



State of West Virginia  
Office of the Attorney General

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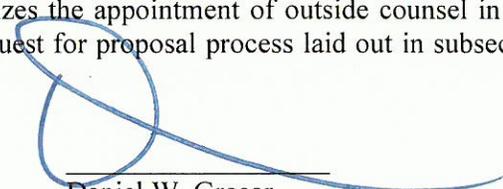
**WRITTEN DETERMINATION REGARDING THE APPOINTMENT OF OUTSIDE COUNSEL  
ON BEHALF OF THE WEST VIRGINIA DEPARTMENT OF TRANSPORTATION**

The West Virginia Department of Transportation, Division of Highways (hereinafter "WVDOH") has requested legal representation in conjunction with the establishment of several public-private partnerships ("P3"). More specifically, the WVDOH is specifically seeking legal services and associated strategic, financial, feasibility, marketing and/or implementation consulting services with respect to the implementation of the West Virginia Public-Private Partnership Act, as amended.

In accordance with the Attorney General's Policy on Outside Counsel (Policy #WVAGO-004), the Office of the Attorney General has determined that it is both cost-effective and in the interest of the public to appoint outside counsel to assist WVDOH with the legal matters set forth herein, based on the following factors:

- The matter at issue requires specialized expertise with respect to the development and implementation of P3 transportation facilities projects that is not sufficiently possessed by the Office of the Attorney General.
- It would require a significant time commitment from the Office of the Attorney General to familiarize itself with the particular issues relating to the legal services requested by WVDOH.
- There is a particular desire for legal counsel with successful experience providing legal services associated with P3 projects – experience that is not currently possessed by the Office of the Attorney General.
- The time and labor associated with the legal services is substantial, and will require significant coordination with WVDOH through several project phases.
- The geographic area where the legal services are to be provided includes Kanawha, Mason and Putnam Counties, as well as legal services that can be provided remotely through typical telephonic and electronic correspondences.
- It is not feasible or cost-effective for the Office of the Attorney General to provide the requested legal services at this time.

Accordingly, the Attorney General authorizes the appointment of outside counsel in the current legal matter pursuant to commencement of the request for proposal process laid out in subsection (D) of Policy #WVAGO-004.

  
Daniel W. Greear  
Chief Counsel

Date Signed: August 23, 2013