



## Experience: Social Infrastructure

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- Advised **Aberdeen Infrastructures** in the acquisition of 100% of the shares of Concesionaria de Prisiones Figueras, S.A.U., a concessionary company, for a contract regulating the granting of surface rights for the construction and maintenance of a building to be used as the penitentiary center in the municipality of Figueras (Catalonia). Also advised on the building's leasing to the Generalitat de Catalunya, including advice related to the subrogation of the buyer in the project finance documents, especially the sponsor support agreement and the share pledge agreement.
- Representing a **Middle Eastern engineering company** in an ICC arbitration commenced by a Middle Eastern contractor against the client, an Algerian joint venture in a dispute relating to an agreement for the construction of a security base, security camp, and guardhouse in the Algerian Sahara.
- Represented **Georgetown University** in connection with the negotiation and commercial close of a comprehensive energy P3 agreement with ENGIE. The agreement addresses sustainability and energy conservation at the university's campuses through ENGIE's management of the university's utility system. During the term of the agreement, ENGIE will assume responsibility for the enhancement, operation, and upkeep of the electrical, heating and cooling, and domestic water systems. Georgetown will retain ownership of its facilities and control over decisions related to capital improvements. Through capital improvement and energy conservation programs, the partnership will generate operational efficiencies, position Georgetown to reduce its energy use intensity by at least 35% by 2030, and create additional resources that will enable the university to deepen its focus on fostering a leading academic community in a sustainable way.
- Represented the **University of Idaho** in connection with the university's public-private partnership with a joint venture between Plenary and Sacyr for a 50-year lease and concession of the university's energy assets. The joint venture will make an upfront payment to the university of \$225 million.
- Advised the **University of Iowa** in connection with a concession for its energy and water systems, in a public-private partnership with a consortium of ENGIE and Meridiam. The overall consideration for the transaction is approximately \$1.165 billion. Under this agreement, ENGIE will operate, maintain, optimize, and improve the on-campus utility systems for the university. The scope includes providing heating, cooling, and electricity to the campuses through a dedicated network while also managing high-quality and sanitary water and storm sewer services. One of the key features of this agreement is to help the university transition to coal-free energy production on campus by January 1, 2025, if not sooner. In March 2021, the University of Iowa's energy management program was recognized by both Infrastructure Investor as the "Energy Deal of the Year" and P3 Awards as the "Best Utilities Project of the Year."
- Advised **Northeastern University** in its negotiation with Brisbane, Australia-based QIC Global Infrastructure for QIC to manage, operate, and maintain the university's parking system for 50 years in exchange for an upfront payment. QIC formed MasParc and Mobility LLC, a new company that will oversee all aspects of the parking system at Northeastern. In October 2019, Northeastern University was recognized by P3 Awards as the winner of the 2019 "Best Education and Higher Education Project."
- Advised **Caisse des Depots et Consignations**, as shareholder of Campus Agro SAS (a company created by AgroParisTech, INRA, and CDC), on a project including a public-public partnership and a public-private partnership (€257 million) lasting for 30 years with a consortium led by GTM Bâtiment (VINCI group) and ENGIE Cofely. The consortium will design, build, maintain, and operate the new AgroParisTech-INRA campus in Saclay.

- Advised **The Ohio State University** in connection with a comprehensive energy management program for the university to be provided by Ohio State Energy Partners, a consortium comprised of ENGIE North America Inc. and Axium Infrastructure US Inc. The overall consideration for the transaction is approximately \$1.2 billion. The deal is a first of its kind public-private partnership given its scope, depth, and subject matter. The 50-year lease and concession agreement encompasses leasing the university's existing utility system (including electricity, steam and condensate, chilled water, natural gas, and geothermal power) to a third-party concessionaire, implementation of energy conservation measures by the concessionaire to meet certain energy savings goals, assistance with the procurement of energy supplies for the university, and development of an academic collaboration relationship with the university (including the construction, in collaboration with the university, of a visionary project expected to cost more than \$40 million). In March 2018, The Ohio State University's energy management program was recognized by IJGlobal at the IJGlobal Awards 2017 ceremony as the winner of the "North American Deal of the Year" award. IJGlobal is the leading online database of infrastructure and project finance transactions and assets.
- Advised **Corix Infrastructure (US) Inc.**, a utility infrastructure firm, in its acquisition of Cleveland Thermal, LLC, a provider of district energy services to buildings throughout downtown Cleveland, Ohio.
- Represented **Loma Linda University Medical Center** in connection with a multi-year campus transformation project of approximately \$1 billion, which includes construction of two new hospital towers, a parking structure, and associated infrastructure upgrades. Jones Day has completed the parking structure design-build contract, the construction management contracts, the architectural services agreement, and the contract for construction of the new towers.
- Represented **Dorilton Capital** in the acquisition by portfolio company Traditions Health, LLC, a national hospice and home health provider, of Roswell, Georgia-based Homestead Hospice, a multi-state provider of hospice services. Homestead operates 26 offices across five states: Georgia, South Carolina, Alabama, Ohio, and Arizona.
- Provided advice to **ING Capital LLC**-led syndicate on the restructuring (due to, among others issues, the sale of a majority stake of the project to financial sponsors) of the Can Misses Hospital (Ibiza, Spain) project financing granted in favor of the Concesionaria Can Misses, the concessionaire managing the non-medical premises of the Can Misses Hospital of Ibiza, Spain.
- Advised **Aberdeen Infrastructure** in the acquisition of 22% of the shares in Urbs Iudex et Causidicus, S.A., a concessionary company for the construction, operation, and maintenance of the City of Justice of Barcelona, including advice related to the subrogation of the buyer in the project finance documents, especially the sponsor support agreement and the share pledge agreement.
- Advised **The Wright Group** in connection with the sale of the Medical City Green Oaks Hospital campus in Dallas, Texas, to an affiliate of Healthpeak Properties, Inc.
- Jones Day advised an **affiliate of Transwestern Investment Group** in its joint venture to purchase certain real property in California and develop industrial and warehouse buildings.
- Advised **Aberdeen Infrastructure**, as sponsor, in the refinancing of its current financial debt granted in connection with the concession of a public building located in Seville, Andalusia, Spain.
- Advised **Webster Bank N.A.**, as a lender, in connection with its acquisition of a portion of a credit facility secured by 27 medical office buildings.
- Advised **Portigon AG, Sucursal en España**, and other lenders in connection with the shareholding restructuring of the Cocheras de Jerez project and subsequent refinancing of the €31.5 million project financing for the construction, maintenance, and operation of three automobile parking lots in Jerez de la Frontera, Cadiz, Spain.
- Jones Day advised **Banco Sabadell, S.A.** and corresponding members of a larger syndicate on the shareholding restructuring of the €100 million San Sebastián de los Reyes Hospital project in Madrid, Spain.
- Advised **Caixabank** (f.k.a. Bankia, S.A.), BBVA, and other members of a larger syndicate, including the European Investment Bank, on the shareholding restructuring of the €220 million Vigo Hospital project in Pontevedra, Spain.
- Represented a **Kuwaiti construction firm** before the Civilian Board of Contract Appeals in the largest-ever contract case brought against the U.S. State Department. The construction firm's claims related to additional work performed and costs incurred in connection with wartime construction of the new U.S. embassy compound in Baghdad, which, at the time of the project, was the largest U.S. embassy ever built. Following several years of active litigation, the State Department agreed to settle the claims just days before trial. The settlement resulted in one of the largest payments from the U.S. Department of Treasury Judgment Fund on behalf of any federal agency in the past decade.

- Advised **Promotora y Desarrolladora Mexicana, S.A. de C.V.** (Prodemex), as sponsor, in an initial public offering of an energy and infrastructure investment trust (Fibra-E) in the amount of US\$306 million for the acquisition of 50% of equity interest in three subsidiaries of Prodemex, which hold certain long-term service contracts in connection with two prisons located in Jalisco, Durango, and a toll road “Solidaridad Las Torres” located in Toluca, State of Mexico, respectively. The price of the certificates was MX\$18.5 per certificate, and the proceeds were used to pre-pay certain financial debt to release guarantees and liens involving the projects and their assets. The operation represented a high level of complexity due to the strict regulation and confidentiality to which the projects are subject. There have been only four IPOs of the kind in Mexico, and Jones Day has participated as counsel to the issuers in two of them. Prodemex is a 100% Mexican company founded in 1996 that has more than 21 years of experience in the development and construction of infrastructure projects for the country’s public and private sectors.
- Advised **East West Bank** in the rehabilitation of a historic building in Cortland, New York. The transaction was structured to generate federal and state historic rehabilitation tax credits and involved investments by East West Bank estimated to total \$4.3 million.
- Represented a **Toledo hospital consortium** in connection with the financing of the construction, maintenance, and exploitation of the Toledo University Hospital in Spain.
- Advised **Aberdeen Infrastructure (HoldCo) B.V.** in its acquisition of an additional participation in the share capital of a concession company managing a hospital, achieving a 100% participation.
- Represented **Capital One Bank, N.A.**, as administrative agent, in connection with a \$534.9 million term loan used to finance the acquisition of 34 medical office buildings located in 14 states.
- Represented **Atlantic Health System** in the transfer of ownership of Hackettstown Regional Medical Center from Adventist HealthCare to Atlantic Health System. After the acquisition, Atlantic Health System became the sole corporate member of the renamed Hackettstown Medical Center. In addition to negotiating the transaction and drafting the deal documents, Jones Day advised regarding real estate, tax, antitrust, and other regulatory issues related to the transaction.
- Advised **Aberdeen Infrastructure (HoldCo) B.V.** in connection with the acquisition of a certain stake in the share capital of three concessionaire companies through a joint venture incorporated by the client with Somague Concessões.
- Advised **Aberdeen Infrastructure (HoldCo) B.V.** in connection with its acquisition of a stake in the share capital of a Madrid hospital concession.
- Represented **Lend Lease** in the sale process of its equity interest in the concessionaire company Hospital de Majadahonda S.A. and the infrastructure company Sociedad Hospital de Majadahonda Explotaciones S.L., for the concession of the construction and operation of the Puerta de Hierro Majadahonda Hospital, Madrid.
- Represented **The Cleveland Clinic Foundation** in connection with the purchase of a suburban Cleveland, Ohio, medical office building as part of, and as contemplated by, a master agreement with the City of Lakewood, Ohio, concerning the cessation of operations of Lakewood Hospital and the future construction by The Cleveland Clinic of a \$30+ million family health center in Lakewood, Ohio.
- Advised **Community Memorial Health System** on a new hospital project, at the time the largest construction project in the City of Ventura. Jones Day prepared the design-build contract for this seven-level hospital and has advised on issues arising out of the construction.
- Jones Day has served as one of the primary construction counsel to **Los Angeles Unified School District** over the course of its historic, more than decade-long, \$20+ billion school construction program. Jones Day has advised the District on its form of contracts for design-bid-build contracts, bond forms, and developed its master form of design-build contract. Jones Day prepared the design-build contracts used on the District’s first design-build contract for Dorsey High School and has prepared design-build contracts for use on several other projects, including most recently for the Mandarin Immersion middle school that feeds into Venice High School.

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