

EXHIBIT B

1. Public Disclosure of Proposals

General Rules

Oregon's Public Records Laws

Pursuant to Oregon's public records laws (ORS 192.311 to 192.431), any information provided to the Port pursuant to this RFP is subject to public disclosure in response to a public records request.

Oregon Public Contracting Code Disclosure Limitations

Consistent with ORS 279B.060(6)(a), the Port:

- does not make proposals open for public inspection until after the notice of intent to award a contract is issued; and
- at the Port's election, may open proposals in a manner to avoid disclosing contents to competing Providers during the process of negotiation (except that the Port will make available the identity of all Providers after the proposals are opened).

Exemptions from Disclosure

Exemptions Generally

The general public disclosure requirement under Oregon's public records laws is subject to a number of exemptions. The Port advises each Provider to reference Oregon's public records laws and to consult with its own legal counsel regarding public records issues prior to submitting a proposal.

Trade Secrets

Consistent with ORS 279B.060(6)(b), after the Port issues notice of intent to award the Port may withhold from disclosure certain, specific information within a proposal that is exempt from disclosure as "trade secrets" under ORS 192.345(2). Such information must be properly marked in accordance with Section 2.3.3b) below and remains subject to disclosure as described in Section 2.3.4 below.

Information Submitted in Confidence

Unless expressly provided otherwise in this RFP or in a separate written communication from an authorized representative of the Port, the Port does not oblige itself to withhold from public disclosure any proposal information submitted "in confidence" as provided under ORS 192.355(4) unless the information is otherwise exempt from disclosure under Oregon law. The Port considers proposals submitted in response to this RFP to be submitted in confidence only until the RACC and the Port complete evaluation of all proposals and publicly announces the results.

Properly Marking Information Believed to be Exempt

Generally

If a Provider believes that any specific information within its proposal is exempt from disclosure under Oregon's public records laws, the Provider must:

- prominently mark all such specific information as exempt in its proposal; and
- submit a duplicate copy of its complete proposal, with only the specific information that the Provider believes is exempt redacted such that it is not legible to readers. Marking the entire proposal as exempt from disclosure or marking lengthy passages as exempt in a "blanket" manner, is not acceptable and the Port may consider such proposals to be improperly marked (refer to Section 2.3.4 below regarding improperly marked proposals). When exempt information is mixed with nonexempt information, the nonexempt information must be disclosed. The Port reserves the right to determine, in its sole discretion, whether a proposal has been properly marked to assert exemptions from disclosure.

Trade Secrets

If a Provider believes that any specific information within its proposal is exempt from disclosure as a "trade secret" under ORS 192.345(2), then in addition to meeting the proposal marking and submission requirements set forth in Section 2.3.2a) above the Provider must complete and submit with its proposal a Certification of Trade Secret in the form attached as Schedule 2.3.3.

Improperly Marked Proposals

The fact that a Provider marks information in its proposal as exempt from disclosure or a trade secret does not necessarily mean that the information is exempt or a trade secret under Oregon law. Upon the receipt of a public records request, the Port will make an independent determination regarding the applicability of exemptions that have been asserted in properly marked proposals. Providers are cautioned that improperly marked proposals are subject to disclosure in their entirety, without any independent review by the Port and without notice to the Provider. If a Provider fails to identify information in a proposal that the Provider believes is exempt from disclosure, the Provider waives any future claim that such information is exempt.

Proposal Submission Method

Proposals must be submitted by electronic means by uploading Adobe Acrobat files through RACC's online portal at [\[Web Address\]](#).

Period of Irrevocability

Proposals will be offers that are irrevocable for a period of sixty (60) days after the time and date proposals are due. Proposals must contain the name, address, and telephone number of an individual or individuals with authority to bind the company during the period in which the proposal will be evaluated.

2. Protests

Protest Submission

A Provider or prospective Provider who wishes to object to or protest any aspect of this procurement as provided under ORS Chapter 279B, including but not limited to, matters that are apparent on the face of the solicitation documents (such as the Scope of Services, specifications, and Sample Contract attached as Exhibit D and its associated Schedules) and the award of the contract must deliver a written protest to the Manager of Contracts and Procurement via email to: popcontracting@portofportland.com. A protest is delivered for the purposes of this paragraph when it is received by the Port's Contracts and Procurement Department Staff.

Protest Content; Incomplete Protests; Port Investigation and Response

A protest will be deemed to include only the documents timely delivered pursuant to this paragraph. It must identify the prospective Provider's name and contact information and be sent by an authorized representative of the Provider. It must contain all information required for protests under ORS Chapter 279B, clearly state all grounds for the protest and the relief sought, and include all supporting evidence, in the form of physical evidence, documents, or affidavits. The Port reserves the right to decline to consider protests that do not include the required information. The Port may investigate as it deems appropriate in reviewing the protest and will issue a written decision in response to the protest.

Timeliness

Matters that are Apparent on the Face of the Solicitation Documents or that is Otherwise Known or Should Have Been Known

If the protest relates to matters that are apparent on the face of the solicitation documents or to matters that are otherwise known or should have been known to the protester, the protest must be delivered no fewer than five (5) business days prior to the deadline for the Port's receipt of proposals.

Other Matters (including Contract Award)

If the protest relates to other matters, including but not limited to the award of the contract, it must be delivered as soon as possible, and in no event more than five (5) business days, after the protester knows or reasonably should have known of the award of the contract, the Port's intent to award the contract, or other matters to which the protest is addressed. If the Port receives only one proposal, the Port may dispense with the intent to award protest period and proceed with negotiations and award.

Untimely Protests

The Port reserves the right to decline to review untimely protests.

Right to Protest Contract Award (Specifically)

In addition to meeting the other protest requirements set forth in this RFP, a Provider may only protest the award of the contract (or notice of intent to award the contract, whichever

occurs first), if the Provider is adversely affected because the Provider would be eligible to be awarded the contract in the event the protest was successful and the reason for the protest is one of the reasons specified in ORS 279B.410(1)(b).

Appeal Rights

If a protester disagrees with the written decision issued by Port's Manager of Contracts and Procurement, the protester may appeal in writing to the Port's Executive Director. The written appeal must clearly state the grounds on which the Provider believes the Port's protest decision should be overturned and must include all legal arguments and all evidence in support of the appeal, in the form of physical evidence, documents, or affidavits. The written appeal must be received by the Executive Director, Port of Portland, 7200 N.E. Airport Way, Portland, OR 97218 (mailing address P.O. Box 3529, Portland, OR 97208), within five (5) business days after the protester's receipt of the written decision issued by Port's Manager of Contracts and Procurement. The Executive Director will issue a written decision to the protest. The Executive Director may decline to consider a late appeal.

Action after Denial of Protest and Appeal

The Port may proceed with the procurement after denial of the protest or denial of the appeal, including but not limited to contract award, execution, and performance.