

Corey A. Boock

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A nationally recognized leader in the field of public-private partnerships (P3s), Corey Boock offers clients more than 25 years' experience in structuring, procuring, financing and negotiating cutting-edge deals in the transportation industry, as well as the social infrastructure, water/wastewater and solid waste sectors.

Corey handles a wide range of P3 and alternative project delivery and innovative finance approaches including concession/franchises, availability payment models, design-build, design-build-finance (DBF) and design-build-operate-maintain (DBOM). He has represented public agencies as well as private sponsors and contractors in Alaska, Arizona, California, Indiana, Michigan, Nevada, North Carolina, Texas, Virginia and British Columbia.

Largely because of his leadership role in the financial close of the precedent-setting \$1.18 billion East End Crossing project (now known as Lewis and Clark Bridge), *Law360* profiled Corey as a Project Finance MVP in 2013. The East End Crossing project and financing included the largest issue of Private Activity Bonds (PABs) for a U.S. P3 transportation deal and was the first bridge availability payment concession transaction in the country.

Corey, who is *Chambers*-rated nationally and globally in the field of P3s, guides state departments of transportation and regional and local transportation agencies in developing P3 programs from the outset. These include the Arizona Department of Transportation, the Indiana Finance Authority, the Michigan Department of Transportation, the Nevada Department of Transportation, the Riverside County Transportation Commission and the Texas Department of Transportation (the largest P3 program in U.S. history).

In the social infrastructure and water infrastructure realms, Corey is at the forefront of applying proven P3 models to develop governmental facilities projects such as street lighting, courthouses and prisons as well as water and wastewater treatment facilities.

EXPERIENCE

Michigan Department of Transportation – I-75 Modernization Project (Segment 3) P3. Leader of the legal team advising on an availability payment P3 concession for the widening and reconstruction of a portion of Interstate 75 in the Detroit area. The \$600mm capital cost project is the first major upgrade done on the highway since its construction in the 1960s. The project adds a lane in each direction and includes construction of a major underground stormwater tunnel. Corey assisted MDOT with the structuring of the procurement, the drafting and negotiation of procurement and contract documents and the development of the evaluation and selection process.

Michigan Department of Transportation – Street Lighting P3 Project. Co-leader of the legal team advising on an approximately \$125 million availability payment P3 concession project – the first transportation P3 in Michigan and the first freeway lighting P3 in the U.S. The award-winning project replaced approximately 15,000 new lights across bridges, tunnels and roadway in the Detroit region. Corey assisted the agency in developing the commercial structure of the concession agreement and negotiating the agreement with the preferred proposer. He also led the Nossaman team supporting the transaction’s successful financial close.

Indiana Finance Authority/Indiana Department of Transportation – P3 and Design-Build Program. Leader of the legal team advising the Authority on availability payment projects within its innovative P3 and design-build infrastructure program. Indiana has established itself as a national leader in leveraging private-sector capital and innovation to finance, construct and maintain major transportation infrastructure projects.

- **Indiana Finance Authority – East End Crossing (Lewis and Clark Bridge).** Leader 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. Corey was involved with the procurement, drafting and finalizing RFQ and RFP documents, developing and administering the evaluation process, and negotiating the contract agreement.
- **Indiana Finance Authority – Ohio River Bridges Toll Service Provider.** Leader of the legal team that advised on a project to secure a toll service provider to provide, operate, manage and maintain a toll collection system for the Ohio River Bridges project, as well as provide back-office and customer service support. The ORB project includes as the Lewis and Clark Bridge, the Downtown and Kennedy Bridges. The contract was awarded in November 2014 and the project is currently operational.
- **Indiana Finance Authority – I-69 Major Moves 2020 Expansion Project.** Leader of the legal team that advised on the state’s first best value design-build project to upgrade sections of the I-69 in Hamilton and Madison counties. The \$85 million project involves adding a third travel lane northbound and southbound, a southbound auxiliary lane, interchange improvements, bridge widening and structural enhancements. Corey helped structure the project procurement and commercial framework, including use of an innovative evaluation approach focusing on maximizing project scope.
- **Indiana Finance Authority/Indiana Department of Transportation – I-69 Section 6 Contract 5 Project.** Leader of the legal team advising on a \$750 million overhaul of a portion the I-69. It includes full reconstruction and conversion of a portion of SR-37, reconstructing and widening part of I-465, converting at-grade crossings, reconstructing and constructing local access roads, reconfiguring existing interchanges, and a new system interchange. An RFQ and RFP were issued in July 2019 and March 2020 respectively, and the agreement with the Design-Build Contractor was executed in November 2020.
- **Indiana Department of Transportation – I-65/I-70 North Split Project.** Leader of the legal team advising on a \$316 million project to improve the safety and operations of the I-65/I-70 North Split interchange in Indianapolis. The Project includes new or replacement of 42 bridges, rehabilitation of six bridges, replacement of 27.6 lane miles of pavement and a non-tolled highway. An RFQ and contract were issued in April 2019 and June 2020 respectively.
- **Indiana Department of Transportation – Sherman Minton Corridor Project.** Leader of the legal team advising on a \$100 million project that involves rehabilitating the I-64 Sherman Minton Bridge, as well as the associated Indiana and Kentucky approach bridges. The long-term repairs, along with normal preventive maintenance, will add up to 30 years of service life to the bridge. An RFQ and RFP were issued in December 2019 and June 2020 respectively.

North Carolina Department of Transportation – I-77 Managed Lanes Project. Co-leader of the legal team that advised on the procurement of a \$600 million highway improvement project, which was the state’s first toll concession and included TIFIA financing. The project is the first hybrid toll concession model to structure a credit support vehicle for lenders in conjunction with a traditional toll revenue risk concession. Corey assisted with structuring, development, procurement and administration of the P3, including drafting and negotiation of procurement and contract documents.

San Bernardino County Transportation Authority – I-10 Corridor Contract 1. Leader of the legal team advising on development, procurement and financing of a project to add tolled express lanes along a portion of the heavily traveled I-10 in San Bernardino County. The \$600 million upgrade will feature 10 miles of managed lanes, with two tolled express lanes in each direction. The project used separate procurements for a design-build contractor,

launched in December 2016 with the contract awarded in August 2018, and a toll services provider, initiated in January 2017 with the contract awarded in June 2018. Corey's responsibilities include structuring the procurements, drafting procurement and contract documents, risk analysis, advising on federal and state requirements, developing cooperative agreements with local and state entities and contract administration.

Nevada Department of Transportation. Leader of the legal team that helped coordinate major programmatic and project work for NDOT under NDOT's alternative delivery authority. Services include development of programmatic guidelines and manuals, counseling on legislative amendments, initial project screening and feasibility assessments and implementation of procurements for projects that prove feasible. Project and programmatic work includes:

- **Project Neon.** Advised on a nearly \$560 million project to realign and improve 3.7 miles along the I-15 in downtown Las Vegas from the Sahara Interchange to the U.S. 95/I-515 Interchange known as the Spaghetti Bowl – an area with the highest congestion in the city. Construction began in April 2016 and was completed in Fall 2019.
- **Unsolicited Proposal.** Feasibility analysis of an unsolicited proposal for a DBFOM/availability payment P3 for a potential project in Northern Nevada.
- **SBX Design-Build.** Advised on this \$150 million project reconfiguring a system interchange and other improvements along I-580 and I-80 in the Reno area. Project award occurred in 2019.
- **Garnet Design-Build.** Advises on the design-build procurement of a \$70 million project to ease congestion at the I-15/US 93 Interchange (Garnet Interchange) and upgrade US 93 along a 5-mile segment adjoining Garnet Interchange. The project commenced in August 2017.
- **USA Parkway.** Design-Build procurement for a nearly \$76 million project to extend the existing USA Parkway south to U.S. 50 near Silver Springs in Lyon County.
- **I-80.** Advised on procurement of a \$72 million DB contract for improvements to the I-80 corridor through Reno. The project included pavement rehabilitation, installation of ITS, off-ramp widening and re-striping and drainage improvements. It was completed in 2013.
- **Mesquite Parkway.** Advised on the design-build procurement for the reconfiguration of the I-15/Falcon Ridge Parkway/Mesquite Boulevard Interchange along the I-15 mainline.
- **Pioneer Program.** Assisted in the development of the original Pioneer Program manual and program documents and subsequent amendments for NDOT's program for alternative project delivery.
- **Construction Manager at-Risk (CMAR) Program.** Drafted template contract documents for this program. Our services included assisting NDOT and its technical advisors in evaluating and addressing procurement and project risks associated with the method, the agreement for pre-construction services, definition of scopes of work and the process for negotiation of construction contracts. We also developed key programmatic contract provisions.

Riverside County Transportation Commission (RCTC) I-15/SR-91 Express Lanes Connector. Leader of the legal team advising on the development and procurement of a \$165 million project to add an express lanes connector along a portion of the I-15 to allow for a seamless transition for motorists, reduce congestion, enhance safety and increase travel time reliability.

Riverside County Transportation Commission – I-15 HOT Lanes. Leader of the legal team that advised on development, procurement and financing of a project to add tolled express lanes along a portion of the heavily traveled I-15 in Riverside County. The \$425 million-\$450 million upgrade will feature 15 miles of managed lanes in the median in each direction from Cajalco Road north to SR-60. The project involved separate procurements for a toll services provider, initiated in December 2015 and awarded in 2017, and a design-build contractor, launched in January 2016 and awarded in 2017. It is currently under construction. Corey's responsibilities include structuring the procurements, drafting procurement and contract documents, risk analysis, advising on federal and state requirements and developing cooperative agreements with local and state entities.

Riverside County Transportation Commission (RCTC) – SR 91 Express Lanes. Leader of the legal team that advised on the development, procurement and financing (including a TIFIA loan) of a \$1.3 billion project to add four high-occupancy toll lanes through some of the heaviest traffic in Southern California. The project was RCTC's first design-build project and opened in 2017. Corey assisted with a broad array of issues including structuring the procurement, drafting procurement and contract documents, risk analysis, advising on federal and state requirements, developing cooperative agreements with local and state entities.

City of Indianapolis – Marion County Justice Center. Leader of the legal team that advised on all aspects of an innovative availability payment P3 project to consolidate the city's criminal justice functions into a single efficient center. The plan, one of the first of its kind for a justice complex, called for \$500 million of up-front design, construction and financing costs to shift to a private partner responsible for operating, maintaining and upgrading the facility for 35 years. The 1.2 million-square-foot facility combined a new adult detention center with a community corrections facility, courthouse, sheriff's department offices and new surface parking. The city released an RFP to three shortlisted teams in June 2014 and selected a preferred bidder in December 2014. After successfully completing negotiations with the bidder, the mayor and city staff recommended awarding the project and advancing with commercial and financial close. The city council, however, decided not to move forward with the complex and cancelled the procurement after receiving three compliant bids.

Arizona Department of Transportation – Phoenix Metropolitan Area Freeway Lighting Project. Leader of the legal team that advised on the development, procurement and financing of an availability payment DBFOM project to upgrade more than 19,000 luminaires from high-pressure sodium to LED technology covering approximately 300 miles of controlled access highway throughout the greater Phoenix area. The project contemplated an anticipated two-year construction/installation period and a 15-20-year term for performance-based operations and maintenance.

Partnerships British Columbia/British Columbia Ministry of Transportation – Sea-to-Sky Highway. Key advisor on a project to rebuild a 62-mile scenic highway connecting Vancouver and Whistler Ski Resort for the 2010 Winter Olympics. We assisted with the successful procurement of a CAD \$600 million contract awarded to a Macquarie/Kiewit/Hatch Mott MacDonald consortium, thus utilizing the Province's first proposer consultation process Nossaman developed. The concessionaire completed the project ahead of schedule in 2009, within budget and without material claims. Corey's role also included advising on the procurement process, concession agreement and risk allocation.

Veolia Water (formerly known as U.S. Filter) – Water/Wastewater Projects. For more than 15 years, has served as West Coast regional counsel to this international design-build contractor and operations and maintenance service provider of water and wastewater services in connection with industrial projects and municipal privatizations of water and wastewater treatment facilities. Projects have included operations and maintenance agreements, design-build agreements and DBOM agreements. Corey's responsibilities have included preparing and drafting the legal portions of this client's RFP submissions, structuring all legal aspects of the transactions, drafting and negotiating the major project agreements, and helping to structure financing for the projects.

- **Veolia Water – Design-Build, Design-Build-Operate-Maintain, Design-Build-Finance-Operate-Maintain, Operate-Maintain.** Advisor on design-build (DB), design-build-operate-maintain (DBOM) and P3 transactions in the California cities of Arvin, Burlingame, Lathrop, Palm Springs, Richmond and Santa Paula. We have also worked on matters in Honolulu, Indianapolis and Plattsburgh, New York.
- **Concessions/Public-Private Partnership (P3) – Rialto, CA.** Advisor on the precedent-setting use of a P3 structure for a water/wastewater project in Rialto, CA. The 30-year \$175 mm concession agreement provides for approximately \$40 million of near-term capital improvements, long-term operations and maintenance of water/wastewater facilities, and potential future capital improvements. Corey helped negotiate and document all project agreements involving the client.

County of San Diego – Solid Waste System Divestiture. Primary attorney that served as primary legal advisor for the county in a \$180 million divestiture of its solid waste system and assets, including multiple landfills and a transfer station. The transaction, the largest municipal divestiture of solid waste assets in the U.S at the time, was the first successful privatization of publicly owned landfill assets in California in many years. Corey structured and implemented the procurement process. He served as lead drafter and negotiator for the county on all aspects of the transaction, coordinated all due diligence, and closed the multi-property escrow as scheduled.

The Newhall Land and Farming Company – Chiquita Canyon Landfill. Advisor in connection with the sale of the Chiquita Canyon Landfill, one of the largest facilities of its type in Los Angeles County. Corey drafted and negotiated all transaction documents and coordinated closing of the sale, including the procurement of environmental insurance and permitting issues. He also drafted and negotiated a landfill operating agreement with a third-party operator that was ultimately not implemented due to a litigation settlement and the resulting sale of the landfill.

County of Sonoma – Solid Waste System Divestiture. Primary attorney that advised the County in connection with divestiture of its solid waste system. The transaction included the Central Landfill and five transfer stations. Our services included coordinating all due diligence, helping develop and implement the county's procurement process, drafting and negotiating all procurement and contract documents and coordinating activities of County financial

advisors. Corey coordinated all due diligence, helped develop and implement the county's procurement process, and coordinated the activities of county financial advisors. He prepared all procurement documents and drafted and negotiated the purchase and long-term disposal agreement with the selected proposer. A final agreement was brought to the Board for consideration, with three of the five supervisors voting in favor of the transaction.

INSIGHTS

SPEAKING ENGAGEMENTS

Moderator, "Funding and Financing the Project," National Council for Public-Private Partnership: 2019 P3 Showcase, Lansing, MI, 12.03.2019

Moderator, "Making Partnerships Work," 2019 P3 Water Summit, San Diego, CA, 04.23.2019

Moderator, "Start Small, Dream Big: Lessons Learned from MDOT's P3 Program," 2019 P3 Water Summit, San Diego, CA, 04.23.2019

Speaker, "Tapping Into Alternative Project Delivery for Water Projects in California," Nossaman's 2018 Water Webinar Series, 12.11.2018

Speaker, "Basics of P3 Infrastructure Investments and Infrastructure Diligence," 2018 Meeting for California Association of Public Retirement Systems, Glendale, CA, 09.21.2018

Guest Lecturer, "Global Project Finance," Stanford University, Stanford, CA, 2017-2019

Speaker, "P3 Procurement Approach and Process Overview," Stanford Global Project Center/West Coast Infrastructure Exchange Water P3 Training 2015 Conference, Stanford, CA, 10.29.2015

Speaker, "P3 201: Moving Beyond the Basics of Public-Private Partnerships," Design-Build in Transportation Conference, Phoenix, AZ, 04.27.2012

Speaker, "California's Infrastructure – Financing and Procuring Construction Projects; Design-Build and Public-Private Partnerships; More Treatment Plants Needed for Water Supply," CLE International's 8th Annual California Water Law Conference, Palm Springs, CA, 11.05.2009

Speaker, "What Are P3s? – P3 Contractual Issues," Arizona P3 Workshop – Public Private Partnerships...The Hot Topic, Phoenix, AZ, 09.29.2009

Speaker, "P3 Implementation, Best Practices, Lessons Learned," Arizona P3 Workshop – Public Private Partnerships...The Hot Topic, Phoenix, AZ, 09.29.2009

Speaker, "Transportation Public/Private Partnerships - What Works, What Doesn't," Transportation Research Board's 2008 Joint Summer Meeting, Baltimore, MD, 06.17.2008

Speaker, "US PPPs: What Flavor Do You Want?," ARTBA Public-Private Ventures in Transportation Conference, Washington, DC, 11.02.2007

HONORS & RECOGNITIONS

Individual recognition for Projects, PPP – Nationwide, *Chambers Global*, 2015-2021

Individual recognition for Projects, PPP – Nationwide, *Chambers USA*, 2014-2020

Listed, *The Legal 500 United States*, Finance – Project Finance – Advice to Sponsors, 2019-2020

COMMUNITY & PROFESSIONAL

Design-Build Institute of America

PRACTICES

Infrastructure

Procurement & Contracting
Construction Law, Claims & Litigation
Legislation & Policy
Project Financing
Regulatory & Compliance Matters

INDUSTRIES

Transportation
Water
Government & Public Sector

EDUCATION

University of California, Los Angeles School of Law, J.D., 1990, *Order of the Coif*
Stanford University, A.B., 1987, *with distinction*

ADMISSIONS

California