



**RESPONSE TO REQUEST FOR INFORMATION
REGARDING DESIGN-BUILD-FINANCE OPTIONS
FOR AN ADULT MALE MULTI-SECURITY-LEVEL CORRECTIONAL FACILITY
RESPECTFULLY SUBMITTED TO THE
NEBRASKA DEPARTMENT OF CORRECTIONAL SERVICES
RFI 3016**

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May 22, 2020

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**Re: Response to Request for Information Regarding
Design-Build-Finance Options for an Adult Male Multi-
Security-Level Correctional Facility (RFI 3016)**

Dear Ms. Severin:

Introduction. Hawkins Delafield & Wood LLP ("Hawkins") appreciates the opportunity to present our response to your Request for Information dated March 16, 2020 and entitled "RFI 3016: Design/Build/Finance Options Adult Male Correctional Facility" ("RFI"). We are leading experts in the planning, procurement, construction, operation and financing of public buildings using alternative delivery and public-private partnership (P3) delivery methods, and specialize in the legal services needed to complete projects similar to the one described in the RFI: structuring project transactions; preparing solicitation documents; evaluating proposals; drafting and negotiating final contracts; achieving commercial and financial close; and providing strategic assessments and legal advice relating to procurement and negotiations. In the public buildings sector specifically, Hawkins has helped governmental clients procure contracts using alternative delivery and P3 delivery methods for courthouses, police headquarters and other secure facilities, as well as college dormitories, convention centers, government administrative buildings and state laboratories.

We are enthusiastic about the prospect of assisting the Nebraska Department of Correctional Services ("NDCS") in implementing the financing and construction of a correctional facility that is operationally sound, cost effective, and taxpayer friendly. Further information about our firm generally may be found on our website: www.hawkins.com.

Sincerely yours,

Eric S. Petersen

PROJECT PROCUREMENT EXPERIENCE AND EXPERTISE

Procurement Experience. Hawkins is a 90-lawyer public works procurement, contract and finance legal boutique that is uniquely qualified among law firms for this work. Twelve of our lawyers—our public contracts team—practice full time as owner’s lead counsel in the alternative project delivery and P3 field. We have represented public agencies on *over 250 projects in 25 states* delivered using the build-finance-operate, design-build, design-build-operate-maintain and design-build-finance-operate delivery methods in all infrastructure sectors, a number which is unsurpassed among American law firms. Our firm has extensive expertise and experience in alternative project delivery and P3 transactions both regionally and nationally, has maintained a substantial specialized legal practice for more than 25 years in this field, is widely recognized as an industry leader, and is fully capable of performing all required special counsel legal advisory services to the highest standards. We are transactional attorneys, and the heart of our practice is representing state and local governments in alternative project delivery, P3, public contract, and public finance matters.

State and Federal Governmental Clients. Hawkins represents or has represented the following state and federal government clients as lead counsel in major alternative delivery and P3 project procurements:

- > State of Alaska
- > State of California
- > State of Maine
- > State of New Jersey
- > State of New York
- > Commonwealth of Puerto Rico
- > State of Rhode Island
- > U.S. Department of the Navy

Public Agency Clients. Hawkins represents or has represented the following public agency clients as lead counsel in major alternative delivery and P3 project procurements:

- > Central Costa County Sanitary District (CA)
- > Charlotte-Mecklenberg Utility Department (NC)
- > Camden County Municipal Utilities Authority (NJ)
- > Connecticut Resources Recovery Authority (CT)
- > Cumberland County Improvement Authority (NJ)
- > Dormitory Authority of the State of New York (NY)
- > Georgia Hazardous Waste Management Authority (GA)
- > Jersey City Incinerator Authority (NJ)
- > Klamath River Renewal Corporation (CA)
- > Massachusetts Water Resources Authority (MA)
- > Massachusetts Bay Transportation Authority (MA)
- > Metro Vancouver (British Columbia)
- > Mojave Desert JPA (CA)
- > Montreal Regional Authority (QU)
- > Narragansett Bay Commission (RI)
- > New York State Empire State Development
- > New York City Economic Development Corporation
- > Northeast Maryland Waste Disposal Authority (MD)
- > Padre Dam Municipal Water District (CA)
- > Power Authority of the State of New York
- > Puerto Rico Aqueduct and Sewer Authority
- > San Diego County Water Authority (CA)
- > Southern Nevada Water Authority (NV)
- > Springfield Water and Sewer Commission (MA)
- > Trinity River Authority (TX)
- > Victoria Capital Region District (British Columbia)
- > Virgin Islands Water and Power Authority
- > Warren County Pollution Control Authority (NJ)
- > Washington Suburban Sanitary Commission (MD)

County Clients. Hawkins represents or has represented the following county clients as lead counsel in major alternative delivery and P3 project procurements:

- > Bergen (NJ)
 - > Broome (NY)
 - > Burlington (NJ)
 - > Fulton (GA)
 - > Hawaii (HI)
 - > Kauai (HI)
 - > Kern (CA)
 - > Monmouth (NJ)
 - > Monroe (NY)
 - > Montgomery (MD)
 - > Morris (NJ)
 - > Orange (CA)
- > Onondaga (NY)
 - > Pima (AZ)
 - > Rockland (NY)
 - > Sacramento (CA)
 - > Santa Cruz (CA)
 - > Sarasota (FL)
 - > Somerset (NJ)
 - > Spokane (WA)
 - > Travis, (TX)
 - > Ventura (CA)
 - > Wake (NC)
 - > Westchester (NY)

City Clients. Hawkins represents or has represented the following city clients as lead counsel in major alternative delivery and P3 project procurements:

- > Anaheim (CA)
 - > Boston (MA)
 - > Charlotte (NC)
 - > Cranston (RI)
 - > Dallas (TX)
 - > Fort Worth (TX)
 - > Fresno (CA)
 - > Halifax (NS)
 - > Hialeah (FL)
 - > Honolulu (HI)
 - > Houston (TX)
 - > Huntington (NY)
 - > Islip (NY)
 - > Jacksonville (FL)
 - > Laredo (TX)
 - > Lawrence (MA)
 - > Los Angeles (CA)
- > Nashville (TN)
 - > Newport (RI)
 - > New York (NY)
 - > Phoenix (AZ)
 - > San Antonio (TX)
 - > San Diego (CA)
 - > San Francisco (CA)
 - > San Jose (CA)
 - > San Juan (PR)
 - > San Mateo (CA)
 - > Santa Fe (NM)
 - > Seattle (WA)
 - > St. Louis (MO)
 - > Stockton (CA)
 - > Tacoma (WA)
 - > Washington (DC)

Hawkins ranks second in both total P3 deal value and number of P3 transactions completed in the United States. We are the only law firm listed below that focuses its practice exclusively on the representation of public agencies.

INFRAMATION US P3 LEAGUE TABLES: LAW FIRMS JULY 2009 TO JULY 2019*			
Rank	Law Firm	P3 Deal Value (\$USD M)	P3 Transactions
1	*****	***	19
2	Hawkins Delafield & Wood LLP	14,858	12
3	*****	***	9
4	*****	***	8
5	*****	***	10

*This chart reflects P3 projects only, and does not account for other alternative delivery methods such as design-build, progressive design-build, design-build-operate, etc.

Procurement Expertise. Alternative delivery and P3 projects are effectuated by the drafting, negotiation and execution of a contract which incorporates some combination of design, construction, financing, operation and maintenance responsibilities into a single project agreement - anywhere from two to five contracts in one. These are complex and comprehensive legal agreements, and need to be handled by a highly experienced special counsel firm deeply familiar with the particular infrastructure sector, with the market for such projects, and with the construction, design-build, operating services, equity and commercial and investment banking firms that are active in this specialized field. Our firm offers NDCS highly seasoned business, transactional, and sector specific legal expertise critical to the process of properly effectuating the project under the selected delivery method. This expertise, derived from the detailed work of actually drafting scores of project agreements as legal advisor to the governmental owner in multiple infrastructure sectors is central to the professional services necessary for projects of this nature.

Design-Build-Finance Specific Expertise. Hawkins has worked on over two hundred transactions that utilize design-build, and dozens of projects involving project financing. We are also quite familiar with the Design-Build-Finance delivery method. Just this January, we helped the Oklahoma Turnpike Authority (OTA) reach financial closing on a build-finance contract for the Gilcrease Expressway West Project, a five-mile stretch of highway in Tulsa that will feature twenty-two bridges, including two that cross the Arkansas River. Hawkins advised OTA in the review of possible alternative project delivery methods before the build-finance approach was selected. As OTA's lead counsel, we were also centrally involved in the RFQ and RFP preparation process and the drafting and negotiation of the build-finance contract with the selected contractor.

SECTOR-SPECIFIC EXPERIENCE

Public Buildings Sector – Industry Leader. In the public buildings sector, Hawkins has developed and maintains one of the leading legal advisory practices in the United States for projects procured on an alternative delivery or P3 basis. The firm has, for more than a decade, served as special counsel to governmental owners on a significant number of public building procurements. Our record of service for public buildings alternative delivery and P3 projects includes court buildings, police headquarters, consolidated laboratories and schools.

Public Buildings Sector – Practice Scale. Hawkins is one of a limited number of law firms in the country that has committed itself to a specialized owner-side procurement counsel practice in the public buildings sector. We work with many of the major consulting engineering, architectural and other advisory firms practicing in the public buildings field; have negotiated and reviewed design-build, CMAR, and design-build-finance-operate-maintain (P3), agreements with many of the major public building contractors and design-builders; and are active contributors to many of the major public buildings industry forums, including DBIA and the Performance-Based Buildings Coalition, of which Hawkins is a founding member.

Brief profiles of relevant transactions are provided in the following paragraphs:

New Long Beach Court Building P3 Project. (*Design-Build-Finance-Operate-Maintain*). Hawkins served as lead counsel to the State of California (Judicial Council of California, Administrative Office of the Courts) from 2007 to 2010 for the \$400 million New Long Beach Court Building. This project was a groundbreaking P3 project for the State, and a landmark event in P3 development of public buildings in the United States. Hawkins was the legal architect of the transaction. Our firm was centrally involved in the statutorily-required assessment of whether DBFO (P3) or traditional design-bid-build should be selected as the project delivery method, and in the extensive discussions with the State's Department of Finance about this novel approach in order to secure the DOF's formal approval of the project and the project agreement. Hawkins also participated centrally in the drafting of the RFQ and

RFP; in the review of the submittals that the State received in response to each; and in the selection of the most advantageous proposer. Finally, our firm drafted the 35-year DBFO project agreement (involving annual payments of \$50 million) and related project and security documents, and led the State's negotiating team over the 10-month negotiating period. Commercial and financial close both took place in December 2010. Ground was broken in April 2011, and completion and occupancy occurred in late 2013. The project company was formed and led by Meridiam Infrastructure, which invested the equity. The design-builder was Clark Design-Build; AECOM was the lead architect; and the facilities manager is Johnson Controls. BNP Paribas led the 6-bank European lending consortium, which made taxable bank loans to the project company to finance the project. Hawkins led the negotiations with each of those companies and their counsel. Private Contractor: **Long Beach Judicial Partners**

Howard County, Maryland – Court Building Project. (*Design-Build-Finance-Operate-Maintain-P3*). In Maryland, our firm represented Howard County, Maryland as lead legal advisor on the County's planned 230,000 square foot new 8-set courthouse and parking structure P3 project, designed to replace its existing 150 year-old courthouse. The Howard County courthouse, the first P3 public building project in the State, attracted intense interest from well-qualified teams seeking to build the public buildings P3 market in the United States. Hawkins, serving as lead counsel, played a central role in confirming the selection of P3 as the preferred delivery method and in structuring the transaction, and had drafting responsibility for the request for qualifications and request for proposals. We also drafted and negotiated the P3 project agreement and appendices and led the negotiations in individual meetings with the three prequalified P3 teams. And we helped Howard County ensure that the eventual courthouse design met the requirements of a secure facility able to both process potentially violent inmates and house administrative staff and government officials. Private Contractor: **Edgemoor-Star America Judicial Partners LLC.**

Houston, Texas – Justice Complex Project. (*Design-Build-Finance-Operate-Maintain*). In Texas, Hawkins served as lead legal advisor to the City of Houston in the State's first proposed public buildings P3 project. The Houston Justice Complex will be a one million square foot, \$500+ million downtown building for the Houston Police Department and the City's municipal courts, replacing aging and undersized facilities. Our responsibilities included assistance with confirming the P3 project delivery method selection, RFP drafting, and financing plan development, as well as drafting the project agreement, lease and related documents and organizing and advising financial commercial and financial close. Private Contractor: Deferred.

New York State Empire State Development – Javits Convention Center Expansion Project. (*Design-Build*). Hawkins served as owner's lead procurement and contract counsel for the \$1,500,000,000 Jacob K. Javits Convention Center expansion project. The project was procured on a competitive proposal basis using the firm fixed price design-build project delivery method. In its capacity as legal advisor to the New York Convention Center Development Corporation, ESD and its legal department, the firm drafted the request for qualifications, the request for proposals, and the design-build contract and related appendices, and assisted in the contract negotiation and proposal evaluation processes, working closely with leading state officials responsible for alternative project delivery. The Javits expansion project was the first major public building procurement undertaken in New York on a design-build basis, as the State continues to expand its use of alternative project delivery for public works. The Javits expansion project will be certified LEED silver, and includes a truck marshaling facility for 220 trucks; 90,000 square feet of new exhibit space; 45,000 square feet of state-of-the-art meeting room space; a 55,000 square foot ballroom; a green roof terrace and pavilion accommodating 1,500 people for outdoor events; 27 new loading docks; and new kitchen and food service areas and back-of-house and administrative space. The Javits Center is the busiest convention center in the United States and hosts more than 175 events annually. Private Contractor: **Lend Lease – Turner Joint Venture.**

New York State Dormitory Authority – Consolidated State Laboratory Project. (*Design-Build/P3*). Hawkins represents the New York State Department of Health (through the Dormitory Authority of the State of New York, NYSDOH's lead consultant) as lead legal advisor on New York's second large-scale public buildings project delivered on a P3 or design-build basis. The \$600+ million new laboratory facility will consolidate several existing older DOH-operated labs in the Albany area requiring upgrades and modernization into a single state-of-the-art laboratory complex. Hawkins drafted the special legislation required for the project, which was originally planned as a P3 project and has been reconstituted for procurement on a design-build basis. Our legal advisory responsibilities include assistance as to project delivery method selection; review of real estate, labor and environmental issues; participation in RFQ and RFP preparation and contractor selection; and project agreement, lease and financing agreement drafting and negotiation. Private Contractor: Pending.

Travis County, Texas – New Courthouse. (*P3/Design-Build*). Hawkins represented Travis County, Texas in connection with the County's business case and value for money study of P3 and alternative project delivery approaches to the development of its new family and civil courthouse, teamed with Ernst and Young. Our firm prepared a full memorandum of law addressing procurement, contract and finance issues and options in connection with the project, and assisted in review and determination of appropriate alternative delivery methods. The County selected either DB or DBFO (P3) as the preferred methods, and ultimately determined to procure the project on using a design-build procurement approach.

PERSPECTIVE AND APPROACH

A number of questions and concerns will govern Hawkins' approach to the financing and construction of the new correctional facility in general, and allow us to determine the feasibility of a design-build-finance solution in particular.

Planning Phase Services. The following is an outline of the legal review and analysis, as well as the project planning that we foresee being necessary at the very outset of the project:

Legal Review and Analysis

- > Reviewing current law governing applicable procurement and contracting powers and procedures
- > Reviewing potential tax-exempt financing options
- > Assistance in legal reviews conducted by other counsel as to real estate, permitting, environmental, labor and related legal matters
- > Preparation of memoranda of law on procurement and contracting issues
- > Drafting and review of legislation required for project implementation

Project Planning

- > Advising regarding project definition, planning, goals, objectives and outcomes
- > Assistance in the overall conceptualization and organization of the procurement for the project
- > Assistance in structuring the environmental, commercial, contract and financing elements of the project
- > Developing strategies for reasonably maximizing competition among proposers
- > Assistance in assuring compliance with required procurement procedures

- > Assistance in the review of alternative project delivery methods
- > Advising concerning project risk retention and transfer
- > Participation in preparing the business case, multiple criteria analysis and value-for-money analysis and report
- > Legal review of potential financing plans and transaction structures
- > Coordinating with stakeholders in project planning and delivery method selection
- > Assistance with any market sounding survey and request for expressions of interest, and the review of any responsive submittals

Nebraska Private Prison Contracting Act Analysis. The Nebraska Private Prison Contracting Act (the “Act”) authorizes NDCS to contract for the operation, construction or both of correctional institutions of NDCS by private prison contractors. NDCS may seek approval to contract for such construction only upon the condition that there is a need for more bed spaces when existing facilities are operating at a maximum capacity of 125%. Neb. Rev. Stat. § 47-802(3). The RFI states that the NDCS incarcerated population at the end of CY2030 is expected to be 161% of current operational capacity. Assuming that facilities are currently operating at 125% capacity, NDCS may seek approval to have the new facility constructed by a private contractor.

The Act does not appear to restrict NDCS from including private financing in the contract, but it does include certain requirements relating to project financing and costs. These include prohibiting the encumbrance of funds beyond the amount appropriated for the fiscal year, and requiring NDCS to compare the capital costs and the operating costs for the facility to the imputed capital costs and the projected operating costs of a comparable facility constructed and operated by NDCS. Neb. Rev. Stat. § 803(7). The design-build-finance delivery method appears to be compatible with these and other requirements of the Act. However, we would require a more in-depth legal analysis to reach any firm legal conclusion. Hawkins often assists in drafting new legislation where sufficient legal authority is not already established.

NDCS’ response to Question #2 of the RFI Addendum issued on May 1, 2020, indicates that NDCS expects the private contractor to provide basic operations and maintenance services throughout the term of the contract, although NDCS employees will operate the facility. It is generally recognized that including capital maintenance responsibilities in a contract for a project of this nature will result in significant long-term lifecycle total project cost savings. NDCS’ interest in including basic maintenance in this contract appears compatible with the requirements of the Act, as well, because the Act appears to authorize fully private operation of NDCS facilities, above and beyond the basic maintenance to be provided here. Hawkins has extensive experience integrating and defining the roles of both public employees and private employees in a single P3 project. Of particular interest to the NDCS, the Howard County Circuit Courthouse project involved the County Sheriff’s office being ultimately responsible for the security of the courthouse while the private contractor was responsible for maintaining all security equipment.

Tax Exemption Approaches. Hawkins’ 11-attorney tax department is one of the largest practice groups in the nation specializing in the tax exemption of interest on state and local government obligations. As a result, Hawkins is one of the leading experts on achieving tax-exempt transactions in the P3 space.

Hybrid P3’s. Owners are sometimes reluctant to select P3 as a project delivery method out of concern over the higher cost of capital associated with project debt issued on a taxable basis (where private activity bond volume cap is unavailable).

Hawkins has been an advocate for the potential of “hybrid P3’s”, in which a portion of the project debt is issued on a conventional private project finance basis, and a portion is financed from the proceeds of highly rated, tax exempt general obligation or system revenue debt. The firm served as lead legal advisor on the Howard County, Maryland courthouse P3 project, which was structured in this manner so as to achieve the optimal balance of risk transfer and cost of capital in a first of its kind public buildings P3. Hawkins was the primary drafter of the request for qualifications, the request for proposals, the project agreement, the related transaction forms and most of the project agreement’s technical and financial appendices. The Project Company, as is typical in a traditional P3 financing, provided 100% of the construction financing. Upon “Occupancy Readiness”, however, the Project Company will only finance approximately 60% of the project’s long-term financing needs. The remaining 40% will be paid by the County through a single milestone payment to the Project Company. The County will finance the milestone payment with its own tax-exempt general obligation bonds. By utilizing this structure, the County receives all the risk transfer benefits associated with a traditional P3 financing and simultaneously leverages the savings associated with the County’s tax-exempt status as well as the County’s AAA credit rating.

Project Tax Beneficial Ownership. Several dozen of the public-private partnerships involving public infrastructure assets in which Hawkins has served as special counsel have been based on the transfer of tax beneficial ownership to a private firm. Hawkins is well-versed in advising its governmental clients as to the “residual value” and other applicable tests for federal tax beneficial ownership that a private owner must meet in order to take depreciation deductions, and is prepared to assist our clients in structuring a tax law-compliant transaction involving private project ownership which, at the same time, gives our clients the maximum possible control over the project.

Bond Tax-Exemption. Our tax department regularly reviews proposed private asset management and operations contracts to assure compliance with the IRS private use rules under Rev. Proc. 2016-44 and its predecessor Rev. Proc. 97-13, and to avoid “private activity bond” classification so as to preserve municipal bond tax exemption where bond-financed property is placed under private contract management. Hawkins has secured the two major rulings issued by the IRS on Rev. Proc. 97-13 management contract issues – one for Phoenix and the other for the Long Island Power Authority (LIPA). The City of Phoenix ruling was a major milestone in the development of the field of long-term private management contracting for water and civil infrastructure facilities. Hawkins originated the concept of multiple fixed-price “resets” for varying service workscopes in management contracts, and in the Phoenix ruling the IRS validated the concept as sufficient to avoid private activity status. Hawkins’ tax work for LIPA also was instrumental in obtaining IRS approval of an electric utility system management contract valued at several billion dollars.

IRS Rev. Proc. 63-20 Non-Profit Tax-Exempt Public Finance Industry Leadership. A key component of our public finance practice involves financing by or for the benefit of non-profit corporations, including non-profit corporations organized to meet the requirements of IRS Rev. Proc. 63-20 and Rev. Proc. 82-26 and related IRS regulations. Many of our clients have reviewed the benefits of financings by a 63-20 corporation. For various reasons, few issuers choose to finance their infrastructure projects in this manner, particularly over the past two decades. However, we recently served as Bond Counsel on a financing for a 63-20 corporation in San Francisco. In this financing, the City of San Francisco Portsmouth Plaza Parking Corporation, a California nonprofit public benefit corporation, issued its 2016 Tax-Exempt Loan (Portsmouth Plaza Parking Corporation) in the aggregate principal amount of up to \$12,500,000. This financing was treated as a governmental bond for federal income tax purposes.

Hawkins has participated in nearly 2,300 tax-exempt financings for non-profit corporations, with principal amounts exceeding \$161 billion. Based on this exceedingly broad and deep experience, we are in an excellent position to assist NDCS in determining whether or not to select the 63-20 non-profit P3 delivery method.

PROJECT PARTNERS

Eric S. Petersen. Eric is an infrastructure procurement, contract and finance lawyer concentrating in the field of alternative project delivery and P3 construction contracting on behalf of public agency clients. He was instrumental in building the firm's P3 and alternative delivery practice upon a strong foundation of public finance and project finance expertise, and since 1984 has practiced full time and is nationally recognized as a leader in this field. Eric has, on behalf of state and local governments, been the chief contract draftsman and lead negotiator on more than 100 major public works contract procurements in 25 states. These have resulted in design-build, design-build-operate-maintain, design-build-finance-operate, asset management, CMAR, franchise and concession contracts with private service providers nationally and internationally valued at over \$20 billion, including contracts for projects in the water, wastewater, solid waste, public buildings, transportation, and power and renewable energy sectors. Eric has served as special counsel on groundbreaking projects for or serving the State of California; the State of Oregon; the State of New York; the State of New Jersey; the State of Rhode Island; the Commonwealth of Puerto Rico; Seattle; Phoenix; New York City; Washington, D.C. (DC Water); San Diego; Los Angeles; Orange County (CA); Houston; San Antonio (SAWS); Dallas (TRA); Charlotte; Hialeah-Miami Dade; Fulton County; Pima County; Boston (MWRA and MBTA); Nashville; Newport; San Juan; Santa Fe; Spokane County; and Victoria, BC, among many others. His professional experience encompasses all forms of public-private contracting arrangements under which public works facilities are designed, built, financed, owned and operated.

Eric J. Sapir. Rick is a public contracts lawyer in the solid waste, recycling, water, wastewater, residuals, renewable energy and public buildings fields. Rick has worked exclusively as owner's representative and has helped structure, procure, draft and negotiate contracts involving every form of complex alternative delivery method. Rick has served as lead negotiating counsel on approximately 100 engagements on complex public contracts across North America. Among the clients that Rick has assisted with complex infrastructure projects are: the City of Los Angeles (Waste-to-Energy); California American Water (Drinking Water Desal); Camden County Municipal Utilities Authority (Residuals Processing and Solar); Tacoma, WA (Wet Weather Wastewater Upgrade); City of Fillmore, CA (Wastewater Treatment); Monmouth County, NJ (Waste-to-Energy, Baling, Landfill Gas-to-Energy, Leachate Treatment, Recycling, Household Hazardous, Waste, Bulky Waste Transportation and Disposal and Solar); Metro Vancouver (Waste-to-Energy); Virgin Islands Waste Management Authority (RDF, Baling/Transfer); Fulton County, GA (Wastewater Treatment); Nashville, TN (Residuals Processing); San Marcos, TX (Water and Wastewater); Halifax Metropolitan Authority (Waste-to-Energy); County of Hawaii (Waste-to-Energy); New Hanover County, NC (Waste-to-Energy, MRF, Transfer, Transportation and Disposal); Northeast Maryland Waste Disposal Authority (Waste-to-Energy); Wake County, NC (Landfill Gas-to-Energy, Landfill DBOM); Spokane County, WA (Wastewater); Orangeville, Ont. (Wastewater); Glasgow, KY (Landfill Gas-to-Energy); Rahway Valley Sewerage Authority, NJ (Cogen and Residuals Processing); Clarkstown, NY (Transfer Station); Greensboro, NC (Recycling and Transfer, Transportation and Disposal); New Jersey School Construction Authority (School) and New Jersey City University (Dormitories).

Joseph L. Sullivan. Joe represents state and local governments in structuring procurements and negotiating contracts for the design, construction, operation, management and financing of public works facilities in multiple sectors. During his career at the firm, Joe has specialized in the procurement and implementation of numerous public infrastructure

projects and contract operating services. Infrastructure projects in which Joe represented the public sector include a 100 MGD water treatment project developed by the San Diego County Water Authority (CA), a wastewater treatment and combined sewer overflow project developed by the City of Holyoke, Massachusetts, a water reclamation project developed by the County of Spokane, Washington, a water treatment project developed jointly by Santa Fe County and the City of Santa Fe, New Mexico and a major transportation project for the State of Alaska. Joe participated as special counsel in connection with major North American civil infrastructure projects for the State of New Jersey, Hialeah (FL), Pima County (AZ), Phoenix (AZ), San Juan Capistrano (CA), New York City (NY), Laredo (TX), Tijuana (MX) and Rockland County (NY). He also represents the Federal Highway Administrator on TIFIA projects as lenders counsel, including major projects in Texas and Florida, as well as the State of Alaska on a major transportation P3 project.

Christopher M. Taylor. Chris represents state, municipal and public agency clients in structuring procurements and drafting and negotiating contracts for the design, construction, operation, management and financing of public infrastructure projects. Chris's practice is focused on the implementation of public infrastructure on alternative project delivery and public-private partnership bases (including design-build, design-build-operate and design-build-finance-operate) in the water and wastewater treatment, biosolids management, public buildings, solid waste, transportation, and power and renewable energy sectors. Chris has served as special counsel on dozens of public infrastructure projects, including the progressive design-build expansion of the City of Houston's Northeast Water Purification Plant; the Washington Suburban Sanitary Commission's progressive design-build-Bio-Energy Project at its Piscataway Wastewater Treatment Plant; a long-term public-private partnership for the redevelopment and management of all 27 Service Areas on the New York State Thruway; the design-build expansion of the Jacob K. Javits Convention Center in New York City; the design-build-finance-operate procurement of a new Justice Complex for the City of Houston, Texas; and design-build-operate water treatment projects for the City of Hialeah, Florida, and the Woodland-Davis Clean Water Agency (CA). Chris also represented the Federal Highway Administration as TIFIA lenders counsel for the State Highway 288 Project in Houston.

CONCLUSION

Hawkins makes a strong commitment in every engagement to cooperate with, assist and support our governmental client's general counsel, city attorney or county counsel, its public works and financing principals, and its outside consultants, in order to create an effective interdisciplinary team of experts to successfully deliver complex, major infrastructure projects procured on an alternative project delivery basis on a properly priced and optimally risk-balanced basis. Hawkins has excellent working relationships with the leading technical and financial consulting firms active in the field today.

With the experience of 12 solution-oriented attorneys specializing full time in this field for over 30 years, we are in an excellent position to advise our governmental clients as to general industry trends, appropriate risk allocation, how issues are typically handled, the approaches the contractors generally take, how to conduct an effective competition, how best to protect our client's core interests, how to achieve the recognized public purpose, and what it takes realistically to actually accomplish a transaction in an expeditious and mutually acceptable manner.

Thank you for the opportunity to make this submittal. Members of our team travel regularly in connection with our alternative project delivery, P3 and contract work, and would very much enjoy the opportunity to meet with you to discuss the project and how Hawkins could be of service to NDCS.

Form A

Respondent Contact Sheet

Request for Information Number 3016

Form A should be completed and submitted with each response to this RFI document. This is intended to provide the State with information on the vendor's name and address, and the specific persons who are responsible for preparation of the response.

Preparation of Response Contact Information	
Name:	Hawkins Delafield & Wood LLP
Organization Address:	7 World Trade Center 250 Greenwich Street New York, NY 10007
Contact Person & Title:	Eric S. Petersen, Partner
E-mail Address:	epetersen@hawkins.com
Telephone Number (Office):	212-820-9401
Telephone Number (Cellular):	646-660-3692
Fax Number:	212-514-8425

Each respondent shall also designate a specific contact person who will be responsible for responding to the State if any clarifications of the vendor's response should become necessary. This will also be the person who the State contacts to set up a presentation/demonstration, if required.

Communication with the State Contact Information	
Name:	Eric S. Petersen
Organization Address:	7 World Trade Center 250 Greenwich Street New York, NY 10007
Contact Person & Title:	Eric S. Petersen, Partner
E-mail Address:	epetersen@hawkins.com
Telephone Number (Office):	212-820-9401
Telephone Number (Cellular):	646-660-3692
Fax Number:	212-514-8425

No Proprietary Information

Hawkins Delafield & Wood LLP confirms that the preceding document, “Response to Request for Information Regarding Design-Build-Finance Options for an Adult Male Multi-Security-Level Correctional Facility,” *does not* contain any proprietary information or copyrighted materials.

RESPONDENT MUST COMPLETE THE FOLLOWING

By signing this Request For Information form, the respondent guarantees compliance with the provisions stated in this Request for Information.

FIRM: Hawkins Delafield & Wood LLP

COMPLETE ADDRESS: 7 World Trade Center, 250 Greenwich Street, New York, NY 10007

TELEPHONE NUMBER: 212-820-9401 FAX NUMBER: 212-514-8425

SIGNATURE:  DATE: 5/22/2020

TYPED NAME & TITLE OF SIGNER: Eric S. Petersen, Partner