

Brandon J. Davis

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Brandon Davis guides public agency clients through all elements of the procurement, construction contract drafting and contract implementation processes for alternative delivery projects in the United States, including large design-build and public-private partnership (P3) projects.

He offers clients a unique perspective on successfully applying alternative delivery methods for projects because he has helped create state design-build and P3 programs – including passage of enabling legislation – in California, Arizona, Florida, Illinois, Nevada and Utah.

Brandon's expertise includes advising many of the Firm's clients on federal tolling authority and federal aid compliance issues for major transportation projects.

EXPERIENCE

City of Los Angeles, Los Angeles World Airports – Automated People Mover (APM). Key member of the legal team advising on the Automated People Mover (APM) train system at the Los Angeles International Airport (LAX). Achieving financial close in June 2018, the \$4.9 billion project will include six stations and up to nine 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 a light rail line, intermodal transportation facilities and a consolidated rental car center. The developer 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 is the first such system procured through an availability payment P3. Brandon's services included advising LAWA prior to the procurement on the extent of its innovative project delivery authority and on its process for selecting the ideal project delivery method for this and other related projects in its \$10B Landside Access Modernization Program. 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 advising on the world's largest consolidated rental car center (ConRAC) at the Los Angeles International Airport (LAX). 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. The \$2 billion project was procured through an availability payment P3 delivery model. The selected developer will design and build the ConRAC and operate and maintain it for 25 years. The project reached commercial close on November 8, 2018 and financial close on December 6, 2018. Brandon was day-to-day lead on the project through the procurement process, and his services included drafting and negotiating the availability payment P3 contract.

California High-Speed Rail Authority – High-Speed Rail Project. Key member of the legal team advising on key elements of the first phase of a planned 800-mile, \$68 billion high-speed train system connecting the state's major urban centers. Among many assignments, Nossaman has assisted in drafting procurement and contract documents and overseeing the award of a nearly \$1 billion design-build contract for the first 29-mile civil works section between Madera and Fresno, as well as a \$1.37 billion design-build contract to develop the next 60-mile civil works segment south of Fresno – both at prices well under engineer's estimates. Nossaman also has advised the Authority regarding administration of the design-build contracts and the feasibility of using a P3 approach to project delivery. We have advised the agency on a wide range of other legal issues, including Surface Transportation Board approvals for the project and state and federal environmental permitting. Brandon's services include advising on the procurement of trainsets, procurement planning and use of alternative contracting methods.

Port of Long Beach – Gerald Desmond Bridge. Key member of the legal team that advised on procurement of a new 1.5-mile bridge to serve one of the world's largest and busiest container ports. With towers rising more than 500 feet into the air and a roadway standing 200 feet over the water, the project is the first cable-stayed bridge for vehicles ever built in California. The structure, which will feature six traffic lanes and separate bicycle paths and pedestrian walkways, is one of 10 projects authorized under California's P3 Design-Build Demonstration Program. In 2012, the Port entered into a \$649.5 million design-build agreement with a Shimmick/FCC/Impregilo joint venture – the single largest contract ever awarded by the Port. Brandon advised on procurement and contract documents and negotiations and is now helping to implement the agreement during construction.

Illinois Department of Transportation – Alternative Project Delivery Programs. Key member of the legal team helping the Department develop an alternative project delivery program, with a focus on the use of the design-build, construction manager/general contractor and P3 delivery methods. Brandon's services have included helping draft enabling legislation, meeting with industry representatives to address concerns regarding innovative project delivery, development of training manuals and assisting the agency in selecting potential projects for innovative delivery, including meeting with potential proposer teams regarding proposed projects.

Florida Department of Transportation – I-595 Corridor Improvements. Key member of the legal team that advised on procurement of this \$1.8 billion P3 aimed at alleviating congestion on the main east-west traffic corridor in Fort Lauderdale. Redevelopment involved resurfacing 10.5 miles of mainline, building additional lanes and adding three reversible lanes in the median to maximize traffic flow. The 35-year DBFOM concession awarded to a team led by ACS Infrastructure Development reached financial close in March 2009, making it the first in the U.S. transportation sector to use an availability payment compensation scheme. Project financing included a \$781 million bank loan, \$603 million from TIFIA, and \$208 million in private equity. Construction finished on schedule in spring 2014. In 2009, the American Road and Transportation Builders Association named the I-595 upgrade "Project of the Year," and *Project Finance* magazine honored it as "North American Transport Deal of the Year." Brandon played an integral role in the procurement and contract drafting processes for this groundbreaking project and advised the Department on contract implementation issues during the design and construction phases.

Florida Department of Transportation – Port of Miami Tunnel. Key member of the legal team that advised on procurement and financing of this innovative P3 which greatly improved access to and from the Port of Miami. The \$800 million project, which opened in August 2014, included construction of twin 42-foot tunnels under Biscayne Bay, linking Port facilities on Dodge Island with MacArthur Causeway and I-395 and adding capacity in each direction. The transportation agency's 35-year concession agreement with a Meridiam/Bouygues joint venture marked only the second availability payment contract in the United States. Project financing included a \$340 million TIFIA loan, \$342 million in bank debt, and \$80 million in equity. Brandon assisted with risk allocation and drafting procurement and contract documents and advised the Department on contract administration issues during the design and construction phases. The project captured numerous honors, including The American Road and Transportation Builders Association's 2007 Project of the Year; *Project Finance* magazine's Global Deal of the Year and P3 Deal of the Year and *Project Finance International's* North American P3 Deal of the Year in 2009; and *The Bond Buyer's* Nontraditional Financing Deal of the Year in 2010. In 2015, it won the National Council for Public-Private Partnership's Infrastructure Project Award, and in 2016 it earned a *P3 Bulletin* Gold Award for Best Operational Project.

Arizona Department of Transportation – Flagstaff Facilities. Co-leader of the legal team advising on a project to replace the transportation agency's Flagstaff DMV and maintenance facilities. In a unique partnership with the City, ADOT solicited P3 proposals to relocate and consolidate its offices into newly built or existing facilities. This move will reduce agency costs while vacating land for commercial development. In exchange, the private partner would secure ownership of the agency's existing site plus an adjacent parcel owned by the City for a total of 18 acres. The deal will provide ADOT new facilities with no out-of-pocket costs. The agency has entered into a pre-development agreement

with a developer it selected in 2013. Brandon led the team's efforts to develop procurement and contracting documents for this innovative project – the Department's first project under its P3 statute.

California Department of Transportation (Caltrans) – Public-Private Partnerships Program. Member of the legal team that represented Caltrans on its statewide innovative contracting program, including its procurement of the Presidio Parkway Project. Brandon assisted the agency with policy issues, development of procedures and methodologies for implementation of the contracting program and analysis of legislative matters.

Metropolitan Transportation Commission – Express Toll Lanes. Key member of the legal team retained to advise the Metropolitan Transportation Commission on its potential development of a 700-mile network of express toll lanes planned for the nine-county San Francisco Bay Area.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Addressing Existing Employment Under Airport P3s," P3C Media's 2019 Public Private Partnership Airport Summit, San Diego, CA, 07.23.2019

Moderator, "Upcoming Project Showcase: Austin-Bergstrom and Los Angeles International Airport Capital Improvements," P3C Media's 2019 Public Private Partnership Airport Summit, San Diego, CA, 07.23.2019

Moderator, "Solving the Puzzle: Effective Project Delivery Selection Processes," P3C Media's 2019 Public Private Partnership Airport Summit, San Diego, CA, 07.22.2019

Speaker, "Development, Design & Construction – 'Delivering our Future' – a P3 Panel," LAX Coastal Chamber of Commerce, Los Angeles, CA, 03.27.2019

Moderator, "Looking to the Future – The Role of Lifecycle Cost Efficiencies in P3 Projects," P3C Media's P3 Airport Summit, San Diego, CA, 07.23.2018

Panelist, "Packaging P3 Procurements for Complex Projects," Transportation Research Board's 97th Annual Meeting, Washington, DC, 01.08.2018

Speaker, "Legal Issues for Airport P3s – The LAX Experience," Airports Council International – North America, Annual Conference, Legal Affairs Committee Workshop, Fort Worth, TX, 09.16.2017

Panelist, "Legal Issues for Airport P3s and Designing Dispute Systems for Alternative Project Delivery," Transportation Research Board's 56th Annual Workshop on Transportation Law, Salt Lake City, UT, 08.01.2017

Moderator, "Effective Industry Engagement During the Procurement Process," P3C Media's P3 Airport Summit, San Diego, CA, 07.23.2017

Speaker, "Role of Legal Counsel in Availability Payment DBFOM Projects," Airports Council International – North America, Spring Legal Seminar, Portland, OR, 05.04.2016

Speaker, "Leveraging Public-Private Partnerships for Project Development: Deal Structures and Documentation," Strafford, Webinar, 03.24.2016

Speaker, "Agreements for P3 Projects," The Seminar Group, Public/Private Construction Partnerships, Agreements for P3 Projects Panel, Miami, FL, 03.12.2014

Speaker, "Basic Characteristics of P3 Project Delivery and Payment Mechanisms," Construction Management Association of America, Southern California Chapter, Public-Private Partnerships Panel, Long Beach, CA, 09.19.2013

PUBLICATIONS

Author, "Florida's Forward Thinking," *World Highways*, 10.2014

Author, "Effect of Public-Private Partnerships and Nontraditional Procurement Processes on Highway Planning, Environmental Review, and Collaborative Decision Making," *Transportation Research Board of the National Academies, Strategic Highway Research Program*, 2013

Author, "Getting the 'Best Value' from Best Value Procurements," *Design-Build Institute of America Integration Quarterly*, Spring 2012

HONORS & RECOGNITIONS

Outstanding Young Lawyer, J. Reuben Clark Law Society, Los Angeles Chapter, 2017

Selected to the Southern California Rising Stars list for 2009-2017

Selected as a Project Finance Rising Star by *Law360*, 2014 and 2016 (one of only five attorneys nationally to receive this honor)

"40 under 40," *Daily Journal*, 2016

PRACTICES

Infrastructure

Procurement & Contracting

Dispute Resolution

Legislation & Policy

Project Financing

Regulatory & Compliance Matters

INDUSTRIES

Transportation

EDUCATION

University of California, Los Angeles School of Law, J.D., 2004

University of California, Davis, B.A., 2001, Phi Beta Kappa, *with highest honors*

LANGUAGES

Spanish

ADMISSIONS

California