

regarding ITS Program needs, objectives, plans, approaches, content, and progress.

The following is a summary of the tentative meeting agenda. February 4: (1) Welcome and Opening Remarks, (2) Future + 10 Year—U.S. DOT Secretary's 30-year Briefing, (3) Data Policy, (4) Multimodal Transportation, (5) Institutional Issues, and (6) Subcommittee Organization. February 5: (1) Connected Vehicle Update, (2) Subcommittee Meetings, (3) Subcommittee Updates to Committee, and (4) Discussion of Action Items and Next Meeting.

The meeting will be open to the public, but limited space will be available on a first-come, first-served basis. Members of the public who wish to participate in the meeting must submit a request to: Mr. Stephen Glasscock, the Committee Designated Federal Official, at (202) 366-9126, not later than January 28, 2015. In addition, for planning purposes, your request must also indicate whether you wish to present oral statements during the meeting.

Questions about the agenda or written comments may be submitted by U.S. Mail to: U.S. Department of Transportation, Office of the Assistant Secretary for Research and Technology, ITS Joint Program Office, Attention: Stephen Glasscock, 1200 New Jersey Avenue SE., HOIT, Washington, DC 20590 or faxed to (202) 493-2027. The ITS JPO requests that written comments be submitted not later than January 28, 2015.

Notice of this meeting is provided in accordance with the Federal Advisory Committee Act and the General Services Administration regulations (41 CFR part 102-3) covering management of Federal advisory committees.

Issued in Washington, DC, on the 13th day of January 2015.

Stephen Glasscock,

Designated Federal Official, ITS Joint Program Office.

[FR Doc. 2015-00589 Filed 1-15-15; 8:45 am]

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DEPARTMENT OF TRANSPORTATION

U.S. Department of Transportation Notice of Practice Regarding Proposed Airline Mergers and Acquisitions

AGENCY: Office of the General Counsel, U.S. Department of Transportation (DOT).

ACTION: Notice of DOT authorities and practice.

SUMMARY: This notice explains the U.S. Department of Transportation's (DOT) authorities and practice in the areas of proposed airline mergers and acquisitions.

SUPPLEMENTARY INFORMATION:

I. Background

This Notice describes the U.S. Department of Transportation's practice and authorities with regard to airline mergers and acquisitions, including those that involve a transfer of slots. The Notice is not proposing any changes, new procedures, or new approaches.

II. Legal Authority To Review Slot Transactions Resulting From Proposed Airline Mergers and Acquisitions

The DOT has authority over slot transactions that stem from proposed airline mergers and acquisitions.¹ The authority arises from several statutory provisions, as outlined below.

Under 49 U.S.C. 41712, DOT is authorized to prohibit airline conduct comparable to antitrust violations. Specifically, DOT may prohibit conduct that it determines is an "unfair method of competition."² In addition, like several other agencies with respect to their regulated entities, DOT has independent authority under the Clayton Act.³ This independent authority derives from 15 U.S.C. 21, under which DOT may prohibit airline acquisitions and mergers that may reduce competition or tend to create a monopoly in the airline industry.⁴

The DOT/Federal Aviation Administration (FAA) also has authority to administer airline slots under 49 U.S.C. 40103.⁵ This authority permits

¹ With respect to slot transactions, this Notice relates to the DOT's practice for reviewing slot transactions that result from proposed airline mergers or acquisitions. It does not apply to DOT's review of standalone slot transactions. For more information regarding DOT's authority and proposed procedures for reviewing standalone slot transactions at the New York City area airports, please see the notice of proposed rulemaking titled, Slot Management and Transparency for LaGuardia Airport, John F. Kennedy International Airport, and Newark Liberty International Airport, RIN 2120-AJ89, available in the docket for the rulemaking at www.regulations.gov.

² See 49 U.S.C. 41712, authorizing DOT to investigate and prohibit any unfair or deceptive practice or an unfair method of competition of an air carrier, foreign air carrier, or ticket agent.

³ Section 7 of the Clayton Act, 15 U.S.C. 18, prohibits mergers and stock acquisitions whose effect "may be substantially to lessen competition, or to tend to create a monopoly" in a relevant market.

⁴ See 15 U.S.C. 21, authorizing the Secretary to enforce section 7 of the Clayton Act, and 15 U.S.C. 18, prohibiting U.S. and foreign air carrier acquisitions that may substantially lessen competition or tend to create a monopoly.

⁵ See 49 U.S.C. 40103(b), authorizing the FAA to "develop plans and policy for the use of the

the FAA to assign the use of airspace to ensure its efficient use and modify or revoke a slot assignment when required in the public interest. Section 40101, Title 49, directs DOT and the FAA, in carrying out aviation programs, to consider certain enumerated factors, plus additional factors that may be considered in the Secretary or FAA Administrator's discretion, as being in the public interest,⁶ including furthering airline competition.

III. The DOT Review of Airline Merger or Acquisition Transactions

With respect to DOT's competition and public interest review authorities, DOT's practice has been to use its expertise with respect to the airline industry to provide the Department's views and otherwise assist the U.S. Department of Justice (DOJ) in DOJ's analysis of airline mergers or acquisitions. The DOT will continue this practice for airline mergers and acquisitions under DOJ review. DOT will consult with DOJ, inform DOJ as early as possible regarding any concerns, and defer to DOJ judgment where DOJ determines that a merger or acquisition violates the antitrust laws and should be enjoined. The DOT will not duplicate review or enforcement activities carried out by DOJ and will not create undue expense or burdens upon parties to an airline merger or acquisition.

In the event that DOT has concerns that fall outside the DOJ competition review process, DOT, in the discretion of the Secretary, may seek independent resolution of these concerns, as has been its practice. In doing so, DOT will work with the relevant parties, including DOJ, as it did in the recent merger between US Airways and American Airlines, to determine whether public interest remedies are appropriate, and if so, to pursue such remedies. In that case, DOT applied the Section 40101 public interest policy considerations to maintain and enhance service to small communities with respect to the merger between US Airways and American Airlines. The DOT entered into an agreement under which the carriers committed to use certain slots at Reagan Washington National Airport to

navigable airspace and assign by regulation or order the use of the airspace necessary to ensure . . . the efficient use of airspace [and] to modify or revoke an assignment when required in the public interest."

⁶ See 49 U.S.C. 40101(a), which directs the Secretary to consider identified matters, "among others," as being in the public interest. See also 49 U.S.C. 40101(d), which directs the Administrator to consider identified matters (including enhancing safety) "among others," as being in the public interest.

preserve nonstop service from DCA to small and medium-sized communities.⁷ In the event that DOT exercises its public interest authority, DOT will confer with DOJ to ensure that any public interest remedies it seeks to impose are harmonized with any antitrust relief sought or imposed by DOJ.

Issued in Washington, DC, on January 9, 2015.

Kathryn B. Thomson,
General Counsel.

[FR Doc. 2015-00599 Filed 1-15-15; 8:45 am]

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DEPARTMENT OF TRANSPORTATION

Federal Highway Administration

[Docket No. FHWA-2014-0006]

Draft Toll Concessions Public-Private Partnership Model Contract Guide Addendum

AGENCY: Federal Highway Administration (FHWA), Department of Transportation (DOT).

ACTION: Notice; Request for comments.

SUMMARY: The Moving Ahead for Progress in the 21st Century Act (MAP-21) requires DOT and FHWA to develop public-private partnership (P3) transaction model contracts for the most popular type of P3s for transportation projects. Based on public input favoring an educational, rather than prescriptive contract model, FHWA is publishing a series of guides describing terms and conditions typically adopted in P3 concession agreements. The publication and deployment of these model contracts is important to supporting the Administration's Build America Investment Initiative. As part of this Initiative, the U.S. Department of Transportation is committed to providing technical assistance to help project sponsors consider project financing options, including P3s.

To address the most popular types of P3s, FHWA is producing separate guides for the two most common agreements for concessionaire compensation: User tolls and availability payments. The Toll Concessions Guide (Guide) is being published in two parts. The first part, addressing the highest profile (core)

provisions, comprises chapters 1 through 8 of the Guide. On September 10, 2014, at 79 FR 53825, FHWA published a Final Core Toll Concessions Model Contract Guide ("Core Guide") incorporating public comments received in response to the Draft Core Guide published February 6, 2014.

The second part, described herein as "the Draft Addendum," addresses additional substantive provisions that are proposed to comprise chapters 9 through 28 of the Guide. It addresses a range of additional topics, such as construction performance security, insurance, lenders' rights and direct agreements, performance standards and non-compliance points, consumer protections, government approvals and permits, and a number of other topics described further below. With this notice, FHWA publishes the Draft Addendum so that the general public and interested stakeholders may provide comments. The Draft Addendum can be found on the Docket (FHWA-2014-0006) and at the following link: http://www.fhwa.gov/ipd/pdfs/p3/model_p3_toll_concessions_addendum.pdf. This model contract guide has been prepared solely for informational purposes and should not be construed as a statement of DOT or FHWA policy.

The FHWA values public input in the development of the model contract guides, and seeks continuing input. All documents in this series are available at the same docket (FHWA-2014-0006).

DATES: Comments must be received on or before February 6, 2015. Late comments will be considered to the extent practicable.

ADDRESSES: To ensure that you do not duplicate your docket submissions, please submit them by only one of the following means:

- **Federal eRulemaking Portal:** Go to <http://www.regulations.gov> and follow the online instructions for submitting comments.

- **Mail:** Docket Management Facility, U.S. Department of Transportation, 1200 New Jersey Avenue SE., W12-140, Washington, DC 20590-0001.

- **Hand Delivery:** West Building Ground Floor, Room W12-140, 1200 New Jersey Avenue SE., between 9 a.m. and 5 p.m., Monday through Friday, except Federal holidays. The telephone number is (202) 366-9329.

- **Instructions:** You must include the agency name and docket number at the beginning of your comments. All comments received will be posted without change to <http://www.regulations.gov>, including any personal information provided.

FOR FURTHER INFORMATION CONTACT:

Mark Sullivan, Office of Innovative Program Delivery, (202) 366-5785, mark.sullivan@dot.gov, Federal Highway Administration, 1200 New Jersey Avenue SE., Washington DC 20590; Alla Shaw, Office of the Chief Counsel, (202) 366-1042, alla.shaw@dot.gov, Federal Highway Administration, 1200 New Jersey Avenue SE., Washington DC 20590, or Prabhat Dikshit, (720) 963-3202, prabhat.dikshit@dot.gov, 12300 W. Dakota Avenue, Suite 370, Lakewood, CO 80228.

SUPPLEMENTARY INFORMATION:

Electronic Access and Filing

You may submit or retrieve comments online through the Federal eRulemaking portal at: <http://www.regulations.gov>. The Web site is available 24 hours every day of the year. Electronic submission and retrieval help and guidelines are available under the help section of the Web site.

An electronic copy of this document may also be downloaded from the Office of the Federal Register's home page at: http://www.archives.gov/federal_register and the Government Printing Office's Web page at: <http://www.gpoaccess.gov>.

Background

The P3s are contractual arrangements between public and private sector entities that allow for greater participation by the private sector in the delivery of surface transportation projects and associated services. Generally, in addition to designing or building a project, a private partner in a P3 may be involved in financing, operating, and maintaining the project. By transferring certain risks and responsibilities to the private partner, P3s can result in more efficient and effective project delivery. However, P3 contracts are more complex and of a much longer duration than traditional construction contracts. Their terms and conditions address many non-traditional requirements, such as financing arrangements and performance during the lengthy concession period. Public agencies need expertise to negotiate P3 concession agreements successfully. Section 1534(d) of MAP-21 (Pub. L. 112-41; 126 Stat. 405) requires the DOT to develop P3 contracts that could serve as a model to States and other public transportation providers in developing their own P3 contracts.

After considering written comments responding to a notice published at 78 FR 1918 on January 9, 2013, as well as those received during a Listening Session on January 16, 2013, FHWA

⁷ See Agreement regarding Merger Between US Airways Group, Inc. and AMR Corporation, (Nov. 12, 2013), available at http://www.dot.gov/sites/dot.dev/files/docs/FinalAgreement_DOT_US_AA_.pdf. Under the Agreement, New American committed to schedule all DCA commuter slots held or operated by New American entities to serve medium, small and non-hub airports for five years.