

Ann-Therese Schmid

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Ann-Therese Schmid focuses on procurement and contracting for alternative methods that make major highway and transit projects a reality – including design-build, construction manager at-risk, privatization, public-private partnerships (P3s) and integrated project delivery. She also guides clients through the process of procuring and completing projects in the water/wastewater, energy and military infrastructure fields.

Ann-Therese offers deep background with federal regulatory compliance including Buy America and is a recognized leader in transportation and transit legislation and public policy.

Before joining Nossaman, she was a partner in the public policy and regulation practice group of an Am Law 100 firm, counseling public and private sector clients across the nation on transportation policy, regulatory matters, infrastructure projects and procurement issues.

EXPERIENCE

Louisiana Department of Transportation and Development – Belle Chasse Bridge & Tunnel Replacement. Leader of the legal team advising on the LA DOTD’s first P3 project procured under new P3 authority. The project will replace the aging Judge Perez Bridge and Belle Chasse Tunnel in Plaquemines Parish with a toll facility. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile; drafted the NOI, RFQ, and RFP; participated in competitive dialogue with proposers; conducted the evaluation and short-list and evaluation and selection processes; and managed the concurrent commercial and financial closing. The project closed in December 2019, and will be a revenue risk project with a capital cost of \$169 million.

Los Angeles County Metropolitan Transportation Authority (LA Metro) – Link Union Station (Link US) Project. Ann-Therese advises on document strategy and development best practices for the Nossaman team advising LA Metro on the LINK US project, the agency’s first CM/GC project which will convert LA’s Union Station from a “stub-end” to a “run-through” station, increase operational capacity to meet the demands of the regional rail system (MetroLINK) and future California High Speed Rail trains, and provide full multimodal connectivity between light rail, subway, commuter and intercity rail with local, regional, and intercity bus services and shuttle services. The project will be delivered in two phases. Phase A will include modifications to platform 4 at Union Station and construction of a viaduct across the 101 freeway to ultimately accommodate 10 run through lines; Phase B will include raising the entire track yard at Union Station to enable 10 run through tracks across the 101 freeway.

Louisiana Department of Transportation and Development – Comite River Diversion Canal. Leader of the legal team advising on the LA DOTD’s first CMAR project, including development of a CMAR Manual establishing the agency’s policies and guidelines to conduct the qualifications-based procurement for the CMAR contractor. The project includes the construction of two highway and one railroad bridges over the future Comite River Diversion Canal, a United States Army Corps of Engineers project consisting of a 12-mile long diversion channel from the

Comite River to the Mississippi River, intended to reduce flooding in the area. Ann-Therese advised the client on all aspects of the development of the manual, procurement procedures and documents, and contract documents. The CMAR contract was awarded in June 2020.

Louisiana Department of Transportation and Development – Loyola Dr./Interstate 10 (I-10) Interchange to New Airport Terminal (LANOIA) Design-Build Project. Leader of the legal team advising on the LA DOTD's project to design and construct a new Interstate interchange to provide access to the north terminal at Louis Armstrong New Orleans International Airport. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile, and will participate in pre-proposal dialogues including one-on-one meetings and Alternative Technical Concept reviews; conduct the evaluation and selection process; and draft, conform, and execute the contract documents. The Nossaman team has also drafted an NOI, RFQ, and draft and final RFPs. The capital cost of the project is approximately \$125 million.

Louisiana Department of Transportation and Development – I-220/I-20 Interchange IMP & BAFB Access Design-Build Project. Leader of the legal team advising on a design-build project to construct and interchange and access to Barksdale Air Force Base, an Air Force Global Strike Command base located in Bossier Parish, LA. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile, and participated in pre-proposal dialogues including one-on-one meetings and Alternative Technical Concept reviews; conducted the evaluation and selection process; and drafted the contract documents. The Nossaman team has also drafted an NOI, RFQ, and draft and final RFPs. The capital cost of the project is approximately \$95 million.

Louisiana Department of Transportation and Development – I-10 & I-12 College Dr Flyover Ramp Design-Build Project. Leader of the legal team advising on a design-build project for the reconstruction of a major interchange on the busy Interstate-10 corridor in East Baton Rouge Parish. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile, and participated in pre-proposal dialogues including one-on-one meetings and Alternative Technical Concept reviews; conducted the evaluation and short-list and evaluation and selection processes; and drafted the contract documents. She also drafted the RFQ and draft and final RFPs. The capital cost of the project is \$52 million. The DB Contract was awarded in August 2020.

Massachusetts Bay Transportation Authority – Commuter Rail North Side ATC Design Build Project. Key member of the legal team advising on an approximately \$280 million design and installation of an automatic train control overlay of commuter rail lines that are currently undergoing installation of Positive Train Control. Ann-Therese served as the lead attorney working with the agency developing its RFQ, RFP, and evaluation processes, along with advising the agency regarding other policy-related issues, for a design build procurement for design and installation of ATC on the agency's North Side Commuter Rail Lines.

Massachusetts Bay Transportation Authority – Green Line Extension Project. Key member of the legal team advising on \$2-3 billion 5-mile extensions of the Green Line light rail service from a relocated Lechmere Station in East Cambridge to Union Square in Somerville and College Avenue in Medford. The transportation agency has retained the Firm to examine the deployed construction manager/general contractor (CM/GC) delivery method, consider alternatives and make recommendations on the optimal delivery method going forward. The agency terminated several of its existing contracts in December 2015 and conducted a redefinition process of the project. A procurement for a design-build contract for the completion of the project was conducted, on which Ann-Therese served as the lead attorney working with the agency developing its RFQ, RFP, and evaluation processes, along with advising the agency regarding other policy-related issues. The procurement included the use of an affordability limit, as well as the identification of six prioritized additive options for scope that could potentially be included back in the design-build scope. In November 2017, the agency awarded a design-build contract to GLX Constructors that was approximately \$237 million below the affordability limit, and included all six additive options in the design-build contract scope.

Louisiana Department of Transportation and Development – I-10: Highland to LA 73 Design-Build Project. Leader of the legal team advising on a design-build project to widen Interstate-10 from Highland Road to LA 73, adding critical capacity to the corridor between Baton Rouge and New Orleans, LA. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile and drafted an NOI, RFQ, and draft and final RFPs. She also participated in pre-proposal dialogues including one-on-one meetings and Alternative Technical Concept reviews; conducted the evaluation and short-list and evaluation and selection process, and drafted, conformed, and executed the contract documents. The project, award to James

Construction Group LLC, is scheduled for completion in late 2019.

Texas Department of Transportation – Grand Parkway, Segments H, I-1 and I-2. Key member of the legal team advising on a \$1 billion, 52-mile portion of the Grand Parkway (SH 99). Nossaman is owner's counsel for the design-build and long-term capital maintenance contracts for segments H, I-1 and I-2. The contract is under procurement. The 11-segment Grand Parkway, a proposed 184-mile tolled network to improve mobility around the Houston Metro area, will be the largest beltway in the U.S. when complete. Ann-Therese participated in the evaluation and short-list and evaluation and selection processes, developed procurement documents and design-build and comprehensive maintenance agreements, and participated in pre-proposal meetings. The winning consortium, comprising Ferrovia Agroman, Webber LLC and Granite Construction, was selected in March 2017.

Louisiana Department of Transportation and Development/Louisiana Transportation Authority – P3 Structure. Leader of the legal team advising on legislation, policies, guidelines and proposed project submissions under the P3 model. Ann-Therese guided the agency through its review of the first unsolicited proposal received for a transportation project under the Louisiana Transportation Authority Act.

Louisiana Department of Transportation and Development – US 90/LA 318 Interchange. Leader of the legal team advising on a \$60 million design-build project to add an interchange at the intersection of US 90 (Future I-49) and LA 318, improving traffic flow through southern Louisiana. Ann-Therese facilitated a procurement strategy session to help the transportation agency develop its procurement process, contract documents and risk profile and drafted an NOI, RFQ and draft and final RFPs. She also participated in pre-proposal dialogues including one-on-one meetings and Alternative Technical Concept reviews; conducted the evaluation and short-list and evaluation and selection processes; and drafted, conformed and executed the contract documents. The project, awarded to Gilchrist Construction Company LLC, was completed in April 2018.

Maryland Transit Administration and Maryland Department of Transportation – Purple Line Light Rail. Key member of the legal team advising MTA/MDOT on Maryland's first transit P3 project – an approximately \$2 billion (capital cost) light rail system that will significantly facilitate mobility between the Maryland suburbs and Washington, D.C. The Purple Line Light Rail System will run 16.2 miles between Bethesda and New Carrollton with 21 new stations along the route, with much of the alignment street-running. The project, Maryland's largest P3, will provide a direct link to the Metrorail Red, Green and Orange lines and connect to the MARC train, Amtrak and local bus services. In July 2014, MTA issued the final RFP for an availability payment concession to shortlisted teams. Proposals were received in late 2015 and, in March 2016, the agencies selected a consortium led by Fluor and Meridiam. The project reached commercial close in April 2016 and financial close in June 2016. Construction commenced in September 2017 and it is anticipated to open in segments starting in 2022. The Purple Line's financing plan included an \$874 million TIFIA loan, \$313 million in PABs, \$138 million in private equity and approximately \$900 million in anticipated federal New Starts funding. Ann-Therese has helped develop procurement and contract documents, focusing particularly on compliance with federal requirements.

Louisiana Department of Transportation and Development – I-49. Leader of the legal team that advised the agency on a \$57.1 million design-build procurement for the new I-49 project in Lafayette Parish. The project will widen US 90 to six lanes and potentially add several miles of frontage roads and overpasses along the US 90/I-49 South corridor – easing traffic and boosting tourism and the local economy. Ann-Therese facilitated a procurement strategy session that helped the transportation agency develop its procurement process, contract documents and risk profile; drafted an NOI, RFQ and draft and final RFPs; and participated in pre-proposal dialogues including one-on-one meetings and Alternate Technical Concept reviews. She also conducted the evaluation and short-list and evaluation and selection processes and drafted, conformed and executed the contract.

Massachusetts Bay Transportation Authority – Operations and Maintenance Contractor. Member of the legal team that advised the agency on procurement of a new Operations and Maintenance contractor for the nation's fifth-largest commuter rail system. The system is the largest to be contracted out for private operations. Ann-Therese led the process of drafting procurement documents including public notices and RFQ and RFP documents, as well as ensuring compliance with Federal Transit Administration requirements.

Louisiana Department of Transportation and Development – Crescent City Connection. Leader of the legal team that advised on privatization of the Crescent City Connection Division ferry service, the fourth largest ferry operation in the United States. Ann-Therese's services included advising on all aspects of the privatization including reviewing relevant legislation during the 2012 Regular Legislative Session of the Louisiana State Legislature; drafting an RFI to the market and summarizing responses; writing multiple public notices; and preparing an RFP and draft contract

documents.

Louisiana Department of Transportation and Development – I-12 Widening Projects. Leader of the legal team that advised on two design-build projects in the Baton Rouge region: the approximately \$100 million I-12 widening project in East Baton Rouge and Livingston Parishes, and the separate, approximately \$37 million I-12 widening project in Livingston Parish. Ann-Therese's services included drafting an RFP, participating in pre-proposal dialogues including one-on-one meetings, conducting evaluation and selection processes, and drafting, conforming and executing contract documents.

Louisiana TIMED Managers – Major Structures. Leader of the legal team that advised the client, a consultant and agent of the LA DOTD, in the Louisiana transportation industry's first design-build procurement: the \$391 million John James Audubon Bridge. At the time, this Mississippi River crossing was the longest continuous cable-stayed structure in the Western Hemisphere. Ann-Therese drafted design-build legislation, assisted in a procurement strategy workshop and risk analysis, prepared an NOI and drafted procurement and contract documents including an RFQ and Scope of Services Package (equivalent of an RFP). She also facilitated the evaluation of SOQs and proposals, prepared contract documents for execution and advised on claims avoidance and contract administration audits. In addition, she helped draft provisions of the superstructure contract for the Huey P. Long railroad bridge – the longest and highest structure of its type in the U.S. This 80-year-old bridge was widened after Hurricane Katrina to boost capacity.

Utah Military Installation Development Authority – A/E and CM/GC Procurements. Leader of the legal team that advised the Authority on an architecture/engineering (A/E) procurement and four CM/GC procurements involving energy and water/wastewater infrastructure related to a military installation. Ann-Therese drafted public notices, prepared RFPs, facilitated evaluation and selection processes and led negotiations for each of the contracts.

Utah Transit Authority – Master Developer. Leader of the legal team that assisted the transit agency in soliciting a master developer for a number of parcels that were available for transit-oriented development (TOD), and a number of parcels that were developable, but not eligible for TOD under Federal Transit Administration guidance.

Utah Transit Authority – Sugar House Streetcar Line (S-Line). Leader of the legal team that assisted the transportation agency in creating a project delivery strategy and a CM/GC RFP for its first streetcar line – the two-mile, seven-station Sugar House Streetcar. The \$55 million line, a joint project between UTA, Salt Lake City and South Salt Lake, opened for service in December 2013 in the city's historic Sugar House neighborhood, linking to UTA's pre-existing TRAX light rail transit system. Funding included \$26 million in Transportation Investment Generating Economic Recovery (TIGER) money.

Utah Transit Authority – FrontLines 2015 Right-of-Way Acquisition Program. Leader of a team of ROW acquisition professionals, in-house real estate management staff, and in-house counsel to create the procedures and policies for the ROW acquisitions for the \$2.85 billion FrontLines 2015 Program. The program required acquisitions from 1,350 different ownerships and 35 relocations. The program won the International Right-of-Way Association's Project of the Year award in 2010.

Utah Transit Authority – Draper TRAX Line (Blue Line). Leader of the legal team that advised the transportation agency in connection with a \$193.6 million, 3.8-mile light rail transit extension that was part of the \$2.85 billion FrontLines 2015 Program. Ann-Therese advised on a strategy session that helped the agency develop a procurement process for each of the program's transit lines based on risk profile, and drafted design-build procurement documents including an NOI, RFQ and RFP. She also participated in pre-proposal dialogues including one-on-one meetings, conducted the evaluation and short-list and evaluation and selection processes, and drafted, conformed and executed the contract documents. With three new stations, the Draper TRAX Line extended the original Blue Line (formerly North-South TRAX Line) built for the 2002 Olympics. The project, which opened in August 2013, completed the FrontLines 2015 Program.

Utah Transit Authority – Airport TRAX Line (Green Line). Leader of the legal team that advised the transportation agency in connection with a \$393 million, six-mile light rail transit extension that was part of the \$2.85 billion FrontLines 2015 Program. Ann-Therese advised on the CM/GC contract, including facilitating the strategy session that helped the agency develop a procurement process for each of the program's transit lines based on risk profile; drafting the RFP, and advancing the procurement and evaluation and selection process. The six-station Airport TRAX Line, which opened in April 2013, connects to the Salt Lake City International Airport and links to Amtrak regional rail, Greyhound buses and the FrontRunner commuter rail at the Salt Lake City Intermodal Hub. It included an innovative

alliancing for demolition and construction of the North Temple Viaduct between the designer, CM/GC, UTA, Salt Lake City, Union Pacific Railroad and other stakeholders.

Utah Transit Authority – Salt Lake to Provo Commuter Rail (FrontRunner South). Leader of the legal team that advised the transportation agency in connection with an \$850 million, 44-mile commuter rail extension that was part of the \$2.85 billion FrontLines 2015 Program. Ann-Therese assisted with procurement of the CM/GC contract for the seven-station project, which opened in December 2012. She advised on the strategy session that helped the agency develop a procurement process for each of the program's transit lines based on risk profile, drafted the RFP and facilitated the procurement and evaluation and selection process.

Utah Transit Authority – Mid-Jordan TRAX Line (Red Line). Leader of the legal team that advised the transportation agency in connection with a \$535 million, 10.6-mile light rail transit extension that was part of the \$2.85 billion FrontLines 2015 Program. Ann-Therese advised on the strategy session that helped the agency develop a procurement process for each of the program's transit lines based on risk profile; drafted design-build procurement documents including an NOI, RFQ and RFP; and participating in pre-proposal dialogues including one-on-one meetings. She also conducted the evaluation and short-list and evaluation and selection processes and drafted, conformed and executed the contract documents. The nine-station line, which includes connection to Kennecott Land's Daybreak Development, opened in August 2011.

Utah Transit Authority – West Valley TRAX Line (Green Line). Leader of the legal team that advised the transportation agency in connection with an 18-station, \$370 million light rail transit extension that was part of the \$2.85 billion FrontLines 2015 Program. Ann-Therese assisted with procurement of the CM/GC contract, including advising on the strategy session that helped the agency develop a procurement process for each of the program's transit lines based on risk profile; drafting the RFP, and facilitating the procurement and evaluation and selection process. The line opened in August 2011.

Utah Transit Authority – Salt Lake City to Weber County Commuter Rail (FrontRunner North). Leader of the legal team that advised the transportation agency in connection with the first transit project to utilize the CM/GC contracting method in the U.S. The system, which opened in April 2008, was also UTA's first commuter rail line, providing 44 miles of rail between Salt Lake and Pleasant View Cities.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Procurement and Contract Issues for CM/GC, CM@Risk, Job Order Contracts and Other Alternative Delivery Methods," 2021 Transportation Research Board Annual Meeting, 01.25.2021 - 01.29.2021

Speaker, "The State of the Transportation P3 Industry," National Council for Public-Private Partnerships P3 Connect Conference, Chicago, IL, 06.29.2016

Speaker, "Federal Policy Trends and Legislative Outlook Roundtable," National Council for Public-Private Partnerships Federal P3 Summit, Washington, DC, 03.17.2016

PUBLICATIONS

Co-Author, "Environmental Provisions of the FAST Act," *The Natural Lawyer*, 01.04.2016

Author, "FHWA Takes a Look at an Innovative Contracting Method," *Law360*, 08.24.2015

COMMUNITY & PROFESSIONAL

Transportation Research Board, Transit and Intermodal Transportation Law

PRACTICES

Infrastructure

Procurement & Contracting
Legislation & Policy
Regulatory & Compliance Matters

INDUSTRIES

Government & Public Sector
Transportation

EDUCATION

Hamline University School of Law, J.D.
Cornell University, B.A., *cum laude*

ADMISSIONS

District of Columbia
Minnesota