INFRASTRUCTURE AND P3

Our Clients

Our experienced infrastructure and public-private partnerships (P3) attorneys guide public agencies, financial institutions, private developers and other key stakeholders through the unique challenges presented by P3 and other infrastructure-related projects. We have extensive experience with a broad range of infrastructure and P3 projects across all sectors, including transportation (airports, roads and bridges, parking, transit, ports and intermodal facilities), power and energy (electricity, oil and gas, nuclear, renewable), telecommunications, water and waste management, mining and commodities, social infrastructure (health, education, justice), and large-scale mixed-use developments (sports stadiums and convention centers).

Our Services

Katten has been an innovator in providing legal services with respect to infrastructure and P3 since opening our doors in 1974, and our lawyers have been involved in a variety of large, high-profile and "first of its kind" projects. Our team provides advice and consultation in all aspects of infrastructure and P3 projects by drawing upon the resources of many of our transactional and regulatory practices, including Corporate, Environmental and Workplace Safety, Financial Services, Government and Public Finance, Insolvency and Restructuring, Litigation, Real Estate, Structured Finance and Securitization, and Tax Planning.

Our attorneys counsel clients during all phases of the infrastructure and P3 project implementation process, from the initial conception and feasibility assessment, environmental clearance and permitting, and the bid process (including commercial and financial closures involving both short-term and permanent financing); to litigation, dispute resolution, and all other legal matters in the construction phase; and to the restructuring, refinancing, insolvency and other issues at critical junctures throughout the operations phase. Our Infrastructure and P3 attorneys advise clients on regulatory requirements, help to ensure compliance with environmental laws and public agencies' regulations, assist in structuring and securing funding, negotiate concession agreements, provide counsel on tax issues that arise in connection with concession agreements and large infrastructure projects, defend projects and litigation, and, through our long history dealing with public sector clients and established relationships, add significant value in assessing the political landscape and in reaching out to key decision makers within federal, state and local governments throughout the project lifecycle.

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- U.S. News – Best Lawyers® “Best Law Firms”
**Transportation**

Our attorneys have a long history of representing lenders, governmental entities, capital market participants and private developers in developing and financing all surface transportation modes, including roads, bridges, tunnels, airports and mass transit projects. Katten also has significant experience in P3 parking concessions, and we have been actively engaged in representing and financing many of the country's major seaports and intermodal facilities for many years.

**Water and Waste Management**

Katten attorneys have represented several national underwriters and municipal water and sewer authorities in connection with municipal tax-exempt bond offerings to finance the maintenance and expansion of systems of pipes, pumps, valves, filtration, treatment, and hazardous and solid waste management facilities throughout the United States. In addition, we represent clients in a broad range of water-related issues, including the development, financing and tax issues associated with water treatment and desalination plants.

**Power/Energy/Renewables**

*Development/Financing.* Katten attorneys have been involved in the development and financing of many significant power and energy projects—both domestic and international. We regularly engage in public power financings and have extensive experience drafting power sales agreements and advising municipal utilities on a variety of matters, including continuing tax law compliance, Internal Revenue Service (IRS) controversies and disputes, energy regulations, local franchise matters, and project financings. We also represent clients in a broad range of alternative energy project issues, including the development, financing, and tax issues associated with ethanol production and solar and wind power generation.

*Corporate/Mergers & Acquisitions (M&A).* We also regularly represent major publicly traded US energy companies in various aspects of their businesses, including single-investor and leveraged lease financing of mining equipment and production plants, M&A transactions, senior note facilities, senior bank credit facilities, surety bond and letter of credit programs, preparation plant through-put transactions, and synthetic fuel tax credit transactions.

**Communications**

On behalf of our telephone network, mobile phone network and North America telephone number database clients, our attorneys have prosecuted, licensed, opined, and litigated with respect to US and foreign patents and trademarks in the telecommunications field. We have also negotiated use agreements and "short code" registry agreements, and drafted regulations on behalf of public entities regarding use by landline and wireless telecommunications companies of the public way and public facilities.

**Education/Health/Other Social Infrastructure**

Katten works with a number of universities, colleges and local schools on their financings. For example, we have served as counsel in connection with the repurposing of unused school buildings into private uses through the use of P3 conversions and other joint ventures, as well as an initiative to ensure free Wi-Fi access for schools and public buildings.

**Sports/Convention Centers/Other Mixed-Use Developments**

Capitalizing on the firm's strong Real Estate practice, Katten has represented many public and private sector clients in large-scale real property developments, including sports stadiums, convention centers and other award-winning commercial mixed-use developments, that often serve as an impetus for regional economic growth.

**Mining/Commodities/Industrial**

Katten provides a full range of financial services for investors and investment banks in transactions involving mining, commodities and industrial facilities. For example, we have represented a number of investment banks on the establishment of commodity trading platforms and businesses.

**Our Experience**

**Airports/Aviation**

- Special counsel to the City of Chicago for finance matters relating to the proposed privatization of Chicago Midway International Airport.
- Counsel to numerous private energy conservation providers in connection with "design-build" projects for the Hawaii Airport system.
• Representation of the City of Chicago for more than 25 years on the renovation and improvement of Chicago O'Hare International Airport and Midway International Airport, in connection with the issuance of more than $8 billion in O'Hare General Airport Revenue Bonds and the Passenger Facility Revenue Bonds.

• Representation of the State of Hawaii in its capital improvement program for the Hawaii airport system, a 15-airport system operated by the State of Hawaii Department of Transportation (HDOT).

• Bond counsel to special facility revenue bond financings for American, Delta and Northwest Airlines.

• Representation of the Government of India in a sovereign guarantee issued to the Export-Import Bank of the United States in connection with the financing of a fleet of Boeing aircraft and spare engines as part of Air India’s fleet renewal plan.

• Participated in major airport financings in Anchorage, Alaska; St. Louis, Missouri; and Tampa, Florida.

**Ports/Intermodal/Shipping**

• Representation of a privately owned super ferry system, where Katten completed the financing of the new facilities, dock and terminal at several Hawaiian harbors.

• Representation of Lancer Finance Company on the $270 million debt refinancing of the SC Lancer, a Petrobras-chartered drillship; this was the first-ever project financing of a drillship done through the issuance of public debt.

• Representation of a lender on the construction of a regional produce terminal building in Philadelphia in conjunction with a ground lease funded by the Philadelphia Regional Port Authority.

• Representation of the investor group on a project bond private placement to finance the retrofitting of a floating production, storage and offloading (FPSO) unit owned by SBM Offshore.

• Representation of Schahin II Finance Company Limited, a special purpose vehicle (SPV) set up by the Schahin Group, on a $750 million debt refinancing of the Sertão, a Petrobras-chartered drillship.

• Representation of the investment banks in connection with the issuance and public sale of tax-exempt bonds to finance an expansion of Louisiana Offshore Oil Port (LOOP) seaport.

• Representation of BNSF Railway Company, a Class I railroad operator, in securing a lease and permit to construct one of the country's largest capacity intermodal facilities at the Port of Los Angeles.

• Counsel for the financing of ships to be used in transporting liquefied natural gas (LNG) to the Dabhol power project in India.

**Roads/Bridges/Transit**

• Representation of the FHWA's TIFIA loan program in connection with the $1.6 billion P3 financing of the Goethals Bridge Replacement project in New York and New Jersey. *(P3 Awards 2014: Gold Award for the Best Road/Bridge/Tunnel Project; Gold Award for Projects Grand Prix)*

• Representation of the FHWA's TIFIA loan program in connection with the multi-modal transit center in San Francisco.

• Representation of the City of Chicago in connection with the award of a lease and concession agreement for the Illinois State Toll Highway Authority.

• Counsel to Cubic Transportation Systems, Inc. to arrange tax-exempt financing strategies for development and installation of state of the art mass transit fare collection systems.

• Representation of Citigroup on the Cdn$1.05 billion project bond financing of the Golden Ears Bridge in Vancouver, British Columbia.

• Special counsel to the Chicago Transit Authority (CTA) for its Open Standards Fare System and services agreement providing for private management of the CTA's credit and debit card fare collection system.

• Representation of the US Department of Transportation (USDOT) in connection with a $516 million loan under the TIFIA loan program to the Maryland Transportation Authority to partially finance the Intercounty Connector project.

• Representation of a large multinational bank as equity investor in many leveraged-lease financings of light-rail municipal-transit vehicles in Europe, and
light-rail transit lines in the United States and Europe.

- Co-counsel to the City of Chicago in connection with the award of a lease and concession agreement for the Chicago Skyway Bridge, with primary responsibility for municipal law, bond defeasance and federal securities law issues; the transaction provided an upfront payment of $1.83 billion for the City of Chicago.

- Representation of the Federal Highway Administration's (FHWA's) Transportation Infrastructure Finance and Innovation Act (TIFIA) loan program in connection with the $2.3 billion (P3) financing of the Downtown Tunnel/Midtown Tunnel/Martin Luther King Freeway Extension project in Virginia (Elizabeth River Crossings Project).

**Parking**

- Special counsel to the Chicago Park District in connection with the award of a $582 million 99-year concession lease for the operation of underground parking spaces under two downtown parks, where Katten assisted on bond and tax matters.

- Lead counsel to the City of Chicago in connection with the award of a $1.15 billion 75-year concession for the operation of Chicago's metered parking system.

- Lead counsel to the Public Parking Authority of Pittsburgh and the City of Pittsburgh for the proposed monetization of various parking assets, including parking structures, surface lots and metered parking spaces in Pittsburgh.

- Special advisor to the New Jersey Transit Corporation for its P3 concession with respect to its transit-related commuter parking structures and parking lots.

- Lead counsel to the City of Los Angeles with respect to the proposed privatization of parking garages.

**Water/Wastewater/Environmental**

- Representation of a California irrigation district as bond counsel.

- Representation of acquirers of numerous landfills.

- Bond counsel for the State of Illinois Clean Water Initiative Revolving Loan Program.

- Lead counsel to the City of Allentown, Pennsylvania in connection with its $208 million water and sewer utility system P3 concession.

- Special counsel to the City of Chicago in connection with the attempted privatization of its municipal waste resource recovery facilities; Katten drafted the concession agreement and reviewed the bidding procedures.

- Representation of a medical waste incinerator operator in permit and compliance issues.

- Representation of a private developer in connection with the annexation by Colorado Springs, Colorado, of a 22,500-acre site and the associated agreements to provide water and regional sanitary and storm sewer facilities and services to the site.

- Representation of a county government's interests in the proposed expansion of a private provider's regional landfill.

- Representation of a multinational disposal company in obtaining a hazardous waste facility permit.

**Power/Energy/Renewables/Telecommunications**

- Representation of the developer in connection with the development of an electric generation facility in northern California.

- Representation of a project company in the financing, development and operation of a 220-megawatt barge-mounted, gas-fired plant to be deployed off of Bangalore, India.

- Representation of Morgan Stanley Capital Group in connection with:
  - EDF Renewable Energy's, Inc.'s Membership Interest Purchase Agreement to acquire the first phase of the up to 500-megawatt Hereford 1 wind project in Texas, with an option to acquire the second phase of the project;
  - BlackRock's purchase of a majority interest in the Windthorst-2 project;
  - First Wind Holdings' agreement to purchase Westerly Wind's Route 66 Wind Power, a late-stage wind farm development project in Texas.

- Representation of a purchaser in the acquisition of the assets of a power generation project in central California.
• Representation of Citigroup (the lead managers) on the $150 million project bond financing for the construction of a European power station.

• Representation of a developer in connection with the development of a gas-fired power plant on the site of a decommissioned nuclear power plant.

• Representation of a $3 billion LNG-fueled power project in India.

• Counsel to numerous private energy conservation providers in connection with "design-build" municipal projects related to the University of Illinois.

• Representation of Morgan Stanley Capital Group in connection with various renewable energy transactions involving Invenergy, Gamesa, Iberdrola, and Starwood, among others; Katten served as counsel in multiple facets of the deal, including the development and negotiation of project documents, purchase agreements and financing.

• Representation of the sponsors and operators of waste-to-energy facilities in the financing, leveraged lease refinancing, and the permitting of such facilities with the Federal Energy Regulatory Commission.

• Representation of a California utility in its auction of a portion of its gas-fired power plants.

• Representation of a 136-megawatt power plant on the Gaza Strip.

• Representation of the investor group on a project bond private placement to refinance a transmission project in Peru.

• Representation of a 911 call center, where Katten drafted construction, telecommunications service and equipment contracts.

• Counsel to the underwriters or as bond counsel for more than $2 billion of tax-exempt bonds issued to finance hydroelectric projects, including:
  - the Wells project on the Columbia River;
  - the acquisition from the federal government of the Snettisham hydroelectric project in Alaska;
  - the construction and long-term financing for the Bradley Lake hydroelectric project in Alaska, the largest new hydroelectric facility constructed in the United States in the last 40 years.

• Representation of the sponsors on the bond financing of Abu Dhabi National Energy Company PJSC (TAQA), a diversified international energy company active in oil and gas, power, water and alternative energy.

• Representation of the lender in a financing of a nationwide portfolio of cell towers and associated real estate and leases.

**Mining/Commodities/Industrial**

• Representation of Chevron on carbon credit transaction and natural gas tolls both in the United States and globally.

• Representation of Merrill Lynch Commodities Group on a documentation platform for various commodity transactions involving precious and base metals.

• Representation of a steel company in the negotiation of contracts for the supply, design, engineering, construction and financing of a structural steel mill and finishing line; this project included negotiation of procurement contracts with an Italian company and negotiation of construction agreements with project engineers.

• Representation of the sponsors on the bond financing of a more than $5 billion resources bond project in Saudi Arabia.

• Representation of Citigroup on a bullion repo transaction and on a structured Peruvian gold and silver doré transaction.

• Representation of The Royal Bank of Scotland on the structuring of a synthetic transfer via a total return swap in connection with RBS sale of the non-US assets of its RBS Sempra Commodities joint venture.

• Representation of Citigroup on the bond financing of a Qatari resources project.

• Representation of Goldman Sachs on a number of structured transactions involving uranium, carbon, power and gas, and crude oil.

• Representation of Deutsche Bank on the acquisition of interests in certain carbon funds and on the structuring of a volumetric production payment (VPP) arrangement relating to certain mining interests located throughout the United States.
• Representation of a number of investment banks on the establishment of commodity trading platforms and businesses, including the establishment of agricultural product trading desks.

**Education/Health/Other Social Infrastructure**

• Corporate counsel and handle all board, equity, debt and stockholder matters and a portion of the health care regulatory matters for a private sector provider of health care services to several state and local prison systems throughout the country.

• Counsel to the City of Chicago in connection with its "Closing the Digital Divide" initiative whereby the city teamed with private groups to ensure free Wi-Fi access for schools and public buildings.

• Counsel to the City of Chicago's Board of Education in connection with the "repurposing" of unused school buildings into private uses through the use of P3 conversions and other joint ventures.

• Representation of a tax-exempt, nonprofit corporation that owns and operates a 1,700-plus-student housing complex shared by Chicago undergraduate and graduate students at Roosevelt University, DePaul University and Columbia College.

**Public Real Estate/Mixed Use Developments**

• Representation of Citigroup with the $315 million offering of senior secured notes by Pershing Road Development Company, LLC to finance the construction of a paper processing facility to be leased by the Internal Revenue Service (IRS).

• Representation of the equity provider in City Vista, an award-winning, mixed-use commercial development in the District of Columbia.

• Representation of a private venture and equity provider in connection with the Seaholm Power Plant, a mixed-use commercial development in Austin, Texas.

• Representation of a real estate developer in New York State in the development of a Leadership in Energy and Environmental Design (LEED) Gold Certified mall and tourist destination, including drafting of federal legislation authorizing the issuance of tax-exempt bonds for the development and successfully supporting ongoing tax law compliance of the development in an IRS audit.

• Representation of owners in negotiation of a build-to-suit contract for the construction of a US government building; this high-profile building was awarded the LEED Platinum green building certification.

• Counsel to the McCormick Place Convention Center for developing tax-exempt finance strategies in numerous P3 initiatives, including development of a management contract for a hotel operated by Hyatt Hotels, and a management contract for a hotel operated by Marriott Hotels (pending).

**Sports/Convention Centers**

• Representation of iStar Financial in the negotiation and documentation of a secured loan for the construction of a soccer stadium for Major League Soccer's (MLS) Real Salt Lake, including negotiation and documentation of MLS approval of the transaction, one of the first third-party private financings of an MLS stadium.

• Counsel to the McCormick Place Convention Center for developing tax-exempt finance strategies in numerous P3 initiatives, including development of a use contract for an event center to serve, among other things, as the home court for the DePaul University Blue Demons.

• Representation of the Chicago White Sox, and working closely with the Los Angeles Dodgers, in connection with negotiations related to the development and use of a new two-team spring training facility being built by the City of Glendale, Arizona.

• Representation of the MLS expansion team in Philadelphia and its new stadium in Chester, Pennsylvania, in connection with its first founding partner sponsorship agreement, and serving as outside counsel for the team and the stadium.