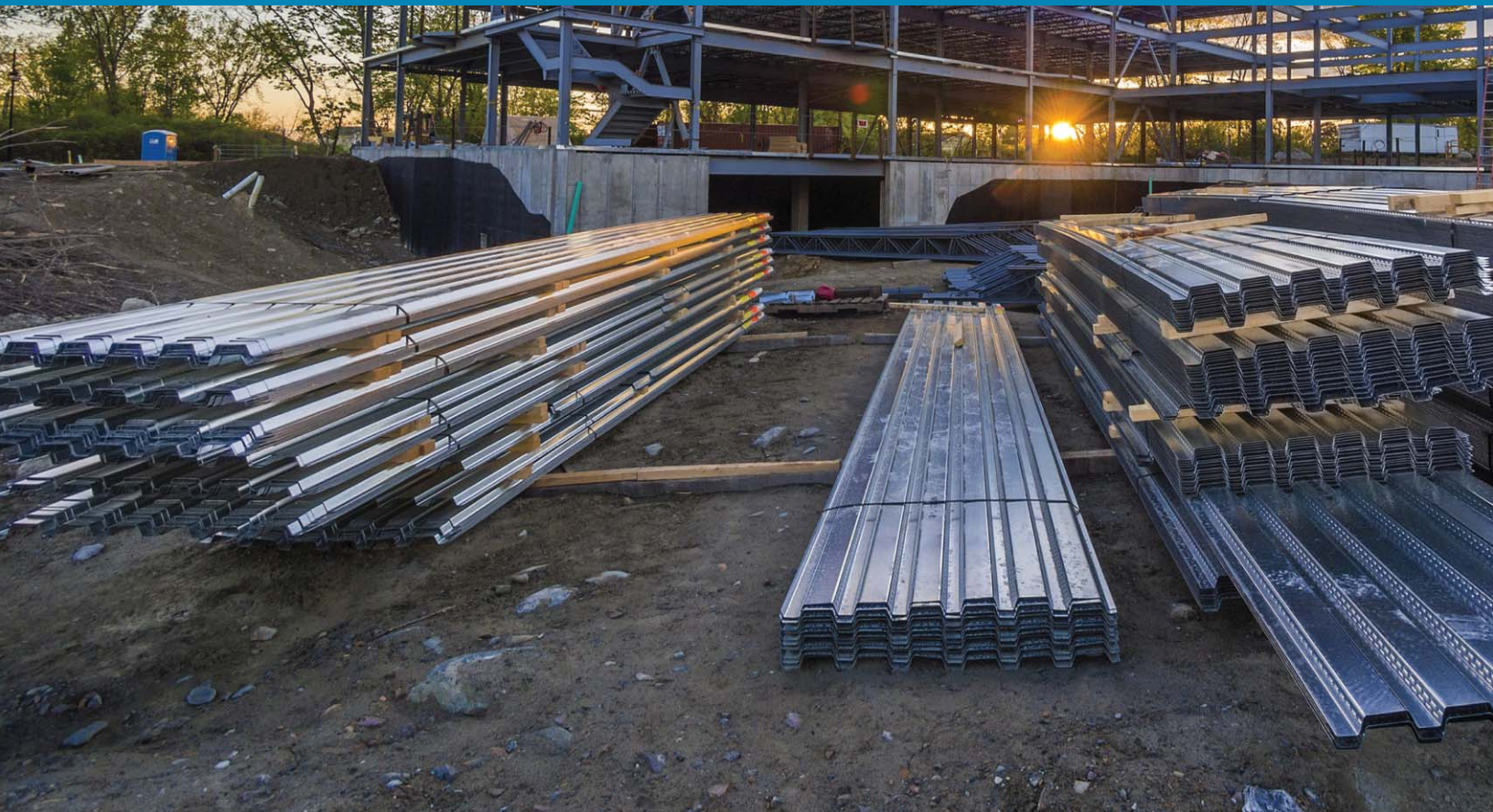




# P3 KENTUCKY PUBLIC-PRIVATE PARTNERSHIPS conference

## Opportunities and Obstacles

October 27-28, 2016 | Griffin Gate Marriott Resort & Spa | Lexington, Ky.



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# P3 KENTUCKY PUBLIC-PRIVATE PARTNERSHIPS conference Opportunities and Obstacles



## Why you should attend

The Kentucky Chamber of Commerce, in conjunction with The National Council for Public-Private Partnerships, bring you the Kentucky P3: Public-Private Partnerships Conference which will address the opportunities and obstacles facing the Commonwealth. You'll get an in-depth look at Kentucky's new P3 legislation and what it means for businesses and government entities across the state.

## This conference is essential for ...

Professionals from the following sectors:

- government agencies
- law firms
- transportation
- utilities
- construction

## Continuing education

### CEU/CPE

This program may be eligible for CEU and CPE credits. Contact your professional board find out what's required.

## Kentucky Chamber membership

It's not too late to take advantage of the Kentucky Chamber member discount. To learn more about membership, call 502-695-4700 and ask for a membership representative.

## Money back guarantee

If you are not 100% satisfied with your conference experience, we will refund your money.

# EXPERT SPEAKERS

**Dave Adkisson** | President & CEO, Kentucky Chamber of Commerce  
**Juva Barber** | Executive Director, Kentuckians for Better Transportation  
**Rebecca Brooks** | Vice President, H.W. Lochner, Inc.  
**J.D. Chaney** | Deputy Executive Director, Kentucky League of Cities  
**Representative Leslie Combs** | Kentucky State Representative 94th District  
**Penny Cox** | Director, Housing Project Implementation & New Strategies, University of Kentucky  
**John Farris** | Founder, Commonwealth Economics  
**Matthew Feher** | Counsel, Burns & Levinson LLP  
**Jon Godsmark** | Senior Vice President, Ernst & Young LLP  
**Kelley Goes** | Member, Jackson Kelly PLLC  
**Ted Hamer** | Managing Director, KPMG Corporate Finance LLP  
**John Hays** | Member, Jackson Kelly PLLC  
**Michael Hirn** | Partner, Dinsmore & Shohl LLP  
**Patrick Hughes** | Partner, Dressman Benzinger & LaVelle PSC  
**Eliot Jamison** | Senior Vice President, Macquarie Capital  
**Tony Kinn** | Hannon Armstrong; former Director, Virginia Office of Transportation Public-Private Partnerships  
**Stan Ladner** | Partner, Butler Snow LLP  
**Mike Lee** | Chief Operating Officer, First Solutions P3  
**Jennifer Linton** | Executive Director, Office of Facility Development and Efficiency, Kentucky Finance and Administration Cabinet  
**Charlotte Turner McCoy** | Member, Stites & Harbison, PLLC  
**Megan McLain** | General Counsel, Kentucky Transportation Cabinet  
**Sean Morley** | Partner, Fasken Martineau  
**Kendra Fretz Morris** | Director, P3 Projects, American Water  
**Don Parkinson** | Secretary, Tourism, Arts and Heritage Cabinet  
**Gwen Pinson** | General Counsel, Kentucky Finance and Administration Cabinet  
**Leigh Powers** | General Counsel, Kentucky Tourism, Arts and Heritage Cabinet  
**Philippe Rapin** | Director, Transaction Advisory, Mott MacDonald  
**David Rogers** | Member, Frost Brown Todd LLC  
**Warren Rogers** | President, W. Rogers Company  
**Cassidy Rosenthal** | Member & Office Executive Member, Stites & Harbison, PLLC  
**Nick Rowe** | President, Kentucky American Water  
**Kenneth Sagan** | Member, Stoll Keenon Ogden PLLC  
**John Smolen** | Partner, Nossaman LLP  
**James Stark** | Deputy Commissioner of Innovate Project Delivery, Indiana Department of Transportation  
**Joe Sullivan** | Partner, Hawkins Delafield & Wood LLP  
**Bruce Tobey** | Partner, Pannone Lopes Devereaux & West LLC  
**Ashli Watts** | Vice President of Public Affairs, Kentucky Chamber of Commerce  
**Justin Weisberg** | Partner, K&L Gates  
**Tanjia Willis-Miller** | Member, Jackson Kelly PLLC  
**Senator Max Wise** | Kentucky State Senator 16th District  
**Dave Zelenok** | Manager Local Governmental Services, HR Green, Inc.

Dave Adkisson, President and CEO, Kentucky Chamber of Commerce  
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Tanjia Willis Miller, Member, Jackson Kelly PLLC  
Max Wise, Kentucky State Senator 16th District  
Dave Zelenok, Manager Local Governmental Services, HR Green, Inc.



## AGENDA - Day One Thursday, October 27, 2016

**8 a.m.**

### Registration and Continental Breakfast

**8:30 a.m.**

### Welcome and Overview

*Dave Adkisson, President & CEO, Kentucky Chamber of Commerce*

**8:45 a.m.**

### What is the New P3 Law in Kentucky?

*Representative Leslie Combs and Senator Max Wise*

*Moderator: Ashli Watts, Vice President of Public Affairs, Kentucky Chamber of Commerce*

Kentucky recently passed new legislation authorizing public-private partnerships. In addition, the Commonwealth has adopted regulations describing how the new law should be implemented. This session will take a closer look at the law and regulations and explain how it will apply throughout the Commonwealth. The session will answer the following questions:

- What does the law say?
- How is it different than other states' P3 legislation?
- What about the new regulations that were recently adopted?

**9:45 a.m.**

### P3 Opportunities in Kentucky — How the Law Will Work

*Leigh Powers, Executive Director and General Counsel, Kentucky Tourism, Arts and Heritage Cabinet; Gwen Pinson, General Counsel, Kentucky Finance and Administration Cabinet; and Megan McLain, General Counsel, Kentucky Transportation Cabinet*

*Moderator: Kelley Goes, Member, Jackson Kelly PLLC*

Now that Kentucky has a new P3 law, what does the Commonwealth have planned? What can the private sector expect from state and local leaders? What will the project pipeline be?

**11:15 a.m.**

### The Framework of Public-Private Partnerships

*Rebecca Brooks, Vice President, H.W. Lochner, Inc. and John Smolen, Partner, Nossaman LLP*

*Moderator: Patrick Hughes, Partner, Dressman Benzinger LaVelle PSC*

This session will give an overview of public-private partnerships, from defining them to giving examples of how they are used in states, counties and cities. Specifically, the session will address:

- What are P3s all about?
- How do P3s differ from traditional privatization and procurement processes?
- What are the different structures for P3 transactions (mid-term to long-term O&M contracts; design, build, operate and maintain (DBOM) contracts; design, build, finance, operate and maintain (DBFOM) transactions; concession, lease and franchise transactions)?
- Understanding what P3s can and cannot do. What are some of the basic considerations that should be taken when planning to use a public-private partnership?
- What sectors and types of projects are most amenable to consideration of P3 structures?

**12:30 p.m.**

### Luncheon Keynote: P3 and Tourism in Kentucky

*Don Parkinson, Secretary, Tourism, Arts, and Heritage Cabinet, Commonwealth of Kentucky*

**2 p.m.**

### First Steps in the Process

*Matthew Feher, Counsel, Burns & Levinson LLP and Philippe Rapin, Director, Transaction Advisory, Mott MacDonald*  
*Moderator: Cassidy Rosenthal, Member and Office Executive Member, Stites & Harbison, PLLC*

So, you want to do a P3, now what? This session will give attendees an overview of

what they should do once they decide that P3 is an option. The session will address:

- Preparing the agency.
- What are the drivers? Why do government entities pursue a public-private partnership?
- What attracts the private sector to these projects?
- Identifying a P3 champion.
- Bringing and keeping stakeholders on board.
- Implementing an active communications plan.
- Formulating the project based on the agency's needs.
- Evaluating whether a project is a suitable candidate for a P3.
- Evaluating whether the agency has sufficient legal authority for a P3, and what procurement procedures apply
- Considering options for P3 approaches.
- Identifying and marshaling the resources required to implement a successful P3.
- Following the steps in the procurement process.
- Developing a project's technical specifications.

**4 p.m.**

### P3 Opportunities in Kentucky — The Private Perspective (Opportunities and Future Projects)

*Juva Barber, Executive Director, Kentuckians for Better Transportation; Warren Rogers, President, W. Rogers Company; and Nick Rowe, President, Kentucky American Water*  
*Moderator: David Rogers, Member, Frost Brown Todd LLC*

Now that Kentucky has a new P3 law, what does the private sector think? How do they want to engage in P3s and what will keep their interest in the process?

**5 p.m.**

### Networking Reception with Sponsors

**6:30 p.m.**

### Day one adjourns

# AGENDA - Day Two Friday, October 28, 2016

**8 a.m.**

## Registration and Continental Breakfast

**8:30 a.m.**

## Welcome and Overview

*Ashli Watts, Vice President of Public Affairs, Kentucky Chamber of Commerce*

**8:35 a.m.**

## P3 Market Trends

*Ted Hamer, Managing Director, KPMG Corporate Finance LLP and Kendra Fretz Morris, Director, P3 Projects, American Water*

*Moderator: Michael Hirn, Partner, Dinsmore & Shohl LLP*

Where is the P3 market headed? What sectors are primed for P3 growth? How will the market trends affect your approach to projects? This session will explore all of these questions as organizations think about entering the P3 market.

**9:15 a.m.**

## The Procurement Process

*Jon Godsmark, Senior Vice President, Ernst & Young LLP; Jennifer Linton, Executive Director, Office of Facility Development and Efficiency, Kentucky Finance and Administration Cabinet; and Sean Morley, Partner, Fasken Martineau*

*Moderator: John Hays, Member, Jackson Kelly PLLC*

Once you've determined to undertake a P3, what are the key steps in procuring the project? This session will take a closer look at the following important steps in the procurement process.

- Steps in the procurement process — request for expression of interest; request for qualifications, request for proposal (including how to solicit information to make a best value determination).
- Running a transparent procurement while maintaining the confidentiality of bidders — How much information can be released and at what point in the process do you release it?
- Stipends to bidders — how much should

be paid, when should payments be made and for what are bidders being paid?

- Development of a project's technical specifications.
- How do encourage innovation (i.e., Alternative Technical Concepts) during the procurement phase?
- Timing of the procurement and the status of the environmental/permitting process.
- Identification and allocation of risks — balancing the public agency and private sector perspectives; and how best to develop insurance provisions in an agreement.

**10:45 a.m.**

## Current (Completed) Kentucky Projects

*Penny Cox, Director, Housing Project Implementation & New Strategies, University of Kentucky; Eliot Jamison, Senior Vice President, Macquarie Capital; Mike Lee, COO, First Solutions P3, Inc.; and James Stark, Deputy Commissioner of Innovate Project Delivery, Indiana Department of Transportation*

*Moderator: Charlotte Turner McCoy, Member, Stites & Harbison, PLLC*

This session will take a close look at several projects that have been discussed or are currently underway in Kentucky and the region, including projects at the University of Kentucky, Interstate 69, and the bridges connecting Kentucky to its neighbors.

**11:45 a.m.**

## Luncheon Panel: Best and Worst Practices – A Local Government Perspective

*Tony Kinn, Hannon Armstrong and former Director, Virginia Office of Transportation Public-Private Partnerships; Bruce Tobey, Partner, Pannone Lopes Devereaux & West LLC and former Mayor of Gloucester, Massachusetts; and Dave Zelenok, Manager, Local Government Services, HR Green, Inc. and former Chief Innovation Officer, City of Centennial Colorado*

*Moderator: J.D. Chaney, Deputy Executive Director, Kentucky League of Cities*

Former public sector leaders from other states discuss how they do P3s, lessons

learned and advice they have for Kentucky leaders.

**1:15 p.m.**

## Negotiating the P3 Agreement

*Joe Sullivan, Partner, Hawkins Delafield & Wood LLP and Justin Weisberg, Partner, K&L Gates*

*Moderator: Taunja Willis-Miller, Member, Jackson Kelly PLLC*

Experts dissect recent project agreements and discuss key issues, how certain elements were included in the deals and what contractual provisions each party looks for.

**2:15 p.m.**

## P3 Financing

*John Farris, Founder and Partner, Commonwealth Economics and Stan Ladner, Partner, Butler Snow LLP*

*Moderator: Kenneth Sagan, Member, Stoll Keenon Ogden PLLC*

The financial structure of a public-private partnership is perhaps the backbone of the deal. Experts will explain the decision points for using public or private financing and how to make the most well-informed decision, particularly through a value-for-money analysis.

- What tools are available and how to evaluate which tools are most appropriate to a particular project
- What are the key elements/issues/structures involved in financing a P3?
- What do equity investors and lenders look for in a project?
- What do practitioners need to see in a structure to make a deal work?

**3:15 p.m.**

## Wrap Up and Final Observations

*Ashli Watts, Vice President of Public Affairs, Kentucky Chamber of Commerce*

**3:30 p.m.**

## Kentucky Public-Private Partnership Conference adjourns



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# REGISTER

## Registration Fees

- \$595 Non-members
  - \$495 Kentucky Chamber/The National Council for Public-Private Partnerships\* members
  - \$295 Non-profit/Government
- \*Members of The National Council for Public-Private Partnerships should contact Lori Jo Goff to register at the member rate.*

For each person you register at full price you receive the next one at HALF OFF! Special pricing not available online. Contact Lori Jo Goff to register.

## Location and Lodging

**October 27-28, 2016 (81049)**

**Griffin Gate Marriott Resort & Spa**

1800 Newtown Pike  
Lexington, Ky. 40511  
Ph: 800-228-9290 or 859-231-5100  
Room Rate: \$139\* Cutoff Date: October 5, 2016

When contacting hotel for lodging, please specify that you are with the Kentucky Chamber of Commerce's P3 Conference to receive the discounted rate.

*\*The advertised Kentucky Chamber room rate cannot be guaranteed after the cutoff date.*

## Cancellations/Substitutions

Cancellations must be made no later than five business days prior to the program for a full refund. After this date, no cash refunds will be granted. Substitutions are welcome. Special accommodations made upon request.

## Attendee Information

To process your order, the entire registration form must be complete. (Please copy for additional registrants.)

Name \_\_\_\_\_

Title \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

Email \_\_\_\_\_

Principal Line of Business \_\_\_\_\_ Number of Employees \_\_\_\_\_

\*I understand that by providing the phone, fax number and e-mail information above on behalf of the person/company/organization specified above, I am authorized to and hereby consent for the person/company/organization to receive communication by or on behalf of the Kentucky Chamber of Commerce.

## Payment

Bill me. PO# (not required) \_\_\_\_\_

Check enclosed (payable to Kentucky Chamber of Commerce).

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Exp. date \_\_\_\_\_ Security code \_\_\_\_\_

Name on card \_\_\_\_\_

Signature \_\_\_\_\_