



firm profile

McMillan is a modern and ambitious business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, Montréal and Hong Kong. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan’s commitment to serve our clients, our local communities and the legal profession. For more information, please visit our website at www.mcmillan.ca.

contacts

Peter A. Willis
416.865.7210

infrastructure

overview

The infrastructure decisions made today will shape the communities of tomorrow. Indeed, effective and efficient infrastructure is essential to maintaining our standard of living and growing our economy. The challenge today, however, is that rapid urbanization is stretching infrastructure to its limit, just as governments are under pressure to tighten their purse strings.

The result has been a significant increase in collaboration between the public and private sectors. These innovative schemes enable governments and quasi-governmental organizations to deliver the infrastructure that their citizens need in a more efficient way, sharing risks and responsibilities. But the incorporation of commercial approaches to public infrastructure has also led to increased complexity as the private and public sectors work to create the right partnership structures and risk-sharing agreements that allow each party to achieve their respective goals.

McMillan's Infrastructure Industry Group is made up of lawyers with deep experience in the structuring and execution of major infrastructure projects. We provide a complete range of services related to infrastructure, including assistance with procurement, construction, financing, environmental review, community consultation, tax and regulatory issues.

Our clients include owners, developers, governments, lenders, contractors and other service providers who look to McMillan to leverage the full scope of expertise within our firm and – where necessary – specialist outside advisors such as engineers, architects, municipal planners and environmental consultants to ensure they consistently receive the best advice possible.

representative transactions

The following is a representative sampling of some of the projects that we have been involved in:

Health

- **New Oakville Hospital** – Consortium counsel to Hospital Infrastructure Partners, a consortium comprised of Carillion Private Finance Limited, certain funds managed by Fengage Capital Management Ltd. and EllisDon Inc. as equity providers in connection with their successful bid and recent closing of the approximately \$2 billion New Oakville Hospital Project in Oakville, Ontario, which was financed via a combination of bank debt and a broadly marketed bond issuance



infrastructure

- **St. Joseph's Regional Mental Health Care Project** – Counsel to Integrated Team Solutions, the successful private sector bidder, in connection with a \$830.5 million project to design, build, finance and maintain two new mental health care facilities in London and St. Thomas, Ontario
- **Mental Health Centre Penetanguishene** – Counsel to Integrated Team Solutions, the successful private sector bidder, in connection with a \$474 million project to design, build, finance and maintain a new, state-of-the-art forensic mental health facility in Penetanguishene, Ontario
- **McGill University Health Centre Project** – Counsel to the bond underwriters in connection with a \$764 million long-term senior secured bond issuance to partially finance the MUHC new Glen Campus in downtown Montréal as part of a 34 year public private partnership
- **KGH Interior Heart and Surgical Centre** – Represented a private sector bidder in connection with its proposal to design, build, finance and maintain the a new Interior Heart and Surgical Centre in British Columbia
- **London Health Sciences Centre and St. Joseph's Health Care, London** – Counsel to EllisDon Corporation, the successful private sector bidder, in connection with two redevelopment projects valued at \$211.8 million and \$49.2 million respectively
- **Humber River Regional Hospital Project** – Counsel to a consortium in connection with its response to Infrastructure Ontario's RFP for the building and financing of the Humber River Regional Hospital Project
- **Restigouche Hospital** – Counsel to the lenders to a private sector bidder in connection with its proposal to design, build, finance and maintain the New Restigouche Hospital Centre Project in New Brunswick
- **Windsor Regional Hospital Project** – Counsel to a consortium in connection with its response to the Ontario government's RFP for the building and financing of the Windsor Regional Hospital Project
- **Woodstock General Hospital** – Counsel to Integrated Team Solutions, the successful private sector consortium in connection with a \$685 million project for the building, financing and maintenance of the new Woodstock General Hospital
- **Kelowna General Hospital and Vernon Jubilee Hospital** – Represented the mandated lead arrangers and lenders, Royal Bank of Canada and Dexia Crédit Local S.A. in respect of the \$435 million design, building, financing and maintenance project for new facilities at Kelowna General



infrastructure

Hospital and Vernon Jubilee Hospital in British Columbia by Infusion Health, the successful private sector consortium

- **Sault Area Hospital** – Represented CIT Financial Ltd. and a syndicate of financial institutions in connection with the building, financing and delivery of certain services for the \$408 million new Sault Area Hospital project
- **Lakeridge Health** – Counsel to Aecon Buildings as the successful private sector proponent in respect of the \$91.5 million redevelopment at Lakeridge Health's Oshawa site by renovating and bringing into use the six in-patient floors above the Durham Regional Cancer Centre
- **Henderson General Hospital** – Counsel to EllisDon Corporation as the successful private sector bidder in connection with the \$259.2 million building and financing of the Henderson General Hospital Redevelopment Project in Hamilton, Ontario
- **Bluewater Health Capital Redevelopment Project** – Represented EllisDon Corporation, the successful private sector bidder, in connection with the \$214 million building and financing of the Bluewater Health Capital Redevelopment Project in Sarnia, Ontario
- **Sudbury Regional Hospital** – Represented the financiers in connection with the building and financing of the consolidation of services at Sudbury Regional Hospital by EllisDon Corporation
- **William Osler Health Centre** – Represented CIT Group Securities (Canada) Inc., as arranger, and a syndicate of financial institutions in connection with the financing of the design and construction of a new 608-bed hospital for William Osler Health Centre. This was the first major acute care hospital PPP project in Canada to reach financial close
- **Rouge Valley Ajax and Pickering Hospital Phase I** – Represented Aecon Group Inc., the successful private sector bidder, in connection with the \$94 million building and financing of the Rouge Valley Ajax Pickering Hospital Phase I Redevelopment Project in Ontario
- **Trillium Health Centre** – Counsel to the financiers in respect of the building and financing of a new west wing for the Trillium Health Centre in Mississauga, Ontario by EllisDon Corporation
- **Women's College Hospital** - Representing a private sector consortium in connection with its proposal to design, build, finance and maintain the new Women's College Hospital in Ontario
- **Fort St. John Hospital** - Counsel to the lenders to a bidding consortium in respect of its response to an RFP from



infrastructure

Partnerships BC for the design, building, financing and maintenance of the Fort St. John Hospital, British Columbia

- **CAMH** - Counsel to a bidding consortium in connection with its response to Infrastructure Ontario's RFP in connection with the design, building, financing and maintenance of the redevelopment of the Centre for Addiction and Mental Health in Toronto
- **Montreal University Hospital** – Counsel to a primary contractor in respect of a consortium's response to an RFP from the Province of Quebec for the design, building, funding, operating and maintenance of a new medical research centre in Quebec
- **Royal Victoria Hospital** – Counsel in respect of a consortium's response to an RFP from Infrastructure Ontario for the Royal Victoria Hospital's Phase 1 Expansion Project in Barrie, Ontario
- **St. Catharines Hospital** – Counsel in respect of a consortium's response to a RFP from Infrastructure Ontario for the building, financing and provision of services at the St. Catharines Hospital
- **Royal Jubilee Patient Care Centre** – Counsel to one of the members of a bidding consortium in respect of its response to a RFP from Partnerships BC for the design, building, financing and maintenance of new facilities at Royal Jubilee Patient Care Centre in British Columbia
- **Toronto Rehabilitation Institute** – Counsel to a bidding consortium in connection with its response to the Ontario government's RFP for the building and financing of renovations to the Toronto Rehabilitation Institute
- **North Bay Regional Health Centre** – Lenders' counsel to a consortium in connection with its response to the Ontario government's RFP for the building, financing and delivery of certain services at the new North Bay Regional Health Centre
- **Credit Valley Hospital** – Counsel to a bidding consortium in connection with its response to the Ontario government's RFP for the building and financing of the Phase Two expansion to Credit Valley Hospital
- **Surrey Outpatient Facility** – Acted as lenders' counsel for a bidding consortium in respect of its response to a RFP from Partnerships BC for the design, building, financing and maintenance of a new outpatient facility in Surrey, British Columbia
- **Runnymede Healthcare Centre** – Represented a bidding consortium in connection with its response to Ontario government's RFP for the Runnymede Healthcare Centre in Toronto



infrastructure

- **Muskoka Long Term Care Facility** – Represented The District Municipality of Muskoka with respect to the operation and management by the private sector of a long term care facility
- **Hamilton General Hospital** – Represented a bidding consortium in connection with its response to the Ontario government's RFP for the Hamilton General Hospital Redevelopment Project
- **Quinte Health Care Belleville General** – Represented the lenders to a private sector consortium in connection with its response to a RFP for the building and financing of the Quinte Health Care Belleville General Hospital Redevelopment Project.

Transportation

- **Northeast Anthony Henday Drive** – Counsel to CIBC World Markets Inc. and National Bank Financial Inc. as bond underwriters to Capital City Link General Partnership in connection with the commercial and financial close of the \$1.81 billion Northeast Anthony Henday Drive project in Edmonton, Alberta
- **Air Rail Link Spur Project** - Counsel to AirLINX Transit Partners, a joint venture of Aecon Construction and Materials Ltd. and Dufferin Construction Company in connection with their successful bid and closing of the design, construction and financing of the three-kilometre "spur line" for the Air Rail Link service from Toronto's Union Station and a new passenger station at Toronto Pearson International Airport
- **Sheppard East Maintenance and Storage Facility** - Lenders' counsel to a consortium in connection with its response to Infrastructure Ontario's RFP for the design, build, finance and operation of the Sheppard East Maintenance and Storage Facility in Ontario
- **Evergreen Line** - Lenders' counsel to a consortium in connection with its response to Partnerships BC's RFP for the \$1.42 billion project for the design, build, finance and operation of the Evergreen Line in British Columbia
- **Highway 407 East** - Lenders' counsel to a consortium in connection with its response to Infrastructure Ontario's RFP for the design, build, finance and operation of the Highway 407 East Extension in Ontario
- **Island Airport Tunnel** - Counsel to a consortium in connection with its response to the Toronto Port Authority's



infrastructure

RFP for the design, build, finance and operation of a Tunnel to the Billy Bishop Airport in Toronto, Ontario

- **Windsor Essex Parkway** - Lenders' counsel to a consortium in connection with its response to Infrastructure Ontario's RFP for the design, build, finance and operation of the Windsor Essex Parkway Project in Ontario
- **Northwest Anthony Henday Drive** – Represented DEPFA BANK plc, Dexia Credit Local S.A. and Fortis Bank S.A./N/V/ in connection with the design, build, financing and operation of Northwest Anthony Henday Drive, the northwest leg of the ring road for the City of Edmonton, Alberta
- **Calgary Ring Road** – Represented a syndicate of financial institutions in connection with the financing of the \$650 million design, construction, and operation of the northeast leg of the Calgary Ring Road by a private sector consortium led by Bilfinger Berger BOT Inc.
- **South Fraser Perimeter Road** – Lenders' counsel to a consortium in connection with its response to Partnerships BC's RFQ for the design, build, finance and operation of the South Fraser Perimeter road project in Vancouver, British Columbia
- **Disraeli Bridge** - Lenders' counsel to a consortium in connection with its response to the City of Winnipeg's RFP for the design, build, finance and operation of the Disraeli Bridges Project in Winnipeg, Manitoba
- **Southeast Calgary Ring Road** - Representing the lenders to a consortium in connection with a response to the Government of Alberta's RFP for the design, build, finance and operation of the Southeast Leg of the Calgary Ring Road
- **Port Mann/Highway 1** – Lenders' counsel to a consortium in connection with its response to the British Columbia government's RFP for the design, build, finance and operation of the Port Mann/Highway 1 toll road project in Vancouver, British Columbia
- **Anthony Henday Drive Southeast** – Acted on behalf of a consortium member in respect of the design, build, finance and operation of the Anthony Henday Drive Southeast Leg Ring Road in Edmonton, Alberta
- **Ottawa Light Rail** – Advised the Canadian parties involved in the proposed financing of the Maintenance Centre for the Light Rail Transit Project in Ottawa
- **Highway 407** – Represented one of the two consortiums the Ministry of Transportation of Ontario invited to respond to a RFP for the Highway 407 toll road



infrastructure

- **Port of Oshawa** – Acted for Transport Canada in connection with the commercialization of the Port of Oshawa
- **Toronto Terminal Railway** – Advised the Ontario government with respect to the proposed purchase of the Toronto Terminal Railway (including Union Station and the railway operations between the Bayview extension and Bathurst Street), which involved complex lease agreements between the Province and CN/CP and between the Province and the City of Toronto
- **Airline Industry/Post-Privatization** – Advised a Canadian national airline respecting post-privatization competition issues
- **Pearson Terminal 3** – Represented project engineers and architects for the construction and design of Terminal 3 at Lester B. Pearson International Airport, Toronto
- **St. Lawrence Seaway** – Represented a consortium of users of the St. Lawrence Seaway System (ship-owners, grain and steel companies) in the commercialization of the St. Lawrence Seaway by assuming its management and operation

Social Infrastructure

- **St. Thomas Courthouse Project** - Represented Integrated Team Solutions, a consortium comprised of certain funds managed by Fengate Capital Management Ltd. and EllisDon Inc. as equity providers in connection with their successful bid and recent closing of the St. Thomas Consolidated Courthouse Project in St. Thomas, Ontario
- **Ontario Highway Service Centres** – Represented the successful private sector consortium in respect of a project to design, build, finance and operate 23 service centres across the corridors of Highway 400 and 401
- **Sorel-Tracy Detention Centre** – Counsel to a member of a bidding consortium in respect of a project tendered by Infrastructure Québec, to design, construct, finance, and maintain a 300-cell prison in Southern Québec
- **Ontario Drivers Examination Services** – Counsel to a private sector consortium in respect of its bid to provide driver examination services for the province of Ontario and to upgrade and maintain the information technology systems at all Drive Test centres, ensuring they provide more efficient and secure services
- **Humber College Institute of Technology & Advanced Learning Project** – Counsel to a bidding in connection with its response to Infrastructure Ontario's RFP for the design,



infrastructure

build and finance of the Humber College Institute of Technology & Advanced Learning Project

- **Toronto 2015 Pan/Parapan Am Games Stadia and Velodrome Project** - We acted as lenders' counsel in respect of the bid by a consortium to build and finance the Toronto 2015 Pan/Parapan Am Games Stadia and Velodrome Project in Hamilton and Toronto, Ontario
- **Toronto 2015 Pan/Parapan Am Games American Aquatics Centre, Field House and Canadian Sport Institute Project** - We acted as consortium counsel to a private sector bidder in connection with their response to Infrastructure Ontario's RFP for the design, build and finance of the Pan Am Aquatics Centre Project
- **Toronto 2015 Pan/Parapan Am Games American Athletes' Village Project** – We acted as consortium counsel to Village Infrastructure Partners, a consortium comprised of certain funds managed by Fengate Capital Management Ltd., The Conservatory Group and The Pemberton Group as equity investors in connection with their bid for the Toronto 2015 Pan/Parapan American Games Athletes' Village Project in Toronto, Ontario
- **Toronto 2015 Pan/Parapan Markham Pan Am Centre, Etobicoke Olympium and Pan American Field Hockey Centre** – We acted as counsel to a bidding construction contractor in connection with its bid to build and finance the Toronto 2015 Pan/Parapan Markham Pan Am Centre, Etobicoke Olympium and Pan American Field Hockey Centre Project in Toronto, Ontario
- **Surrey Pretrial Services Centre Expansion Project** - Counsel to a member of a private sector consortium in connection with the design, build, finance and maintain a high-security, state-of-the-art 180-cell expansion to the existing Surrey Pretrial Services Centre in British Columbia
- **Alberta Schools III** - Counsel to the lenders to a bidding consortium in connection with the third Alberta Schools Project to design, build, finance and maintain new schools in Alberta
- **90 Elgin Street Redevelopment Project** - Represented a private sector consortium in connection with its proposal to design, build, finance and maintain the new 90 Elgin Street federal building
- **Alberta Schools II** - Acted for Bank of Ireland and Sumitomo Mitsui Banking Corporation as mandated lead arrangers and lenders to B2L Partnership in connection with the commercial and financial close of the Alberta Schools II Project to design,



infrastructure

build, finance and maintain 10 new schools in the Edmonton and Calgary regions

- **Waterloo Region Consolidated Courthouse** - Counsel to Integrated Team Solutions, the successful private sector bidder, in connection with an approximately \$379 million project involving a new consolidated courthouse facility in Kitchener, Ontario
- **Toronto South Detention Centre** - Counsel to Integrated Team Solutions, the successful private sector bidder, in connection with an approximately \$593 million project involving a new detention centre facility in Toronto, Ontario
- **OPPM Project** – Represented KFW-IPEX Bank GmbH, Norddeutsche Landesbank Girozentrale, New York Branch and West LB AG, New York Branch in connection with the commercial and financial close of the Ontario Provincial Police Modernization Project, a project to design, build, finance and maintain new OPP facilities in 16 communities across Ontario
- **Quinte Consolidated Courthouse** - Counsel to a member of the consortium in connection with the successful bid by Brookfield Partnerships Quinte and subsequent closing of the Quinte Consolidated Courthouse Project
- **Ontario Diabetes Registry and eHealth Portal Project** - Consortium counsel to a private sector bidder in connection with their bid for the Ontario Diabetes Registry and eHealth Portal Project
- **Thunder Bay Courthouse** - Represented a private sector consortium in connection with its proposal to design, build, finance and maintain the new Thunder Bay Consolidated Courthouse in Ontario
- **Southwest Detention Centre** - Represented a private sector consortium in connection with its proposal to design, build, finance and maintain the new Southwest Detention Centre in Ontario
- **Roy McMurtry Youth Centre** – Counsel to CIT Financial Ltd. and a syndicate of financial institutions in respect of the \$93 million building and financing of the Roy McMurtry Youth Centre
- **Ontario Archives** – Acting on behalf of a consortium member in respect of the design, build, finance and operation of the Archives of Ontario at York University
- **Ontario Service Centres** – Counsel to a private sector consortium in respect of a project to design, build, finance and operate 23 service centres across the corridors of Highway 400 and 401



infrastructure

- **Forensic Services and Coroner's Complex** - Counsel to a private sector consortium in connection with its response to a request for proposals for the design, build, finance and operation of the Forensic Services and Coroner's Complex in Ontario
- **Alberta Schools I** – Lender's counsel in connection with a private sector consortium's bid to design, build, finance and maintain 18 new schools in Calgary and Edmonton, Alberta
- **Moncton Law Courts** – Lender's counsel in connection with a private sector consortium's bid to design, build, finance and maintain new law courts in Moncton, New Brunswick
- **MGS Data Centre** – Lenders' counsel in connection with a private sector consortium's bid to design, build, finance and maintain the Ministry of Government Services New Data Centre Data Centre in Guelph
- **Durham Consolidated Courthouse** – Acting as lenders' counsel to a private sector consortium in connection with its response to the Ontario Infrastructure Projects Corporation RFP for the design, build, finance and operation of the Durham Consolidated Courthouse in Oshawa, Ontario
- **Brampton Sportsplex** – Represented a consortium with respect to the development of a sportsplex in Brampton
- **Polaris** – Represented a consortium of Ontario surveying companies with respect to the Polaris electronic land titles registration system in Ontario
- **City of Montreal** – Represented private interests in the development and management of Montréal's Cité du commerce électronique
- **Vaughan Sportsplex** – Represented the City of Vaughan in connection with the development of a new sportsplex
- **Toronto Waterfront Revitalization Corporation** – Involved in the creation and continuation by statute of the and providing comprehensive legal services including the development of procurement documentation and RFP procedures; advice concerning access to information requirements; governance procedures; ethics standards; intergovernmental relations and employment and consulting agreements

Defense

- **Allied Wings** – Acted as counsel to Kelowna Flightcraft Ltd., as sole equity sponsor and a key contractor in connection with an approximately \$250 million project financing of the



infrastructure

Contracted Flying Training and Support Contract by the Government of Canada for the provision of primary flight training services to the Canadian Air Force. The project involved the design and construction of improvements to an existing flight training facility at Southport, Manitoba and the provision of flight training and other base operation services for an approximately 20 year term, at an aggregate contract price over the term in excess of \$1 billion

Energy and Power

- **John Hart Generating Station Replacement Project –** Counsel to the lenders in respect of a bid by a private sector consortium in response to an RFP issued by Partnerships BC for the John Hart Generating Station Replacement Project located in Campbell River and involving the replacement of an existing six-unit, 126 MW generating station
- **Wind Farm** - Members of our team act for a major independent wind farm in Nova Scotia
- **Wind Power** - Acted for private developers in connection with the Nova Scotia Power Inc. RFP for a 130MW wind power project
- **Oil and Gas Joint Venture** - We represented NAL Oil and Gas Trust in the structure, negotiation and drafting of joint venture agreement with a senior industry partner. The arrangement consists of a three year commitment to spend \$50 million that provides the opportunity to earn in over 150 sections of freehold and crown acreage; to be extended for up to an additional six years for a potential total commitment of \$150 million
- **Credit Facilities** - Advice to lenders in respect of a Credit Agreement providing a \$600,000,000 credit facility to a power generator; loan to an electricity distribution utility from a municipality and the issuance by the electricity distribution utility of redeemable shares; represented a major utility in connection with its CDN\$225 million debenture offering and CDN\$500 million syndicated bank credit facilities
- **Solar Projects** - Represented a major US solar power developer, in the structuring and establishment of large commercial/industrial solar projects in Canada, including the development of a tax-based project financing structure
- **GTA West RFP** - Represented a private sector bidder in connection with the proposed development of a 500+ MW gas-fired power plant on a project finance basis under contract with the Ontario Power Authority



infrastructure

- **CES RFP** - Represented a private sector bidder in connection with the proposed development of a 600+ MW gas-fired power plant on a project finance basis under contract with the Ministry of Energy
- **DSM RFP** - Represented the developer of a district energy system with both public and private shareholders in response to an RFP for demand-side management projects issued by the Ministry of Energy
- **Standard Offer Program** - Acted for the Ontario Power Authority with respect to policy design, qualification criteria and standard form power purchase contracts under the Renewable Energy Standard Offer Program
- **Blackstart Generation** – Acted for a provider of Blackstart Services in negotiations with the Independent Electricity System Operator
- **Landfill Gas Projects** – Advised the developer of a proposed landfill gas biomass project in Africa
- **Utility M&A** - Acted for Electricity distribution companies and their public sector shareholders in reorganization and purchase and sale mandates

Waste and Water

- **York Region Water** - Represented a consortium participating in the RFP in respect of the long term water supply for York Region
- **Wastewater** - Representing the lenders to a private sector consortium which has expanded a waste water treatment facility in Ontario
- **Recycling Grants** - Negotiated recycling grants for private sector recyclers with the Ministry of Environment and Energy
- **Halton Region Water** - Representing a consortium participating in the RFQ in respect of the long term water supply for Halton Region