party can provide incentives for better life-cycle cost management. Unlike under traditional procurement methods, which do not require the construction contractor to consider ongoing maintenance costs or

risks, long-term DBFM projects can incentivize the Developer to take a whole-life approach to design, construction, and maintenance.

1.3.3 Design-Build-Finance-Operate-Maintain

The Design-Build-Finance-Operate-Maintain (DBFOM) model provides for the design, construction, financing, operations, and maintenance services performed by private firms for a specific period. Long-term operation by the same party can provide incentives for more efficient life-cycle cost management.

DBFM and DBFOM contracts details how the private partner is to be repaid for upfront and ongoing expenses, using one of two basic types of payment mechanisms:

1. **Availability Payments.** In availability payment-based projects, the Developer finances construction expenditure, and receives periodic "availability" payments from the public partner commencing upon construction completion, based on the availability of the facility at a specified level of performance.

To determine the amount of the availability payment, private sector bidders submit bids based on the annual payment that the Developer would require.

For example on a tolled express lanes facility, public agencies may choose to use availability payments to attract more bids that are competitive; to retain traffic risk, because the private sector demands too high of a risk premium to take on that risk; to alleviate public concerns over private sector control of toll rates; or for a express lanes project, to retain the ability to dynamically manage express lanes toll rates to optimize mobility on all lanes (both general purpose and express lanes) along the corridor or to manage toll policy as part of a network.

P3 contracts entered into pursuant to Section 32-2-80 of the P3 Legislation may authorize funding to include tolls, fares, or other user fees and tax increments for use of the project.

2. **Revenue Risk.** Projects involving revenue risk, the Developer receives compensation by operating the project, often by obtaining the right to collect tolls on a facility, generating user fees or obtaining privately generated revenue.

DBFM/DBFOM contracts will typically detail when and by how much tolls can be modified. In the case of congestion-priced facilities, where toll rates are not restricted, DBFM/DBFOM contracts will typically specify sharing of revenues between the public and private sectors when revenues exceed a certain threshold and/or through restrictions on rate of return or present value of toll revenues received by the Developer over the term of the concession.

In projects in which the primary revenue stream is derived from tolls, the private investor's assessment of the value of a toll-based concession will depend on its projections of potential toll revenues.

In selecting among these project delivery methods, the Project Screening Committee in conjunction with the GDOT P3 Division and Office of Alternative Delivery (OAD) in consultation with various stakeholders including the Office of Alternate Finance and the Office of Planning, considers, among other things, the nature and status of the project, risk factors, schedule, available public funding, and the value added by the private sector.

Chapter 2. Overview of P3 Program and Administration

2.1 P3 Program Goals and Objectives

The P3 program is intended to seek innovative project delivery and innovative financing solutions from the private sector to meet the State's transportation infrastructure needs. The P3 program is one of many programs available to GDOT to fulfil its mission to deliver a transportation system focused on innovation, safety, sustainability, and mobility and to fulfil its vision to boost Georgia's competitiveness via leadership in transportation.

The goal of the P3 program is to create a fair, transparent, and reliable process to support a climate for private sector innovation and investment in a manner that provides value and benefit to the State's transportation system.

It is the policy of GDOT to consider the feasibility of private involvement in projects undertaken pursuant to P3 law. The objectives of GDOT's P3 program include, but are not limited to, the following:

1. Expedite project delivery and maximize innovation in project financing and delivery.
2. Leverage and supplement limited public funds available for public projects.
3. Facilitate the collaboration and cost and risk sharing in public projects between the public and private partners.
4. Foster flexibility in procurement methods to provide the best value to the public.
5. Encourage cooperative partnerships between and among the public and private sectors.
6. Promote and encourage the use of local labor and resources, as well as disadvantaged, minority, and small business enterprises, consistent with applicable law, including requiring a private partner who has been awarded a P3 contract to establish a local office within the State of Georgia.
7. Advance the investment policies of GDOT as provided for by paragraphs (1) through (10) of subsection (a) of Section 32-2-41.1 of the Official Code of Georgia Annotated.

In accordance with the P3 Guidelines, GDOT will identify and report to the STB by July 31, of each odd numbered year, those projects that are suitable as P3 projects. Factors to be considered may include potential for value added by the private sector, GDOT's preparedness, project maturity, financial feasibility, project scope, and market interest. In identifying projects, GDOT will coordinate and work collaboratively with the P3 Director, and endeavour to seek input from relevant governmental agencies, local governments, and the public. The biennial P3 project list may be supplemented or amended by GDOT and re-submitted to the STB prior to the subsequent reporting period.

GDOT will provide a copy of the biennial P3 project list at <http://www.dot.ga.gov/PS/Alternative/P3>.

2.2 Organizational Structure, Roles, and Responsibilities

2.2.1 State Transportation Board

The STB is responsible for developing general policies governing the P3 program. The STB's P3 Committee reports on the progress and activities of the P3 program to the STB, including any issues requiring action or decision from the STB.

The approvals required by the STB are as illustrated in Appendix A.

2.2.2 P3 Division/Office of Alternative Delivery

The Office of Alternative Delivery (OAD), under the leadership of GDOT's P3 Division, provides program and project management support related to the P3 program, as well as oversight of the project screening, identification and selection process in conjunction with all other appropriate persons as may be set out further herein. The roles and responsibilities for the P3 projects vary from the traditional Design-Bid-Build and Design-Build projects.

Table 2.1 (Roles and Responsibilities) expands on the roles as defined in the P3 Guidelines, and further identifies parties that play an integral role in the P3 procurement process, as well as the management and administration of the overall P3 program.

Table 2.1: Roles and Responsibilities

Parties	Primary Responsibility	Other Responsibilities
GDOT P3 Division / Office of Alternative Delivery (OAD)	Administration of the P3 program. This includes oversight of all phases of the planning, assessment, procurement, engineering design, construction, and as designated in operational or maintenance phases of P3 projects, as applicable. Key detail roles include P3 project selection activities, pre- and post-let project management, risk transfer analysis, commercial/market alignment with the Department's objectives, and administration of contract and solicitation development.	<ul style="list-style-type: none"> • Evaluate projects for P3 suitability • Manage the P3 procurement process • Advertise the NOI for P3 projects • Advertise the RFQ; receive and facilitate the evaluation of SOQ and issue the selection of shortlist notification • Coordinate with FHWA to obtain authorizations and/or concurrence in accordance with the P3 project PoDI plans • Advertise the RFP and issue any necessary amendments • Facilitate one-on-one meetings and the ATC process • Receive administrative, price and technical proposals, facilitate evaluations of proposals and the opening of price proposals • Facilitate the award, and execution of the P3 contract • Provide debriefing information, if requested • Facilitate the procurement process for OAD consultant resource needs, including Program Management Consultant (PMC) and General Engineering Consultant (GEC) • Administer P3 contracts with the Developer • Proactively communicate with SRTA, other GDOT SME offices, local governments, and FHWA • Develop and maintain P3 procedures, guidelines,

		<p>manual, template contracts and related documents</p> <ul style="list-style-type: none"> • Serve as a resource to the industry and local governments regarding P3 delivery
GDOT's Office of Alternative Finance	<p>Serves as a financial advisor to the Treasurer and executive management. Provides guidance on alternative delivery funding and financing options.</p>	<ul style="list-style-type: none"> • Facilitates requests and documents for authorization and billing for federal-aid, bond and state funds for projects that utilize alternate financing; and validates the payout and receipt of the Department's funds with SRTA • Participates in the development of the financial criteria for a P3 project with the financial advisors • Coordinates with Georgia State Finance and Investment Commission and SRTA regarding issuance of GARVEE bonds, GO bonds and SRTA Revenue bonds for P3 projects if needed. • Procures and coordinates financial advisor services, as needed, to support the P3 program and/or P3 projects.
GDOT's Office of Legal Services	<p>Provides guidance on legal issues in the development of the P3 Documents.</p>	<ul style="list-style-type: none"> • Provides legal research and other legal assistance services concerning recurring issues of interest to the Department. • Provides analysis of federal and state legislation along with reviewing consultant, local government, and personal services contracts for legal accuracy and Department compliance. • Leads the development of P3 Project Agreements. • Procures and coordinates legal advisor services, as needed, to support the P3 program and/or P3 projects.
SRTA		<ul style="list-style-type: none"> • Authorized to finance transportation improvements using methods of financing such as bonds, loans, notes and equity partnerships • Executes project agreements with the Developer as necessary for the P3 program • Responsible for the design and implementation of the toll system and toll-related ITS for any P3 project that has a tolling component • Empowered to assess tolls and to operate toll facilities in the State.

2.2.3 Steering Committee

In accordance with the P3 Guidelines, *the Steering Committee provides oversight, guidance, and direction with respect to the activities of the P3 program so that the activities are consistent with Board policies and directives. The Steering Committee meets as required; and may be assisted by a working group to address specific issues and tasks. The Steering Committee is comprised of the chairperson of the Board's P3 Committee, the Director of Planning, the Commissioner, the P3 Director, and other individuals designated by the Commissioner.*

The recommendations and approvals required by the Steering Committee are as illustrated in Appendix A.

2.2.4 Project Screening Committee

The Project Screening Committee implements the activities associated with project identification, screening, and selection. The Project Screening Committee is comprised of the P3 Director, the P3 Assistant Director, the Alternative Finance Director, and other individuals as designated by the P3 Director.

2.2.5 Selection Recommendation Committee and Subcommittees

In accordance with the P3 Guidelines, the Selection Recommendation Committee performs the evaluation and scoring of Statements of Qualification and/or Proposals. Members of the Selection Recommendation Committee are designated by the Steering Committee.

The Selection Recommendation Committee may be assisted by Selection Recommendation Subcommittees to provide advice with respect to technical, financial, or legal aspects of Statements of Qualifications and/or Proposals. These Selection Recommendation Subcommittees may review submittals and provide advice to the Selection Recommendation Committee, but the subcommittees are not responsible for determining the final scores of the Statements of Qualifications and/or Proposals. Members of the Selection Recommendation Subcommittees are designated by the Steering Committee.

The recommendations and approvals required by the Selection Recommendation Committee are as illustrated in Appendix A.

2.2.6 P3 Director

In accordance with the P3 Guidelines, the P3 Director oversees and supervises the development and implementation of the P3 program, oversees the Office of Alternative Delivery, and reports the P3 program activities to the STB's P3 Committee. The P3 Director may delegate duties to the P3 Assistant Director or OAD-OA.

2.2.7 Project Manager

An OAD-PM is designated by the P3 Director for each project selected for the P3 program. The Project Manager oversees the procurement, implementation, and administration activities of a specific project. Once a project has been selected for the P3 program, the Project Manager schedules and supervises all procurement activities, including any additional technical, financial, or legal issues that should be addressed before initiating a procurement. Further, once the contract is executed, the Project Manager supervises all project implementation and administration activities for the project.

2.2.8 Procurement Team

In accordance with the P3 Guidelines, the procurement team administers the procurement activities for a selected P3 project, including the preparation and assembly of the solicitation documents.

2.2.9 Project Implementation Team

In accordance with the P3 Guidelines, the project implementation team oversees and administers GDOT's responsibilities once the contract is executed.

2.3 SRTA Role

When requested by GDOT, SRTA executes P3 Project Agreements with the Developer, as may be required in accordance with State law. GDOT could also utilize another state authority.

The roles and responsibilities of GDOT and SRTA to undertake a P3 project are memorialized in a joint resolution between the two entities and various intergovernmental agreements which may include a Memorandum of Understanding (MOU) that is renewed annually and represents the long-term or annual funding commitments between the two entities, the Construction Phase Intergovernmental Agreement (IGA), the Operations and/or Maintenance Phase IGA and the Estate for Years (EFY), as illustrated under SRTA Agreements in Appendix A. GDOT Office of Legal Services facilitates development of these documents with SRTA.

2.4 Use and Role of Consultants, Advisors, and Special Assistant Attorneys General

GDOT and SRTA may retain individuals or firms to provide consulting services, including technical, financial, and/or insurance advisors to assist and provide advice to GDOT and its staff in implementing and administering the P3 program and/or P3 projects.

All consultants retained for such purposes are required to execute a confidentiality and conflict of interest (C/COI) form. A C/COI form is required for each specific project. Examples of C/COI forms are included as Appendix B and C.

Notwithstanding the use of consultants, GDOT makes all decisions with respect to the P3 program.

In addition to the use of consultants, GDOT may request that the Office of the Attorney General retain a Special Assistant Attorney General (SAAG) to assist and provide advice to GDOT and GDOT's Office of Legal Services in the development of documents for P3 projects. The SAAG will work in conjunction with the Office of the Attorney General, GDOT's Office of Legal Services and SRTA's General Counsel to provide advisory legal analysis of state and federal law governing P3 procurements.

2.5 Other State Interagency and Intergovernmental Involvement

2.5.1 State Agencies and Authorities

GDOT coordinates with State agencies or Authorities that may be affected by or have an interest in a P3 project including entering into inter-agency agreements, memoranda of understanding or other arrangements with any applicable State agencies that are when necessary to facilitate the procurement of the project. GDOT takes into account such activities in developing the project work plan, schedule, and public information and stakeholder outreach plan. Further, the solicitation documents specify the role of any applicable State agency in the procurement process to allow the Proposers to understand the nature of the involvement and responsibilities of each State agency.

2.5.2 Local Agencies and Metropolitan Planning Organizations

GDOT will consult with local governing authorities and applicable metropolitan planning organizations in compliance with the P3 Legislation and P3 Rules, which require GDOT to seek the advice, input and participation of local governing authorities and metropolitan planning organizations (participating agencies). GDOT will take into account such activities in developing the project work plan, schedule, and public information and stakeholder outreach plan.

If local governing authorities and metropolitan planning organizations participate in the procurement process, the solicitation documents specify the role of any applicable participating local governing authority and metropolitan planning organization to allow the Proposers to understand the nature of the involvement and responsibilities of such participating local governing authority and metropolitan planning organization.

2.6 Federal Agency Involvement

2.6.1 Federal Aid

Federal involvement is required on federal-aid projects, projects linked to a federal-aid highway project, or projects assigned to federal oversight such as Projects of Division Interest (PoDI) (projects that have an elevated risk, contain elements of higher risk, or present a meaningful opportunity for FHWA involvement to enhance meeting project objectives) requiring a project-specific Stewardship and Oversight Plan.

2.7 Public and Stakeholder Outreach

GDOT develops and implements public information and stakeholder outreach to educate and engage the general public, media, elected officials, and other interested parties concerning the P3 program. The P3 Director works closely with the GDOT Office of Strategic Communications to develop and coordinate communication and outreach efforts to portray accurately and effectively the P3 program to the public.

2.8 Reporting Requirements

Quarterly Report: Section 32-2-80(a)(6), O.C.G.A., requires a quarterly legislative report to the chairs of the House and Senate Transportation Committees. Such reports include, at a minimum, a summary of the following:

1. P3 programmatic activities performed during the reporting period;

2. a description and status of the projects under procurement; and
3. a description and status of the projects awarded.

Biennial P3 Project List: Section 32-2-79, O.C.G.A., requires a P3 project list to be sent from the Commissioner to the Chair of the STB by July 31 of each odd numbered year. Such reports include, at a minimum a list of P3 projects that meet the investment policies identified in Section 32-2-41.1(a), O.C.G.A., with a description and status of the projects.

2.9 Conflict of Interest

The P3 program includes numerous projects to be designed, built, financed, operated, and/or maintained throughout the State of Georgia under a management structure that potentially involves the use of multiple consulting firms in a variety of management and project delivery arrangements. Much of the work to be performed by the consulting firms may extend into coordination, reporting, and oversight and management activities related to fiscal, technical, right-of-way coordination, third party coordination, and other disciplines with varying levels of input from GDOT, SRTA, and other local governmental agencies. The size and uniqueness of the P3 program makes it more likely that individual firms may have pre-existing work, local knowledge, or complex relationships that could give the appearance of a conflict of interest or raise a question regarding their ability to act in an impartial manner. The activity level of the work in the P3 program may be on a large scale at any particular time, making coincidental and inadvertent conflicts more likely.

Existing statutory and administrative regulations for State agencies regarding conflicts of interest shall continue to govern the actions of GDOT. Effectively managing and implementing the P3 program necessitates that all parties recognize that conflicts may occur, and there should be increased reasonable efforts to prevent, mitigate and, where feasible, remedy conflicts to the fullest extent possible. A non-exclusive list of regulations and other prescriptive information regarding conflicts of interest is included below:

- O.C.G.A §45-10-1, et seq. (*Codes of Ethics and Conflicts of Interest*)
- GDOT Policy 3A-17 (*Code of Conduct Pertaining to Conflict of Interest in the Award and Administration of Contracts*)
- GDOT Policy 4020-1 (*Procurement, Contract Development and Management of Professional Services for Architectural and Engineering Work*)
- GDOT Policy 7115-2 (*Sub-Recipient Monitoring Policy*)
- 23 CFR 636.116 (*What Organizational Conflict of Interest Requirements Apply to Design-Build Projects?*)
- 49 CFR 18.36(b)(3) (*Procurement Standards for Grantees and Subgrantees; Conflicts of Interest*)

Areas of potential conflicts include, but are not limited to the following:

1. Persons employed by or in ownership of consulting firms with a position of influence, financial interest, or other interest in any other business that provides goods or services for projects where that interest may be in direct or apparent conflict with the best interests of the project.

2. Persons associated with officers or employees of consulting firms that may have a position of influence, financial or other interest in any other business that provides goods or services. Such persons may be relatives or partners of those having a position of influence, financial or other interest in the consulting firm. Employees of GDOT and their immediate family members or impacted local government who are in a position of influence regarding a project may not be involved with or have any such relationship with a contractor, consultant, Proposer or Developer team member.
3. Consultants and/or subconsultants under contract with GDOT or SRTA (or any authority or agency engaged in the contract) for PMC or GEC or other project services:
 - a. Shall have no position of influence, or financial or other interest in any consulting firm retained by the State or local government for the implementation or execution of any phase of any P3 project(s). The Program Manager Consultant (PMC) or General Engineering Consultant (GEC) management team shall maintain the highest level of transparency and accountability; therefore, at GDOT's discretion, subconsultants may be excluded from participation on any team for future P3 projects. Such exclusions may be warranted in the event that the presence of the contracted team member might provide an unfair advantage to a Proposer for an advertised P3 project.
 - b. Who assist GDOT in the preparation of P3 Documents will not be allowed to participate as a Proposer. However, GDOT may determine that there is not a conflict of interest for a consultant or subconsultant where: 1) The role of the consultant or subconsultant was limited to providing preliminary design, reports, or low-level documents that will be incorporated by reference into the P3 Documents, and did not assist in the development of Instructions to Proposers or evaluation criteria; or 2) All documents and reports prepared by and delivered to GDOT by the consultants or subconsultants are made available to all Proposers.
 - c. Who assist GDOT with the management of P3 project(s) and/or the P3 program will not be allowed to be members of any Selection Recommendation Committees, Selection Recommendation Subcommittees and/or conflict committee, other than to provide impartial assistance and facilitation of the procurement process.

GDOT's guidelines for soliciting P3 contracts, as well as any related P3 support service contracts with respect to conflicts of interest are listed below:

1. GDOT will reference federal and state statutes or policies concerning conflicts of interest in the P3 contract documents, as well as any related contracts for engineering services, inspection and/or technical support.
2. In soliciting for P3 services, the responsibility shall be placed solely on the Proposer to proactively identify and divulge to GDOT any known or discovered conflicts or potential conflicts, both direct and indirect, and/or appearances of conflicts. The same responsibility shall carry forward, contractually, throughout the services provided to GDOT by the awarded Developer.
3. Upon being selected for P3 services, the Developer will be required to complete a C/COI form prior to execution of the P3 contract.

4. GDOT may take actions up to and including rendering a Proposer non-responsive, and/or dismissal or disqualification when GDOT determines a Proposer has not been forthcoming.
5. GDOT shall at all times reserve the right to investigate and declare a conflict of interest by a Proposer or Developer and may take actions that it deems appropriate as allowed by law, rules, or guidelines. These actions may include, but are not limited to, issuing a warning, interacting with a Proposer or Developer as part of discussing/granting a remedy, and/or immediate dismissal of the Proposer or Developer. At no time shall a Proposer or Developer be allowed to continue services when known conflicts are present without such corrective actions being taken.
6. GDOT shall endeavor in its actions to be reasonable, consistent and act in good faith in issuing: notices, warnings, grants of remedy, disqualifications, dismissals, and declarations of a conflict of interest.
7. Where a conflict is identified by a Proposer (contractor or consultant) or Developer, the conflict must be reported immediately by the Proposer or Developer to the OAD-OA. The disclosure must include a proposed course of action to remedy any identified conflict(s).
8. If GDOT becomes aware of a conflict, the OAD-OA will notify the Proposer or Developer and request a response to the OAD-OA, including the Proposer or Developer's proposed course of action to remedy any identified conflict(s).
9. A Conflict Committee of qualified GDOT personnel will be established to include a representative from the Offices of Legal Services, Transportation Services Procurement (TSP), and OAD. Other GDOT personnel may be added as necessary. The Chairman of the Conflict Committee will be the OAD-OA. The Conflict Committee will determine whether the Proposer's or Developer's proposed course of action for remedy is accepted or rejected. A rejection may result in termination of the services currently being performed. In their evaluation of services being procured, GDOT's SRC may make a determination regarding apparent conflicts; however, the SRC will be instructed to forward these determinations and any discovered apparent conflicts or questionable areas to TSP.

When a potential Conflict of Interest situation arises, the following procedures apply:

1. The disclosure of a potential conflict of interest must be submitted in writing to the OAD-OA. The disclosure may be submitted by a contractor, consultant, or a member of the Proposer or Developer team. The disclosure must include a detailed course of action to remedy any identified conflict(s).
2. If any GDOT employee has reason to believe that a contractor, consultant, Proposer or Developer team member has failed to disclose a potential organizational conflict properly, the employee must promptly notify the OAD-OA.
3. The Conflict Committee will convene as expeditiously as possible to determine if an actual or perceived conflict exists and to determine if appropriate avoidance or mitigation measures shall be implemented.
4. The OAD-OA notify the Chief Engineer of the Conflict Committee's recommendation(s).
5. The OAD-OA will provide the final response in writing to the affected parties.

The risk for an organizational conflict of interest can be reduced by proactively addressing these issues. As part of this effort, GDOT will acknowledge in the NOI, RFQ, and RFP which contractors or consultants are known to have a conflict of interest. However, this disclosure may not address all of the real or perceived conflicts that may exist at the time of the solicitation. Therefore, the guidelines provided in Section 2.9 Conflict of Interest should be followed.

In most cases, any consultant who prepares on any portion of the NOI, RFQ, or RFP; develops the costing plans; performs work on the P3 project for other key stakeholders; or provides oversight work on the P3 project will **not** be allowed to participate as a Proposer or join a Developer's team as a key team member.

For consultants preparing any portion of work for development of the project, the work must have been completed, and the consultant must provide GDOT with all records of work performed so that all information can be made available to all Proposers. Consultants that do not meet these criteria may request a waiver from OAD-OA. If a waiver has been granted, then the consultant must disclose in the SOQ and/or Technical Proposal all the work performed in relation to the project.

Chapter 3. P3 Project Identification and Selection

3.1 Objectives

The P3 program's project identification, screening, and selection process is intended to provide a framework to assist GDOT in identifying and reporting to the STB potential P3 projects, permitted under the P3 Legislation. Potential P3 projects should be assessed on the project's potential for added value by the private sector, financial feasibility, project maturity, market interest, and project scope and whether it would successfully advance GDOT's transportation objectives.

3.2 Roles and Responsibilities

The Office of Alternative Delivery will provide oversight of the identification, screening and participate in the selection process for potential P3 projects.

The Project Screening Committee in conjunction with OAD will screen and evaluate the projects to determine if a project meets the principles and policies described in [Sections 4.2](#) and [4.3](#) of the P3 Guidelines.

Based on the OAD and Project Screening Committee's evaluation, the P3 Director will provide the Chief Engineer with the biennial P3 project list (or supplemented list) for review prior to providing to the Commissioner.

The Commissioner will provide the biennial P3 project list (or supplemented list) to the STB.

3.3 P3 Project Identification and Selection

P3 is best suited for those projects that generally require acceleration, projects that have unique opportunities to appropriately transfer a balanced risk profile to the Developer, and/or projects with opportunities for innovation that have the potential to significantly decrease contract time, reduce costs, and/or improve the safety and quality of the facility.

In accordance with the P3 Guidelines the use of P3 contracting should be based on an assessment of the specific goals and risks associated with each project.

3.4 P3 Project Screening and Evaluation Process

3.4.1 P3 Screening Workshop

The Office of Alternative Delivery will gather relevant data on the P3 project candidate(s).

Prior to the reporting time identified in Section 32-2-79(a), O.C.G.A., the Project Screening Committee may conduct a workshop to screen and evaluate the Projects identified in [Section 3.3](#). to determine whether the project should move forward as a P3 project. The Office of Alternative Delivery will facilitate the identification and screening of projects that have the potential of being a P3.

All projects will be screened and evaluated based on the assessment of opportunities for innovation, constructability, financial feasibility, safety, environmental permitting, right-of-way acquisition, utilities, traffic management, public/business perception, and any third-party constraints.

In evaluating potential P3 projects, the Project Screening Committee should perform the following:

1. Collect information regarding the Project's history and current status, available information, and potential risks.
2. Verify that adequate but not 100-percent funding for design, right-of-way, and construction is programmed (or can be programmed) in accordance with Section 32-2-80(a)(2) of O.C.G.A.
3. Determine if the proposed P3 project advances the objectives of the P3 program as set forth in the P3 Rule 672-17-.01 and meets the requirements of Section 32-2-79, O.C.G.A.

3.4.2 P3 Screening Results and Recommendations

The Project Screening Committee prepares a summary report based on the results of the screening and evaluation process. The report contains recommendations on which projects should be considered for procurement as a P3 project, the relative priority and general timing of the procurement schedule which is then provided to the Steering Committee for approval.

In recommending a project for the biennial P3 project list (or supplemented list), the Project Screening Committee considers, among other things, the nature and status of the Project, risk factors, schedule, available public funding, and the value added by the private sector. The Project Screening Committee will provide its recommendation for the project delivery method(s) to be utilized as set forth in [Section 1.3](#).

3.4.3 P3 Project Letter

If approved by the Steering Committee, the OAD-PM will prepare a final recommendation letter to the Chief Engineer. The letter should include the P3 delivery selection method (refer to [Section 1.3](#)), whether a pre-solicitation industry forum should be held, and whether the procurement should be a one-step or two-step process.

Upon favourable endorsement or approval by the Chief Engineer to deliver the project as a P3, the project will be added to the approved P3 project list located on GDOT's P3 webpage and the biennial letter to the STB will be amended (refer to [Section 3.4](#)).

Chapter 4. P3 Project Development

4.1 Objectives

One objective in the development of a P3 project is to assign the responsibility and associated risk for any design-related issues to the Developer as the Engineer of Record (EOR). The Developer is ultimately responsible for meeting all design requirements and constructing the project in accordance with the design.

For a P3 project, GDOT is still responsible for initial project development that establishes the project scope, design criteria, Conceptual Plans, and the performance requirements in the procurement documents, essentially found in the RFQ, RFP, ITP, and TP.

GDOT does not have a direct contractual relationship with the Developer, as SRTA will execute the P3 contract; however, as SRTA's agent and manager of all P3 projects, GDOT will have continuous collaboration and engagement throughout the procurement and the implementation phases in order to have a successful P3 project.

4.2 Roles and Responsibilities

Once a P3 project has been identified and an OAD-PM assigned, the OAD-PM with support from the procurement team develops a comprehensive schedule for the project including a general overview of the project development activities that are necessary to develop the P3 procurement documents including the NOI, Industry Forum, RFQ, RFP, and any related Reference Information Documents (RIDs).

4.3 Pre-advertisement Work Activities

The planning, concept development, and environmental process activities for P3 projects generally follow the traditional Design-Bid-Build process as described in GDOT's [Plan Development Process \(PDP\)](#).

1. Other pre-advertisement activities may include pre-solicitation industry forum,
2. One-on-one meetings with interested parties to gauge market interest,
3. Public information and stakeholder outreach,
4. Determination of procurement process and delivery method,
5. Recommendation for payment for work product,
6. Recommendation for proposal security,
7. Recommendation for performance and payment security,
8. Cost estimating, and
9. Consideration of funding and financing limitations.

4.3.1 Cost Estimate

Estimated expenditures for the Project must be quantified over time. In conjunction with the Office of Alternate Finance, the OAD-PM must create an estimated expenditures model for the Project in different phases of development. In addition to the capital costs, other costs may include the following: utility relocation costs, management, or technical support-related costs (legal, financial, insurance), engineering and inspection, financing, Payment for Work Product, third party agency costs, and/or risk contingencies.

During the development of the RFP, the OAD-PM will monitor and make the necessary modifications to the P3 cost estimate including the current construction cost estimate from the GEC and PMC as appropriate and the current programmed costs in the CWP and STIP for each phase of the work.

Estimated resource needs must be characterized for the P3 project, such as GDOT's direct costs, SRTA costs, consultant, and oversight costs. These estimates are made for each fiscal year of the anticipated P3 project lifetime.

4.3.2 Funding and Finance

Depending on the specific delivery model selected, a P3 project may utilize financing sources outside the traditional state and federal-aid highway funding tools. The Office of Alternative Finance in conjunction with the Georgia State Financing and Investment Commission (GSFIC) and SRTA will provide guidance on options such as Grant Anticipation Revenue Vehicle (GARVEE) bonds, infrastructure banks, general obligation bonds, Private Activity Bonds (PAB), TIFIA loans, INFRA and other applicable grants, and any new sources of public funding such as contributions from municipalities, and the identification of private capital required.

The Office of Alternative Finance will consider opportunities to access non-traditional funding and financing sources in developing the financial plan for each project and will prepare applications as may be appropriate for particular funding and financing instruments.

4.4 Project Development

For P3 projects, sufficient preliminary engineering should be performed to adequately determine right-of-way limits, identify potential environmental impacts, determine permitting requirements, develop the project scope, and define project requirements in the RFP.

However, progressing preliminary engineering too far potentially limits the innovation of Proposers and may add risk to GDOT. The GDOT preliminary engineering aspects for P3 projects generally provide staff-approved concept report, environmental analysis, costing plans and other information to mitigate risks; however, the amount of design developed may vary from project to project.

Table 4.1 (Project Development/Work Plan Activities) includes planning, project management, and third party-related activities that should be considered by the OAD-PM during the development of the RFP. Table 4.2 (Third Party Agreements) includes information regarding third-party agreements.

Table 4.1: Work Plan Activities Considered in Project Development

Activity	Action
<p>Planning Activities</p>	<p>If the funding year for a P3 project needs to change to accommodate accelerated project delivery, the OAD-PM will coordinate with the Office of Planning and Office of Alternative Finance to confirm the proper portion of funding, including potential funding by the Developer is, or can be accurately reflected in the Statewide Transportation Improvement Program (STIP).</p>
<p>Risk Analysis Considerations</p>	<p>P3 Project risk analysis should be assessed taking into consideration the following elements:</p> <ol style="list-style-type: none"> 1) Cost: The cost of the project in dollar terms should be evaluated during the preliminary stages and throughout project construction. Cost factors to consider are: <ul style="list-style-type: none"> • Contingency usage • Risk analysis • Estimate formation • Public Owner resource cost allocation • Cost control • Optimization’s impact on project cost • Incentive usage • Material cost issues • User costs/benefits • Payment restrictions 2) Schedule: The project schedule is closely associated with cost of the overall project and is dependent on management and decision-making during the project. Schedule factors to consider are: <ul style="list-style-type: none"> • Timeline requirement • Risk analysis • Milestones • Schedule control • Optimization’s impact on project schedule • Resource availability • Scheduling system/software • Work breakdown structure • Earned value analysis 3) Technical: The technical aspects of the project include all the typical engineering requirements. Issues identified include design requirements, scope of the project, quality of construction, and the organizational structure of the Public Owner undertaking the project. This area also includes items such as contract language and structure and the implementation of new technology for effective management of the project. Technical factors to consider are: <ul style="list-style-type: none"> • Scope of the project • Public Owner’s internal organizational structure • Prequalification of bidders

Activity	Action
	<ul style="list-style-type: none"> • Warranties • Disputes • Delivery methods • Contract formation • Design method • Reviews/Analysis • Existing conditions • Construction quality • Safety/Health • Optimization impact on construction quality • Typical climate • Technology usage <p>4) Context: The context aspect refers to all of the external factors that have an impact on project development and progress. Context factors to consider are:</p> <ul style="list-style-type: none"> • Public • Marketing • Political • Cultural impacts • Public Owner • Local workforce • Jurisdictions • Utility coordination • Designer(s) • Railroad coordination • Maintaining capacity • Resource availability <p>5) Financing: The financing relates to the need for understanding the funding for a P3 project, both public and private in relation to the project's scope of work. The mechanics of the financing can have a direct impact on the project design, the speed with which it can be delivered, and the ability to achieve contextual requirements. Financing factors to consider are:</p> <ul style="list-style-type: none"> • Legislative process • Uniformity restrictions • Project manager financial training • State, local, and federal funding • Developer financing • Identification, evaluation, and pricing of project risks

Activity	Action
<p>Define Critical Success Factors</p>	<p>It is important to gather information from all groups of people that will influence the outcome of the project. Agreement on critical success factors facilitates further planning on resource utilization and action items.</p> <p>Each project success factor should be:</p> <ul style="list-style-type: none"> • Measurable • Justifiable • Balanced between long- and short-term issues • Addressing internal and external issues • Integrated with multiple sources of complexity <p>Critical success factors can be imposed from several different individuals, organizations, community stakeholders, or project requirements and can vary widely by project; however, the inputs to define critical project success factors require the project management team to:</p> <ul style="list-style-type: none"> • Identify the legislative and political directives; • Gather input from agency and project leaders; • Estimate project resource requirements and determine if they are currently available; • Assess community needs and influence over project feasibility; and • Ascertain project characteristics.
<p>Concept Layout and Concept Report</p>	<p>The concept layout and approved concept report is the basis for the development of the costing plans. The concept report is developed in accordance with GDOT’s Plan Development Process (PDP) and defines the basic parameters for the design and construction of the project.</p> <p>The Developer may modify the preliminary horizontal and vertical alignments as long as they meet the requirements set forth in the environmental document and the RFP. In most cases all design changes must remain within the existing/proposed right- of-way as designated in the concept layout, approved concept report and approved environmental document. If changes are proposed by the Developer that require additional right-of-way or easements, or that are not cleared in the original approved environmental document, then the Developer bears the risk associated with additional time and money necessary to acquire right-of-way and/or obtain the necessary environmental documentation. The RFP will provide clarification of the Developer’s risk related to right-of-way and environmental clearance.</p> <p>For P3 delivery, the OAD-PM must pay close attention to constructability when developing or revising the concept report, the need for Design Exceptions (DE) or Design Variances (DV) and identifying potential opportunities for innovation.</p>
<p>Costing Plans</p>	<p>Costing plans are developed for most P3 projects. The level of completeness of the costing plans should be approximately 30 percent and should provide an adequate amount of detail necessary to quantify right- of-way, utility and environmental impacts. The costing plans are not intended to be the scope of work but are used as a basis for establishing the scope of work and the environmental document.</p> <p>Establishing a comprehensive cost estimate will include conducting a FHWA Cost Estimating Review (CER) Workshop. The workshop will be a risk-based review to verify the reasonableness and accuracy of the current total cost estimate and project schedule, and to develop a probability range for the cost estimate that represents the</p>

Activity	Action
	<p>project's current stage of design. A CER is generally required on projects over \$100M at the FHWA Division's discretion, and mandatory and requiring concurrence from FHWA HQ for projects \$500M or greater. FHWA will take the lead on the workshop; GDOT will provide the CER package with all data necessary for FHWA to run the cost estimating simulation.</p>
Financial Plan	<p>Understanding the sources of funding, the anticipated timing and scale of expenditures and the type of financing available is important to project success. The initial finance plan should be prepared early in project development and updated throughout the project development lifecycle as information is refined.</p>
Value Engineering (VE) Study	<p>Section 1503(a)(3) of MAP-21 added a provision to 23 U.S.C. 106(e)(5) specifying that a VE analysis is not required for Design-Build projects which includes project delivered through P3 process. This provision supersedes existing provisions in 23 CFR Part 627. While not required, FHWA encourages conducting a VE analysis during the preliminary design phase of a P3 project if the Project meets the requirements described in paragraph 5a of this directive.</p>
Traffic and Revenue Study	<p>If tolling is contemplated for a P3 Project, SRTA will undertake necessary surveys and studies including those necessary for all traffic surveys, expert studies, and traffic and revenue studies to establish the feasibility of any given project if tolls are used against debt or project finance cost.</p>
Environmental	<p>If possible, the RFP should not be advertised until after the environmental process has concluded or is near conclusion. The OAD-PM should establish a P3 procurement schedule based on this assumption.</p> <p>In some cases, the RFP may be <u>advertised</u> prior to the conclusion of the environmental process. GDOT's current practice is that the Project will not be <u>awarded</u> until the environmental process has concluded, unless otherwise approved by the Chief Engineer.</p> <p>In the event GDOT determines that the P3 project will be procured and awarded prior to the approval of the environmental document, the requirements set forth in 23 CFR Part 636.109 will apply. In this case, the RFP will include a provision that prevents the Developer from proceeding with right-of-way acquisition, final design or construction activities prior to the approval of the environmental document, pursuant to 23 CFR 771.113(a). In addition, the RFP will include a provision ensuring that no commitments are made to any alternative being evaluated in the environmental process and that the comparative merits of all alternatives presented in the environmental document (including the no-build alternative) will be evaluated and fairly considered. Finally, the RFP will include a termination provision in the event the no-build or no action alternative is selected at the end of the environmental process.</p> <p>23 CFR 636.109 allows the agency to proceed with pre-qualifications, industry review and a Shortlist process before the environmental process is complete.</p> <p>The following are considered as environmental document approval: Categorical Exclusion (CE) classification, Finding of No Significant Impact (FONSI), or Record of Decision (ROD) along with GDOT's authorization to proceed.</p> <p>The process to identify, complete, and obtain approvals for the appropriate environmental document (e.g., EA, EIS, Georgia Environmental Policy Act (GEPA), etc.) for a P3 project is identical to the process for a traditional Design-Bid-Build and</p>

Activity	Action
	<p>Design-Build project as described in GDOT’s Environmental Procedures Manual.</p> <p>When a project is being evaluated for P3 suitability, the OAD-PM will coordinate with GDOT’s Office of Environmental Services (OES) in order to fully assess the project’s risks and current schedule related to the environmental document and permitting activities.</p> <p>Where possible, and upon approval of OES and/or FHWA, documentation of any potential impacts based on the costing plans should be described in general terms (such as “up to” or “a maximum of” at each potential location). This may allow for minor modifications which reduce impacts without triggering major changes to the approved environmental document.</p> <p>The environmental document is a critical component of the delivery process. GDOT must communicate via the RFP the importance of this document, its contents and the risks associated with any changes that could result in an environmental reevaluation.</p>
<p>Environmental Permits</p>	<p>Permitting issues need to be addressed as early as possible. Development of timelines very early in the project life cycle for environmental, U.S. DOT Section 4(f), and other critical regulatory reviews is critical for successful projects. Flexible response mechanisms for permit issues, as well as flexible planning and design for minimal impact from permit issues, must be developed for complex project success, especially when uncertainty is high (e.g., geotechnical and subsurface conditions, State Historic Preservation Office (SHPO) sites).</p> <p>Permits that require coordination with third parties should be coordinated by OAD-PM through OES with the respective agency in advance of RFP advertisement. Consideration should be given to identifying in the RFP a general timeframe(s) for permit review periods.</p> <p>The Developer will often be responsible for preparing and obtaining the environmental permit(s) based on the Developer’s accepted final design, however the permit is acquired in GDOT’s name. The Developer will assume the risk of obtaining the permit and is also responsible for mitigating any impacts. The RFP will clearly delineate the Developer’s scope of services with respect to environmental permitting.</p>
<p>Right-of-Way</p>	<p>The performance of all right-of-way services will be in full compliance with 42 U.S.C. 4601 et seq. (the “Uniform Act”); Title 49 CFR Part 24 Uniform Relocation Assistance and Real Property Acquisition for Federal and Federally-Assisted Programs; Title 23 CFR Part 710 Right-Of-Way and Real Estate; all relevant State laws including, but not limited to, Georgia Code Titles 22 and 32; and in accordance with GDOT’s Right-of-Way Manual of Policies and Procedures.</p> <p>The OAD-PM will coordinate with GDOT’s Office of Right-of-Way as early as possible to identify all potential right-of-way impacts, determine acquisition schedule, determine Phase I/II site assessment needs, and to discuss the entity, State or Developer, best suited to acquire the right-of-way.</p> <p>Sufficient right-of-way must be acquired to accommodate the Project. The acquisition of right-of-way and easements are traditionally the responsibility of GDOT, but this responsibility may be transferred to the Developer when necessitated by the project schedule.</p>

Activity	Action
	<p>In the event that GDOT will acquire the right-of-way, the RFP must include the date(s) whereby GDOT anticipates obtaining title and possession. This approach will mitigate the potential schedule risk to the Developer and will allow the Developer to plan the work adequately.</p> <p>GDOT may delegate responsibility for right-of-way acquisition to the Developer. The Developer will be required to develop right-of-way plans and other pre-acquisition information necessary to complete a Right-of-Way package, as well as complete an appraisal of all impacted parcels. Legal work (such as closings and condemnation filings) will be conducted by the assigned Special Assistant Attorney General (SAAG). However, the Developer will be responsible for retaining the court coordinator to assist the assigned SAAG.</p>
Utilities	<p>The OAD-PM will coordinate with GDOT's Office of Utilities as early as possible to identify potential utility impacts and risks and discuss a timetable to obtain Subsurface Utility Engineering (SUE) plans and the utility Memorandum of Understanding (MOU) from each of the utility owners. In the event that the likely impact to utility owners is low for the project, GDOT's Office of Utilities may grant a SUE waiver in which case GDOT's "white lining" specification will be required.</p>
Geotechnical Investigation	<p>GDOT should obtain as much geotechnical investigation data as possible prior to the RFP advertisement, and provide this data as to Proposers as RID. GDOT should also provide to Proposers as information only all existing and readily available soils reports, BFIs or WFIs from prior projects that were in the project's vicinity. GDOT should not provide interpretive reports except for the final pavement design. If feasible, Proposers should be allowed to perform additional borings during the procurement process to further minimize risk.</p>
Design Exceptions and Design Variances	<p>Any DEs and DVs necessary to design and construct the Project identified in the approved concept report and costing plans must receive general approval from the Chief Engineer and the FHWA (if applicable) prior to advertising the RFP. In addition to the general approval, any mitigation measures that will be required of the Developer should be identified and included as scope requirements in the RFP. A list of the approved and acceptable DEs and DVs will be listed in the RFP. Final preparation of the design exceptions and/or design variances will be completed by the Developer's Engineer of Record and final approval will be completed by the Chief Engineer and the FHWA (if applicable).</p> <p>If a DE or a DV is identified after the Project is let and there is mutual agreement as to the benefit to the Project between GDOT and the Developer for approving the change, then the Developer's Engineer of Record will prepare the DE or DV. In addition, an appropriate credit for time and/or money as between GDOT and the Developer must be considered as part of the DE or DV.</p>
Operation and Maintenance Management Plan (O&MMP)	<p>If a project is to include an Operation and/or Maintenance phase, the RFP should include operations and maintenance evaluations and reports as RIDs. The OAD-PM must coordinate with GDOT's Office of Construction to provide as much scope definition as possible. The preliminary draft O&MMP will be provided as in the RID. The Developer will prepare the final O&MMP for GDOT's and FHWA review (if applicable).</p>

Table 4.2: Third Party Agreements

Activity	Action
<p>Project Framework Agreements (PFA)</p>	<p>A Project Framework Agreement is a binding legal agreement between GDOT and the Local Government which contains straightforward project phase participation commitments.</p>
<p>Local Government Agreements</p>	<p>If a local government has undertaken responsibility for any activities on a P3 project, the OAD-PM will coordinate with the local government to allocate resources among the parties. The coordination will include facilitating agreements between the parties such as a Memorandum of Understanding (MOU) and appropriate Intergovernmental Agreements (IGA) are, or will be, in place to provide for a successful P3 delivery.</p>
<p>Utility Agreements, Memorandum of Understanding, Utility Analysis Preliminary Routing Report and Coordination</p>	<p>Utility coordination must be performed in accordance with GDOT's Utility Accommodation Policy and Standards Manual (UAM). GDOT should contact utility owners during the development of the RFP to plan activities, discuss the project, discuss risks and possible mitigation strategies, and to obtain MOUs.</p> <p>SUE should be conducted for all P3 projects prior to the advertisement of the RFP. This preliminary SUE data will provide the Proposers information necessary to assess the risk and determine an appropriate strategy to avoid or relocate an impacted utility.</p> <p>Once the preliminary SUE plans are approved by GDOT, GDOT will facilitate a utility coordination meeting (referred to as a utility workshop) with all utility owners within the project limits. The goals of the utility workshop include:</p> <ul style="list-style-type: none"> • Discuss the scope of the project • Distribute SUE plans to all utility owners within the project area limits • Distribute the Preliminary Utility Status Report (PUSR) to utility owners and ask that they provide additional information to supplement the MOU • Distribute the Memorandum of Understanding (MOU) to each utility owner and explain how it should be filled out <p>GDOT will follow up with utility owners to execute MOUs, and to collect the UA (which is additional information regarding an affected utility) from each utility owner within the project limits. The executed MOUs and the UAs will be included in the RFP.</p> <p>The GDOT's Public Interest Determination Policy and Procedure applies to all P3 projects. Therefore, each MOU will identify the entity that is responsible for the design and construction of the utility relocation(s). The UAPRR is used to provide Proposers with additional information not included in the MOU, such as estimated costs for design and construction, material requirements, and the estimated number of days to complete the relocation.</p> <p>On P3 projects, the Developer is responsible for utility coordination and completing most tasks typically performed by the District Utilities Engineer for Design-Bid-Build projects. Utilities are one of the most critical risks on P3 Projects. It is important that GDOT provide as much clarity in the RFP to identify the scope requirements of the Developer. In addition, it is essential that Proposers understand the related risks during the RFP Phase, and evaluate options to avoid utility impacts.</p>

<p>Railroad Agreements</p>	<p>If a P3 project is expected to impact a railroad, the OAD-PM must coordinate with GDOT's State Utilities Railroad Liaison Engineer as early as possible and then regularly during the development of the RFP. In addition, the impacted railroad owner(s) should be consulted during the development of the RFP to collaborate on the likely impact to the railroad, as well as Developer's scope of services.</p> <p>The Developer will adhere to the scope of services with respect to railroad coordination, and the OAD-PM and GDOT's State Utilities Railroad Liaison Engineer will provide guidance, as necessary, during the administration of the P3 contract.</p> <p>Railroad agreements are similar to other third-party agreements, but often require a long lead time to finalize. For this reason, discussions with railroads should be initiated as early as possible in the project, and agreements with railroads should be in place prior to issuance of the RFP. The P3 contract should recognize potential impacts to schedule and cost due to the unpredictability of railroad participation. Key railroad requirements, including the railroad's involvement, authority and review times, should be identified in the RFP.</p>
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Chapter 5. Procurement Planning

5.1 Objectives

Provide an overview of procurement planning activities related to the advertisement of a P3 Project and key procurement issues to consider in planning a P3 project.

5.2 Roles and Responsibilities

The OAD-PM, with support from the procurement team, coordinates with advisors (referred to in [Section 2.4](#)) to plan the development of the solicitation documents, and the identification and allocation of risks on the project.

5.3 Websites, Data Rooms, and Document Control

GDOT communicates information about the P3 program as noted below:

5.3.1 GDOT's P3 Webpage

GDOT's P3 webpage <http://www.dot.ga.gov/PS/Innovative/P3> is intended to provide the industry with the most current information about the program and the projects. The information typically includes:

- P3 Manual
- P3 Legislation
- STB Rules
- Biennial P3 project list
- A listing of P3 projects
- Other resources such as presentations and industry outreach material

5.3.2 Georgia Procurement Registry

The [Georgia Procurement Registry](#) (GPR) is used to advertise the NOI and the RFQ for P3 projects. The GDOT Contracting Officer (CO) will post the NOI and RFQ (and any related notices, amendments, etc.) on the GPR.

The [GPR](#) search functions will locate any advertised NOI or RFQ. Each user is encouraged to register with [GPR](#) in order to receive email notification upon a solicitation being posted. Listed below are the steps necessary to locate the NOI and RFQ through the [GPR](#):

1. Access [GPR](#) by clicking [Georgia Procurement Registry](#) link.
2. Select the desired "Event Status." "All" provides the greatest flexibility of options.
3. Select "State Government" as the "Government Type."
4. Select "Transportation-2, Department of" as the "Government Entity."
5. Enter a key word or partial word of the solicitation title such as route number or primary feature (if known) to narrow down the search results
6. Select the desired "Sort List By" function and click "Search."

5.3.3 SharePoint and e-Builder Sites

During the NOI and RFQ advertisement phase for P3 projects, GDOT's [P3 public SharePoint site](#) is used to provide available information to Proposers such as a project synopsis (which provides more detail regarding anticipated scope of services), available project information, approved concept report (if available), and/or project layouts (if available). A reference and directions to access the SharePoint site for each project will be included in the NOI and RFQ.

The RFP for P3 projects will be advertised by a secure GDOT e-Builder site. GDOT's OAD will provide to each Shortlisted Proposer the non-disclosure form and instructions necessary to access the e-Builder site. The e-Builder site will also house the RIDs that include available project-related information such as MicroStation files, InRoads files, approved Concept Report, geotechnical information, and traffic data. In addition, a Question and Answer (Q&A) spreadsheet is included and maintained.

5.4 Questions and Responses

A Proposer's written questions to GDOT regarding procurement documents must be transmitted in accordance with the requirements set forth in the NOI, RFQ and/or RFP documents. Responses will be provided as set forth in the RFQ and/or RFP documents.

5.5 Notice of Intent to Issue RFQ

The Notice of Intent to Issue RFQ (NOI) is an advanced advertisement of an upcoming P3 project. The NOI may include:

1. Project number and county(ies)
2. Tentative scope
3. Anticipated schedule
4. Anticipated consultant area classes that may be required in the RFQ
5. Any unique or special contractor(s) or consultant(s) qualification or experience requirements
6. Link to the P3 public SharePoint site where readily available project data and/or additional project information is located.
7. List of contractor(s), consultant(s), or other entity known to have a Conflict of Interest who are, therefore, not eligible to participate as a Proposer or a participant on a Proposer's team.

On the scheduled date of GDOT's issuance of the NOI, the OAD-CO will post the NOI to the GPR and the OAD-PM may upload the readily available project information to the GDOT P3 public SharePoint site.

5.6 Industry Outreach

5.6.1 Industry Forum

In accordance with the P3 Guidelines, the procurement team will assess and recommend to the Steering Committee, for approval, whether GDOT should conduct a pre-solicitation industry forum for the project in order to engage industry groups and potential Developers.

In making this determination, the procurement team considers, among other things, the degree of market interest, the scope, nature, and complexity of the Project, and the degree of public and political support.

GDOT typically conducts the industry forum after issuing a NOI, but prior to issuing an RFQ. The industry forum details are included in the NOI, and typically posted on GDOT's P3 webpage at <http://www.dot.ga.gov/PS/Innovative/P3>. The purpose of the forum is to discuss the project's anticipated scope, schedule, and risks, and to receive industry feedback.

5.6.2 Industry One-on-One Meetings

In addition to a pre-solicitation industry forum, GDOT may meet with interested parties in a one-on-one setting to gauge the degree of market interest, the scope, nature, and complexity the project and seek industry feedback for the project.

5.6.3 Market Sounding(s)

Prior to issuing a NOI, GDOT may engage with the industry to solicit input on market interest and/or high-level commercial or operational terms of a potential project or grouping of projects. The engagement may be by emailed or mailed industry surveys, telephonic contact, or other means.

5.7 Key Procurement Issues to Consider

5.7.1 Payments for Work Product

A Payment for Work Product is a stipulated amount of money to be paid to responsive but unsuccessful Proposers who submit qualified proposals in response to the RFP.

As the name implies, GDOT must receive a "work product" from the unsuccessful Proposer in order for the Proposer to receive payment. The RFP may also stipulate a (graduated) amount of money that GDOT may pay to Proposers in the event that GDOT cancels the procurement at various steps before the receipt of Proposals.

GDOT should base the establishment of the amount of the work product on the following: the anticipated value of that work product for application on the Project or on other future projects, the estimated proposal development costs, the complexity of the project, the level of risk associated with the project, the level of project related materials/design files provided by GDOT, and the anticipated degree of competition during the procurement process.

In accordance with the P3 Guidelines, the procurement team will provide the recommendation for Payment for Work Product amount to the Steering Committee for approval.

The RFP will include the payment for Work Product amount; specify the timing, manner, and conditions of payment; and any right and liabilities of the parties to such work product including the payment for work product agreement.

If a Proposer who is eligible for a Payment of Work Product amount elects not to accept the payment for work product, GDOT cannot use the ideas contained within its technical proposal. However, the contents are public information unless the Proposer has requested and GDOT agrees that the information be deemed as trade secret or proprietary information using the procedure set forth in the RFP, and in accordance with O.C.G.A. § 50-18-72(34).

A Payment for Work Product is not intended as a reimbursement of proposal development costs. The amount(s) to be paid should be based on consideration of the level of innovation in technical designs and/or any residual work products of immediate or future use to GDOT that may be achieved during the procurement process (such as some new type of geometric application, or geotechnical investigations or asset conditions surveys undertaken by proposers during the procurement process).

Several benefits to offering a Payment for Work Product amount on P3 projects include the following:

Encourages Competition – The costs necessary for a Proposer to pursue P3 projects are typically higher as compared to Design-Bid-Build or Design-Build projects. Proposers spend additional resources on preliminary design and project coordination. Paying for a work product may encourage a higher degree of interest in Proposers to pursue P3 projects. In addition, it may allow smaller companies to participate and not be put at a competitive disadvantage.

Enhanced Quality/Lower Construction Costs – By investing time and resources into the design process during the RFP phase, Proposers are able to optimize the design and bring innovation into the process. Innovation and design optimization lead to increased quality and lower construction costs.

Payment for Work Product/Intellectual Property – By offering a payment for work product amount, GDOT has the right to use the work product, ideas, and related Alternative Technical Concepts (ATCs) without obligation to pay any additional compensation to the unsuccessful Proposers on the project for which it was offered, and for any other GDOT project. Proposers may elect to waive the stipulated amount for retention of intellectual property, in which case all designs, calculations, drawings, samples, and other proposal material will be returned to the Proposer.

5.7.2 Proposal Security

GDOT requires the submission of a Proposal Security to secure the Proposer's commitments in accordance with the RFP. The Proposal Security may be in the form of surety bonds, letters of credit, a parent company guarantee, a combination of the foregoing or any other security requirements necessary to provide adequate protection of GDOT and the State. Recommendation for the Proposal Security amount will be determined by GDOT based on its analysis of the cost risk associated with the likelihood of not achieving Commercial Close and may also take into consideration historical data of P3 projects in the United States and direct experience. The amount, acceptable form, and details of the Proposal Security for each P3 project will be detailed in the RFP.

In accordance with the P3 Guidelines, the procurement team will provide the recommendation for the Proposal Security form and amount to the Steering Committee for approval. Once approved, the procurement team will include the Proposal Security form and amount in the RFP.

5.7.3 Performance and Payment Security

Recommendations specific to the construction performance and payment security requirements for a P3 project will be based on design/build cost estimates. The performance and payment security will be acquired as separate bonds (or other forms of security) and should offer sufficient financial coverage to cure a default and protect the public's investment in the project.

The performance bond guarantees the prime contractor will complete the work on time and within budget in accordance with the plans and specifications, and within the terms and conditions of its contract.

The payment bond guarantees that amounts due for wages, subcontractors and materials supplied to the project will be paid promptly.

The determination of the amount of the payment and performance security may be based on an assessment of the Probable Maximum Loss (PML).

In accordance with the P3 Guidelines, the procurement team will provide the recommendation for the performance and payment security form and amount to the Steering Committee for approval. Once approved, the procurement team will include the performance and payment security form and amount in the RFP.

5.7.4 Approach to Quality Assurance Program (QAP)

The Developer will be responsible for the quality control and quality assurance processes unless otherwise stipulated in the RFP documents. The Developer will be required to provide quality acceptance that will function independently of design, construction, and maintenance scope of work.

The Developer will retain a Construction Quality Acceptance Firm (CQAF) to perform construction inspection, testing and sampling as further defined in Technical Provisions of the Project Agreement. The CQAF and Developer must comply with the Quality Assurance Program (QAP) for design and construction as required in the RFP documents.

For P3 projects that include post-construction Maintenance phase or Operations and Maintenance (O&M) phase to be undertaken by the Developer, the Developer will hire an Operation and Maintenance Quality Assurance Firm (O&MQAF) to perform inspection, testing and/or sampling of work performed during the O&M phase as further defined in Technical Provisions of the Project Agreement. The MQAF and Developer must follow the Maintenance Quality Assurance Program (MQAP) as required in the RFP documents.

Chapter 6. Procurement Process – Request for Qualifications

6.1 Objectives

The issuance of the Request for Qualifications (RFQ) provides the minimum requirements as well as the desired Developer team qualifications. Respondents submit Statements of Qualifications (SOQ) in response to the RFQ. GDOT evaluates and ranks the SOQs according to the criteria published in the RFQ and establishes a Shortlist of the most qualified Respondents. The Shortlist will be comprised of not less than two qualified Respondents and not more than five qualified Respondents.

6.2 Roles and Responsibilities

The OAD-PM, with support from the procurement team, coordinates with advisors (referred to in [Section 2.4](#)) to develop the RFQ for advertisement in accordance with the requirements of the [Section 7](#) of the Guidelines.

Prior to receipt of the SOQs the procurement team will develop and make recommendations to OAD which will in turn make recommendations to the Selection Recommendation Committee, for approval, regarding the evaluation methodology for ranking and qualifying Respondents. Upon approval by the Selection Recommendation Committee the procurement team will create an evaluation manual.

In accordance with the P3 Guidelines, the Selection Recommendation Committee and any designated Selection Recommendation Subcommittees will perform the final scoring, ranking and qualifying recommendations for the list of the most qualified Respondents, which is then submitted to the Steering Committee for approval.

6.3 RFQ Development

The RFQ is the first step of the Request for Proposal (RFP) process and is used by GDOT to determine the list of the most highly qualified Respondents for a P3 project. The RFQ outlines the minimum and desired qualifications for Respondents. GDOT should tailor the qualifications to each project based upon the delivery goal(s) and project risks. Respondents are required to respond to the RFQ with an SOQ.

The results of the RFQ should be an evaluation and a ranking of Respondents, not solely to qualify or disqualify them. RFQ phase is an opportunity for GDOT to select the most highly qualified Respondent teams to compete in the subsequent RFP phase.

The RFQ may include:

1. Project number and county;
2. P3 scope and procurement schedule;
3. Consultant area classes, and SOQ evaluation criteria;
4. Firms known to have a Conflict of Interest on the project;
5. Evaluation criteria (if known);
6. Restriction on communications;
7. GDOT's Point of Contact for Questions; and

8. Link to the [P3 public SharePoint site](#) where readily available project information is located.

6.4 Proposer Eligibility and Certification Requirements

GDOT requires construction contractors, as well as architectural and engineering consultants, providing certain specialty services for GDOT, to be prequalified for the work they are proposing to perform. For P3 projects, all contractors, and consultants (including subcontractors and subconsultants) who perform work on a P3 project must be prequalified by GDOT.

Refer to GDOT's [prequalification webpage](#) for information regarding contractor and consultant prequalification.

6.5 RFQ Evaluation Criteria and Methodology

1. The RFQ identifies the evaluation criteria, relative weight given to each criteria and the process for qualifying Respondents. RFQ evaluation criteria may include:
2. Experience and expertise of key personnel
3. Past performance
4. Organizational structure
5. Comparable experience
6. Financial capability

6.6 RFQ Advertisement

On the scheduled date of GDOT's issuance of the RFQ the OAD-CO will post the RFQ to the [GPR](#) and the OAD-PM will upload readily available project information to GDOT's [P3 public SharePoint site](#).

If required by the PoDI plan, the OAD-OA is responsible for obtaining concurrence from FHWA to advertise the RFQ. Upon receipt of FHWA concurrence, the OAD-CO will issue the RFQ.

6.7 RFQ Questions and Responses

The process allows GDOT to respond to Respondents' questions during the RFQ advertisement period. Respondents will submit questions to the OAD-CO in accordance with the requirements set forth in the RFQ.

GDOT-issued responses to questions will be posted on the [GPR](#) and should be carefully drafted by GDOT for clarity, consistency and to provide for fair competition. Responses are meant to clarify the RFQ but are not used to change the RFQ. Changes to the RFQ are handled via the amendment process.

6.8 RFQ Amendments

RFQ amendments are generated by GDOT to modify the contents of the RFQ. Such amendments may be prompted by questions submitted by Respondents but may also be initiated by GDOT or

FHWA. RFQ amendments are prepared by the procurement team and provided to the OAD-CO by the OAD-PM to post on the [GPR](#).

Respondents are responsible for monitoring the GPR for information concerning the project.

6.9 SOQ Submissions

GDOT's OAD-CO issues the RFQ for P3 projects. Interested Respondents must submit a SOQ to the OAD-CO per the requirements set forth in the RFQ. Each Respondent's SOQ is evaluated by the Selection Recommendation Committee and the Selection Recommendation Subcommittees.

In accordance with the P3 Guidelines, the Selection Recommendation Committee recommends a list of most qualified Respondents to the Steering Committee for approval. Upon approval, the OAD-CO will notify each Respondent of the results and post the Selection of Finalists or Shortlist results to the [GPR](#).

Chapter 7. Evaluation of SOQs and Shortlisting Process

7.1 Objectives

Receive and facilitate the evaluation of the SOQ and issue the selection of the shortlist of no less than two and no more than five finalists.

7.2 Roles and Responsibilities

7.2.1 Structure of SOQ Evaluation Team/Committees

The Selection Recommendation Committee (SRC) will evaluate the SOQs in accordance with the criteria and procedures established in the RFQ and the SOQ evaluation manual and will be assisted by Selection Recommendation Subcommittees (SRS). The SRS will be responsible for subject-matter based tasks associated with review of the Respondent's SOQs. The members of each SRS will provide additional resources and special subject matter expertise to assist and advise the SRC. The SRS will be comprised of GDOT personnel (and may include SRTA personnel as appropriate) and may include the following (other subcommittees may be added as needed):

1. Administrative Subcommittee
2. Pass/Fail and Responsiveness Subcommittee
3. Financial Subcommittee
4. Project Management Subcommittee
5. Technical Subcommittee
6. References Subcommittee

The SRC Chairperson will report the evaluation review findings, including the recommended list of most qualified Respondents, to the Steering Committee. The members of the Steering Committee, the SRC, and the SRS shall be mutually exclusive.

The SRC and SRS may also be assisted by others, as described in [Section 2.4](#), who will offer advice on the administrative, technical, and financial aspects of each SOQ. While one or more advisors may assist each of the SRS with the evaluation process, only those members of the SRS will provide qualitative ratings or scoring recommendations.

7.3 SOQ Evaluation Manual and Training

The SOQ evaluation manual provides the methodology and criteria for evaluation of SOQs received from Respondents in response to the RFQ issued by GDOT for any P3 project.

The OAD-PM, with support from the procurement team, is responsible for training members of the SRC and SRS.

7.4 SOQ Evaluation, Recommendation, Approval, and Notification

Respondent submits the SOQ to the OAD-CO by the date and time listed in the RFQ.

7.4.1 Receipt of SOQs

Promptly after receipt of the SOQs, the Administrative and/or Pass/Fail and Responsiveness Subcommittee will review the SOQs for satisfaction of the relevant pass/fail criteria and for responsiveness to the RFQ according to the criteria set forth therein. Only those Respondents that submit SOQs that are deemed responsive and deemed to pass the pass/fail criteria will be eligible to be Shortlisted

After performing the initial screening, the OAD-CO will facilitate a SOQ evaluation kick-off meeting with the SRC and appropriate SRS where the following takes place:

1. The meeting should include all SRC and SRS members.
2. The OAD-CO will provide the SRC and SRS members with the material necessary to evaluate and score the SOQs. This may include a copy of the RFQ (including clarifications and addenda), the SOQ evaluation form, SOQ evaluation manual, a conflict of interest form (if applicable), and a non-disclosure form (if applicable).

7.4.2 Selection Recommendation Subcommittee Evaluation Process

1. Each member of the SRS will review the evaluation criteria prior to assessing the SOQs.
2. The members of the SRS will independently review and evaluate the submitted SOQs for purposes of scoring the SOQ submissions.
3. Each member of the Financial, Project Management, References, and Technical Subcommittees will independently review their respective portions of the SOQs.
4. After such independent review, the Financial, Project Management, References, and Technical Subcommittees may conduct one or more SRS meetings, independent from one another, for the purpose of (i) discussing their respective members' comments, findings and recommendations; and (ii) developing consensus comments and scoring recommendations in a qualitative manner consistent with the evaluation criteria.
5. Each chairperson (or chairperson's designee) of the Financial, Project Management, References, and Technical Subcommittees will meet separately with the SRC to brief the SRC and to present his or her respective Advisory Subcommittee's findings and scoring recommendations.

7.4.3 Selection Recommendation Committee Evaluation Process

Each member of the SRC will review the evaluation criteria prior to assessing the SOQs.

Following the briefings with the Financial, Project Management, References, and/or Technical Subcommittees (or other subcommittees as warranted by the procurement), the SRC will meet to score the SOQs. The SRC may accept the recommendations provided by the Advisory Subcommittees, may request an Advisory Subcommittee to do further analysis and reconsider its recommendations, or may develop its own scoring recommendations. The SRC will then convert each SOQ's qualitative ratings to numerical values in conformance with the procedures set forth herein.

The SRC will rank each SOQ based on the overall SOQ scores. The OAD-CO will compile the final results based on the SRC evaluation scores and prepare the SRC's recommended list of most qualified Respondents for Steering Committee approval.

The Steering Committee may accept or reject the SRC's recommended list of most qualified Respondents.

Each Respondent will be promptly notified of the shortlisted results and will post the results on the GPR.

Note: When a Shortlist is employed on a project, the points assigned to each Respondent will not carry forward to the RFP phase.

Chapter 8. Procurement Process – Request for Proposals

8.1 Objectives

Issue an RFP: (1) after listing at least two most qualified Proposers following an RFQ process or (2) if an RFQ was not previously issued, GDOT may initiate a solicitation for proposals. The RFP will include all documents, whether attached or incorporated by reference, utilized for soliciting proposals. The solicitation may be for a one-step procurement process (if no RFQ was issued) or may be the second step of a two-step solicitation process (if an RFQ was issued).

8.2 Roles and Responsibilities

The OAD-PM, with support from the procurement team and advisors (referred to in [Section 2.4](#)), is responsible for ensuring the timely development of the RFP. In addition, the OAD-PM and the OAD-CO are responsible for managing the ATC process within the framework of the RFP process and in accordance with the ITP.

8.3 RFP Development

8.3.1 ITP

The Instruction of Proposers (ITP) is not a contract document but outlines the procurement process, procurement schedule, one-on-one meetings schedule (if applicable), ATC process (if applicable), evaluation criteria, and proposal submittal requirements. While the ITP does not become part of the contract, it may contain forms which the Proposer must complete for incorporation into the contract documents.

8.3.2 Contract

The contract consists of Volume 1 (Project Agreement) and Volume 2 (Technical Provisions).

8.3.2.1 Project Agreement

Volume 1 includes items such as contract terms and conditions, order of precedence, insurance requirements, contract definitions and other legal requirements.

8.3.2.2 Technical Provisions

Volume 2 outlines project-specific requirements that must be used on the project. It is intended to be both programmatic and project specific. This section includes GDOT Standards, Manuals, Technical Memorandums, Standard Specifications and Special Provisions

8.3.3 Reference Information Documents

The Reference Information Documents (RIDs) are not contract documents but include background information to assist the Proposers with preparation of proposals for designing and constructing (and operating and maintaining, as required) the project. Unless otherwise specified in the ITP or the contract, the RIDs are provided solely for reference and informational purposes. GDOT does not make any representation or guarantee as to the accuracy, completeness, or fitness of the RID.

8.3.4 RFP (Draft or Final)

Following the release of the RFP, GDOT may opt to engage in a series of confidential meetings and discussions with the Proposers, all in accordance with the procedures set forth in the RFP. In response to feedback and input received from the Proposers and other stakeholders, GDOT may opt to issue additional drafts or Amendments to the final RFP. If GDOT issues an Amendment to the RFP, the Amendment will supplement or replace the RFP in part or in whole.

8.4 RFP Schedule

The RFP procurement schedule including activities and dates/times will be provided in the ITP. GDOT reserves the right, in its sole discretion, to revise, modify, or change the RFP procurement schedule at any time before the Proposal Due Date(s); bifurcated Technical and Financial proposal submittal dates may be considered. Any such revisions to the schedule including a change in the Proposal Due Date will be implemented through issuance of amendment(s) to the RFP. It is the responsibility of the Proposers to check for updated procurement-related information including any amendments.

8.5 Proposer Eligibility and Certification Requirements

The RFQ includes basic Proposer eligibility and qualifications certifications (e.g., GDOT design firm pre-qualifications in Area Classes, GDOT contractor Certificate of Qualifications, Security and Immigrations certifications, etc.). Any additional certifications and representations will be included in the ITP and may include:

1. Non-collusion affidavits
2. Conflict of interest disclosures
3. EEO and DBE utilization certifications
4. Buy America certifications
5. Use of contract funds for lobbying certification
6. Debarment and suspension certifications
7. Security and immigration compliance affidavits
8. Drug-free workplace certifications

8.6 Proposal Evaluation Criteria

1. GDOT endeavors to develop Technical Proposal and Financial Proposal evaluation criteria that are clear and concise, and based on the goal(s) and risks associated with the project. Each Proposal will be reviewed (a) for responsiveness and (b) based on a pass/fail criteria set forth in the ITP. Each Proposer must satisfy each pass/fail requirement in order for the proposal to be evaluated. Once GDOT has evaluated and scored each responsive Proposal according to the criteria set forth in the ITP, GDOT will determine which Proposal is the Apparent Successful Proposal in accordance with the terms described in the ITP. Prior to the issuance of the RFP, the procurement team will develop the evaluation methodology for determining responsive proposals, ranking proposals and selecting the Proposer for contract award. In order to develop the evaluation criteria for the technical

and financial proposal the procurement team will meet. The general framework for the meeting:

- a. OAD-CO and the OAD-OA or a designee must be in attendance.

Technical experts (e.g., GDOT and Advisors) or stakeholders should also be included to develop the evaluation criteria based upon the risks and goals of the project.

Project goals and risks should be discussed, and the attendees should rank the criteria based upon the value provided to the project.

2. The evaluation criteria should:

- a. Be clear, defensible, and easy for the Proposers, evaluators, and public to understand;

Not overlap scoring criteria in the SOQ; and

Focus on items that bring measurable value to the project; and be tailored to the individual project.

3. Technical Proposal evaluation criteria other than those items scored on a pass/fail basis will be selected by their ability to add value to the project. The effects of the evaluation criteria on increasing the project's cost should be considered by the procurement team when selecting criteria and assigning technical point values. Potential Technical Proposal evaluation criteria categories may include the following:

- a. Project Schedule
- b. Impacts to the traveling public
- c. Aesthetics
- d. Project Management approach
- e. Public Involvement/Community Relations
- f. Environmental impacts
- g. DBE utilization
- h. Additional warranty of certain items

4. The Financial Proposal evaluation may evaluate both pass/fail requirements and scored financial criteria. Scored Financial Proposal evaluation criteria will be tailored for each project, reflecting the particular financial objectives for the project. The effects of the evaluation criteria on increasing the project's cost should be considered by the procurement team when selecting criteria and assigning financial point values. The Financial Proposal evaluation may consider price, financial plan, financial strength and standing of the Proposer, and security package, among other items.

5. Once the evaluation criteria has been developed by the procurement team it will be presented to the SRC for approval.

8.7 Payment for Work Product

GDOT may make certain payments to Proposers in consideration for the transfer and assignment to GDOT of proprietary information, trade secrets, techniques, concepts, analyses, approaches, ideas, supplemental geotechnical boring data (boring locations, logs, and associated reports) or other intellectual property or work product furnished by Proposers to GDOT during the procurement including ATCs. Acceptance of any payment by GDOT to Proposer's Work Product will be a grant by Proposer to GDOT of a non-exclusive, royalty-free, perpetual, irrevocable license to use such Work Product.

8.8 Proposal Security

In accordance with [Section 5.7.2](#), each Proposer will provide a Proposal Security Bond or Proposal Letter(s) of Credit with the submission of their Proposal. The amount and any requirements for any proposal security will be as stipulated by GDOT and/or SRTA in the ITP. Each proposal security will be established by GDOT on a project-by-project basis and the terms and conditions will be as described in the ITP.

8.9 Payment and Performance Security

In accordance with [Section 5.7.3](#), contracts for a P3 project will require the Apparent Successful Proposer and/or each of its prime contractors to provide performance and payment security in amounts that will be established by the Steering Committee upon recommendation by the procurement team and in accordance with the P3 Guidelines.

The recommendation will be determined on a project-by-project basis taking into account the size and scope of the project and will be in an amount that adequately protects GDOT, the state, and the contracting and subcontracting parties.

The amount and any requirements for any payment and performance security will be as stipulated in the RFP.

8.10 Insurance

Insurance for a P3 project will require the Apparent Successful Proposer and each of its prime contractors and consultants to provide project specific insurance. The stipulation regarding the amount and type of insurance coverage will be determined by GDOT based on the size and scope of the project after consultation with its insurance, legal, financial, and technical advisors. The minimum amount of insurance coverage will be as stipulated in the RFP.

Required insurance coverage must include at a minimum:

1. Workers Compensation Insurance
2. Employer's Liability insurance
3. Commercial General Liability (GCL) Insurance
4. Commercial Business Automobile Liability Insurance
5. Commercial Umbrella Liability Insurance
6. Professional Liability (Errors and Omissions) Insurance
7. Builders Risk Insurance, if appropriate.

8.11 RFP Advertisement

The RFP for P3 projects will be advertised by a secure GDOT e-Builder site as described in [Section 5.3.3](#).

8.12 RFP Questions and Responses

The process allows GDOT to respond to Proposers' questions during the RFP advertisement period. Proposers will submit questions to the OAD-CO in accordance with the requirements set forth in the ITP. The procurement team will compile all the questions and develop responses which are transmitted to all Proposers by the OAD-CO.

Responses are meant to clarify or resolve minor errors or clerical revisions in the RFP. GDOT may elect to take these questions into account when issuing subsequent draft RFPs or the final RFP.

If allowed by the RFP documents, confidential questions may also be submitted. In this case, responses will be transmitted confidentially back to the specific Proposer. In the event that GDOT determines a Proposer's question is not confidential, the Proposer will be allowed to withdraw the question.

8.13 One-on-One Meetings

As part of the draft RFP review and comment process, GDOT may schedule one-on-one meetings with the most qualified Proposers. The purpose of the meetings is for GDOT to confidentially receive information, comments and concerns from the Proposers during the P3 procurement process for consideration during GDOT's continued finalization of the RFP. The content of the one-on-one meetings is confidential to each Proposer and will not be discussed with other Proposers.

The number and frequency of the one-on-one meetings will depend on the size and complexity of the project. Each qualified Proposer will be offered the same number of one-on-one meeting opportunity(ies).

At the beginning of the meeting, GDOT will instruct Proposers with a disclaimer that the purpose of the one-on-one meeting is to provide an opportunity to discuss the RFP and that nothing discussed or implied during the meeting would change the current RFP without an amendment to the RFP. No formal meeting minutes will be taken. If a Proposer provides handouts, the handouts must be returned at the conclusion of the meeting.

8.14 ATC Process

The ATC process starts shortly after the RFP is issued. GDOT will offer One-on-One Meetings (refer to [Section 8.14.1, One-on-One ATC Meetings](#)) with Proposers to discuss potential ATCs. Shortlisted Proposers submit ATCs to the OAD-CO, in accordance with the requirements set forth in the ITP of the RFP, prior to submitting the Technical Proposals.

OAD-OA will be designated as the ATC review committee chair and will consult with the members of the project's ATC review committee regarding the ATC process. The procurement team will prepare and ATC Evaluation Manual and provide training to the ATC review committee members. In addition, the OAD-OA will discuss with each ATC review committee member the importance of confidentiality and will obtain a signed non-disclosure form from each member and provide the forms to the OAD-CO. The ATC review committee will be supported by GDOT SMEs and technical advisors.

Upon receipt of the Proposer's ATC, the OAD-CO will provide the ATC to the OAD-PM who will coordinate with the ATC review committee, collect comments, and provide a response to the Proposer with one of the following determinations:

1. The ATC, as submitted, is acceptable for inclusion in the Proposal.
2. The ATC is not acceptable for inclusion in the Proposal.
3. The ATC is not acceptable in its present form, but may be acceptable upon the satisfaction, in GDOT's sole discretion, of certain identified conditions which must be met or clarifications or modifications that must be made, including, but not limited to, any required environmental reevaluation related to the ATC, which GDOT may condition upon a GDOT Re-evaluation Period.
4. The submittal does not qualify as an ATC but may be included in Proposer's Proposal because it appears to be within the requirements of the RFP.
5. The submittal does not qualify as an ATC and may not be included in the Proposal.

ATC concepts should **not** be incorporated into the RFP as amendment as the ATC process is intended to be confidential. However, GDOT reserves the right to correct errors in the RFP via an amendment if a Proposer's ATC highlights an error in the RFP documents.

Additionally, Proposers are allowed to withdraw an ATC if GDOT determines the subject of an ATC would be of benefit to all proposers and GDOT notifies the Proposer that GDOT intends to release the information to all Proposers.

8.14.1 One-on-One ATC Meetings

One-on-one ATC meetings between GDOT and Proposers are used to improve communication during the P3 procurement process. The primary purpose of these meetings is to allow Proposers to discuss potential ATCs with GDOT prior to making a formal ATC submittal. This minimizes efforts on both GDOT and Proposers drafting ATCs that may have a limited chance of being approved. After a Proposer discusses the draft concept, the OAD-PM will inform the Proposer if the ATC has potential to be accepted or if GDOT will not entertain the concept.

The one-on-one ATC meetings will not be used to discuss RFP clarifications or be used by Proposers to gain additional insight into the process. Clarification questions need to be submitted to GDOT in writing via the clarification process outlined in the ITP.

The number and frequency of the one-on-one ATC meetings will depend on the size and complexity of the project. The OAD-PM, OAD-OA, and the OAD-CO will jointly determine the number and frequency. Each Proposer will be offered the same number of one-on-one meeting opportunity(ies).

The content of the one-on-one ATC meetings are confidential to each Proposer and will not be discussed with other Proposers.

No formal meeting minutes will be taken. If a Proposer provides handouts, the handouts must be returned to the Proposer at the conclusion of each meeting.

8.14.2 ATC Limitations

During the development of the RFP (refer to [Section 8.3 RFP Development](#)), the OAD-PM will collaborate with other GDOT SMEs to determine which elements, i.e., (changes to specifications, materials, product, design standards, Life Cycle ATCs, etc.) will not be accepted as ATCs.

The OAD-PM and OAD-OA will determine the maximum number of ATCs that a proposer may submit and will identify the items that are not acceptable as ATCs in the ATC section of the RFP as well as the instruction for submission of the ATCs.

If identified in the ITP, Proposers may be required to submit a final package of individually accepted ATCs for GDOT review that the Proposer plans to incorporate in its proposal. The purpose of the final package is to assess whether the individual ATCs, if implemented collectively, interface in an acceptable manner or conflict.

8.15 ATC Limitations /Document Control

Shortlisted Proposers must submit ATCs in accordance with the ITP section of the RFP. Shortlisted Proposers will submit each ATC concept as a separate ATC. The concept may include multiple interrelated parts (e.g., major geometric layout change that impacts alignments, profiles, and intersection control). An ATC with multiple, unrelated concepts should be rejected.

ATCs will be submitted via e-Builder. The OAD-PM or designee will review the submittal for completeness and then log the ATC into the ATC Log prior to submission to the ATC review committee.

The OAD-PM will store all ATC documents (log, submittals, responses, etc.) in a secure directory. The OAD-PM will limit access to the directory to only the OAD-OA and other key individuals involved with the review and approval of the ATCs.

8.16 ATC Reviews

The OAD-PM will prepare and send the draft ATC response to the OAD-OA and the Chief Engineer for review. FHWA will be included in the review of ATCs.

The OAD-OA (unless otherwise delegated to the OAD-PM) will submit the ATC response to the OAD-CO who will transmit the ATC decision to the submitting Proposer via email.

If a Proposer wants to resubmit or modify an ATC after a decision has been sent, they must submit a new ATC using a different ATC number.

8.17 RFP Amendments/Final RFP

In accordance with [Section 8.3.4](#), the RFP is issued in accordance with the provisions of Sections 32-2-78 through 32-2-80 of the Code, Chapter 672-17 of the Rules and Guidelines. Multiple draft versions of the RFP documents may be issued during the procurement process.

GDOT may revise, modify, or change the RFP and/or procurement process at any time before the Proposal Due Date at its sole discretion. Any revisions after the final RFP has been issued will be implemented through the issuance of an Amendment to the RFP. Amendments will be posted to the e-Builder site, and Proposers will be notified of the issuance of such Amendment by mail or e-mail.

If an Amendment significantly impacts the RFP, GDOT may change the RFP schedule including the Proposal Due Date. The announcement of such new schedule will be included in the Amendment.

GDOT will not be bound by, and Proposer shall not rely on, any oral communication or representation regarding the RFP documents, or any written communication except to the extent that it is contained in the RFP or in an Amendment to the RFP and is not superseded by a later Amendment to the RFP.

8.18 Proposal Submissions

The ITP specifies the proposal content and submittal requirements including the time, location and manner for submitting the Proposals to GDOT, as well as any pre-proposal submittals if required.

8.18.1 Modifications to a Proposal

A Proposer may modify its submitted Proposal in writing prior to the Proposal Due Date. The modification must conform in all respects to the requirements for submission of a Proposal. Modifications must be clearly delineated as such on the face of the document to prevent confusion with the original Proposal and must specifically state that the modification supersedes the original Proposal and all previous modifications, if any.

8.18.2 Withdrawal of a Proposal

A Proposer may withdraw its Proposal at any time prior to the Proposal Due Date by means of a written request signed by Proposer's designated representative. A withdrawal of a Proposal will not prejudice the right of Proposer to file a new Proposal, provided that the new Proposal is received before the time due on the Proposal Due Date. No Proposal may be withdrawn after the time due on the Proposal Due Date and any attempt to do so may result in a draw by GDOT upon the Proposal Security.

8.18.3 Late Submittals

GDOT will not consider any late Proposals. Proposals or modifications to Proposals not requested by GDOT that are received after the Proposal Due Date will be returned to Proposer without consideration or evaluation.

Chapter 9. Evaluation of Proposals and Award Process

9.1 Objectives

The Shortlisted Proposers (or in the case of a one phase RFP, the Proposers) will submit Administrative information, a Technical Proposal, and a Price/Financial Proposal in response to the RFP in accordance with the requirements set forth in the ITP.

9.2 Roles and Responsibilities

The SRC will evaluate the RFPs in accordance with the criteria and procedures established in the RFP and the RFP evaluation manual and will be assisted by Selection Recommendation Subcommittees (SRS). The SRS will be responsible for subject-matter based tasks associated with review of the Proposer's RFPs. The members of each SRS will provide additional resources and special subject matter expertise to assist and advise the SRC. The SRS will be comprised of qualified GDOT personnel and may include the following (other subcommittees may be added as needed):

- Administrative Subcommittee
- Pass/Fail and Responsiveness Subcommittee
- Financial Subcommittee
- Project Management Subcommittee
- Technical Subcommittee
- References Subcommittee

The SRC and SRS may also be assisted by others, as described in [Section 2.4](#), who will offer advice on the administrative, technical, and financial aspects of each RFP. While one or more advisors may assist each of the SRS with the evaluation process, only members of the SRS will provide qualitative ratings or scoring recommendations.

The SRC Chairperson will report the evaluation review findings, including the apparent best value Proposal to the Steering Committee. The members of the Steering Committee, the SRC, and the SRS shall be mutually exclusive.

Based on the recommendation from the SRC, the Steering Committee will determine whether to recommend to the STB the Proposer whose Proposal provides the best value to the State.

In accordance with [Section 8.10](#) of the Guidelines, the STB may make a conditional award of the contract based on the Steering Committee's recommendation.

9.3 RFP Evaluation Manual and Training

In accordance with the requirements of [Section 8.7.2](#) of the P3 Guidelines, the procurement team develops an evaluation manual for each RFP. The purpose of the evaluation manual is to provide a clear and uniform process for evaluating RFPs. Items to consider in the development of the Evaluation Manual should include:

1. The document should be developed by OAD prior to the issuance of the first draft of the RFP.

2. Evaluation criteria in the Evaluation Manual should match the evaluation criteria listed in the ITP of the RFP. Updates to the Evaluation Manual may be necessary if changes to the evaluation criteria are made in subsequent draft and/or Final versions of the RFP.
3. The document should be presented to the OAD-OA and OAD-CO for review prior to the OAD-CO providing to the Selection Recommendation Committee for review and approval.

Topics to address may include the following:

1. Confidentiality and nondisclosure requirements
2. The schedule for evaluation activities
3. The process for and provisions ensuring document security during the evaluation
4. Provisions setting forth the evaluation process to be used by the SRC and Selection Recommendation Subcommittees
5. Details with respect to the rating and scoring system to be followed

Prior to the receipt of the Proposals, GDOT conducts an evaluation training session(s) with all individuals serving on the SRC and Selection Recommendation Subcommittees and technical evaluation teams, and with any individuals authorized to observe the evaluation process. The purpose of the training session is to inform participants regarding the general evaluation process and the requirements for accessing, handling and preventing the unauthorized disclosure of the Proposals.

9.4 Public Comment Requirements

Section 32-2-80(a)(3) of the P3 Legislation and P3 Rule 672-17-.04(c)(7) provides the public with the opportunity to submit written comments and the opportunity to attend a public hearing in each county where the Project, or a portion of the Project, is located. The OAD-PM with support from the procurement team will arrange for the publication of notices of availability of the public meetings and for arranging meeting room logistics.

At least ten days after the receipt of Proposals, the executive summaries are posted for public comment in the manner and time prescribed by P3 Rule 672-17-.04(c)(7).

The posting will include instructions to the public regarding: (1) the method and deadline for providing written comments to GDOT, and (2) the time and location for the public hearing. The public comment and hearing are limited to contents in the executive summary from each responsive Proposer.

9.5 RFP Evaluation, Recommendations, Approval, and Notification

Each Proposal will be reviewed for conformance and responsiveness to the requirements set forth in the RFP. Proposers that GDOT determines are nonresponsive to the requirements of the RFP may be excluded from further consideration. Proposers will be advised regarding a determination of non-responsiveness.

GDOT may, in its sole discretion, reject all Proposals or advertise for new Proposals, if, in the judgment of GDOT, the best interests of the public will be promoted by doing so.

Upon GDOT's receipt of the Proposals, GDOT will proceed to review the Proposals using the pass/fail factors and to evaluate the Proposals pursuant to the evaluation criteria and processes established

in the ITP. GDOT will determine which Proposal is the apparent best value Proposal in accordance with the selection process set forth in ITP.

Notwithstanding the foregoing, GDOT reserves the right in its sole discretion to engage in individual discussions with, to negotiate with, and/or award a contract to only one Proposer when it is clearly more qualified and suitable than the other Proposers or when GDOT receives only one responsive Proposal.

After the conclusion of the evaluation process, the Selection Recommendation Committee presents its recommendations to the Steering Committee, who will determine whether to recommend approval to the STB of the Proposal that has been determined to provide the apparent best value to the State upon contract terms that are the most satisfactory and advantageous to the state.

The STB may approve or disapprove the recommendation, and if approved, the award will be subject to the successful completion of negotiations, any necessary federal action, execution by the Commissioner and/or SRTA of the appropriate agreement(s), and satisfaction of such other conditions that are identified in the Request for Proposals.

If the STB agrees with the recommendation of the Steering Committee, the STB's decision of conditional award is made in a public meeting and with a public announcement of intent to award the contract by the STB. Further, at the public meeting, the STB announces the rankings of the Proposers, followed by written notification to the Proposers and posting on GDOT's P3 website and GPR.

9.6 Discussions and Negotiations with Preferred Proposer

After the announcement of intent to award the contract, GDOT and the successful Proposer meet to finalize the terms and conditions of the contract including the negotiations and inclusion of any ATC from an unsuccessful Proposer. Further, all deliverables required under the RFP as a condition to final award are furnished by GDOT and the successful Proposer, as applicable.

The final form of the contract is to be submitted to the STB for review and approval.

9.7 Finalizing Contract, Contract Approval

Upon the STB's approval of the final form of the contract, OAD will perform the following:

1. Prepare the contract documents and provide to the awarded Proposer
2. Coordinate the execution of the contract (Commercial Close). The commercial close typically includes execution and delivery of the project agreement by the proposer, delivery of performance security, any parent guarantees, evidence of insurance, evidence of authorization, legal opinions and other ancillary documents. For projects where financial close occurs subsequent to commercial close, the proposer may be required to deliver a schedule identifying the timetable and steps for achieving financial close, as well as financial close security to provide timely financing for the project.
3. Financial Close may occur at the same time as commercial close but if separate the following items are generally required to achieve financial close;
 - a. Satisfaction of all of the conditions to commercial close, including execution of the P3 agreement.

- b. Executed initial funding documents and initial security documents.
 - c. Executed lenders' direct agreement.
 - d. Legal opinions if not provided at commercial close.
 - e. An update of the audit and opinion obtained from the independent model auditor regarding the suitability of the base case financial model that incorporates any agreed upon proposed amendments to the base case financial model.
4. Issue NTP1 after execution of the contract

Upon execution of the contract, GDOT reserves the right to post technical proposals on GDOT webpage. In addition, it will facilitate the transition from procurement phase to contract administration and implementation phase by ensuring that the post-let GDOT team has an overview of the contract terms and the Project requirements.

9.8 Debrief

Proposers who are not selected for award may request a debriefing from GDOT in accordance with the provisions of [Section 8.11](#) of the P3 Guidelines. A debriefing is intended to provide feedback to an unsuccessful Proposer on its Proposal and does not include discussion of a competing Proposal. The debriefing is limited to providing information on areas where the unsuccessful Proposer's Proposal had weaknesses or deficiencies. Specific debriefing instructions will be included in the Project's RFP.

Chapter 10. Protests

10.1 Statutory Provisions

STB Rule 672.17.07 prescribes the exclusive protest procedures and requirements for the P3 program. Protests must be sent to the Office of the Commissioner, One Georgia Center, 22nd Floor, 600 W. Peachtree St., NW, Atlanta, Georgia 30308.

10.2 Roles and Responsibilities

The procurement team will support the OAD-PM, the Office of Legal Services, and the Office of Alternative Finance with assembly of procurement information pertinent to responding to a protest. The assistance of GDOT legal and financial advisors may be requested by the OAD-PM and/or Office of Legal Services.

10.3 Procedures to be Followed

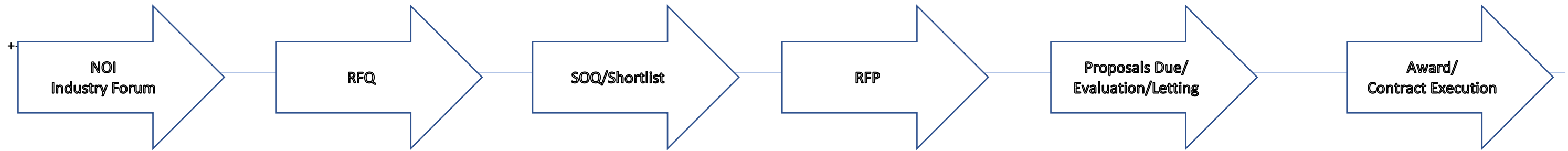
Rule 672-17-.07 prescribes the exclusive protest rights and procedures with respect to the P3 procurement process including the deadline to file a protest, content to be followed and decisions by GDOT regarding a protest. Any additional information and requirements with respect to submitting a protest are set forth in the solicitation documents.

Each Proposer, by responding to a Request for Qualifications or Request for Proposals, as applicable, shall be deemed to expressly recognize the limitation on its rights to protest as provided under the GDOT Rules and the solicitation documents, and shall be deemed to expressly waive all other rights and remedies that otherwise may be available at law or equity.

Appendices

APPENDIX A

GDOT Public Private Partnerships (P3) Guidelines – Various Recommendations & Approvals



Steering Committee and STB Approvals Citing P3 Guidelines

5.4.1 Pre-Solicitation Industry Forum	3.1.8, 7.5.3, 8.7.3 Designate members of the Selection Recommendation Committee and Subcommittees for SOQs and for Proposals	7.5.1, 7.5.5 Approves the list of most qualified Proposers (Shortlist)	8.7.1, 8.10 Recommendation of the apparent best value Proposal
5.6.1 Two-Step v. One-Step Procurement			
5.6.2 Confirmation of Selected Project Delivery Method			
5.6.3 Payment for Work Product	5.6.4 Proposal, Performance & Payment Security	8.7.1, 8.10 Approval of apparent best value Proposal and determination of whether to Award; announcement of rankings of Proposers	8.12.2 Approval of final form of Contract

Selection Recommendation Committee

7.5.1 Approves evaluation methodology for ranking and qualifying Proposers consistent with the evaluation criteria identified in the RFQ	7.5.1, 7.5.5 Recommends a list of most qualified Proposers to the P3 Steering Committee for approval	8.7.1 Approves evaluation methodology for (1) determining responsive Proposals (2) ranking proposals and (3) selecting the Proposer(s) for contract award, all consistent with the evaluation criteria identified in the RFP	8.7.1, 8.7.3 Recommends to the P3 Steering Committee the Proposal determined to provide the apparent best value
			8.8 Notifies the P3 Director and the procurement team of the Proposals deemed responsive to the RFP (as part of the Public Comment Process)

SRTA Agreements

Joint Resolution (JR)	Memorandum of Understanding (MOU) – Annual Intergovernmental Agreement (IGA) Estate for Years (EfY)
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Legend

State Transportation Board Approval
P3 Steering Committee Approval

APPENDIX B

CONFIDENTIALITY AND CONFLICT OF INTEREST CERTIFICATION

Project ID #: _____

Project Title: _____ (the "Project")

I _____, an employee of Georgia Department of Transportation /State Road and Tollway Authority

_____ ("**Consultant**") [*strike text that doesn't apply*] hereby certify the following:

I. CONFIDENTIALITY

I will maintain, in my current role or any future role, the confidentiality of all information related to the Project that I gain access to as a result of my work for the Georgia Department of Transportation ("**GDOT**") and/or State Road and Tollway Authority ("**SRTA**") unless released by GDOT Office of Alternative Delivery in writing from this confidentiality requirement. This includes, but is not limited to, all draft procurement documentation, final procurement documentation that is not publically available, proposer evaluation and selection related information, information designated confidential by GDOT, SRTA or by teams submitting statements of qualifications ("**SOQs**") for the Project and Project proposals ("**Proposals**"), information regarding Project cost estimates, Proposal prices, Project development or financing plans, alternative technical concepts, proposer qualifications, information pertaining to the scoring of SOQs or Proposals, or any other documents or information that might be considered sensitive which I have heard, seen or reviewed ("**Confidential Information**").

I will not use the Confidential Information for any purpose other than to facilitate my work for GDOT or SRTA in relation to the Project. Unless directed by GDOT or otherwise ordered by a court of competent jurisdiction or an opinion of the Office of the Attorney General of the State of Georgia (the "**State**"), I will not disclose, publish or divulge any Confidential Information to anyone, including the media or any member of the public. Internal Confidential Information exchange may be conducted as necessary and appropriate to facilitate my work for GDOT or SRTA in relation to the Project provided that I will only communicate such information to individuals who are authorized to receive such information. If contacted by any member of the public or the media with a request for Confidential Information, I will promptly forward such request to the Contracting Officer at GDOT's Office of Alternative Delivery. I will also maintain security and control over all documents, computer equipment or storage devices containing Confidential Information in my custody.

II. CONFLICT OF INTEREST

I understand that all employees of GDOT and SRTA have a duty of trust to the citizens of the State. No employee of GDOT, SRTA or its consultants is permitted to make an improper profit from the exercise of the employee's duties and responsibilities or from information, knowledge or skills obtained from the performance of those duties and responsibilities. Employees are expected to avoid even the appearance of a conflict of interest and to report any apparent conflict of interest on the part of another employee to their supervisor or the GDOT Ethics Officer. I agree to comply with the obligations of GDOT employees with respect to conflicts of interest, regardless of whether I am an employee of GDOT.

I acknowledge that conflicts of interest may include, but are not limited to, the below:

- A conflict of interest may exist when employees engage in activities which may financially or otherwise benefit themselves, their relatives or individuals with whom they are personally or financially involved as a result of knowledge, information or action taken in an official capacity as employees of GDOT, SRTA or their consultants.
- A conflict of interest may exist where there is no actual benefit to the employee. The mere presence of the opportunity may create the conflict.
- A conflict of interest may arise when an employee engages in an outside activity which, while not necessarily incompatible or inconsistent with official duties, nevertheless is or becomes so extensive that it interferes with the proper and full-time performance of official duties for GDOT or SRTA. Decisions regarding the existence of a conflict and its remedy are to be made by the appropriate Office Head/District Engineer in consultation with the GDOT Ethics Officer.

Appearance of Conflict of Interest: I will make every reasonable effort to avoid even the appearance of a conflict of interest.

I acknowledge that:

- An appearance of conflict exists when a reasonable person would conclude from the circumstances that the employee's ability to protect the public interest or perform public duties is compromised by personal interests.
- An appearance of conflict could exist even in the absence of a legal conflict of interest.

Impartiality: I agree to disqualify myself from participation in any aspect of the Project in which my impartiality might reasonably be questioned due to my personal or financial relationships with participants in the Project.

Financial or Other Benefit Prohibited: I will not directly or indirectly ask, accept, demand, solicit, seek or receive a financial or other benefit for myself or for others in return for being influenced in the discharge of my official responsibilities. I acknowledge that I may have access to privileged or confidential information through my knowledge of official plans and programs which may be of significant interest to the public. This includes information acquired as a part of official duties and responsibilities, information acquired by interaction with fellow employees and information acquired by access to GDOT or SRTA facilities and operations.

No Financial or Other Benefit for Information: I will not use confidential or privileged information in any manner which would result in financial or other benefit, directly or indirectly for myself, my relatives, or individuals with whom I am personally or financially involved.

I will inform the Contracting Officer at GDOT's Office of Alternative Delivery and offer to recuse myself from any involvement in the selection, award and/or administration of a contract in relation to the Project when I am aware that an actual or apparent conflict of interest exists. I understand that GDOT may determine that such actual or apparent conflict of interest can be appropriately managed and may choose to allow my participation in the Project.

I have disclosed any potential conflicts of interest on the attached Disclosure Statement, or alternatively, I hereby certify that to the best of my knowledge, I do not have a conflict of interest, either real or apparent, as a result of a direct or indirect financial interest on my part or that of any member of my immediate family, nor of my employer, nor of any prior employer in the past 24 months, partner(s), or joint venturers, in any firm under consideration for an agreement associated with the Project. I agree not to solicit or accept gratuities, unwarranted privileges or exemptions, favors, or anything of value from any firm under consideration for an agreement associated with the Project, and I recognize that doing so may be contrary to statutes, ordinances and rules governing or applicable to GDOT or SRTA or may otherwise be a violation of the law, including, without limitation, the provisions of the State of Georgia Conflict of Interest Law, O.C.G.A. §§ 45-10-20 through 45-10-75.

No Disclosure Statement Form Required

See Attached Disclosure Statement

[The following to be completed in certifications signed by employees of consultants]

Confirmation with respect to prior employment by GDOT: I confirm the following (check the one that is applicable):

- I have never been an employee of GDOT;
- I was previously an employee of GDOT but was never involved in the direct negotiation, administration, or management of a contract in which the Consultant was either the primary consultant or sub-consultant;
- I was previously an employee of GDOT and was involved in the direct negotiation, administration, or management of a contract in which the Consultant was either the primary consultant or sub-consultant, but my employment with GDOT ended more than 12 months before I started work on the Project for the Consultant.

Signed: _____

Date: _____

Name: _____

DISCLOSURE STATEMENT

This Disclosure Statement outlines potential conflicts of interest, either real or apparent, as a result of a direct or indirect financial interest on my part or that of any member of my immediate family, or of my employer, partner(s), or joint venturers, in any firm under consideration for an agreement associated with the Project.

Section I of this Disclosure Statement describes the potential conflicts of interest. Section II of this Disclosure Statement describes the management plan for dealing with the potential conflicts of interests as described in Section I of this form.

I acknowledge that GDOT may require revisions to the management plan described in Section II of this form prior to approving it and that GDOT has the right, in its sole discretion, to limit or prohibit my involvement in the Project as a result of the potential conflicts of interest described in Section I of this form.

SECTION I – DESCRIPTION OF POTENTIAL CONFLICTS OF INTEREST

SECTION II – MANAGEMENT PLAN FOR DEALING WITH POTENTIAL CONFLICTS OF INTEREST

Signed: _____

Date: _____

Name: _____

Approved by the Georgia Department of Transportation:

Signed: _____

Date: _____

Name: _____

Title: _____

APPENDIX C

CONFIDENTIALITY AND CONFLICT OF INTEREST RELEASE

Project ID #: _____

Project Title: _____ (the "Project")

I _____, an employee of Georgia Department of Transportation /State Road and Tollway Authority

_____ ("**Consultant**") ~~strike text that doesn't apply~~ hereby certify the following:

REQUEST FOR RELEASE FROM CONFIDENTIALITY AND CONFLICT OF INTEREST CERTIFICATE

This is to provide notification that my employment with the employer as noted in the Confidentiality and Conflict of Interest Certification dated _____ [*insert date COI signed*] has ceased as of _____ [*insert date*] and that I am currently employed at _____ [*insert name of company and current title at company*].

Section I of this Request for Release describes the work I undertook for GDOT and/or State Road and Tollway Authority ("**SRTA**") on the Project.

Section II of this Request for Release describes the work that is anticipated that I will perform on the Project for my current employer, if any.

Section III is the management plan for dealing with any potential conflicts of interests based on work I performed for GDOT or SRTA on the Project; the Project information I had access to as a result of my work for GDOT or SRTA; and/or the anticipated work I will perform on the Project for my current employer.

I acknowledge that GDOT may require revisions to the management plan described in Section III of this form prior to approving it and that GDOT has the right, in its sole discretion, to limit or prohibit my involvement in the Project as a result of the potential conflicts of interest described in Section I or Section II of this form. Until such time as GDOT approves the Release, I understand that I am still bound by the terms of the *Confidentiality and Conflict of Interest Certificate* that was referenced in the first paragraph.

SECTION I – DESCRIPTION OF WORK PERFORMED ON THE PROJECT UNDER COI

SECTION II – DESCRIPTION OF WORK ANTICIPATED TO BE PERFORMED FOR CURRENT EMPLOYER ON THE PROJECT

SECTION III – MANAGEMENT PLAN FOR DEALING WITH POTENTIAL CONFLICTS OF INTEREST

SECTION III - CERTIFICATIONS

I certify that my actions under the Confidentiality and Conflict of Interest Certificate were consistent and in conformance with applicable state and federal procurement laws and the provisions of the State of Georgia Conflict of Interest Law, O.C.G.A. §§ 45-10-20 through 45-10-70, including any state engineering licensure law and regulations that might be applicable.

I will, on the request of GDOT or SRTA, return any and all copies and records of Confidential Information related to the Project to GDOT or SRTA and will not retain any copies or records of the Confidential Information. Confidential Information may include, but is not limited to, reports, abstracts, lists, correspondence, information, computer files, computer disks, and all other materials obtained by me during my work on the Project.

Signed: _____

Date: _____

Name: _____

Approved by the Georgia Department of Transportation:

Signed: _____

Date: _____

Name: _____

Title: _____