

Christine D. Ryan

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Christine Ryan, head of Nossaman's Austin office, guides public agencies through the process of structuring, developing, financing and operating large, complex and high-profile infrastructure projects, as well as smaller projects delivered through alternative methods – in Texas and around the nation.

A 20-year veteran of the Firm, Christine develops strategies for project development during the procurement process; drafts and negotiates public-private partnership (P3) agreements, design-build contracts and procurement documents; and advises clients regarding insurance, innovative financing and privatization issues. Her practice also includes contract administration, claims management and dispute resolution.

Nossaman is special counsel to the Texas Department of Transportation for its massive design-build and P3 program. Christine has been with the program since its inception – taking the lead on many projects and providing significant assistance to the agency in drafting and modifying the state's enabling legislation, as well as standardized procurement documents for both small and large, complex design-build projects.

EXPERIENCE

Texas Department of Transportation - North Houston Highway Improvement Project Segment 3. Lead attorney advising on what is expected to be one of the largest design-build projects in the history of the United States, valued at approximately \$3.6 billion. This project will mitigate congestion and enhance safety in downtown Houston and for 8 of the top 35 most congested roadways in Texas. Our duties involve drafting a pre-procurement Request for Information and procurement documents. A request for qualifications is anticipated to be issued in fall 2019.

Texas Department of Transportation – Oak Hill Parkway Project. Key member of the legal team advising on the procurement of a proposed \$500 million design-build project to reduce congestion and improve mobility in the Southwest Austin area. The Oak Hill Parkway Project will include the design and construction of approximately 7 miles of non-tolled improvements along US 290 from Circle Drive to Loop 1 (Mopac) and along SH 71 from US 290 to Silvermine Drive. The project will also include the reconstruction of the US 290 and SH 71 interchange. TxDOT issued an RFQ in October 2018 and shortlisted four teams in December 2018.

CPS Energy – JK Spruce Unit 1 SCR Retrofit Project. Leader of the legal team advising the largest municipally-owned utility in the U.S. in connection with the procurement for the design and construction of the selective catalytic reduction component of the Calaveras Power Station in San Antonio, Texas – one of the cleanest coal-fired plants in the U.S. The project is being developed to further reduce emissions. Christine's role includes drafting the request for proposals, including the design-build agreement.

University of Hawaii – Life Sciences Building. Co-leader of the Nossaman team that advised the University on its first design-build project, a 45,000-square-foot structure currently under construction on the Manoa Campus as the new home for the College of Natural Sciences' biology, microbiology and botany departments, as well as the Pacific Biosciences Research Center and the Biological Electron Microscope Facility serving 60 campus labs. Services included review of the procurement package and providing an initial draft of the design-build contract, as well as conducting a statutory compliance review. The state-of-the art facility is anticipated to open in fall 2019.

Texas Department of Transportation – North Tarrant Express Segments 1 & 2W. Leader of the legal team that advised on the pre-development agreement for the North Tarrant Express Project and a toll concession agreement for the first phase, designed to dramatically improve mobility in the growing Dallas/Fort Worth region. Segments 1 & 2W comprise a 13-mile, \$2.05 billion piece of the larger \$5.1 billion North Tarrant Express P3 – a project that will fix existing highway infrastructure and double existing road capacity with a combination of general purpose lanes, continuous frontage roads and managed toll lanes along a 36-mile corridor in Dallas and Tarrant counties. The toll lanes use dynamic pricing to keep traffic moving at 50 mph. Nossaman helped negotiate a 52-year DBFOM concession agreement with a Cintra/Meridiam consortium to complete Segments 1 & 2W and a pre-development agreement to develop plans and concession agreements for additional segments. Financing includes \$573 million in public funds, \$426 million in developer equity, a \$650 million TIFIA loan and \$400 million in PABs. The segments, along I-820 and SH 121/183, opened in October 2014 – six months ahead of schedule. The project captured several awards including *Infrastructure Journal's* Global Transport Deal of the Year in 2009, P3 Co-Project of the Year from the American Road and Transportation Builders Association in 2010, and Best of the Best in the Highway/Bridge category from *Engineering News-Record* in 2016. In 2017, the project was awarded the Infrastructure Award from the National Council for Public-Private Partnerships. Christine advised TxDOT regarding procurement issues, drafted the concession agreement and a pre-development agreement for additional project segments, and assisted with negotiations and commercial and financial close. She is currently advising TxDOT on ongoing contract administration issues.

Texas Department of Transportation – North Tarrant Express Segments 3A & 3B. Key member of the legal team advising on the second phase of an innovative highway improvement and managed lanes P3 to alleviate heavy congestion in the Dallas/Fort Worth area. Nossaman helped negotiate a 2013 concession agreement with a Cintra/Meridiam joint venture for the \$1.5 billion Segments 3A & 3B portion, which rebuilds general purpose lanes and adds two tolled options for 10 miles along I-35W from I-30 to U.S. 81/287 – doubling the capacity of the existing roadway. Financing includes \$430 million in developer equity, a \$531 million TIFIA loan, \$274 million in PABs and \$127 million in public funds from TxDOT and the North Central Texas Council of Governments. Construction of both segments was completed in 2018. *Infrastructure Investor* magazine named the project North American Transport Deal of the Year in 2014. Christine assisted TxDOT with negotiation of an implementation plan for the facility, including key terms for the concession agreement, negotiation of a tolling services agreement between TxDOT and the North Texas Tollway Authority, and commercial and financial close. Nossaman is currently advising TxDOT on contract administration matters.

Texas Department of Transportation – LBJ Express. Key member of the legal team that advised on a critical project to ease pressure on a congested 17-mile corridor along the IH-635 and IH-35E in the Dallas Metropolitan area. Nossaman guided procurement of a DBFOM toll concession agreement with a Cintra/Meridiam joint venture for the \$2.7 billion upgrade, one of the largest P3 undertakings in U.S. history. The project includes four main lanes and two to three continuous frontage road lanes in each direction, along with two to three managed lanes in each direction that will use congestion pricing to keep traffic moving at 50 mph. LBJ Express, the first transportation upgrade to receive federal tolling authorization under the Express Lanes Demonstration Program, reached financial close ahead of schedule in 2010 and was completed in 2015. Financing included \$490 million in public funds, \$672 million in developer equity, an \$850 million TIFIA loan, and \$606 million in PABs. The American Road and Transportation Builders Association named LBJ Express P3 Co-Project of the Year in 2010. Christine assisted with procurement, negotiation and financing issues and continues to advise on ongoing contract administration.

Texas Department of Transportation – SH 130, Segments 5 & 6. Key member of the legal team who advised on the first toll concession agreement in Texas history – a \$1.36 billion 41-mile stretch of tolled lanes and frontage roads between San Antonio and Austin. The \$1.36 billion roadway, which opened ahead of schedule in late 2012, extended the SH 130 portion of the Central Texas Turnpike Project from south Austin to north San Antonio via a DBFOM contract with a Cintra/Zachry joint venture. Financing included \$683 million in commercial debt, \$197 million in private equity and a \$430 million TIFIA loan. The project netted several honors including the Federal Highway Administration's 2011 Excellence in Utility Relocation and Accommodation Award in the incentives category and *Project Finance* magazine's 2008 Transportation Deal of the Year. Christine assisted TxDOT with negotiations and development of follow-on

agreements to the initial pre-development agreement, including a concession agreement for the SH 130 Segments 5 & 6 facility. Christine is currently assisting TxDOT with contract administration.

Texas Department of Transportation – U.S. 181 Harbor Bridge Replacement. Christine is the leader of the legal team advising on replacement of the nearly 60-year-old Harbor Bridge spanning the Corpus Christi shipping channel with a new structure that will be the longest cable-stayed bridge in North America. The \$800 million DBOM project designed to improve safety, includes the new bridge, demolition of the existing structure and reconstruction of portions of U.S. 181, I-37 and the Crosstown Expressway. TxDOT issued an RFP to shortlisted teams in October 2014 and chose a Flatiron/Dragados consortium as preferred bidder in April 2015. The parties entered into an agreement in October 2015. Construction of the replacement bridge began in 2016 and is anticipated to conclude in 2020. Our services include procurement and pre-development strategies, drafting procurement documents, including the DBFOM agreement, and assisting with project finance requirements. We also advised the transportation agency regarding responses to proposer questions about commercial terms, negotiations with the preferred bidder and post-selection approvals. Ms Ryan is currently advising TxDOT in connection with contract administration.

Texas Department of Transportation – Grand Parkway, Segments H, I-1 and I-2. Leader of the legal team that advised on a \$1 billion, 52-mile portion of the Grand Parkway (SH 99). Nossaman is owner's counsel for the design-build and long-term capital maintenance contracts for Segments H, I-1 and I-2. The design-build and capital maintenance contracts were awarded in 2017. Christine's role during the procurement included formulating the contracting and procurement structure, drafting the contract and procurement documents, addressing risk allocation and negotiating the contract documents. Ms Ryan is currently assisting with contract administration and claims management.

Texas Department of Transportation – Grand Parkway, Segments F-1, F-2 and G. Leader of the legal team that advised on a DBM procurement for a \$1.45 billion 37-mile, three-segment portion of a planned 184-mile tolled network to improve mobility around the Houston Metro area. When complete, the Grand Parkway (SH 99) will be the largest beltway in the U.S. Improvements include tolled main lanes, frontage roads, crossing streets and utility adjustments. Nossaman helped guide the agency's 2013 contract with a Zachry/Odebrecht joint venture that bid \$300 million less than the next closest candidate and offered a completion date seven months sooner. Segments F-1 and F-2 opened in February 2016 and Segment G opened in March 2016. Christine's duties included formulating the contracting and procurement structure, drafting and negotiating the subsequent documents, and addressing risk allocation. She continues to assist with contract implementation.

Texas Department of Transportation – SH 360. Key member of the legal team advising on a \$625 million, 9.7-mile tolled extension of SH 360 in Arlington to U.S. 287 near Mansfield in the Dallas/Fort Worth area aimed at relieving stress on highly congested local roads. The \$300 million initial phase of the project includes a four-lane divided tollway north and two divided lanes south of East Broad Street, as well as an interchange at U.S. 287. TxDOT will eventually add more tolled lanes to the route. Christine drafted the agreement between TxDOT and the North Texas Tollway Authority, which calls for TxDOT to design, build and finance the project before turning it over to the Authority for ownership and tolling. TxDOT awarded the contract to a Lane/Abrams joint venture in May 2015. Construction began in fall 2015 and the project reached substantial completion in 2018.

Texas Department of Transportation – SH 130 Segments 1-4. Leader of the legal team that advised on a \$1.3 billion design-build contract and a 15-year maintenance agreement for segments 1-4 of SH 130, which opened to traffic between 2006 and 2008. Christine advised the transportation agency on procurement issues, including responses to proposer questions, risk allocation and proposer meetings, and drafted procurement documents including the design-build agreement and a capital maintenance agreement. She also assisted TxDOT with contract administration issues until completion of the project.

Dallas Area Rapid Transit – Cotton Belt Corridor. Leader of the legal team that advised DART in connection with a planned 62-mile commuter rail line through Tarrant, Dallas, Collin and Rockwall counties servicing the northeast suburbs of Dallas to southwestern Fort Worth, with a major terminal at DFW Airport. Christine helped DART draft P3 guidelines for the project, including standards for submission and evaluation of unsolicited proposals, solicitation of competing proposals and contract documents.

Louisiana Department of Transportation and Development – US 90/LA 85 Interchange. Leader of the legal team advising on procurement of a design-build interchange project in Iberia Parish that is part of the transportation agency's efforts to make US 90 a limited-access highway and bring more than 75 miles up to interstate standards. The \$24.5 million upgrade includes two new parallel girder bridges, relocation of a communication tower and

roadway patching and paving. The interchange, completed in 2011, was fully financed through 2009 American Recovery and Reinvestment Act stimulus funding. The Design-Build Institute of America honored DOTD as 2011 Transportation Owner of the Year in the highway bridges category for its work on a package of five design-build construction projects including this interchange. Nossaman is also engaged in procurement of a design-build contract for I-10 Widening Project in Baton Rouge, which widened the highway from four to six lanes of travel, and included work on bridges and overpasses. This segment was part of the \$315 million Geaux Wider program to add improvements to I-10 and I-12 in East Baton Rouge and Livingston Parishes.

Orange County Transportation Corridor Agencies – Orange County Public Toll Roads. Key member of the legal team advising these agencies on all aspects of planning, developing and operating their toll road system since 1990. The TCAs were formed by the California Legislature in 1986 to plan, finance, construct and operate Orange County's public managed lanes network. The system was primarily financed with proceeds from toll revenue bonds, reducing the need for taxpayer investment in roadway development. Nossaman advised on all of TCA's contracts, including more than \$2 billion of design-build contracts and operation and maintenance contracts for toll roads, facilities and systems. Christine's duties included work on contract documents as well as litigation of a contract dispute relating to the toll collection system.

Alameda Corridor Transportation Authority – Mid-Corridor Project. Member of the legal team that advised on procurement of a \$780 million design-build contract with a Tutor Saliba/Parsons/HNTB joint venture covering the critical 10-mile middle section of the Alameda Corridor rail/grade separation project in Los Angeles. The entire \$2.4 billion, 20-mile project, linking the Ports of Los Angeles and Long Beach with the national freight rail system, opened on time and under budget in 2002. Improvements included a series of bridges, underpasses and overpasses separating freight trains from street traffic and passenger trains. The Firm oversaw procurement strategy, contract documents, right-of-way acquisitions, utility agreements and federal funding compliance. The line, which opened on time and under budget in 2002, captured more than a dozen industry honors including the 2003 Design-Build Institute of America Project of the Year award.

MGM Grand-Bally's Monorail LLC – Las Vegas Monorail. Leader of the legal team that advised a Bombardier/Granite joint venture in the procurement process for the four-mile Las Vegas Monorail, which eases travel between attractions up and down the Vegas Strip. Nonprofit Las Vegas Monorail Co. acquired the line after it opened. Christine managed the \$650 million project during the contract negotiations phase, preparing and negotiating the design-build-equip agreement, right-of-way acquisition and other third-party agreements and providing claims management and avoidance assistance once construction began. She also advised on project finance and legislative and regulatory authorizations.

Orange County Transportation Authority – SR-22 HOV. Member of the legal team that assisted with the procurement process for the \$300 million SR-22 High Occupancy Vehicle project, which included HOV and auxiliary lanes and interchange and connector improvements on the Garden Grove Freeway. The project, awarded to a Granite/Myers/Rados joint venture, opened in fall 2006. Christine's work included assisting with legislative and regulatory authorizations.

New Jersey Transit Corporation – Hudson-Bergen Light Rail. Member of the legal team that assisted in procurement of the design-build contract for a \$1.9 billion, 20.6-mile transit system along Northern New Jersey's congested Hudson River waterfront. Awarded in 1995 to an entity affiliated with Raytheon (now part of Washington Group), it is the state's largest public works project and the first DBOM transit contract in the U.S.

Utah Transit Authority – West-East Line. Member of the legal team that assisted in reviewing proposed design-build contract procurement documents for compliance with Federal Transit Authority requirements.

Utah Department of Transportation – Legacy Parkway. Member of the legal team that assisted in drafting a design-build agreement and procurement documents for the Legacy Parkway Project – a 19-mile, four-lane divided highway extending from the interchange of the 2100 North and I-215 Salt Lake City to I-15 near Farmington. The transportation agency awarded the project to a Fluor/Ames/Kramer joint venture in late 2000.

INSIGHTS

SPEAKING ENGAGEMENTS

Speaker, "Transportation for a Smart, Sustainable, and Equitable Future," Transportation Research Board's 98th Annual Meeting, Washington, DC, 01.13.2019

Panelist, "Lessons Learned from Contract Terminations and Contractor Bankruptcies," Transportation Research Board's 57th Annual Workshop on Transportation Law, Cambridge, MA, 07.17.2018

Moderator, "Establishing and Maintaining Momentum for a Sustainable P3 Program," P3C, Dallas, TX, 02.27.2018

Panelist, "Workforce Development: Planning for the Future," Irving Transportation Summit, 08.16.2017

Speaker, "The Power of P3 for Oklahoma, Design-Build Institute of America," Brown Bag Webinar, 08.03.2017

Panelist, "Lessons Learned From Procurement Protests," Transportation Research Board's 56th Annual Workshop on Transportation Law, Salt Lake City, UT, 07.31.2017

Panelist, "Why the 'F' in DBFOM," The Public-Private Partnership Airport Summit, San Diego, CA, 07.25.2017

Speaker, "Risk Management Inside Legal Strategies, Legal Perspective," Transportation Research Board Annual Workshop on Transportation Law, Chicago, IL, 07.21.2015

Moderator, "Key Considerations for Implementing PPP Projects," 2015 Public-Private Partnership Conference & Expo, Dallas, TX, 02.24.2015

Speaker, "Risk Transfer Strategies in Different Project Delivery Models: Legal Perspective," Transportation Research Board Annual Meeting, Washington, DC, 01.12.2015

Speaker, "PPP Post-Award Practices: PPP Agreement Administration and Insurance," Design-Build Institute of America Design-Build Conference & Expo, Dallas, TX, 10.07.2014

Speaker, "Celebrating Our Legacy, Anticipating Our Future," Transportation Research Board's 93rd Annual Meeting, Washington, DC, 01.12.2014

Panelist, "Insurance and Surety Session: Insurance Basics for Transportation Professionals," Transportation Research Board's 52nd Annual Workshop on Transportation Law, Nashville, TN, 07.23.2013

Panelist, "Joint Venture Public and Private Partnerships," ACEA Central Texas Infrastructure Design & Construction Symposium, Austin, TX, 04.20.2011

Speaker, "Implementation of the Texas Concessions Initiatives," Washington, DC, 01.13.2009

PUBLICATIONS

Co-Author, "It's All About Timing: PPP Payments," *Project Finance International Global Infrastructure Report*, 06.2013

Co-Author, "Financial Close of Texas DOT's I-635 Marks Monumental Achievements," *Public Works Financing*, 07.01.2010

COMMUNITY & PROFESSIONAL

American Bar Association, Environmental Section
Women's Transportation Seminar

PRACTICES

Infrastructure
Dispute Resolution
Legislation & Policy

Procurement & Contracting
Project Financing
Regulatory & Compliance Matters

INDUSTRIES

Government & Public Sector
Transportation

EDUCATION

University of Southern California School of Law, J.D., 1992, Editor, Interdisciplinary Journal
University of California, Los Angeles, B.A., 1988

ADMISSIONS

Texas
California
Hawaii