

**WEST LAFAYETTE/PURDUE JOINT BOARD MEETING**  
**WEST LAFAYETTE PUBLIC LIBRARY**  
**WEST LAFAYETTE, INDIANA**

**TIME:** 4:55 pm, Thursday, January 21, 2016  
**PLACE:** West Lafayette Public Library  
208 West Columbia St., West Lafayette, Indiana

**PRESENT:** Dave Buck                      Ken Sandel                      Chandler Poole  
                 Julie Griffith                      Tim Clark                      Abby Daniels

Mr. Buck brought the meeting to order at 4:56 pm and determined there was a quorum.

Ms. Daniels then read the roll and determined that all members were present.

Mr. Buck asked if anyone had questions about the minutes from the December 10th meeting. Mr. Poole moved for approval and Mr. Sandel seconded the motion. The minutes were unanimously approved as written.

**Agenda Items**

**Old Business:**

**Election of Officers.** Mr. Buck asked if there were any nominations for the position of the Chair. Mr. Poole nominated Mr. Sandel to serve as Chair. Upon a motion duly made and seconded, the Board unanimously elected Ken Sandel as Chair. Following a request for further nominations, Abby Daniels nominated Mr. Tim Clark to serve as Vice Chair. Upon a motion duly made and seconded, the Board unanimously elected Mr. Clark as Vice Chair. Mr. Buck then nominated Abby Daniels to continue to serve as Secretary/Treasurer, noting that the Bylaws of the Joint Board provide flexibility to retain an officer in the same position for a subsequent term upon a resolution duly adopted by the Joint Board. After further discussion and upon a motion duly made and seconded, the Board adopted a resolution to retain Abby Daniels as Secretary/Treasurer for another term.

Mr. Sandel accepted the gavel from Mr. Buck and presided over the remainder of the meeting.

**State Street Project**

Mayor John Dennis spoke about the State Street Project. He observed that this historic and transformational undertaking has reached an important milestone tonight. Mayor Dennis discussed recently stated concerns regarding transparency around the procurement process.

He explained that, based on the law and the manner in which a procurement of this type is designed to work, the public involvement stage of the process resumes at this point, such that the public once again gets the opportunity to provide input on the project. The BOT statute provides for a 10-day notice period prior to convening a public hearing to receive public comment on the proposal. Because of the recent feedback on the transparency issue, the Mayor explained that he had asked for at least double that amount of notice for the public hearing, in order for the public to receive and review information about the project. In addition, he noted his understanding that the Joint Management Team would convene a public information session in the coming days to provide information about the project to the public in real time. As a result, between now and the time of a final vote by the Joint Board on the selection of the preferred proposer and the award of the public-private agreement, there will be an opportunity to come and learn about the project directly from the project team, as well as at least a full 20 days for citizens to read through the records, ask questions and provide input about the project.

Mr. Sandel invited Mr. Ed Crooks from KPMG, the Joint Board's financial and procurement advisor, to present some observations about the results of the procurement to the Board. By way of an introduction, Mr. Crooks first noted that procurement had been very successful, and may end up serving as a model for communities across the country that want to explore alternative delivery methods for their infrastructure projects, particularly in "town-and-gown" partnership situations such as this one. He noted that the project would likely add to Indiana's reputation for pursuing innovation in projects such as this.

Mr. Crooks noted that the Joint Board had received two compliant proposals, both of which committed to 100% of Base Scope (that is, the scope package approved by the City Council, the West Lafayette Redevelopment Commission, the Purdue Trustees, and the Joint Board in May 2015), plus varying levels of Project Enhanced Scope. In fact, the highest ranked proposal had committed to 3 project "ladder rungs" above the Base Scope. Mr. Crooks walked the Board through various highlights of the proposals, including that they entail (i) a single point of responsibility to deliver, maintain and hand back the project in good condition at the end of a 22-year term (for a total of 28 years of pavement performance commitment), (ii) an equity investor commitment to hold the investment for the full 22-year period, (iii) a developer-guaranteed design and construction price, and (iv) a commitment to complete the project by no later than December 2018. Mr. Crooks explained the nature of the developer-secured, non-recourse financing for the project; this means that the Joint Board's financial liability is generally limited to paying "Availability Payments," subject to the developer's achieving agreed-upon performance metrics. Mr. Crooks noted that, based on the in-depth nature of the separate discussions that had transpired with the proposers during the procurement process, there was actually a greater amount of proposal transparency when compared to a traditional "sealed-bid, low-bid" Design-Bid-Build procurement process. A copy of Mr. Crooks' presentation, with other highlights that he explained, is on file in the records of the Joint Board.

Mr. Steve Schultz, Legal Counsel to Purdue University and an advisor to the Joint Management Team, spoke about next steps. Mr. Schultz explained that the resolution presented for the Joint Board's consideration today involves accepting the recommendation of the Joint Management Team to preliminarily select the developer for the project. Mr. Schultz emphasized that

focusing on the preliminary nature of this action was important, because it—along with the public involvement process that will unfold in the coming days—was always the way the process had been designed to work—both by virtue of the BOT statute and the design of the RFP process. Mr. Schultz noted that the Joint Management Team had, with the assistance of its legal and procurement advisors, been very careful to follow each step of the process as required by the BOT statute and the procurement rules established by the Joint Management Team in the RFP. Mr. Schultz next outlined the proposed Public Information Session and the subsequent public hearing (with the latter being provided for under BOT Statute), both of which were recommended to be held in February, with the public information session recommended for February 3<sup>rd</sup> or 4<sup>th</sup>, and with the public hearing recommended for February 11<sup>th</sup>.

Mr. Schultz explained that, after the public hearing, another Joint Board meeting would be called for the purpose of approving the final selection of the developer and the award of the public-private agreement (PPA) to that developer—an action that is ultimately subject to approval by the Governor of the State of Indiana. Under the current timeline, “Commercial Close,” or the signing of the PPA, is estimated to occur in late February or early March 2016. “Financial Close” is estimated to occur no later than the end of May. Mr. Schultz also discussed the Joint Management Team’s intention to continue to work toward achieving an even greater number of State Street Project elements to the extent that they are not currently in the preliminary selected proposal. In closing, Mr. Schultz requested that the record be clear about the extent to which the Joint Management Team had strived to comply with both the state statute and its own procurement rules in conducting the process, which reflect industry best practices for procurements of this nature.

Mr. Buck made a motion to approve Resolution 2016-1, which would accept the recommendation of the authorized representative and the Joint Management team to preliminary select Plenary Roads State Street as the recommended developer for the project and approve the PPA in substantially the form presented to and reviewed by the Board at this meeting. The resolution also authorizes the Secretary to submit for publication a notice of a public hearing regarding recommendation of the Board. Mr. Buck proposed a 6:30 pm meeting the February 11, 2016 Public Hearing. After further discussion and upon a motion by Ms. Griffith, the Joint Board unanimously approved Resolution 2016-1.

Mr. Sandel made a motion that the Board formally accept the recommendation to hold the Public Information Session on approximately February 3<sup>rd</sup> or 4<sup>th</sup> (at a time and place to be finalized in the coming days). Mr. Poole seconded that motion. By a unanimous vote, the Joint Board approved the motion to accept this recommendation on the public information session.

### **Joint Board Governance: Ratification of Claim**

Upon a motion by Mr. Buck that was duly made and seconded, the Joint Board unanimously ratified the claim related to Project legal expenses for the month of November 2015.

### **Public Comment**

Peter Bunder spoke to the Joint Board. He asked, "What if the citizens of WL see this, they look at the program, and they hate it?"

Mr. Zachary Baiel addressed the Joint Board. He seemed to express concern that the proposals were reviewed by the Technical and Financial Teams so quickly. He commented that the citizens get even less time to review the proposals. He then went on to discuss his pending public records request and his concerns regarding transparency.

### **Future Meeting Schedule**

Mr. Sandel noted that, as described by Mr. Schultz, a future Joint Board meeting would be called on the State Street project following the public hearing. That meeting would be announced and duly called at the appropriate time.

### **Adjournment**

Mr. Sandel moved to adjourn the meeting. Mr. Poole seconded the motion to adjourn, which was unanimously approved.

Respectfully Submitted,

//signed//

Abby K. Daniels,  
Secretary/Treasurer