

Infrastructure Capabilities

Pillsbury's experience in infrastructure covers all sectors, including roads and bridges, airports, ports and marine terminals detailed in this brochure as well as electric transmission lines, gas storage facilities, oil and gas pipelines and other energy-related infrastructure, arenas and stadiums, satellites and other telecommunications projects not detailed herein. Our clients in the infrastructure sector span the spectrum of parties involved, from project sponsors, debt and equity financing parties and governmental institutions to contractors and suppliers.

The following is a list of transactions in which the Pillsbury team has played a leading role.

Road and Bridges

- Currently advising the lenders/underwriters to Front Range Mobility Group, a consortium formed by ACS Infrastructure Development, Inc., HOCHTIEF PPP Solutions North America, Inc., AECOM Capital, Inc., John Laing Investments Limited and John Laing (USA) Limited, and any other equity member that may join the Consortium, for the I-70 East Project being procured by the Colorado Department of Transportation. The debt may consist of tax-exempt bonds or bank debt and U.S. Department of Transportation (DoT) "TIFIA" debt or a combination.
- Counsel to the owner and operator of the Dulles Greenway, a 14 mile toll road between Leesburg, Virginia and Dulles International Airport. Pillsbury was lead counsel in the initial acquisition, development, construction and financing, and special counsel in two

refinancings involving the issuance of taxable revenue bonds secured primarily by toll revenues. In a separate transaction, Pillsbury also represented affiliates of Macquarie Infrastructure Group in connection with its acquisition of the owner of the Dulles Greenway. We continue to serve as project counsel on a variety of day-to-day matters and disputes.

- Represented Barclay's Capital, Bank of America Merrill Lynch and BMO Capital Markets as underwriters and Deutsche Bank Trust Company Americas as indenture trustee in connection with the issuance of \$663,750,000 Virginia Small Business Financing Authority Senior Lien Revenue Bonds (Elizabeth River Crossings OpCo, LLC Project), Series 2012 to finance a project located in the cities of Portsmouth and Norfolk, Virginia, which included a new two-lane tunnel adjacent the extension of the four-lane limited access Martin Luther King Freeway, the rehabilitation of the Existing Midtown Tunnel, and the rehabilitation of the Existing Downtown Tunnel.

Projects

- Counsel to the borrower in connection with the limited recourse bridge financing of the acquisition of four bridges and one international tunnel, and counsel to Alinda Roads in connection with its refinancing of the same portfolio of assets through the issuance of \$496 million of monoline insured senior secured notes. The financing structure included accreting swaps.
- Counsel to multilateral and bank lenders in connection with credit facility for the Manila Skyway, secured by concession revenues.

The Legal 500 U.S. ranks Pillsbury's Projects practice among the top in the nation.

Social Infrastructure

- Represented various projects promoted under the UK government's Public Private Partnership/Private Finance Initiative including acting for Sodexo, Interserve and the Royal Bank of Scotland on the Addiewell Prison PFI project and for UK Detention Services on four PFI prison projects, an immigration holding centre and a detention center.
- Represented the Edgemoor McCarthy Cook consortium as sponsor and constructor of the \$200,000,000 UC San Francisco Neuroscience Research Center on UCSF's Mission Bay Campus, a design-build-operate lease with a public financing structure. The developer acquired a leasehold interest in the land and bond financing was facilitated through a conduit not-for-profit corporation; the building is being leased back to UCSF and the lease payments from UCSF are being used to repay the bonds.
- Represented the University of Kansas on the Central District Development project, a P3 project involving the design, construction, operation and maintenance of a number of improvements including, academic facilities, laboratory space, multi-use student union space, housing facilities with approximately 1,200 beds, a power plant with chilled water, steam and electrical connections to the existing system, along with additional parking and infrastructure to support construction. Financial closing for the project, including a \$326.9 million tax exempt bond financing, occurred in January 2016.

- Representing the Texas A&M University System in connection with an RFP issued by the Biomedical Advanced Research and Development Authority of the US Department of Health and Human Services, to establish and maintain facilities for producing pandemic flu vaccine and medical countermeasures for bioterrorist pathogens.
- Represented Raymond James as underwriter's counsel in connection with the issuance of bonds by the Rhode Island Economic Development Corporation. The proceeds of the bonds were used by ERI Services (Equitable Resources) to finance improvements to the existing University of Rhode Island steam plant and loop. ERI designed and now operates the steam system. Debt service on the bonds is payable from budgeted appropriations from the Rhode Island state legislature.

Rail

- Representing Deutsche Bank Trust Services as agent to the lenders in the construction financing of the future Line 2 of the Lima (Peru) metro.
- Advising the San Francisco Bay Area Rapid Transit District on contracting, compliance, financing and development for rail transit and transit-oriented development, including energy service contracts and PPP transactions in California.

Three Top-20 League Tables Rankings for First Half of 2017 in North America (including Project Finance, Infrastructure Finance and Power Infrastructure Finance).

- Counsel to a railcar manufacturer on its proposals to supply electric automated guideway transit (AGT) railcars to Denver Transit Partners, the international PPP that is developing the Eagle Project, the first phase of the FasTracks plan of the Denver Regional Transit District.
- Advised Comsa Emte with their incorporation in the US, which will focus on the rail section, including the high-speed train between LAX-SFO.
- Represented a Japanese company on its construction, with a major Indian steel producer, of a railway in India involving potential JBIC and JICA financing.

- Serving as co-counsel to a consortium on its RFP bid for the Purple Line project, a proposed 16-mile light rail line in Maryland. The RFP is seeking proposals to design, build, construct, finance, operate and maintain the Purple Line through a public-private partnership.
- Counsel to the borrower in connection with the limited recourse bridge financing of a portfolio of road assets, and counsel to the issuer in connection with the long-term refinancing thereof through the issuance of approximately \$500 million of insured senior secured notes, under a financing structure that included accreting swaps.
- Provided ongoing advice to Capitol Corridor Joint Powers Authority, a partnership among six local transit agencies in an eight county service area which share the administration and management of the Capitol Corridor, an intercity passenger train system in Northern California.

*Projects Practice ranked
among the top globally.*

Ports and Airports

- Currently representing the Government of the Republic of Cyprus with regards to the tender procedure for the redevelopment of the Larnaca Port and Marina
- Represented Hoffman-Madison Waterfront in a \$2.3 billion P3 to develop The Wharf, a 3.2 million square foot mixed-use waterfront project along the Washington Channel of the Potomac River in Washington, DC.
- Serving as co-counsel to Oaktree in its public-private partnership with Westchester County in connection with its 40 year revenue-sharing lease arrangement with Westchester County Airport.
- Represented a major airport authority as bond counsel in connection with more than US\$1 billion of tax-exempt bond offerings on behalf of the airport and tenants of the airport.
- Represented Sojitz Corporation on its investment in, and the project financing of, a marine chemicals project in Gujarat in Northwestern India for the production of sulphate of potash fertilizer, bromine and industrial salt, and sale and purchase into Asian markets. Counsel to PierPass Inc. in connection with establishing and operating a not-for-profit, tax-exempt entity to facilitate

a congestion pricing system to encourage off-peak marine terminal operations at the Ports of Los Angeles and Long Beach in California.

- Counsel to affiliates of an Australian investment fund in connection with its investment in, and the leveraged recapitalization of, Total Terminals International, a port operator operating facilities in Northern and Southern California, Seattle and Asia. Pillsbury also represented Total Terminals International as borrower in connection with certain related debt facilities.
- Representation of airport authorities in Airport Privatization for—Kansas City, MO; Allegheny County, PN; Chicago, IL; and San Jose, Costa Rica.
- Advised the Panama Canal Authority on the selection of appropriate project delivery methods, phasing and contracting strategies for this \$5 billion project, consisting of the construction of new sets of locks at the Atlantic and Pacific ends of the canal, the excavation of new canal sections to access the Pacific locks, and the dredging of both the inland and oceanside waterways.

About Pillsbury

Pillsbury Winthrop Shaw Pittman LLP is an international law firm with offices around the world, and a particular focus on the technology, energy & natural resources, financial services, real estate & construction, and travel & hospitality sectors. Recognized by legal research firm BTI as one of the top 20 firms for client service, Pillsbury and its lawyers are highly regarded for their forward-thinking approach, their enthusiasm for collaborating across disciplines and their unsurpassed commercial awareness.

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