

# Geoffrey S. Yarema

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Founder and former chairman of Nossaman's Infrastructure Group, Geoffrey S. Yarema has spent more than three decades developing national best practices for innovative procurement, contracting and financing structures that successfully move large transportation projects from concept to reality. These include design-build, design-build-operate-maintain (DBOM), toll concession, availability payment, pre-development and other types of public-private partnership (P3) contracts. His expertise covers the Transportation Infrastructure Finance and Innovation Act (TIFIA), Railroad Rehabilitation & Improvement Financing (RRIF), Private Activity Bonds (PABs) and other such tools.

State departments of transportation, as well as regional and local agencies, regularly rely upon Geoff's advice and frequently name him Special Assistant Attorney General. He is often called to testify as an expert before the United States Congress and state legislatures on alternative delivery and financing of the country's most important projects. A member of the National Surface Transportation Infrastructure Financing Commission, he played a key role in drafting the Moving Ahead for Progress in the 21st Century Act (MAP-21) – a 2009 template for sweeping reform of the nation's transit and finance framework.

*Chambers Global* and *Chambers USA* repeatedly have ranked Geoff in the top tier of the P3 projects category, describing him as one of the most influential attorneys in the business and the dominant player in the niche nationwide. He is the only two-time recipient of the American Road and Transportation Builders Association's private sector Entrepreneur of the Year award, most recently in 2012. In 2008, the organization named him the most important private sector professional to the advancement of P3s over the two-decade history in the national transport arena.

## EXPERIENCE

**Texas Department of Transportation – Innovative Project Development Program.** For more than 16 years, leader of the legal team assisting with procurement, contract documents, negotiated concession agreements and innovative financing arrangements for more than \$59 billion in transportation improvements. Examples include the: Central Texas Turnpike Program, a \$3.9 billion series of toll highways to alleviate congestion in the San Antonio-Austin area; I-635 LBJ Express, a 17-mile, \$2.7 billion Dallas-area managed lanes project, one of the country's largest highway P3s; \$5.1 billion North Tarrant Express P3, a 36-mile highway improvement and managed lanes program in Dallas and Tarrant counties carried out through a series of concession agreements; DFW Connector, a 14-mile, \$1.1 billion design-build managed lanes project to provide faster and safer access to Dallas-Fort Worth International Airport; key segments of the Grand Parkway, partly under construction and partly under procurement, essential to a planned 184-mile tolled network around the Houston area that will be the largest beltway in the United States; I-35E Managed Lanes project, which will ease traffic along a 28-mile interstate corridor in Dallas and Denton counties through an \$845 million DBM contract; and U.S. 181 Harbor Bridge Replacement, an \$800 million DBOM project to replace the nearly 60-year-old

span with a new structure that will be the longest cable-stayed bridge in North America. Many of these projects have won top industry awards, including *Project Finance* magazine's Transportation Deal of the Year, *Infrastructure Journal's* Global Transport Deal of the Year, and the American Road and Transportation Builders Association's P3 Project of the Year.

**City of Los Angeles, Los Angeles World Airports – Landside Access Modernization Program at LAX.** Key Member of the legal team advising on a program to facilitate mobility into and out of the busiest originations/destinations airport in the world by developing an elevated 2.5-mile automated people mover system (APM), and a consolidated rent-a-car center (ConRAC), intermodal transportation facilities and a joint station with LA Metro's Crenshaw Light Rail Line. Among the matters on which Nossaman is advising are strategic planning, changes to applicable city ordinances, and drafting the procurement and contract documents and aiding in proposal evaluation for the availability payment DBFOM procurements for each of the \$4.9 billion APM and \$1 billion ConRAC elements. The APM, which won Project Finance International's "Americas P3 Deal of the Year," IJ Global's "North American PPP Deal of the Year," National Council of Public-Private Partnerships' "Innovative Project of the Year," and P3 Bulletin's "Best Transit Project" and "Global P3 Project of the Year," reached commercial close in April 2018 and financial close on June 8, 2018. The ConRAC reached commercial close on November 8, 2018 and financial close on December 6, 2018. It too won several awards including American Road and Transportation Builders Association's "Innovation of the Year" award in 2019."

**Los Angeles County Metropolitan Transportation Authority – Sepulveda Pass Rail Transit Program.** Key advisor on the legal team engaged to implement Metro's first application of the Pre-Development Agreement delivery method for the \$6 billion to \$10 billion Sepulveda Pass Transit Project to connect the San Fernando Valley with Los Angeles' Westside, integrating into the East-West SFV LRT, the Orange Line, the Purple Line and the Expo Line.

**City of Inglewood – Envision Inglewood Transit Connector.** Key member of the legal team advising on a \$1.1 billion elevated fixed guideway rail project to connect the Crenshaw LRT, the revitalized Market Street business area, the Forum Performing Arts Center, the new NFL stadium, and the planned LA Clippers basketball arena. Our tasks include assisting with the City's procurement of expert advisors, assisting with a planned request for information from industry, developing the documents for procurement of a long-term, hard bid availability payment agreement, allocating the risks arising from city street right of way, right of way acquisitions, planning and assembling the funding and financing, and negotiating with private sector financial stakeholders

**California High-Speed Rail Authority.** Supervisor of the legal team advising on key elements of the high-speed train system connecting the state's major urban centers. Among many assignments, we advise on the procurement of track and systems using a performance-based design-build-maintain method and administration of the design-build civil contracts. We also helped draft procurement and contract documents and oversaw the award of a nearly \$1 billion design-build contract for the first section. We also assisted organizational conflicts of interest and federal and state environmental permitting.

**Massachusetts Bay Transportation Authority – Green Line Extension Project.** Leader of the legal team advising on \$2-3 billion 5-mile extension of the Green Line light rail service from a relocated Lechmere Station in East Cambridge to Union Square in Somerville and College Avenue in Medford. The transportation agency has retained the Firm to examine the deployed construction manager/general contractor (CM/GC) delivery method, consider alternatives and make recommendations on the optimal delivery method going forward. The agency terminated several of its existing contracts in December 2015 and conducted a redefinition process of the project. We worked with the agency on a procurement for a design-build contract for the completion of the project, including developing its RFQ, RFP, and evaluation processes, along with advising the agency regarding other policy-related issues. The procurement included the use of an affordability limit, as well as the identification of six prioritized additive options for scope that could potentially be included back in the design-build scope. In November 2017, the agency awarded a design-build contract to GLX Constructors that was approximately \$237 million below the affordability limit, and included all six additive options in the design-build contract scope.

**New York State Thruway Authority – Tappan Zee Bridge.** Supervisor of the legal team that advised on a project Gov. Andrew Cuomo has described as the state's most pressing infrastructure need – replacement of an aging three-mile-long cantilever bridge over the Hudson River with a new cable-stayed, dual-span structure designed to last a century. To help deliver the project, Nossaman drafted procurement and contract documents and assisted with the procurement, resulting in a \$3.1 billion design-build contract with a Fluor-led consortium – \$800 million less than the next lowest bidder – in the first such deal undertaken by the transportation agency and the largest in the country to date. The new Governor Mario M. Cuomo Bridge opened to traffic in 2017.

**California Department of Transportation – Presidio Parkway.** Supervisor of the legal team that advised on this \$1.1 billion project to rebuild a spectacular natural gateway linking 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. Nossaman 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, the Firm kept it on track and assisted Caltrans in its successful response. The project, 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.

**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.

## INSIGHTS

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### SPEAKING ENGAGEMENTS

Panelist, "Running a P3 Program, Lessons From the Frontlines," City & Financial Global's P3 Policy and Delivery Leaders Summit, Washington, DC, 05.15.2019

Panelist, "P3s – Past, Present, and Future," City & Financial Global's P3 Policy and Delivery Leaders Summit, Washington, DC, 05.15.2019

Expert Witness, "Hearing on Leveraging Federal Funding: Innovative Solutions for Infrastructure," Testimony before the United States Senate Committee on Environment and Public Works Subcommittee on Transportation and Infrastructure, Washington, DC, 05.16.2017

Participant, "Roundtable on Early Involvement of Private Developers in the Consideration of Long-Term P3 Concession Options," Federal Highway Administration Office of Innovative Program Delivery, 05.23.2016

Moderator, "P3 Decision Makers: What Evidence do They Need?," George Mason University Center for Transportation Public-Private Partnership Policy, 04.26.2016

Panelist, "A P3 Future in Massachusetts," National Council for Public-Private Partnerships P3 Connect Conference, Boston, MA, 07.21.2015

Speaker, "The Transportation PPP Market & MAP-21," Construction Industry Round Table Annual Conference, Washington, DC, 05.07.2014

Discussion Participant, "21st Century Infrastructure and PPP Innovation for a Resilient Economy," Clinton Global Initiative, Los Angeles, CA, 04.03.2014

Panelist, "Capturing Innovation in Design-Build and PPP Procurement Processes: A Review of Successes to Date and Lessons on Optimization," Design-Build Institute of America Annual Conference, Las Vegas, NV, 11.05.2013

Speaker, "P3s & Innovative Procurement Strategies," Western Association of State Highway and Transportation Officials Annual Meeting, San Francisco, CA, 08.06.2013

Expert Witness, "Oversight Hearing on Implementation of MAP-21's TIFIA Program Enhancements," Testimony Before the U.S. Senate Committee on Environmental and Public Works, Washington, DC, 07.24.2013

Speaker, "Tracking MAP-21 Improvements and 2014 Reauthorization Needs," American Road & Transportation Builders Association Public-Private Ventures Annual Conference, Washington, DC, 07.15.2013

Speaker, "Innovation Capture: Optimizing a Key Public Sector P3 Value Component," InfraAmericas Forum, New York, NY, 06.17.2013

Discussion Participant, "Emerging Infrastructure Investment Strategies," Milken Institute Global Conference, Beverly Hills, CA, 04.30.2013

Speaker, "Rethinking Infrastructure Delivery," McKinsey & Company, Global Infrastructure Initiative, Istanbul, Republic of Turkey, 11.23.2012

Presenter, "Equity Investment in California Transportation: Legal Foundation and Limitations," California Public Employees' Retirement System Infrastructure Roundtable on Transportation, Sacramento, CA, 04.05.2012

Speaker, "Innovative Finance Strategies for Highways, Rail, Transit, Aviation, and Water Infrastructure," American Association of State Highway and Transportation Officials Legislative Briefing, Washington, DC, 02.27.2012

Expert Witness, "Hearing on the President's Proposal to Form a National Infrastructure Bank," Testimony Before the U.S. House of Representatives, Committee on Transportation and Infrastructure, Subcommittee on Highways and Transit, 10.12.2011

Expert Witness, "Hearing on Improving and Reforming Our Nation's Surface Transportation Programs," U.S. House of Representatives, Committee on Transportation and Infrastructure, Maitland, FL, 03.14.2011

Keynote Speaker, "Applying Innovative P3 Tools to New Highway Construction: A Tale of Two States," American Council of Engineering Companies 2010 Fall Conference, Puerto Rico, 10.18.2010

Speaker, "Selecting P3s for Procurement: Evolving from Episodic to Programmatic Public Sector Decision-Making," Transportation Research Board Conference on Surface Transportation Finance in the U.S., 05.20.2010

## **PUBLICATIONS**

Author, "Paying Our Way: A New Framework for Transportation Finance," *Report of the National Surface Transportation Infrastructure Financing Commission*, 02.26.2009

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

Co-Author, "Public-Private Partnerships: Recent Developments in the U.S. Transportation Sector," *Privatisation & Public Private Partnership Review (Euromoney Yearbooks)*, 07.2007

Co-Author, "Public-Private Partnerships: A Sea Change in the US Transportation Sector," *Privatisation & Public Private Partnership Review 2006/07*, 07.01.2006

Co-Author, "Innovative Contracting Practices for ITS," *Task E- Final Report, prepared for the Federal Highway Administration*, 04.01.1997

## **HONORS & RECOGNITIONS**

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Individual recognition for Projects, PPP – Nationwide, *Chambers Global*, 2011-2020, and *Chambers USA*, 2010-2020 (Senior Statesmen)

P3 Private Sector Entrepreneur of the Year, American Road and Transportation Builders Association, 2003 and 2012

Most Significant Private Sector Individual in P3 Sector Over Last 20 Years, American Road and Transportation Builders Association, 2008

## **COMMUNITY & PROFESSIONAL**

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California Foundation on the Environment and the Economy, Board Member

American Association of State Highway and Transportation Officials, Project Finance Institute, Faculty Lecturer

American Road and Transportation Builders Association, Past Member, Executive Committee; Board of Directors, Design-Build Task Force

American Road and Transportation Builders Association, Past President, Current Member; Board of Directors, Public-Private Ventures Division

American Road and Transportation Builders Association, Co-Chair, Finance Working Group, Reauthorization Task Force

National Surface Transportation Financing Commission, Past Member

University of Southern California Keston Institute for Public Finance and Infrastructure Policy, Past Advisory Board Member

Transportation Research Board, National Academies of Sciences, Past Member, Taxation and Finance Committee

West Coast Infrastructure Exchange, Past Advisory Board Member

George Mason University, Center for Transportation P3 Policy, Past Advisory Board Member

## PRACTICES

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Infrastructure

Construction Law, Claims & Litigation

Dispute Resolution

Legislation & Policy

Procurement & Contracting

Project Financing

Regulatory & Compliance Matters

## INDUSTRIES

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Government & Public Sector

Transportation

## EDUCATION

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University of Virginia School of Law, J.D., 1978, Articles Editor, *Virginia Journal of International Law*; Recipient, Hardy Cross Dillard Prize on International Law

University of Florida, B.S., 1975, Phi Beta Kappa (Environmental Sciences)

## ADMISSIONS

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California