

Barney A. Allison

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For more than 30 years, clients have relied on Barney Allison for practical and strategic guidance in the public finance and infrastructure fields.

Barney offers public agencies unique expertise with specialized finance issues in infrastructure transactions. These include the use of public and private debt, private equity and federal credit assistance – particularly the Transportation Infrastructure Finance and Innovation Act (TIFIA) and Private Activity Bond (PAB) programs. He helps clients navigate through all elements of public-private partnerships (P3s) and other innovative project delivery methods.

Chambers-rated nationally and globally in the field of P3s, Barney is a nationally recognized bond counsel and has acted as bond, underwriter, disclosure, issuer and special developer counsel for public capital improvement projects payable from a wide range of revenue and funding sources. He has guided a variety of financing transactions for bridges, tunnels, highways and toll roads; transit and commuter rail systems; and government office buildings, parking complexes and criminal justice centers.

EXPERIENCE

Lincoln South Beltway Project – Nebraska Department of Transportation. Leader of the legal team advising NDOT on a proposed 11-mile, 4-lane freeway with five interchanges to be built south of the City of Lincoln connecting regional state highway 2 on the east with US-77 on the west. The approximately \$328 million project will reduce congestion and improve safety in the South Lincoln area for regional and interstate traffic. A FONSI was issued for the project under NEPA in March 2018. Barney is advising NDOT in connection with seeking approval for a TIFIA loan as well as drafting procurement and contract documents to facilitate the financing by the contractor for the project. The project won *Bond Buyer's* P3 Deal of the Year in 2020.

Maryland Transit Administration and Maryland Department of Transportation – Purple Line Light Rail. Key member of the legal team advising MTA/MDOT on Maryland's first transit P3 project – an approximately \$2 billion (capital cost) light rail system that will significantly facilitate mobility between the Maryland suburbs and Washington, D.C. The Purple Line Light Rail System will run 16.2 miles between Bethesda and New Carrollton with 21 new stations along the route, with much of the alignment street-running. The project, Maryland's largest P3, will provide a direct link to the Metrorail Red, Green and Orange lines and connect to the MARC train, Amtrak and local bus services. In July 2014, MTA issued the final RFP for an availability payment concession to shortlisted teams. Proposals were received in late 2015 and, in March 2016, the agencies selected a consortium led by Fluor and Meridiam. The project reached commercial close in April 2016 and financial close in June 2016. Construction commenced in September 2017 and it is anticipated to open in segments starting in 2022. The Purple Line's financing plan included an \$874 million TIFIA loan, \$313 million in PABs, \$138 million in private equity and approximately \$900 million in anticipated federal New Starts funding. Barney assisted in development of the financing strategy and related contract provisions, including

negotiating the agreement with the PABs issuer and formulating the TIFIA common term sheet. He also acted as lead counsel in connection with the project's financial close.

Indiana Finance Authority – East End Crossing (Lewis and Clark Bridge). Key member of the legal team that advised on the first bridge procured via an availability payment public-private partnership transaction in the U.S. The 8.5-mile Lewis and Clark Bridge, is a key piece of the \$2.3 billion Ohio River Bridges Project, which provides safer, more reliable travel between Kentucky and Indiana. The project opened in December 2016 and won more than a dozen industry awards. Barney handled contract drafting and PAB-related matters.

Orange County Transportation Authority – I-405 Improvement Project. Co-leader of the legal team engaged as part of the Authority's program management team to advise on a project to add a general purpose lane and an express toll lane in each direction, as well as the conversion of an existing HOV lane in each direction, between SR 73 and I-605 in Orange County, California. The project, the largest highway upgrade in Southern California, will relieve pressure on one of the state's most congested corridors. In November 2016, the Authority awarded a \$1.2 billion design-build contract to a consortium led by OHL USA Inc. and Astaldi Construction Corp. Construction on the project, estimated to cost \$1.9 billion overall, began in 2018. Barney's services include drafting and reviewing contract and procurement documents for the project. He also advised the Authority in connection with the application, negotiation and closing of a \$647 million TIFIA loan which is repaid from revenue derived from operation of the express lanes. Barney is also advising the Authority in connection with the procurement of a toll systems integrator and back office/customer service center provider.

City of Los Angeles/ Los Angeles World Airports – Landside Access Modernization Program at LAX. Key Member of the legal team advising on a \$4.9 billion APM train system to ease access in and out of the Los Angeles International Airport. It will also connect travelers to a light rail, intermodal transportation facility and a rental car center. It is the first APM system to be procured through an availability payment public-private partnership delivery model and earned several national and international awards.

California Department of Transportation – Presidio Parkway. Leader of the legal team that advised on this \$1.1 billion project to rebuild a spectacular natural gateway connecting the Golden Gate Bridge with the City of San Francisco. The parkway, which traverses an environmentally sensitive national park and a national historic landmark district, is the first procurement under California's P3 law and only the third highway project developed under an availability payment P3 in the U.S. Barney advised on the DBFOM procurement and contract documents with a Hochtief/Meridiam joint venture and assisted in closing the project financing, which included \$45.6 million in equity, \$166.6 million in senior bank loans and a \$150 million TIFIA loan. When the project was challenged in a lawsuit, he kept it on track and assisted Caltrans in its successful response. Presidio Parkway, which opened in July 2015, captured many honors. In 2012, it won "Americas P3 Deal of the Year" from *Project Finance International*; "North American P3 Deal of the Year" from *Project Finance* magazine; "P3 Project of the Year" from the American Road and Transportation Builders Association; and "Best Real Estate Deal of the Year, Infrastructure/ Public-Private Partnership" from *San Francisco Business Times*. In 2013, *P3 Bulletin* named it a finalist for "Best Transport Project of the Year, and in 2016 the National Council for Public-Private Partnerships honored it with the Infrastructure Project Award.

Colorado Department of Transportation – C-470 Express Lanes. Special counsel to the High Performance Transportation Enterprise, a division of the Colorado Department of Transportation, in connection with the negotiation and closing of a \$104 million TIFIA loan and the issuance of toll road revenue bonds to finance tolled managed lanes and improvements to the adjacent general purpose lanes located south of Denver, Colorado.

Texas Department of Transportation – I-35 East Managed Lanes. Advisor on the procurement of a 28-mile interstate corridor project in Dallas and Denton counties through an \$845 million DBM contract with an Archer Western/Granite/LANE Construction Company joint venture. The project included managed and general purpose lanes, bridges, and collector-distributor roads. Barney advised on the procurement and commercial structure of the transaction, drafting the procurement and contract documents and facilitating the procurement and evaluations. He also advised TxDOT in connection with the negotiation and closing of a \$285 million TIFIA loan to finance the project.

San Joaquin Regional Rail Commission – Altamont Commuter Express Commuter Rail Project. Bond and disclosure counsel in connection with financing this 86-mile commuter rail service that connects Stockton with burgeoning job opportunities in the Silicon Valley. In 2011, ACE began construction of a \$65 million equipment maintenance and layover facility on the north side of Stockton. A portion of the financing was issued as Economic Recovery Zone Build America Bonds. Barney is currently advising ACE in connection with the refinancing of the certificates of participation that paid for a portion of the project.

Orange County Transportation Authority – 91 Express Lanes. Special counsel in connection with issuance of tax-exempt toll road revenue refunding bonds to refinance existing taxable bonds. The 10-mile stretch of four toll lanes within the median of an eight-lane freeway connects rapidly growing residential areas in Riverside and San Bernardino counties with major employment centers in Orange and Los Angeles counties. The project marked the world's first fully automated toll road using electronic transponders to collect tolls. In 2003, OCTA bought the 91 Express Lanes from the concessionaire, a Cofiroute/Kiewit/Granite joint venture.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "P3's for Counties: An Efficient Project Delivery," CSAC Finance Corporation Webinar, 09.17.2020

Speaker, "Performance Based Contracting for Public Buildings: The What, Why and How," 2020 Public-Private Partnership Conference & Expo, Dallas, TX, 03.02.2020

Speaker, "Emerging Issues in Project Finance," Transportation Research Board Webinar, 11.18.2019

Panelist, "How Can a University Realize the Value from Using a Performance Based Approach," 2019 P3 Higher Education Summit, San Diego, CA, 10.24.2019

Speaker, "The Framework of Public-Private Partnerships & First Steps in the Process," National Council for Public-Private Partnerships' P3 Bootcamp, Los Angeles, CA, 09.25.2019

Panelist, "P3 Hot Topics and Case Studies of P3 Projects," 2019 National Association of Bond Lawyers Workshop, Chicago, IL, 09.13.2019

Panelist, "Public Private Partnerships – P3 - From Consideration, to Structuring, to Closing – Introductory Session," 2019 National Association of Bond Lawyers Workshop, Chicago, IL, 09.11.2019

Moderator, "Latest Developments in Project Finance," National Council of Public-Private Partnerships P3 Connect, Denver, CO, 05.16.2019

Moderator, "Cutting Edge P3 Finance Issues," P3 Bulletin's P3 Hub USA, Santa Monica, CA, 04.08.2019

Panelist, "A Lawyer and an Engineer Walk into a P3 Contract...Technical Documents Best Practices," 2019 Public-Private Partnership Conference and Expo, Dallas, TX, 03.05.2019

Panelist, "Latest Developments in Project Finance," Transportation Research Board's 98th Annual Meeting, Washington, DC, 01.13.2019

Panelist, "Public Buildings 101: The What, Why, and How," The 2018 Public-Private Partnership Federal Conference, Washington, DC, 11.27.2018

Speaker, "P3 Financing," National Council for Public-Private Partnerships' 2018 P3Bootcamp, Phoenix, AZ, 10.22.2018

Moderator, "Airport P3's Ready for Takeoff," National Council for Public-Private Partnerships' P3Connect Conference, Miami, FL, 01.23.2018

Moderator, "Update on Federal Landscape," P3 Bulletin HUB West Conference, Santa Monica, CA, 05.02.2017

Panelist, "P3 Boot Camp," National Council for Public-Private Partnerships, San Francisco, CA, 03.15.2017

Panelist, "How California Has Developed the P3 Structure," P3 Bulletin Hub Americas Conference, Las Vegas, NV, 10.27.2016

Panelist, "Public Private Partnerships – Hot Topics and Case Studies," National Association of Bond Attorneys Workshop, Chicago, IL, 10.19.2016

Moderator, "P3 Preparedness: Are You P3 Project-Ready?," P3s for Public Buildings Summit, Washington, DC, 10.23.2015

Moderator, "Finance – the Cost Obstacle to P3s," P3 Bulletin HUB West Conference, Santa Monica, CA, 09.16.2015

Panelist, "Public-Private Partnerships," National Association of Bond Lawyers' Bond Attorneys' Workshop, Chicago, IL, 09.10.2015

Panelist, "Introduction to P3 Bootcamp," National Conference for Public-Private Partnerships P3 Connect Conference, Boston, MA, 07.20.2015

Speaker, "Panel Discussion: Legislation – Lawmakers Lay the P3 Foundations," InfraAmericas U.S. P3 Infrastructure Forum, New York, NY, 06.06.2015

PUBLICATIONS

Co-Author, "DCPCs Bridge The Beltway Gap," *Project Finance International*, 06.01.2020

Contributor, "East End Crossing Project—Availability Payment P3 in Action," *World Highways*, 06.2017

Author, "The New IRS Management Contract Safe Harbor Rules: Bring It On," *Public Works Financing*, 11.2016

Author, "Leveling the Playing Field for P3s in the U.S.," *Project Finance International*, 06.15.2015

Author, "Perspective: Refining RRIF to Include Commuter Rail," *Railway Age*, 01.15.2014

Co-Author, "Survey of the 2012 US P3 Transport Market: No Longer an Outlier," *Financier Worldwide*, 04.01.2013

Author, "U.S. P3 Procurement Gets It Just Right," *Project Finance International*, 02.13.2013

Co-Author, "National Infrastructure Reinvestment Corporation: A Proposed Refinement of the "Bank" Concept to Optimize Economic Benefits and Leverage Federal Investment," *Public Works Financing*, 12.31.2008

HONORS & RECOGNITIONS

Ranked globally in the field of PPPs, *Chambers Global*, 2014-2020

Ranked nationally in the field of PPPs, *Chambers USA*, 2014-2020

Selected to the Southern California Super Lawyers list for 2014-2016

"Top 30 Real Estate Attorneys," *Los Angeles/San Francisco Daily Journal*, 2012

COMMUNITY & PROFESSIONAL

National Association of Bond Lawyers

Transportation Research Board, Revenue and Finance Committee

PRACTICES

Infrastructure

Project Financing

Public Finance

Legislation & Policy

Procurement & Contracting

INDUSTRIES

Transportation

Government & Public Sector

EDUCATION

University of Southern California School of Law, J.D., 1979

Amherst College, B.A., 1976, *with honors*

ADMISSIONS

California