

Infrastructure and P3

Overview

Our experienced infrastructure and public-private partnership (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 across all sectors, including transportation, power and energy, telecommunications, water and waste management, mining and commodities, social infrastructure, and large-scale mixed-use developments.

Innovation plus experience

Katten has been an innovator in providing legal services for infrastructure and P3 projects since we opened our doors in 1974, including a variety of large, high-profile and "first of its kind" projects. Our team draws on the resources of the firm's transactional and regulatory practices — including Corporate, Project Finance, Public Finance, Secured Lending, Real Estate, Securities, Insolvency and Restructuring, Litigation, and Tax — to assist clients from the bid stage to commercial and financial close.

Start-to-finish counsel

Our broad experience, deep relationships and long history working with public-sector clients and stakeholders allow us to assist in all phases of P3 and infrastructure projects, including:

- Initial bid process — RFQ and shortlisted RFP, assessments, environmental clearances and permitting, and due diligence
- Review and negotiation of concession agreements
- Documentation review and negotiation, including financing term sheets, document heads of terms; and project, security, finance, construction and real estate documents
- Review of feasibility consultant studies and revenue consultant reports
- Litigation risk analysis
- Restructuring and insolvency risk analysis
- Regulatory and environmental laws analysis
- Tax analysis
- Review of and commenting on offering documents, investor presentations and rating agency presentations

Transportation

We represent 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. We have significant experience in P3 air terminal facilities, bridge and toll road facilities, and 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

Our attorneys have represented 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. We represent clients in a broad range of water-related matters, including development, financing and tax issues associated with water treatment and desalination plants.

Power, energy and renewables

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 continuing tax law compliance, Internal Revenue Service 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 as well as property-assessed clean energy projects. We frequently act as counsel with respect to loan syndication and securitization for clean energy loans and related products.

In addition, we represent major publicly traded US energy companies in 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 throughput transactions, and synthetic fuel tax credit transactions.

Communications

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

Education, health and other social infrastructure

Universities, colleges and local schools call on us for assistance in 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 and with an initiative to ensure free Wi-Fi access for schools and public buildings.

Sports, convention centers and other mixed-use developments

We have represented many public- and private-sector clients in large-scale real property developments that have spurred regional economic growth, including sports stadiums, convention centers and other award-winning commercial mixed-use developments.

Mining, commodities and 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

- Represent a major US municipality for more than 25 years on the renovation and improvement of two international airport, in connection with the issuance of more than \$8 billion in General Airport Revenue Bonds and Passenger Facility Revenue Bonds.
- Represent a State government in its capital improvement program for the state airport system, a 15-airport system operated by the State Department of Transportation.
- Special counsel to a major US municipality for finance matters relating to the proposed privatization of an international airport.

Ports/Intermodal/Shipping

- Represented 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.
- Represent investment banks in the issuance and public sale of tax-exempt bonds to finance an expansion of Louisiana Offshore Oil Port seaport.

Roads/Bridges/Transit

- Co-counsel to a municipality in connection with the award of a lease and concession agreement for a toll 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 client.
- Counsel to a provider of integrated systems for transportation and traffic management in arranging tax-exempt financing strategies for developing and installing state-of-the-art, mass-transit fare collection systems.
- Represented a federal loan program in the \$1.6 billion P3 financing of a bridge replacement project in New York and New Jersey.

Parking

- Lead counsel to a major US municipality in awarding a \$1.15 billion, 75-year concession for operation of the city's metered parking system.

Water/Wastewater/Environmental

- Bond counsel for a State Clean Water Initiative Revolving Loan Program.
- Lead counsel to a Pennsylvania city in its \$208 million water and sewer utility system P3 concession.
- Represented a private developer in the annexation by Colorado Springs, Colorado, of a 22,500-acre site. Also advised on the associated agreements to provide water and regional sanitary and storm sewer facilities and services to the site.

Power/Energy/Renewables/Telecommunications

- Underwriter's or 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 hydro electric 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.
- Represented a financial institution in:
 - a renewable energy company'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;
 - a fund manager's purchase of a majority interest in a Texas wind energy generation project; and
 - a renewable energy company's agreement to purchase a late-stage wind farm development project in Texas.

Mining/Commodities/Industrial

- Represent an energy corporation on carbon credit transaction and natural gas tolls in the United States and globally.

- Represented a financial institution on a bullion repo transaction and a structured Peruvian gold and silver doré transaction.

Education/Health/Other social infrastructure

- Counsel to a municipal board of education in "repurposing" unused school buildings into private uses through the use of P3 conversions and other joint ventures.

Public real estate/Mixed-use developments

- Counsel to a convention center developing tax-exempt finance strategies in numerous P3 initiatives, including a management contract for a hotel operated by Hyatt Hotels and a management contract for a hotel operated by Marriott Hotels.

Sports/Convention centers

- Counsel to a convention center developing tax-exempt finance strategies in numerous P3 initiatives, including a use contract for an event center to serve as the home court for a university basketball team.
- Represented Chicago White Sox, and worked closely with Los Angeles Dodgers, in negotiations related to the development and use of a new two-team spring training facility built by the City of Glendale, Arizona.

Key Contacts



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Recognitions

Recognized or listed in the following:

- *Best Law Firms*
 - Municipal Law
 - Chicago, 2014–2024
 - Public Finance Law
 - National, 2013–2024
 - Chicago, 2011–2024
 - New York, 2024
- *Chambers USA*
 - Capital Markets: Securitization
 - Nationwide, 2012–2020
 - Capital Markets: Securitization: ABS
 - Nationwide, 2021–2023
 - Capital Markets: Securitization: RMBS
 - Nationwide, 2021–2023
 - Public Finance
 - Illinois, 2023