

# Andrée Blais

Partner | Los Angeles

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Andrée Blais focuses on delivering major public infrastructure projects through public-private partnerships (P3s) and other alternative delivery methods. She helps public agency clients advance complex procurements in the transportation and social infrastructure sectors. She has significant experience in performance-based availability payment P3 projects.

Andrée serves as a lead or key member of Nossaman teams assisting with high profile U.S. projects, and offers the additional benefit of substantial infrastructure experience in Canada – a country with a well-established approach to P3 delivery.

While in Canada, Andrée’s roles included working with Alberta Justice, where she led the legal team advising the Province of Alberta on its first two availability payment social infrastructure P3 deals and helped advance major transportation projects and a water/wastewater facility through P3 models.

Andrée, who had the privilege of beginning her legal career as a law clerk to the Hon. Mr. Justice Frank Iacobucci of the Supreme Court of Canada, co-authored Nossaman’s model social infrastructure P3 legislation.

## EXPERIENCE

**Los Angeles County Metropolitan Transportation Authority—Sepulveda Pass Rail Transit Project.** Key member of the legal team engaged to implement Metro’s first application of the Pre-Development Agreement delivery method for the approximately \$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. Andrée’s services include leading the development and drafting of procurement and contract documents.

**City of Los Angeles, Los Angeles World Airports – Automated People Mover (APM).** Key member of the legal team that advised on the Automated People Mover (APM) train system at the Los Angeles International Airport (LAX). The project reached commercial close on April 11, 2018 upon Los Angeles City Council’s unanimous approval of a \$4.9 billion agreement with LAX Integrated Express Solutions, LLC (LINXS), owned by ACS Infrastructure Development, Balfour Beatty, Bombardier Transportation, Fluor and HOCHTIEF PPP Solutions. The project reached financial close on June 8, 2018. Private financing for the project is comprised of approximately (a) \$1.2 billion in private activity bonds issued by the California Municipal Finance Authority on behalf of LINXS; (b) a \$270 million construction period credit facility; and (c) an aggregate equity contribution of \$103 million. The APM system will include six stations and up to 9 electric powered trains, each with four cars, in simultaneous operation. The APM trains will travel on an elevated 2.25-mile long guideway, easing access into and out of the second largest airport in the United States (LAX) and connecting travelers to LA Metro’s Crenshaw Light Rail Line, intermodal transportation facilities and a consolidated rental car center. LINXS will design, build and partially finance the APM system, and then operate and maintain the

APM system over a 25 year period. LAWA's APM, the first APM system to be procured through an availability payment P3 delivery model, received the Gold Award for Best Transit Project at P3 Bulletin's P3 Awards 2018. Andrée's services included leading the development and drafting of procurement and contract documents and advising the City in connection with commercial and financial close. The APM project earned several awards including 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.

**City of Los Angeles, Los Angeles World Airports -Consolidated Rental Car Center (ConRAC).** Key member of the legal team that advised on the nation's largest consolidated rental car center (ConRAC) at the Los Angeles International Airport (LAX). The project, procured through an availability payment P3 delivery model, reached commercial close on November 8, 2018 with LA Gateway Partners, LLC (LAGP), owned by Fengate Asset Management and PCL Investments USA. Financial close was achieved on December 6, 2018 with private financing including approximately \$458 million in notes due in 2046 issued by LAGP, and a construction loan of approximately \$73 million with National Bank of Canada as lender. The ConRAC car rental facility will relocate and centralize car rental facilities away from the Central Terminal Area at LAX and provide direct access to major freeways. Ultimately the ConRAC will be connected to the Automated People Mover (APM) train system at LAX, which will provide travelers with quick access to the terminals. LAGP will design and build the \$1.3 billion (design and construction) ConRAC and operate and maintain it for 25 years. Andrée's services included advising on commercial terms and performance-based strategies and advising the City in connection with financial close.

**The Regents of the University of California – UC Merced 2020 Campus Expansion Project.** Key member of the legal team that advised the University on this high profile project to accommodate growth of the university system's newest campus from the current 6,700 students to 10,000 students by 2020. The \$1.3 billion project, procured as an availability payment-based P3, will add approximately 790,000 assignable square feet of new facilities, including student housing, administrative and research space, classrooms and recreational centers, and associated infrastructure. As the first university campus expansion in the United States to be undertaken using the P3 availability payment model, the closely watched project is expected to serve as a template for other colleges seeking to expand or rehabilitate their campuses. In August 2016, the project reached commercial and financial close with a Plenary-led consortium featuring Webcor Construction LP as its design-build contractor and Johnson Controls, Inc. as its lead operations and management contractor. The first two phases of the project were successfully delivered on time for the 2018 and 2019 academic years. Andrée's services included drafting contract documents and advising on commercial terms and performance-based strategies. Project Finance International named the UC Merced 2020 Project the 2016 America's P3 Deal of the Year and IJ Global honored it as the 2016 North American Social Infrastructure Deal of the Year.

**San Francisco Bay Area Water Emergency Transportation Authority – Water Transportation System.** Leader of the legal team that advised on the procurement of a construction management at risk (CM at risk) contract for a two-phase, \$65 million FTA-funded project to expand and improve existing facilities at the downtown San Francisco Ferry Terminal. WETA will require the contractor to perform early construction work during the project's first phase, and that services on the agency's existing ferry routes remain fully operational during the project's construction. Andrée's services included advising WETA on its contracting approach (including phasing of the project's construction work), drafting documents, and helping ensure compliance with the legal requirements applicable to this innovative type of contracting.

**Arizona Department of Transportation.** Researched and prepared a memorandum on alternatives for organizing a central state P3 office, drawing on examples from other jurisdictions, identifying pros and cons for each alternative, and providing a checklist of concepts for inclusion in legislation to expand P3 authority in Arizona.

**City of Indianapolis – Marion County Justice Center.** Key member of the legal team that advised on this 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 proposed 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 to 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. Andrée's services included drafting procurement and

contract documents, assisting in one-on-one meetings with proposers, responding to proposer questions regarding commercial terms and assisting with the evaluation process.

**SaskBuilds, a Treasury Board Crown Corporation of the Province of Saskatchewan.** Assisted SaskBuilds with development of its P3 program, including guidelines for assessing and selecting projects best suited for P3 delivery and strategies and standards for P3 procurements.

**Province of Alberta – Alberta Schools Alternative Procurement Project I.** At Alberta Justice, leader of the legal team that advised the Province on its first social infrastructure P3 project – a bundle of 18 schools in Edmonton and Calgary. This award-winning CAD \$634 million, 30-year availability payment DBFM project involved numerous stakeholders including four school boards and two municipalities. The school boards own and operate the schools and provide educational programming and custodial services. The new schools, built to LEED Silver standards, opened in September 2010 with space for more than 12,000 students. Andrée's services included structuring, drafting and finalizing the contract documents, advising on commercial terms, addressing proposer issues in one-on-one meetings and negotiating through commercial and financial close.

**Province of Alberta – Alberta Schools Alternative Procurement Project II.** At Alberta Justice, leader of the legal team that advised the Province on its second bundled schools project, a 30-year P3 providing for 10 schools in the Edmonton and Calgary regions. This CAD \$253 million availability payment DBFM project involved eight school boards and six municipalities. The new schools, built to LEED Silver standards, opened in June 2012 with space for more than 7,900 students. Andrée's services included structuring, drafting and finalizing the contract documents, advising on commercial terms, addressing proposer issues in one-on-one meetings and negotiating through commercial and financial close.

**Province of Alberta – Evan Thomas Water and Wastewater Treatment Facility P3 Project.** At Alberta Justice, key member of the legal team that advised the Province on the expansion and upgrade of water/wastewater facilities in the environmentally sensitive Kananaskis area of Alberta. The Province awarded the 10-year, DBFO project to EPCOR in October 2012. The \$59.6 million project, which opened in September 2014, included a capital contribution from P3 Canada through the P3 Canada Fund. Andrée advised during the project development phase and her services included structuring and drafting procurement documentation including the project agreement and advising on commercial terms.

**Province of Alberta – Northwest Anthony Henday Drive Ring Road P3 Project.** At Alberta Justice, key member of the legal team that advised the Province on this DBFO availability payment project for the development of the Northwest quadrant of the Edmonton ring road system. The Alberta Government signed a 30-year contract with a Bilfinger Berger BOT Inc.-led consortium to deliver the CAD \$1.42 billion project, which provided 21 kilometers of 6-lane and 4-lane divided roadway with eight interchanges, five flyovers and two railroad crossings. The roadway opened to traffic in November 2011. Andrée advised during the project development phase and was involved in preparation of procurement documentation.

**Province of Alberta – Northeast Stoney Trail Project.** At Alberta Justice, member of the legal team that advised the Province on the DBFO P3 procurement of the Northeast quadrant of the Calgary Ring Road system. The Province entered into a 30-year agreement with a Bilfinger Berger BOT Inc.-led consortium to develop the CAD \$650 million project, which includes 21 kilometers of new 4-lane and 6-lane divided freeway and six interchanges. Construction began in spring 2007 and the roadway opened to traffic in November 2009. Andrée advised during procurement, award and commercial and financial close and assisted with contract administration.

## INSIGHTS

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### SPEAKING ENGAGEMENTS

Panelist, "Infrastructure Panel," Citi California Municipal Conference, Rancho Palos Verdes, CA, 11.09.2018

Moderator, "Are We There Yet? – The Quest for the Efficient P3 Procurement," U.S. Infrastructure Law Forum, Leesburg, VA, 09.24.2018

Speaker, "Private Financing for Port Infrastructure," American Association of Port Authorities Port Real Estate Issues Workshop, Seattle, WA, 09.18.2018

Moderator, "Transforming LAX - LAWA's Automated People Mover and ConRAC Projects," P3C Media's P3 Airport Summit, San Diego, CA, 07.23.2018

Speaker, "The Automated People Mover – Transforming LAX," Women's Transportation Seminar International's 2018 Annual Conference, San Diego, CA, 05.17.2018

Speaker, "Public-Private Partnerships: The New Paradigm," Railway Age Light Rail 2017 + Rail Transit Finance Forum, Denver, CO, 04.20.2017

Speaker, "Public-Private Partnerships (P3s) for Social Infrastructure," CLE International Alternative Delivery & Financing Conference, Austin, TX, 01.30.2017

Speaker, "Design Build Finance Operate Maintain P3s - Basic Characteristics," 3rd Annual California Construction Law Seminar, 01.20.2017

Panelist, "Let's Get Jurisprudential: Hot Topics in P3 Law and Procurement," Canadian Council for Public Private Partnerships National Conference, Toronto, Ontario, 11.14.2016

Moderator, "Social Infrastructure and Innovative P3s," Public-Private Partnership Conference & Expo 2016, Dallas, TX, 03.08.2016

Panelist, "The Growth and Management of the Municipal and Civic Pipeline," 2nd Annual P3 Hub South Conference, Miami, FL, 02.17.2016

Speaker, "Considerations for the Designer in Design-Build Delivery," American Institute of Architects and Design-Build Institute of America San Francisco chapter's Demystifying Design-Build Series, San Francisco, CA, 05.07.2015

Panelist, "Best Practices for Public Building P3 Projects: What Works and What Doesn't?," National Council for Public-Private Partnerships/Performance Based Building Coalition P3s for Public Buildings Summit, Miami, FL, 11.17.2014

Co-Presenter, "Procurement and the Laws of Competitive Bidding: Managing Risks," Canadian Bar Association (Saskatchewan Branch) Mid-Winter Meeting, Saskatoon, Saskatchewan, 02.07.2013

Speaker, "The New West Partnership Trade Agreement and Public Sector Procurement in Saskatchewan," Canadian Bar Association (Saskatchewan Branch) Mid-Winter Meeting, Regina, Saskatchewan, 02.02.2012

## **PUBLICATIONS**

Author, "P3 Delivers APM at LAWA," *Project Finance International's 2018 Global Infrastructure Report*, 06.01.2018

Author, "Capturing Innovation," *P3 Bulletin*, 02.01.2016

Author, "Wanted: Trillions of Dollars – New Financial Instruments Might Finally put Sorely Needed Private Dollars to Work," *Real Assets Adviser, A Publication of Institutional Real Estate Inc.*, 06.01.2015

## **HONORS & RECOGNITIONS**

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"California's Top 100 Women Lawyers" honoree, *Los Angeles Daily Journal*, 2019

"Most Influential Women Lawyers" honoree, *Los Angeles Business Journal*, 2018

## **COMMUNITY & PROFESSIONAL**

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Design-Build Institute of America, P3 Committee

FHWA Initiative to Promote Adoption of Value Capture to Deliver Highway Projects, Member of Technical Working Group, 2018-2019

Women's Transportation Seminar: Los Angeles, Legislative Chair, 2018-2019; WTS International Conference, National Programs Committee, 2018-2019

## PRACTICES

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Infrastructure  
Dispute Resolution  
Legislation & Policy  
Procurement & Contracting  
Project Financing  
Regulatory & Compliance Matters

## EDUCATION

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McGill University, LL.B., 1996, *with Great Distinction*  
Osgoode Hall Law School of York University, LL.M., 2004  
University of Saskatchewan, B.A., 1991, *with High Honors*

## ADMISSIONS

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California  
Saskatchewan, Canada