



PUBLIC-PRIVATE PARTNERSHIP GUIDELINES

(for Capital Outlay Projects)

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I. PURPOSE OF GUIDELINES

Section 1013.171(1), Florida Statutes, authorizes each university board of trustees to negotiate and enter into agreements to lease real property under its jurisdiction to non-profit and for-profit corporations registered by the Secretary of State to do business in this state, for the purposes of erecting thereon facilities and accommodations necessary and desirable to serve the needs and purposes of the university, as determined by the system-wide strategic plan adopted by the Board of Governors. Section 1004.28(6), Florida Statutes, specifies that agreements by a direct support organization (DSO) to finance, design and construct, lease, lease-purchase, purchase, or operate facilities are likewise subject to the provisions of sections 1013.171 and 1010.62, Florida Statutes. With regard to property that is owned by a DSO, section 1013.171(3), Florida Statutes, requires that the university board of trustees obtain a long-term lease from the DSO prior to construction of educational facilities. A long-term lease is defined as the greater of 40 years or the useful life of the facility.

The purpose of these guidelines is to provide: (i) a structure for the universities and university DSO to use in evaluating certain transactions with private third parties that will result in the construction of facilities for the use and/or benefit of a university, its students, faculty, or staff, and (ii) the process for approval of such transactions. Monetization of existing university facilities is not permitted under these guidelines absent specific legislative authorization.

II. DEFINITIONS

As used in these Guidelines, the term:

(a) "Facility" means a building or other facility and related improvements (but not landscaping or appurtenances alone) that: (i) is for purposes related to the housing, transportation (including parking), health care, research or research-related activities, food service, retail sales or student activities of iza acte.,0 Tdc 7 (r)5 15.1 (it)9 5a(.)Jdc 0 Twecif18.1 (ic)10

the jurisdiction of, the university or by the state and leased to the university, accomplished through a Public-Private Partnership, with the Project costs being paid for, whether up front or over time, with revenues generated by the Project or other university or DSO revenues allowable for such purpose pursuant to section 1010.62, Florida Statutes. Project costs shall include construction and financing and may also include design and/or operational costs of the Facility.

(e) "University Board" means a university's Board of Trustees when acting as a board to review or approve a matter.

Projects not subject to the Guidelines

Notwithstanding the foregoing, the following transactions are not Projects and therefore not subject to these guidelines and may be accomplished by the universities or their DSOs in accordance with any requirements under applicable laws, regulations, and Board of Governors' and relevant university's policies and guidelines:

(a) Any transaction where the university or the DSO will be directly responsible for repayment of any debt associated with the construction of a Facility pursuant to section 1010.62, Florida Statutes, and the Board of Governors' Debt Management Guidelines.

(b) Any transaction where the university or DSO is hiring a Private Party to provide services including, but not limited to, management services agreements, unless such agreements involve a Private Party's construction and financing of a new facility or facility renovations costing more than \$5,000,000.

(c) Any operating lease where the university or the DSO is the lessee for a building or portion thereof not on the university's campus.

(d) Any transaction involving construction of a Facility being funded solely with state fixed capital outlay appropriations or other legislative appropriation, or by those non-state source and other funds authorized pursuant to section 1013.74(2)(a), Florida Statutes, excluding lease arrangements otherwise controlled by these guidelines, or by other non-state source funds that are appropriate for use for the Project, or by both such appropriated state funds and non-state source funds.

(e) Any Project with a total cost of \$5,000,000 or less.

(f) Any Energy Performance-Based Contracts, in accordance with the provisions of section 1013.28, Florida Statutes, not to exceed \$10,000,000.

III. USE OF QUALIFIED PROFESSIONALS

The use of qualified professionals, whether in-house or external to the university or DSO, or both, is essential to the success of any Project. A university or DSO should

determine that current university or DSO staff have the requisite experience to negotiate the type of Project under consideration by the university and that, if necessary, external independent financial advisors and outside legal counsel, such as bond counsel, have been retained prior to Project solicitation as described in Section IV.

IV. REQUEST FOR INFORMATION OR PRE-SOLICITATION CONFERENCE

A university may hold a pre-solicitation conference and/or issue a request for information to inform the business community of a potential opportunity, and to solicit

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Party, and the anticipated return on investment and internal rate of return to the Private Party for the term of the P3.

VI.

VII. APPROVAL PROCESS AND REQUIRED INFORMATION

All Projects that are subject to these guidelines must be approved by the university board of trustees and the Board of Governors. The Board of Governors and the State Division of Bond Finance should be notified when a Project is contemplated by the university to come before the trustees for consideration.

In advance of entering into binding agreements for a Project that is subject to these guidelines, a university or DSO shall obtain approval by the Board of Governors.

(a) For Projects that are subject to these Guidelines, the following Project information is required to be submitted to the Board Office and to the State Division of Bond Finance no later than ninety (90) days prior to the meeting at which the issue could be considered by the Board of Governors. Universities may provide the information in

the agreement as outlined in Section V above; and any other data that the university wishes to be considered by the Board of Governors or Board staff.

15. Identify whether the university or DSO is following the authority provided by section 1013.171 (1), or section 1013.171 (2), or section 1013.171 (3), Florida Statutes.
16. Any other information reasonably requested by the Board of Governors or the State Division of Bond Finance.

(b) The foregoing information shall be submitted to the Board office and the State Division of Bond Finance in duplicate, hard copy, and bound in a three-ring binder, together with one electronic copy. The formal letter of transmission must be signed by the official point of contact for the university or DSO. The letter will identify the legal counsel for the university or DSO, the financial advisor for the university or DSO, and other university or DSO officials as appropriate. All private and public partners will be identified, including contact information, and the source of financing will be identified.

(c) The information shall be analyzed by Board of Governors staff and by the State Division of Bond Finance. The Board of Governors staff will consult with the State Division of Bond Finance in reaching a recommendation regarding Board of Governors' approval made in sufficient time for consideration of the Project at the Board of Governors' meeting ninety (90) days following submission by the university or DSO. Should the State Division of Bond Finance disagree with any recommendation of the Board of Governors staff or suggest that any additional information be presented to the Board of Governors, such recommendations or information shall be included with the recommendation provided by the Board of Governors staff to the Board of Governors. Any material amendments to the submission by the university or the DSO after university board of trustees' approval may require re-authorization by the respective boards. The ninety (90) day period in this clause and the following clause may be reduced if the university has kept the Board of Governors' staff and State Division of Bond Finance well informed of the Project and associated material terms in advance of the submission, in which event the Board of Governors staff and State Division of Bond Finance may reasonably agree with the university on a shorter review period in support of the commercial feasibility of the Project. Supporting documentation shall also include a draft resolution to be adopted by the (sth)-2 (e)J(r)513 Td(b)-7 (o5)-7 mb)-7 (o5m(e)-1 ((sth)-2 (e10 (()Tj)10 (a7(

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2. The Project information supports the need, demand, and cost of the Project, and demonstrates that the Project is both financially and operationally a prudent undertaking by the university or DSO

Depending on the risks presented to the interests of the university or DSO and the type of Project, taking into account the location (on or off campus), purpose, and effect of disruption to use of the Facility (for example, the severity of effects of disruption to a parking facility, office, or dormitory, may be different), any agreement with a Private Party should provide adequate provisions in relation to the risks posed and generally should include (or have sound justification to not include) the following: t

(q) A provision that the term of the Project debt should not exceed thirty (30) years after the construction period.

IX. REPORTING REQUIREMENT

At a minimum, the Private Party should provide an annual report to the Board of Governors staff office and the university as soon as practical, but not more than ninety (90) days, following the close of the fiscal year. Additionally, the university will comply