

ALAMO COLLEGES PUBLIC-PRIVATE PARTNERSHIP GUIDELINES

I. INTRODUCTION

These Guidelines are adopted for the evaluation and disposition of solicited and unsolicited proposals as to which the Alamo Colleges may elect to operate pursuant to the Public and Private Facilities and Infrastructure Act, S.B. 1048, 82d Legislature, codified as Texas Government Code Chapter 2267, as amended by the 83d Legislature (the "Act") to allow greater use of public-private partnerships ("P3"). These Guidelines will furnish the private sector with a fair and uniform format:

1. To respond to proposal solicitations;
2. To submit unsolicited proposals; and
3. To provide for a fair and transparent evaluation and selection process for both solicited proposals and unsolicited proposals in accordance with State law.

The goal of the P3 Program is to: (i) facilitate the construction of public facilities and the development of Alamo Colleges' properties; (ii) share risk and expense between Alamo Colleges and the private entities; and (iii) participate in cash flow performance by organizing public-private partnerships.

It is intended that Alamo Colleges and private parties will contract to provide that the resources and professional skills of each sector (public and private) are shared to deliver a facility and/or service (e.g., planning, designing, financing, constructing, operating, maintaining, and owning) for the use of the general public and each sector shares in the potential risks of the timely and efficient delivery of the service or facility. To be considered under the P3 Program a proposal must meet the definition of a "qualifying project," as defined in the Act.

Unless otherwise noted, references to section numbers, such as Section 2267.002, refer to sections of the Act.

II. DESIGNATED CONTACT

Alamo Colleges designates the following representative to meet with private entities who are considering submitting a proposal:

District Director of Purchasing and Acquisitions
1743 Main Avenue, Building 41, Portable 101
San Antonio, Texas 78210
(210) 485-0100

The designee is available *by appointment only*, during normal business hours which are generally Monday- Friday between 9:00a.m. - 5:00 p.m., C. -T. excluding Holidays.

III. GENERAL PROVISIONS

A. DEFINITIONS

Unless otherwise specified, words defined in the Act shall have the same meaning when used in these Guidelines. Additionally, the following terms shall have the meanings set forth below:

"Detailed Proposal" means a proposal for a qualifying project accepted by the Alamo Colleges beyond a conceptual level of review that defines and establishes periods related to fixing costs, payment schedules, financing, deliverables, and project schedule.

"Detailed Stage Review" means the second phase of qualifying project evaluation where the Alamo Colleges has completed the conceptual stage and accepted the proposal as a qualifying project but is requesting additional information regarding a qualifying project prior to considering entering into competitive negotiations with one or more private entities to develop an interim or comprehensive agreement.

"Holidays" means any holiday recognized by Alamo Colleges by the closing of their administrative offices, including office closings during Christmas Break and Spring Break.

"P3 Program" means the Alamo Colleges' public-private partnership program implemented in accordance with the Act.

"Pre-Proposal Letter" means a letter meeting the requirements of Article V, Section A, which sets out the proposer's idea for a proposal for the initial review, and which the Alamo Colleges will either reject or accept for further evaluation as a proposal.

"Pre-Proposal Review" described in Article V, Section A, means the initial phase of evaluation of the idea for a proposal which begins when the Alamo Colleges receives a Pre-Proposal Letter and makes a determination: (i) whether the project meets the criteria for a qualifying project in accordance with the Act; (ii) whether the qualifying project is one which the Alamo Colleges would be interested in pursuing; (iv) whether the qualifying project serves a public purpose or satisfies a public use; (v) whether the proposing entity possesses the qualifications and experience necessary to undertake the qualifying project; (vi) whether the qualifying project is financially feasible and warrants further evaluation.

"Solicitation" means a written request for services, or for goods and services, issued by the Alamo Colleges.

B. GENERAL PROPOSAL SUBMISSION PROCESS

A person submitting either a solicited or unsolicited proposal requesting approval of a Qualifying Project shall specifically identify any facility, building, infrastructure or improvement included in the proposal.

The proposal should provide general information on the proposer's qualifications and experience, the project characteristics, project financing, anticipated public support or opposition, project benefit, value, and compatibility.

The P3 Program is intended to be a flexible development tool that allows the use of innovative financing techniques. Private entities are encouraged to include innovative financing methods, including the imposition of user fees or other forms of service payments as provided in the Act, in their proposal. The proposer can be involved in a variety of ways, from designing the facility to undertaking its financing, construction, operation, maintenance, and management.

Proposals should be prepared simply and economically, but should include a concise description of the private entity's capabilities to complete the qualifying project. Proposals must include a scope of work and a financial plan for the qualifying project, containing enough detail to allow, at a minimum, a cursory cost-benefit analysis by the Alamo Colleges of the proposals financial feasibility. As provided in the Act, the Alamo Colleges reserves the right, on a case-by-case basis, to conduct the analysis of the proposal with internal resources or to contract with outside advisors or consultants to provide this service. In either case, the Alamo Colleges may request follow-up financial and/or other relevant information in order to complete the cost-benefit analysis required of every proposal to develop a qualifying project. For solicited or unsolicited proposals, the Alamo Colleges may, at any time, request in writing for the respondent or proposer to clarify its submission.

The P3 program is intended to encourage proposals from the private sector that offer the provision of private financing in support of a qualifying project, which may include commensurate risk to the private entity, but may also benefit the private entity through innovative approaches to project financing, development, and use. Solicitations for proposals and unsolicited proposals may include in-kind consideration, in an amount that is not less than the fair market value of the real property interest; including but not limited to construction of new facilities, alteration and restoration of existing facilities, and environmental remediation. The Alamo Colleges shall continue to exercise full and proper due diligence in the evaluation and selection of qualifying projects. In this regard, the qualifications, capabilities, resources and other attributes of a private entity and its whole team shall be carefully examined for every qualifying project. In addition, private entities shall be held strictly accountable for representations and information provided regarding their qualifications, experience or other contents of their proposals, including all specific aspects of proposed plans to be performed by the private entity.

IV. SOLICITED PROPOSALS

A. GENERAL INFORMATION

Any submissions that are received in response to a written solicitation by the Alamo Colleges shall be considered to be a solicited proposal under these Guidelines. The Alamo Colleges shall not be liable for any cost incurred by any entity in preparing, submitting or presenting a solicited proposal.

Alamo Colleges reserves the right to solicit proposals pursuant to the provisions of the Act, or to solicit proposals under other statutory authority, as described in Section 2267.002(e). If the solicitation issued by Alamo Colleges does not expressly state that it is being issued pursuant to the provisions of Chapter 2267 of the Texas Government Code, then the solicitation shall be deemed to be governed by other applicable law. The provisions of this section apply to proposals solicited pursuant to the Act.

The procedures and requirements applicable to any particular solicited proposal, including the timelines for selecting proposals and negotiating an interim or comprehensive agreement, shall be definitively specified in the written solicitation.

Generally, proposals solicited by the Alamo Colleges will follow Alamo Colleges' procurement policy and procedures. These solicitations may request some or all of the following:

- (1) Identification of the Private Entity and/or Team
 - (A) Identify the Private Entity or Team:
 - (i) Identify the legal structure of the private entity or consortium of private entities and its members or principals making the proposal; and
 - (ii) Identify the firms that will provide design, construction and completion guarantees and warranties
- (2) Qualifications and Financial Capacity

The private entity must be able to provide demonstrable experience in the development and operation of qualifying projects of similar complexity, scope and scale to the proposed project. The submission must describe relevant experience with respect to the development and operation of other commercial or public-private partnership projects, clearly distinguishing the experience of the private entity (including joint venture partners) from that of consultants and other team members.

- (3) Project Overview

The solicitation may require an overview of the qualifying project, including the conceptual design of any facility or a conceptual plan for the provision of services. The conceptual design for facilities, at a minimum, shall include concept renderings, a concept

site plan, and elevations that collectively illustrate the location, size, and context of the qualifying project.

(4) Project Analyses

The solicitation may require, but not be limited to, a Project Analysis to include the following: (1) location and site analysis, (2) marketing and competitive analysis, (3) community impact, and (4) construction schedule:

(5) Project Financing

Project financing is an integral part of any solicitation. The Alamo Colleges may require, but not be limited to, any or all of the following in a solicited proposal: financial analysis, project budget, proforma financial statements and bond requirements.

In addition, the proposal must be accompanied by the following, unless waived by the Alamo Colleges:

- (1) a topographic map, with a 1:2,000 or other appropriate scale, indicating the location of the qualifying project;
- (2) a description of the qualifying project, including:
 - A) the conceptual design of any facility or a conceptual plan for the provision of services or technology infrastructure; and
 - (B) a schedule for the initiation of and completion of the qualifying project that includes the proposed major responsibilities and timeline for activities to be performed by the governmental entity and the person;
- (3) a statement of the method the person proposes for securing necessary property interests required for the qualifying project;
- (4) information relating to any current plans for the development of facilities or technology infrastructure to be used by a governmental entity that are similar to the qualifying project being proposed by the person for each affected jurisdiction;
- (5) a list of all permits and approvals required for the development and completion of the qualifying project from local, state, or federal agencies and a projected schedule for obtaining the permits and approvals;
- (6) a list of any facilities that will be affected by the qualifying project and a statement of the person's plans to accommodate the affected facilities;

(7) a statement on the person's general plans for financing the qualifying project, including the sources of the person's funds and identification of any dedicated revenue source or proposed debt or equity investment for the person;

(8) the name and address of each individual who may be contacted for further information concerning the request;

(9) user fees, lease payments, and other service payments over the term of any applicable interim or comprehensive agreement and the methodology and circumstances for changes to the user fees, lease payments, and other service payments over time; and

(10) a statement of the specific public purpose served by the qualifying project;

(11) a statement describing the qualifying project's compliance with the Alamo Colleges' best value determination described in Subsection B below; and

(12) any additional material and information that the Alamo Colleges reasonably requests.

B. PROPOSAL EVALUATION AND SELECTION CRITERIA

The evaluation and selection criteria for Alamo Colleges-solicited P3 projects shall be particularly described within the written solicitation.

The Alamo Colleges shall make a best value determination in evaluating the proposals received and consider the total project cost as one factor in evaluating the proposals. The Alamo Colleges is not required to select the proposal that offers the lowest total project cost and may consider the following factors:

(1) the proposed cost of the qualifying project;

(2) the general reputation, industry experience, and financial capacity of the person submitting a proposal;

(3) the proposed design and overall quality of the qualifying project;

(4) the eligibility of the project for accelerated selection, review, and documentation timelines under the responsible governmental entity's guidelines;

(5) comments from local citizens and affected jurisdictions;

(6) benefits to the public;

(7) the person's good faith effort to comply with the goals of a historically underutilized business plan;

- (8) the person's plans to employ local contractors and residents;
- (9) for a qualifying project that involves a continuing role beyond design and construction, the person's proposed rate of return and opportunities for revenue sharing;
- (10) the relationship and conformity of the qualifying project to a state or local community plan impacted by the qualifying project or to the uses of property surrounding the qualifying project;
- (11) the historic significance of the property on which the qualifying project is proposed to be located;
- (12) the environmental impact of the qualifying project; and
- (13) other criteria that the Alamo Colleges considers appropriate, as described in the solicitation.

The Alamo Colleges is required by the Act to engage the services of qualified professionals, including an architect, professional engineer, or certified public accountant, not otherwise employed by the Alamo Colleges, to provide independent analyses regard the specifics, advantages, disadvantages, and long-term and short-term costs of any proposal requesting approval of a qualifying project unless the Alamo Colleges determines that the analysis of the proposal is to be performed by similarly qualified employees of the Alamo Colleges. The foregoing notwithstanding, the Alamo Colleges is required by the Act to include review of the proposal by an architect, professional engineer and a certified public accountant not otherwise employed by the Alamo Colleges for any proposal with an estimated cost of \$5 million or more for the construction or renovation of a structure or project.

The Alamo Colleges may charge a reasonable fee to cover the costs of processing, reviewing and evaluating the proposal, including reasonable legal fees and fees for financial, technical and other necessary advisors or consultants. These fees will be described in the solicitation.

Should the Alamo Colleges select to pursue a solicited proposal for negotiation of an interim or comprehensive development agreement, Section 2267.055 of the Act requires that a copy of the proposal be provided to any affected jurisdictions. The Alamo Colleges will notify the selected respondent and request that they submit their proposal to the Alamo Colleges identified affected jurisdiction, if any.

V. UNSOLICITED PROPOSALS

It is the Alamo Colleges' intention to fully apply these Guidelines to unsolicited proposals. Any submission that is not received in response to a written solicitation by the Alamo Colleges shall be considered to be an unsolicited proposal under these Guidelines. The Alamo Colleges shall

not be liable for any cost incurred by any entity in preparing, submitting or presenting an unsolicited proposal.

A. PRE-PROPOSAL REVIEW PHASE

An unsolicited proposer must first submit a Pre-Proposal Letter not longer than eight (8) pages, typed with at least 12 point font, single -spaced on 8 1/2" by 11" paper to

By U.S. Mail or courier service to the following address:

Alamo Colleges
Purchasing and Contract Administration Department
1300 San Pedro Ave., CTR 693
San Antonio, Texas 78212-4299

By hand delivery by Offeror to the following address:

Alamo Colleges
Purchasing and Contract Administration Department
1743 N. Main Ave., Bldg. 41, Room 101
San Antonio, TX 78212-4299,

in a sealed envelope marked:

P3 PROGRAM UNSOLICITED PRE-PROPOSAL LETTER

DO NOT OPEN IN MAILROOM

Proposer's Name

Mailing Address

Pre-Proposal Letter Date

Proposers are encouraged to consult with the Designated Contact listed in Part II of these Guidelines regarding the requirements of the process for unsolicited proposals before submitting a Pre-Proposal Letter.

The Pre-Proposal Letter should identify the Qualifying Project and summarize the concept of the proposal. Within sixty (60) days after receiving the Pre-Proposal Letter, the Alamo Colleges shall perform a cursory review of the proposed project and shall notify the proposer in writing through a Proposal Request Letter or Proposal Denial Letter whether the Alamo Colleges will entertain a detailed proposal of the Qualifying Project. Should the Alamo Colleges indicate that it will evaluate such a proposal, the proposer will then be instructed to submit a more detailed proposal based upon these Guidelines and the information provided below.

A proposer who receives a Proposal Request Letter must submit its detailed proposal to the Alamo Colleges (i) within 45 days after the date of the Proposal Request Letter, or (ii) within any longer time period for submission set out in the Proposal Request Letter, or (ii) by the submission deadline for proposals set out in the Request for Proposals (“RFP”), Request for Qualifications (“RFQ”) or Invitation to Bid (“ITB”) issued by the Alamo Colleges after its decision to issue a Proposal Request Letter. A proposer who receives a Proposal Request Letter and who does not submit its detailed proposal within the required time period shall be deemed to have withdrawn its pre-proposal.

If the Alamo Colleges issues a Proposal Request Letter, it is required to solicit additional proposals for the project through a Request for Proposals, Request for Qualifications or Invitation to Bid pursuant to Section 2267.053(a-1) in order to encourage competition. The time for receipt of such additional proposals shall be not less than 45 days nor more than 180 days, or a longer period specified by the Alamo Colleges to accommodate large-scale projects, as established by the Alamo Colleges pursuant to Section 2267.052 (b)11(B) in its sole discretion. The proposals received pursuant to the RFP, RFQ, or ITB will be deemed solicited proposals in accordance with these Guidelines.

The foregoing notwithstanding, the Alamo Colleges reserves the right to reject a pre-proposal or a proposal at any time.

It should be noted by the proposer who receives a Proposal Request Letter from the Alamo Colleges that Section 2267.005 requires a private entity whose proposal, other than a proposal for a service contract, is accepted for Detailed Proposal Review to notify each affected jurisdiction by providing a copy of its proposal to the affected jurisdiction.

B. FORMAT REQUIREMENTS FOR SUBMISSION OF DETAILED PROPOSAL

All proposals shall be submitted as one original hard copy, one copy hard copy and one electronic copy (searchable PDF format on CD). All submittals (other than maps, plans or other documents that are customarily printed on larger paper) must be on 8 ½" X 11" paper, typed with at least 12 point font, double-spaced, with a maximum of 20 pages.

The Act recognizes that certain exceptions to the disclosure of documents under the Texas Public Information Act, codified at Chapter 552, Texas Government Code ("PIA") may apply to information contained in a proposal. Additionally, information in the custody of the Alamo Colleges consisting of memoranda, staff evaluations, or other records prepared by Alamo Colleges staff and its outside advisors or consultants related to the evaluation and negotiation of proposals may be exempt from public disclosure if disclosure before or after the execution of an interim or comprehensive agreement would adversely affect the financial interest or bargaining position of the Alamo Colleges. Any records provided to the Alamo Colleges in relation to a proposal that contain trade secrets, financial records not generally available to the public through regulatory disclosure filings, or information that if made public before the execution of an interim or comprehensive agreement would adversely affect the financial interest or bargaining position of the proposer or responder may be exempt from public disclosure. These provisions, however, do not prevent disclosure of all other information in an agreement of any kind entered into by the Alamo Colleges in response to a proposal. Proposers shall submit any trade secrets, financial records, proprietary or other confidential records which the proposer claims are exempt from disclosure under the relevant provisions of the Act and PIA in a separate, sealed envelope, designated on the cover as CONFIDENTIAL MATERIALS. Failure to mark confidential or proprietary information may lead to its disclosure as publicly available records. It is the duty of the proposer to identify confidential information delivered to the Alamo Colleges. The determination of whether such materials may be treated as exempt from public disclosure shall be made by Alamo Colleges pursuant to statutory procedures under PIA with reference to the Act. Submission of information by a proposer under claim of confidentiality cannot guarantee non-disclosure, but absent such a confidential submission, Alamo Colleges shall have no duty to evaluate the potential for non-disclosure.

All submissions shall be addressed to

By U.S. Mail or courier service to the following address:

Alamo Colleges
Purchasing and Contract Administration Department
1300 San Pedro Ave., CTR 693
San Antonio, Texas 78212-4299

By hand delivery by Offeror to the following address:

Alamo Colleges
Purchasing and Contract Administration Department
1743 N. Main Ave., Bldg. 41, Room 101
San Antonio, TX 78212-4299,

in a sealed envelope marked:

P3 PROGRAM UNSOLICITED PROPOSAL

DO NOT OPEN IN MAILROOM

Proposer's Name

Mailing Address

Proposal Date

The Alamo Colleges shall not be liable for any cost incurred by entities in preparing, submitting or presenting the proposal and/or in satisfying any demonstration or other requirements for a successful or unsuccessful proposal.

C. SUBSTANCE OF PROPOSAL

To the greatest extent possible, the Detailed Proposal shall be sufficient to convey the experience and capacity of the development team, the overall quality and character of the qualifying project, as well as the financial and implementation strategies to ensure successful completion of the qualifying project. All Detailed Proposals, at a minimum shall provide the following, unless the Proposer receives a written waiver of the requirement or requirements by the Alamo Colleges in advance of submitting the proposal:

The proposal must be accompanied by the following, unless waived by the Alamo Colleges:

- (1) a topographic map, with a 1:2,000 or other appropriate scale, indicating the location of the qualifying project;
- (2) a description of the qualifying project, including:
 - A) the conceptual design of any facility or a conceptual plan for the provision of services or technology infrastructure; and
 - (B) a schedule for the initiation of and completion of the qualifying project that includes the proposed major responsibilities and timeline for activities to be performed by the governmental entity and the person;
- (3) a statement of the method the person proposes for securing necessary property interests required for the qualifying project;
- (4) information relating to any current plans for the development of facilities or technology infrastructure to be used by a governmental entity that are similar to the qualifying project being proposed by the person for each affected jurisdiction;
- (5) a list of all permits and approvals required for the development and completion of the qualifying project from local, state, or federal agencies and a projected schedule for obtaining the permits and approvals;
- (6) a list of any facilities that will be affected by the qualifying project and a statement of the person's plans to accommodate the affected facilities;
- (7) a statement on the person's general plans for financing the qualifying project, including the sources of the person's funds and identification of any dedicated revenue source or proposed debt or equity investment for the person;
- (8) the name and address of each individual who may be contacted for further information concerning the request;

- (9) user fees, lease payments, and other service payments over the term of any applicable interim or comprehensive agreement and the methodology and circumstances for changes to the user fees, lease payments, and other service payments over time; and
- (10) a statement of the specific public purpose served by the qualifying project;
- (11) a statement describing the qualifying project's compliance with the Alamo Colleges best value determination described in Article VI below; and
- (12) any additional material and information that the Alamo Colleges reasonably requests.

D. COVER LETTER AND EXECUTIVE SUMMARY

Provide a cover letter, signed by an authorized representative of the private entity, including the information detailed below:

- (1) Identification
 - (A) Identify the private entity or consortium of private entities who will be directly involved in the qualifying project;
 - (B) Identify the principal(s) include their title, mailing address, phone number, and email address;
 - (C) Identify the person(s) in charge of negotiations, key personnel who will be involved in decision making, and the representative authorized to sign on behalf of the private entity; and
 - (D) Identify any persons known to the private entity who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the qualifying project
- (2) Private Entity Contact Information
 - (A) Physical address (if a consortium, include the address of each partner or member);
 - (B) Mailing address (if a consortium, include the address of each partner or member); and
 - (C) Primary phone and facsimile number

Include a three (3) to five (5) page executive summary that highlights the key components of the qualifying project; including but not limited to describing the private entity,

it's qualifications and experience with similar projects, highlights of the proposal and qualifying project analyses, and the community impact and benefits of the qualifying project.

E. PRIVATE ENTITY AND TEAM

(1) Identify the Private Entity:

(A) Identify the legal structure of the private entity or consortium of private entities and its members or principals making the proposal; and

(B) To the extent the private entity is created, and for each member thereof, provide proof of authority to do business in Texas and, as applicable, a certificate of good standing from the Texas Comptroller of Public Accounts and Texas Secretary of State.

(2) Identify the Team:

(A) To the extent a team is created, provide a list including the company name, primary contact, title, address, telephone, and email of each team member and any selected or prospective professional or consultant which may include, but are not limited to analysts, architects, engineers, contractors, legal counsel, marketing firms, real estate brokerage and property management firms;

(B) Identify the firms that will provide design, construction and completion guarantees and warranties;

(3) Provide an organizational chart that clearly illustrates the team and identifies the role of each team member, including design professional, consultant or major contractor (over \$1 million), participating in the development or operation of the qualifying project; and

(4) Describe the management structure and the role each team member, partner and any prospective professional, consultant or major subcontractor (over \$1 million) will fulfill in the development or operation of the qualifying project.

F. QUALIFICATIONS AND FINANCIAL CAPACITY

(1) The private entity must provide demonstrable experience in the development and operation of qualifying projects of similar complexity, scope and scale to the proposal. The submission must describe relevant experience with respect to the development and operation of other commercial or public-private partnership projects, clearly distinguishing the experience of the private entity (including joint venture partners) from that of consultants and other team members. To substantiate experience and ability to perform the following information shall be provided:

- (2) Describe the length of time in business, business experience, public sector experience, and other engagements of the private entity or consortium of private entities;
- (3) Resumes and work experience of each team member;
- (4) Provide a statement listing all prior projects and clients for the past five (5) years;
- (5) Provide at least three (3) development and financial references (name, title, entity, telephone number and contractual relationship) that can be contacted with respect to current and past project experience;
- (6) Establish and demonstrate access to financial resources such as the ability to raise equity and secure debt capital to deliver the qualifying project in a professional and timely manner;
- (7) Provide the composition of current real estate portfolio, including the size, value, years of ownership, and asset performance; and any other relevant information; and
- (8) Provide a listing and description of all pending projects under enforceable funded contracts, including the status, development schedule, financing method, sources, and amounts, and financial commitments required of the private entity

G. PROPOSAL

Provide an overview of the qualifying project including the conceptual design of any facility or a conceptual plan for the provision of services. The conceptual design for facilities, at a minimum, shall include concept renderings, a concept site plan, and elevations that collectively illustrate the location, size, and context of the qualifying project. The required renderings and drawings include:

- (1) Concept Plan
 - (A) Concept Renderings: Provide a concept design (plan, computer aided model, aerial sketch, photomontage, etc.) that characterizes the context of the urban design of the qualifying project. The concept drawings shall clearly illustrate the relationship of the qualifying project to the principle street and surrounding developments;
 - (B) Concept Site Plan: The site plan shall encompass the subject property and portions of contiguous parcels, include landscape and urban design concept(s). The site plan shall also indicate all major pedestrian entrances, all proposed outdoor areas; and the circulation plan showing how

the qualifying project relates to public rights-of-way to and within the site, for walking, cycling, public transportation, and motor vehicles. Summarize the preliminary programming of facilities, including if any, the mix of uses, square footage(s), total parking spaces, parking allocations (shared or exclusive), and types of parking e.g. structured or surface.

(C) Elevations: Provide exterior building elevations, illustrating the massing, openings, and any related elements.

(2) Project Overview

The qualifying project overview, at a minimum, must include:

(A) Describe the proposed business arrangements (i.e. ground lease, build-to-suit, parking management agreements, etc.);

(B) Describe the plan for the development, financing and operation of the qualifying project showing the anticipated schedule of which funds will be required;

(C) Describe the implementation strategy for the qualifying project;

(D) Provide a preliminary schedule including permits and approvals from any federal, state, or local agencies, to the extent such are required, and timing of any contemplated requests for federal, state or local resources, and the initiation, construction phasing, completion and opening of the qualifying project including major milestones and the proposed major responsibilities and timeline for activities to be performed by the Alamo Colleges and the private entity;

(3) Terms, Special Conditions and Other Considerations

This Section is reserved for a description of any special conditions the proposal may offer to, or request from the Alamo Colleges.

(A) Terms: State the terms offered for the qualifying project.

(B) Contingencies: State any contingencies or conditions requested by the private entity.

H. PROJECT ANALYSES

In this Section, include the project analyses that support the business case of the qualifying project. The Project Analysis Section shall be categorized as follows: (1) location and site analysis, (2) marketing and competitive analysis, (3) financial analysis, and (4) political and legal analysis:

(1) Location and Site Analysis

(A) Describe how the proposed design of the improvements and the attributes of the site will generate maximum financial, economic and social benefits; and

(B) List any public utility facilities that will be affected by the qualifying project and a statement of the plans to accommodate the affected facilities.

(2) Market and Competitive Analysis

(A) Provide a market study that supports the revenue assumptions and viability of the qualifying project. To indicate feasibility forecast the supply and demand relationship, including but not limited to demographic data, traffic counts, rent levels, and absorption rates. Include any supporting due diligence studies, analyses, or reports

(3) Construction Schedule

(A) Provide a conceptual time line identifying all the stages of project development from design to completion of turn-key project; and

(B) Provide a construction time line setting out the work schedule for the project from the design stage to project acceptance by the Alamo Colleges.

(4) Political and Legal Analysis

(A) Provide an explanation of how the qualifying project will complement or comply with the Alamo Colleges' Master Plan(s);

(B) List all permits and approvals required for the development and completion of the qualifying project from federal, state, or local agencies; and

(C) Identify any federal, state or local resources that the private entity contemplates requesting for the qualifying project. Describe the total commitment, if any, expected from governmental sources and the timing of any anticipated commitment, both one-time and on going

I. PROJECT FINANCING

(1) Financial Analysis

(A) Explain the financing plan for the qualifying project including identifying the source(s) and amount of debt and equity to be used to capitalize the qualifying project, the relationships (e.g., outside lender, parent company, etc.).

(B) Provide the following information:

Loan commitment letters and contact information for funding sources;

The sources and anticipated amounts of working capital to cover operating costs and to adequately maintain operations from the start-up through completion; and

Letters from lending institutions, not more than three months old that demonstrate the existence of liquid assets or suitable unencumbered lines of credit to carry out the predevelopment activities. Evidence of the private entity's liquid assets or some acceptable form of equity shall be equal to the equity requirements of the prospective construction lender.

(C) Use of Federal, State or Local Funding: To the extent the private entity has identified federal, state, or local funding sources; describe such sources.

(2) Project Budget

(A) Using standard estimating techniques provide a development budget detailing any anticipated land acquisition(s), the anticipated pre-development costs, and hard and soft costs from construction through occupancy;

(B) The budget should include cost estimates to pay for the relocation of any utility facilities which will be displaced as a result of project development.

(3) Proforma Financial Statements

(A) Provide a discounted cash flow analysis, for the duration of the qualifying project, including but not limited to: estimates of costs, operating expenses, capital reserves including replacement and re-tenanting reserves, net operating income, debt service, partnership percentages, disposition benchmarks, and calculations of net present value, internal rate of return;

(B) Provide projected balance sheet, statement of losses and earnings, and income statement for the first year of operation

(4) Bond Requirements

(A) Provide executed bond as required by the Alamo Colleges' to proceed with review of proposal.

J. MISCELLANEOUS

Use this Section to present additional information such as letters of recommendation, letters of interest from prospective lenders or tenants, additional information concerning the development team, other information that supports the proposal or any item cited or referenced in the proposal.

VI. DETAILED PROPOSAL EVALUATION PHASE AND SELECTION CRITERIA

A. DETAILED PROPOSAL EVALUATION PHASE

Following submission of a detailed proposal and a cursory review, the Alamo Colleges Purchasing and Contract Administration Department shall notify the proposer through a Letter of Interest if any additional information is needed to evaluate the proposal. Additionally, the proposer shall at that time be assessed a preliminary review fee in accordance with Section 2267.053(d) of the Act in the amount described in the Letter of Interest. The fee shall be issued to the Alamo Colleges and shall be used to cover the internal and/or external costs of processing, reviewing and evaluating the proposal. The Letter of Interest shall define the terms of payment.

Once the proposer has submitted the detailed proposal and fee, the Alamo Colleges' Purchasing and Contract Administration Department will submit a copy of the detailed proposal to the Oversight Committee. Within 60 days from receipt of the detailed proposal and fee, the Oversight Committee shall evaluate the detailed proposal and determine if the detailed proposal should be recommended to the Chancellor for the Chancellor's recommendation to the Alamo Colleges Board of Trustees to proceed to negotiate an Interim or Comprehensive Development Agreement. The proposer shall be notified in writing of the Alamo Colleges' decision either to make such recommendation or to not pursue the Qualifying Project as presented in the detailed proposal. Upon declination, the Alamo Colleges shall return all submitted documents to the proposer.

At any time during the detailed evaluation, the Alamo Colleges may request additional information or a meeting with the proposer to seek clarification regarding the submitted detailed proposal.

B. SELECTION CRITERIA AND EVALUATION FACTORS

The Alamo Colleges shall make a best value determination in evaluating the proposals received and consider the total project cost as one factor in evaluating the proposals. The Alamo Colleges is not required to select the proposal that offers the lowest total project cost and may consider the following factors:

- (1) the proposed cost of the qualifying project;
- (2) the general reputation, industry experience, and financial capacity of the person submitting a proposal;
- (3) the proposed design and overall quality of the qualifying project;
- (4) the eligibility of the project for accelerated selection, review, and documentation timelines under the responsible governmental entity's guidelines;
- (5) comments from local citizens and affected jurisdictions;
- (6) benefits to the public;
- (7) the person's good faith effort to comply with the goals of a historically underutilized business plan;
- (8) the person's plans to employ local contractors and residents;
- (9) for a qualifying project that involves a continuing role beyond design and construction, the person's proposed rate of return and opportunities for revenue sharing;
- (10) the relationship and conformity of the qualifying project to a state or local community plan impacted by the qualifying project or to the uses of property surrounding the qualifying project;
- (11) the historic significance of the property on which the qualifying project is proposed to be located;
- (12) the environmental impact of the qualifying project; and
- (13) other criteria that the Alamo Colleges considers appropriate, as described in the solicitation.

The Alamo Colleges is required by the Act to engage the services of qualified professionals, including an architect, professional engineer, or certified public accountant, not otherwise employed by the Alamo Colleges, to provide independent analyses regard the specifics, advantages, disadvantages, and long-term and short-term costs of any proposal requesting approval of a qualifying project unless the Alamo Colleges determines that the analysis of the proposal is to be performed by similarly qualified employees of the Alamo Colleges. The foregoing notwithstanding, the Alamo Colleges is required by the Act to include

review of the proposal by an architect, professional engineer and a certified public accountant not otherwise employed by the Alamo Colleges for any proposal with an estimated cost of \$5 million or more for the construction or renovation of a structure or project.

Factors to be considered in evaluating a detailed proposal shall include but not be limited to the following:

- (1) Qualifications and Experience, such as the following:
 - (A) Experience working with the public sector on public-private real estate development projects;
 - (B) Experience, training and preparation with projects of similar size, scope and complexity;
 - (C) The extent of personnel, logistical resources, bonding capacity, and the ability to complete the qualifying project in a timely and professional manner;
 - (D) Demonstrated record of successful past performance, including timeliness of project delivery, compliance with plans and specifications, quality of workmanship, cost-control and project safety;
 - (E) Demonstrated compliance with applicable laws, codes, standards, regulations, and agreements on past projects;
 - (F) Leadership structure;
 - (G) Project manager's experience;
 - (H) Management and operational plans;
 - (I) Financial condition and capacity; and
 - (J) Project ownership.
- (2) Project Characteristics

Factors to be considered in evaluating the qualifying project characteristics may include, but are not limited to:

- (A) Project scope and scale, land use and product mix;
- (B) The extent that the timing of the qualifying project is consistent with the Alamo Colleges' Master Plan(s);

- (C) Operation of the qualifying project;
- (D) Technology; technical feasibility;
- (E) Environmental impacts;
- (F) Federal, state and local permits;
- (G) Ongoing operations and maintenance costs to Alamo Colleges of the qualifying project; and
- (H) For a proposed project to improve real property, an evaluation of the design quality, life-cycle costs, the proposed project's relationship to any relevant comprehensive planning or zoning requirements.

(3) Project Cost and Financing

Factors to be considered in evaluating whether the proposed financing allows adequate access to the necessary capital to finance the qualifying project may include, but are not limited to:

- (A) Cost and cost benefit to the Alamo Colleges;
- (B) Financing and the impact on the debt or debt burden of the Alamo Colleges;
- (C) Financial plan, including overall feasibility and reliability of plan; operator's past performance with similar plans and similar projects; the degree to which the private entity has conducted due diligence investigation and analysis of proposed financial plan and the results of any such inquiries or studies;
- (D) Estimated project cost and life-cycle cost analysis; and
- (E) The identity, credit history, past performance of any third party that will provide financing for the qualifying project and the nature, amount, and timing of their commitment, as applicable.

(4) Community Impact

Factors to be considered in evaluating the qualifying project's community impact may include, but are not limited to:

- (A) Community benefits;
- (B) Community support or opposition, or both;

- (C) Compatibility with existing and planned facilities; and
 - (D) Compatibility with local, regional, and state economic development efforts.
- (5) Other Factors

Other factors that may be considered by the Alamo Colleges in the evaluation and selection of proposals may include, but are not limited to:

- (A) The extent the offered consideration generates value and returns to the Alamo Colleges and benefits to the public, including in-kind consideration greater than the fair market value of the asset;
- (B) The proposed cost of the qualifying project;
- (C) The general reputation, industry experience, and financial capacity of the private entity;
- (D) The proposed design of the qualifying project;
- (E) Opportunity cost of taking an alternative action;
- (F) The private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such plan;
- (G) The private entity's plans to employ local contractors and residents; and
- (H) Other criteria that the Alamo Colleges deems appropriate.

The Alamo Colleges reserves the right to establish or modify criteria, decision points, and approvals required in connection with the evaluation of a proposal based on the nature and complexity of the project, the number and complexity of the proposals received, and other relevant factors.

C TIME PERIOD FOR EVALUATION

The Alamo Colleges will evaluate the Proposal within the time period established by the Alamo Colleges. This period of time will normally be within 45-180 days after receipt of all information from the proposer and all information from any other proposer submitting a proposal on the project, however, the Alamo Colleges may establish a longer period of time for the receipt and evaluation of additional proposals for complex projects. In addition, the Alamo Colleges

may accelerate the selection, review and documentation timelines for proposals involving a qualifying project that it considers a priority.

The Alamo Colleges reserves the right to reject any or all proposals at any time during the selection process.

VII. POSTING AND HEARING REQUIREMENTS/COMPETTING PROPOSALS

A. NOTICE AND ACCESS TO ACCEPTED PROPOSALS

Alamo College will make a proposal available to the public on its official website, within ten (10) business days after: (i) accepting a solicited proposal or proposals for negotiation; or (ii) receiving a detailed unsolicited proposal and fee. Alamo Colleges will also make available a hardcopy of the proposal for inspection at its Office of Purchasing and Contract Administration.

Trade secrets, financial records, or other designated records of the contracting person excludable from disclosure pursuant to relevant provisions of the Act and PIA will not be posted or made available for public inspection except as otherwise agreed to by the Alamo Colleges and the respondent or proposer.

In addition to making the proposal available for review through the Alamo Colleges' website and at the Alamo Colleges Office of Purchasing and Contract Administration, the Alamo Colleges shall also state that the Alamo Colleges: (i) has received and accepted a solicited or unsolicited proposal under the P3 program; (ii) intends to evaluate the proposal; (iii) may negotiate an interim or comprehensive agreement with the private entity based on the proposal; and (iv) will accept for simultaneous consideration any competing proposals that comply with the Guidelines adopted by the Alamo Colleges. The notice also shall summarize the qualifying project or projects, and identify the proposed locations.

B. PUBLIC HEARING ON ACCEPTED PROPOSALS

In accordance with Section 2267.066(d) of the Act, during the proposal review process of a solicited or unsolicited proposal, if Alamo Colleges decides to recommend negotiation of an interim or comprehensive agreement regarding a proposal, then not later than thirty (30) days prior to entering into an interim or comprehensive development agreement, the Alamo Colleges shall hold a public hearing on the proposal.

C. COMPETING PROPOSALS

Should a third party submit a competing proposal for the Alamo Colleges' consideration, it shall do so in compliance with these Guidelines, including submission of the required fee but excluding the requirement of submitting a Pre-Proposal Letter and receiving a Proposal Request Letter. It shall be presumed that the Project has been selected to proceed to the Detailed Evaluation Stage of the unsolicited proposal process.

After reviewing the original proposal, and any competing proposals submitted during the notice period, the Alamo Colleges may determine:

- (1) Not to proceed further with any proposal;
- (2) To proceed with the original proposal;
- (3) To proceed with a competing proposal; or
- (4) To proceed with multiple proposals.

VIII. COMPREHENSIVE AND INTERIM DEVELOPMENT AGREEMENTS

Sections 2267.058 and 2267.059 provide for the Alamo Colleges and private entity to enter into a comprehensive development agreement and, if needed, an interim development agreement. Any comprehensive development agreement or interim agreement shall define the rights and obligations of the Alamo Colleges and the contracting party with regard to the qualifying project.

A. MINIMUM INTERIM DEVELOPMENT AGREEMENT TERMS

The scope of an interim development agreement may include but is not limited to:

- (1) Project planning and development;
- (2) Design and engineering;
- (3) Environmental analysis and mitigation;
- (4) Surveying;
- (5) Ascertaining the availability of financing for the proposed facility through financial and revenue analysis;
- (6) The timing of the negotiation of the comprehensive development agreement; and
- (7) Any other provisions related to any aspect of the development or operation of a qualifying project that the parties deem appropriate prior to the execution of a comprehensive development agreement.

Any interim development agreement entered into pursuant to the P3 program between the Alamo Colleges and the contracting entity is subject to approval by Alamo Colleges Board of Trustees.

B. MINIMUM COMPREHENSIVE DEVELOPMENT AGREEMENT TERMS

Any comprehensive development agreement entered into pursuant to the P3 program between the Alamo Colleges and the contracting entity is subject to approval by Alamo Colleges Board of Trustees. The Alamo Colleges shall accept no liability for development or operation of the qualifying project prior to entering into a development agreement. Each comprehensive development agreement shall define the rights and obligations of the Alamo Colleges and the contracting person with regard to the qualifying project. The terms of the agreement shall be tailored to address the specifics of the qualifying project and shall include but not be limited to:

- (1) The delivery of maintenance, performance and payment bonds or letters of credit in connection with any acquisition, design, construction, improvement, renovation, expansion, equipping, maintenance, or operation of the qualifying project;
- (2) The review of plans and specifications for the qualifying project by the Alamo Colleges;
- (3) The rights of the Alamo Colleges to inspect the qualifying project to ensure compliance with the development agreement;
- (4) The maintenance of a policy or policies of liability insurance or self-insurance reasonably sufficient to insure coverage of the qualifying project and the tort liability to the public and employees and to enable the continued operation of the qualifying project;
- (5) The monitoring of the practices of the contracting person by the Alamo Colleges to ensure proper maintenance;
- (6) The terms under which the contracting person will reimburse the Alamo Colleges for services provided;
- (7) Clauses specifying the rights and responsibilities of the Alamo Colleges and the contracting person in the event that the development agreement is terminated or there is a material default by the contracting person including the conditions governing assumption of the duties and responsibilities of the contracting person by the Alamo Colleges and the transfer or purchase of property or other interests of the contracting person by the Alamo Colleges;
- (8) The terms under which the contracting person will file financial statements prepared in accordance with generally accepted accounting principles on a periodic basis but not less than annually;
- (9) The mechanism by which user fees, lease payments, or service payments, if any, may be established from time to time upon agreement of the parties. Any

payments or fees shall be set at a level that are the same for persons using the facility under like conditions and that will not materially discourage use for the qualifying project;

- (10) A copy of any service contract;
- (11) A schedule of the current user fees or lease payments;
- (12) Classifications according to reasonable categories for assessment of user fees;
- (13) The terms and conditions under which the Alamo Colleges may contribute financial resources, if any, for the qualifying project;
- (14) The terms and conditions under which existing site conditions will be assessed and addressed, including identification of the responsible party for conducting the assessment and taking necessary remedial action;
- (15) The terms and conditions under which the Alamo Colleges will be required to pay money to the private entity and the amount of any such payments for the qualifying project;
- (16) Liquidated damages for breach of contract;
- (17) Appropriate protections against potential bankruptcy;
- (18) Other requirements of the P3 program or applicable law or that Alamo Colleges deems appropriate.

Should the Alamo Colleges determine after a full evaluation of a solicited or unsolicited proposal, that an interim or comprehensive development agreement is to be negotiated; it will designate its negotiating team and engage the respondent or proposer. Upon concluding negotiations, the proposed interim or comprehensive agreement shall be posted on the Alamo Colleges' website and made available at the Alamo Colleges Office of Purchasing and Contract Administration for inspection by the public for a period of two weeks prior to entering into such agreement in accordance with Section 2267.066(e) of the Act.

IX. ALAMO COLLEGES BOARD OF TRUSTEES AUTHORIZATION AND APPROVAL

Upon completion of the requirements of these Guidelines and the prescribed notice and hearing requirements, the Alamo Colleges may present a qualifying project in the form of an interim or comprehensive development agreement to its Alamo Colleges Council for consideration. No agreements shall be valid prior to the approval of the Alamo Colleges Council through a duly passed Alamo Colleges Minute Order.

X. GOVERNING PROVISIONS

In the event of any conflict between these Guidelines and any federal or state statutory or administrative authority, the terms of the respective statutory or administrative authority shall control.