

## Public-Private Partnerships

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Miller Canfield is a leader in delivering cost-effective and innovative solutions in the area of public-private partnerships (P3). Our P3 team offers full-service and seamless representation across the span of an entire project, often starting with legislative solutions to enable such projects to advance. Through the financing, designing, construction, operation and maintenance phases, Miller Canfield offers insights and guidance that are only available from law firms that have specific expertise in contractual arrangements between public- and private-sector entities.

The firm's multidisciplinary team has counseled stakeholders in projects that capitalize on each entity's skills and assets, providing solutions that enable each to share in the risk as well as the reward of partnership. The firm has served as legal counsel on the most significant P3 and complex, innovative and impactful infrastructure projects in the State of Michigan, as well as in Chicago and outside the Midwest region.

Our P3 Team draws on decades of experience, political connections, and deep knowledge of public funding, financial institutions, economic incentives and the construction industry, throughout the evolution of P3 partnerships, dating as far back as the 1930s. This deep level of expertise helps public- and private-sector clients understand, mitigate and allocate the risks of P3 endeavors.

Our expertise includes:

- Crafting solutions and legislation
- Structuring finance agreements
- Confidentiality agreements
- Due diligence and analysis
- Cost-benefit analysis
- Complex transactions
- Labor negotiations in privatization of services
- Wage and hour and benefits negotiations with labor unions
- Concession agreements
- Real estate acquisitions and dispositions
- Bankruptcy and restructuring
- Health systems mergers
- Bidding procurements
- Tax issues and compliance

Our P3 Team has helped create innovative solutions that enable the private sector to work with government entities on:

- Infrastructure projects, including international projects

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- State office building construction and renovation
- Public university student housing
- Public housing projects
- Major sports facilities and convention centers
- Parking structures
- Research and testing facilities
- Airport lease agreements
- Renewable energy projects

## Representative Matters

### **Little Caesars Hockey Arena and Related Development**

We represented the private sector developer on the \$1 billion development project financed in part with State of Michigan tax-exempt bonds, on all aspects of the project, including real estate, land acquisition, title clearance, environmental, legal structuring, planning, zoning, financing, leasing, special legislation, tax-exempt bonds, architect agreements, construction and labor.

### **Gordie Howe Bridge**

In the summer of 2012, an agreement between the State of Michigan and the federal government of Canada was executed. This agreement provides for the construction and operation by Canada, acting through a private concessionaire, of a new international bridge extending from southwest Detroit to Windsor, Ontario. Miller Canfield developed the legal framework for the Crossing Agreement between Michigan and Canada, enabling the two parties to move forward with the bridge's construction without requiring new legislation and without any cost to the State of Michigan. The Crossing Agreement was also approved by the Department of State.

### **Huntington Place (formerly Cobo) Center Expansion**

Miller Canfield drafted the legislation enabling the transfer of the Cobo Conference Center from the City of Detroit to the newly created Detroit Regional Convention Facility Authority. The firm served as lead counsel to the Authority in structuring the asset transfer between the City and the Authority, served as lead bond counsel in the \$300 million issuance by the Authority to redevelop the facility, and counseled the Authority on the engagement of a private management firm to operate the facility, while preserving the tax-exempt financing and remaining in compliance with state law.

### **City of Chicago Midway Airport**

From 2010 to present, Miller Canfield has served as securities disclosure counsel to the City of Chicago, and on pre-2014 financings as underwriters' counsel on financings in excess of \$1.4 billion for debt refinancing and expansion of the City of Chicago Midway Airport.

### **Student Housing Facilities**

Miller Canfield served as external transaction counsel to a public university in connection with its recently completed 40-year student housing partnership. The project includes the construction by the concessionaire of new on-campus

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student housing facilities and the privatization of existing on-campus student housing facilities. Miller Canfield advised the client throughout the course of the transaction, including developer interview and selection, transaction structuring and evaluation, and review and negotiation of the Service Concession Agreement and related project and transaction documents.

### **Student Housing Facilities**

We served as legal counsel to a Michigan university in connection with a 75-year partnership for the construction and management of six resident living-learning community buildings, together with a lodge for student gatherings, multipurpose meeting spaces, a tutoring center and classrooms. The \$80 million total cost of the project is being funded with 100% developer equity. Miller Canfield advised the university on all aspects of the project, including developer selection, transaction structuring and evaluation, negotiation of legal documents and financial close.

### **Commonwealth of Kentucky State Office Building Project**

Miller Canfield served as underwriter's counsel in a \$68 million tax-exempt financing of a P3 project for the construction of an approximately 371,000-square-foot office building for the Commonwealth of Kentucky. The building was built and is owned by a single-purpose private entity and is leased to the Commonwealth.

### **Joint Utility Authorities**

Assisted two governmental clients in establishing a joint utility authority to finance a \$7.7 million new public water and sewer systems to support the development of a new \$500 million wood processing plant.

### **Solar Farm Development**

Miller Canfield served as counsel to the University of Illinois in a solar farm project, which was built and is owned and operated by a German solar power developer, and the university purchases all of the output.

### **Energy Efficiency Financing**

In 2011, Miller Canfield served as underwriter's counsel for a large energy efficiency financing for the State of Delaware, through a state-owned utility created for this purpose, in which improvements were made and paid for by private parties, which were repaid from energy savings. At the time, it was a novel approach to sustainable energy development and was the first pooled sustainable energy project in the United States.

### **Detroit Metro Airport McNamara Terminal and Hotel Project**

Miller Canfield served as bond counsel to the Wayne County Airport Authority on the \$1.2 billion financing of a new terminal and private airport hotel. The firm also served as legal counsel to the construction manager/builder of the Detroit Metro Airport.

### **Ford Field**

Represented the construction manager/builder in the construction of the Lions NFL stadium in Detroit.

### **Comerica Park**

Represented the private sector developer in the construction and financing of the Tigers Major League Baseball stadium located in Detroit.