

*Infrastructure  
investing in the US*  
Sound decisions.  
Sound investments.



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# ***The emergence and complexity of infrastructure investing***

Several factors are intensifying the stress on infrastructure, such as increased use by a growing population and less investment in maintenance than needed. With federal and state governments facing unprecedented fiscal challenges, government bodies may be forced to privatize infrastructure assets that need urgent attention. This could lead to attractive income streams for investors.

A substantial gap still exists between the appropriated spending and the actual spending needed to tackle urgent infrastructure projects. This could lead to pressure for the government to develop a more innovative approach to addressing infrastructure, which could result in opportunities for more public-private partnerships in the near future.

Recent years have seen growth in infrastructure deal activity. The range of assets of interest to infrastructure investors has broadened considerably and includes airports, roads, bridges, ports, utilities, energy, hospitals, schools, railroads, water, sewers, tunnels, and prisons.

The primary factors driving growth in infrastructure investments include:

- The relatively stable cash flow generated by infrastructure assets, considered to be more resilient to fluctuating market conditions.
- The increase in US federal and state government receptiveness to public-private partnerships due to budget deficits, which are creating new opportunities for private participation in infrastructure projects.

To capitalize on these trends, private equity investment firms, banks and other major financial services institutions are launching infrastructure funds and building their infrastructure portfolios.

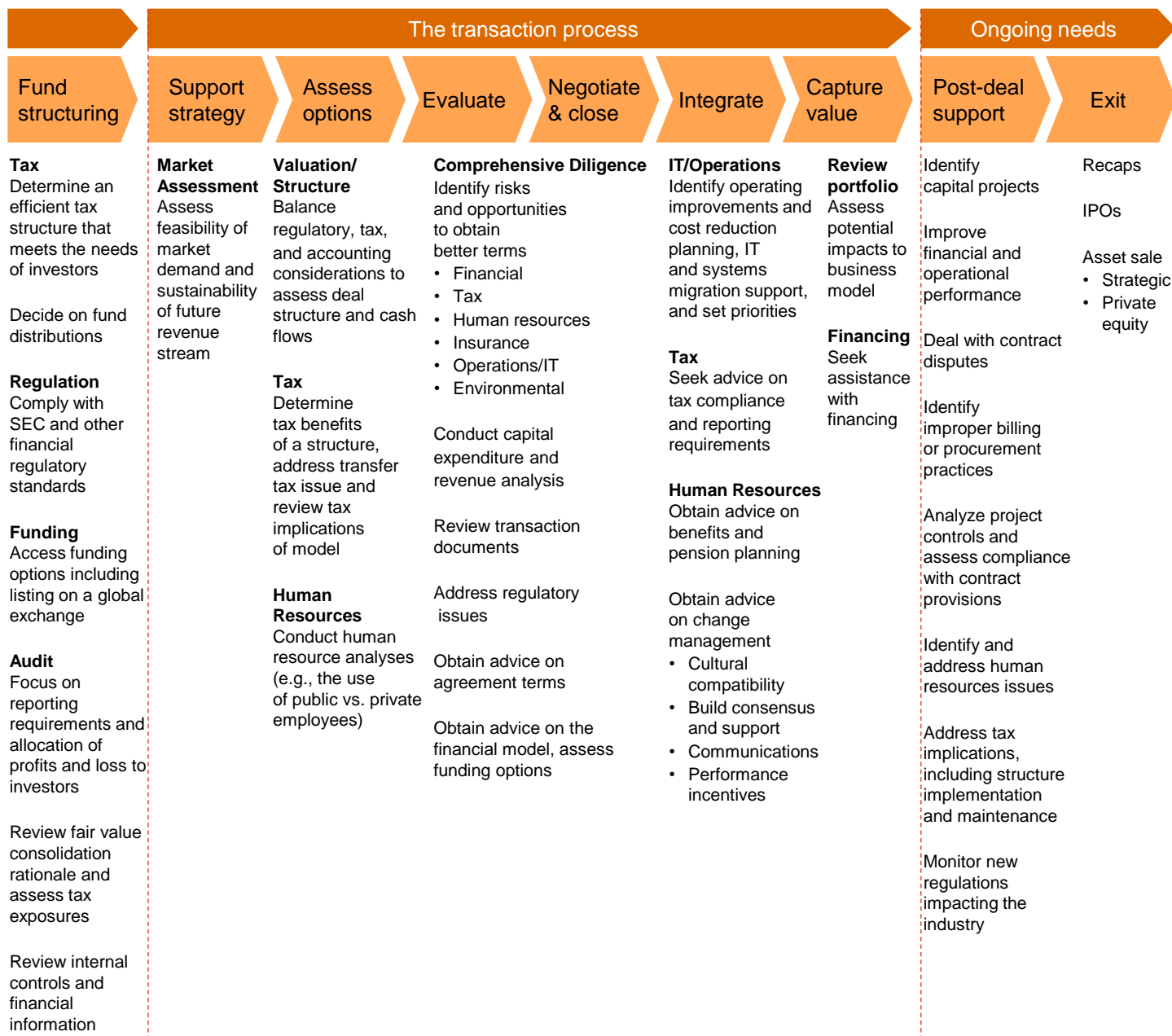
However, forming a fund is a complex process, particularly with joint-venture investments that require an up-front determination of the ownership and distribution structure. Furthermore, investors often have different funding and yield requirements that may necessitate complex acquisition structures which, at times, may result in conflicting objectives. In addition, an efficient tax structure that meets the needs of a variety of investors is essential.

Investment strategies are also complicated by the fact that the sector is not immune to cyclical risk. Some investments have not fared well in a recession – either as a result of too much leverage or from overly optimistic forecasting. Other existing projects need to be re-financed in the current challenging debt market.

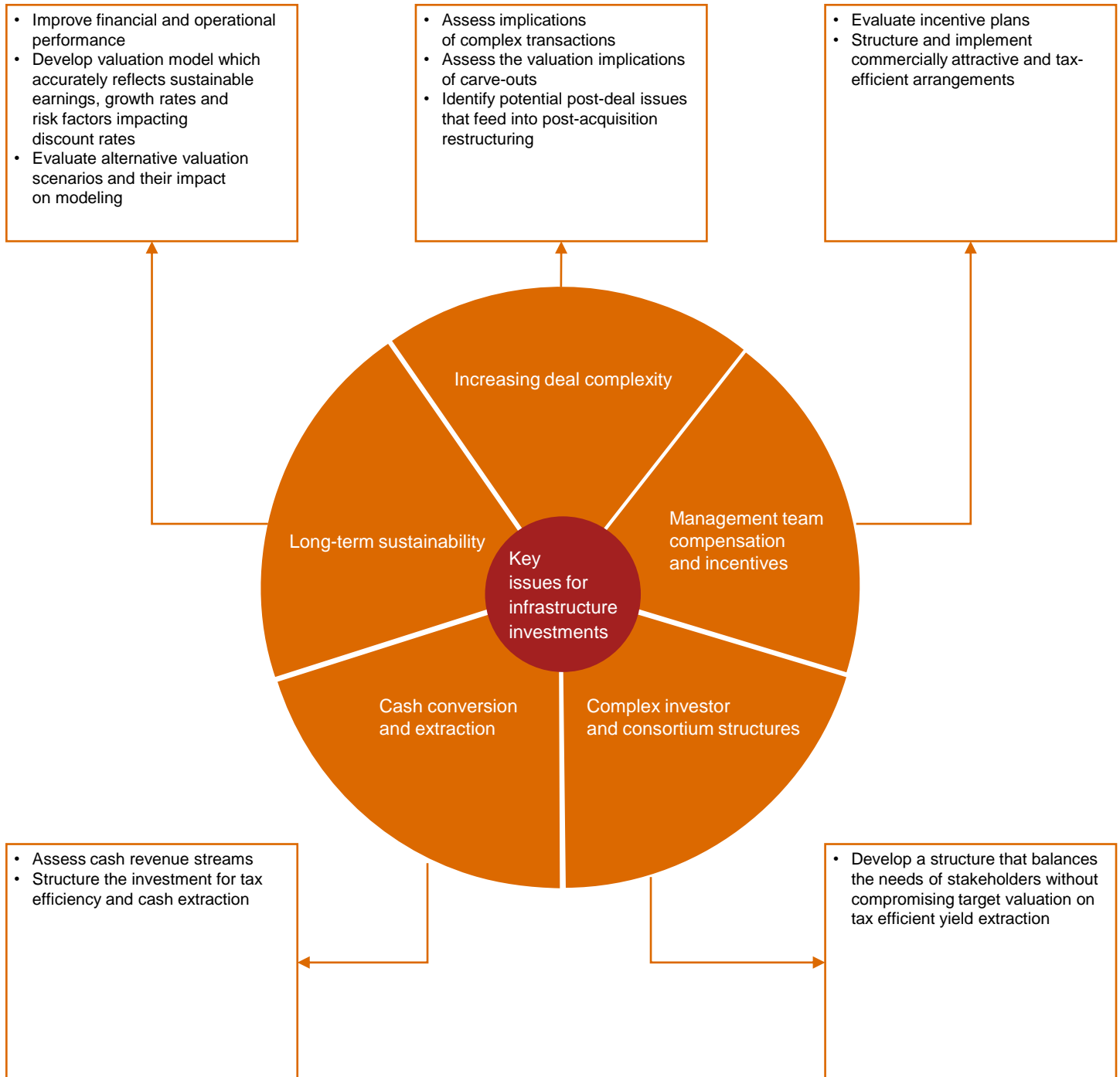
Infrastructure investments also involve unique financial and tax issues that must be addressed prior to the execution of a deal. For example, listing the fund on a major exchange adds a layer of complexity.

Nonetheless, the growth in infrastructure deal activity is expected to continue as investors turn to infrastructure funds and building portfolios as a countercyclical investment option, and capitalize on the demand for new infrastructure and the governments' receptiveness to public-private participation. Despite this, the sector remains susceptible to economic cycles. Indeed, executing infrastructure deals involves many inherent risks and complexities and requires careful due diligence and structuring to align the deal dynamics with the investors' business objectives.

# The infrastructure investment deal process



# Resolving key issues for investing in existing infrastructure



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# ***Managing the complexities of executing public-private partnerships***

A public-private partnership ("PPP" or "P3") is a contractual arrangement whereby the resources, risks, and rewards of both a public agency and a private sector entity combine to hopefully provide greater efficiency and better access to capital. In such partnerships, the public's interests are assured through provisions in the contracts that provide for securing effective risk transfer as well as on-going monitoring and oversight of the operation of a service or development of a facility.

Options for public-private partnerships have expanded enormously over the past several years and continue to evolve. Agreements between public and private entities take many shapes and sizes for both new ("greenfield") and existing ("brownfield") projects or services. Greenfield PPP projects are typically the predominant form of public-private partnership. At one end of the spectrum is a management or service contract, where a private company is paid a fee for a service. At the other end is full privatization or divestiture, where a government sells assets to a private company.

One of the most frequently cited reasons for public-private partnerships is the need for capital. The private sector can supply capital in return for a profit opportunity. Another driving consideration is the concept that better value for money can be achieved through the utilization of private sector enterprise due to its focused, core competencies and by allocating the risk to the party best able to manage it.

Efforts to implement these partnerships at the local level, however, face many challenges. For governments, the challenge is to find ways to fulfill their responsibility for ensuring that all citizens have access to basic services, while meeting the needs of private investors. This requires a new and often difficult transition for many governments, from provider and manager of basic services, to enabler and regulator. For private firms, the challenge is to be convinced that investing in any particular project offers more attractive returns than other available investment opportunities. Drawing that conclusion depends on the firm's comparison of the potential returns against the potential risks, including both political and project risk.

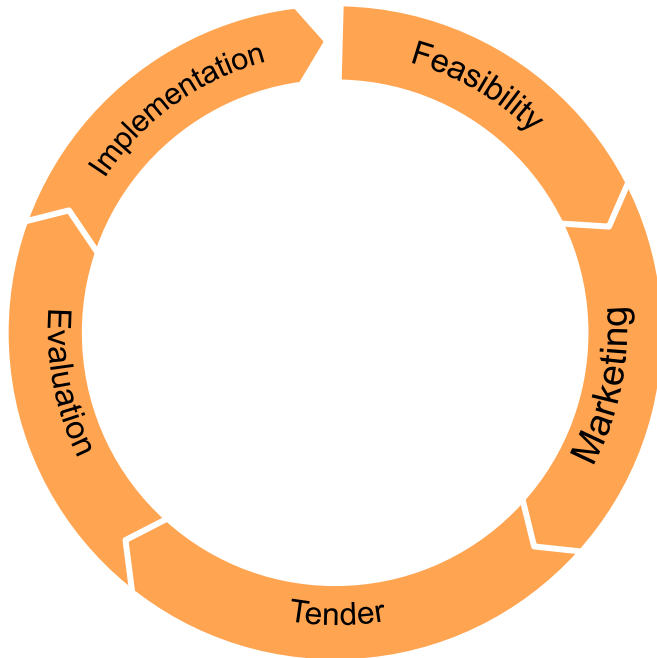
In addition to the political and organizational challenges that may accompany PPPs, the contractual arrangements often raise nuanced financial and tax concerns. For example, financial reporting may be based on Governmental Accounting Standards (GAS). In order for the private sector to utilize such information, it may be necessary to apply GAAP or IFRS standards for modeling or reporting purposes.

There could also be common tax concerns, as well as infrastructure industry-specific issues, such as whether the contractual arrangement creates a partnership for tax purposes, identification of the tax owner of infrastructure assets, questions surrounding the capitalization and timing of capital expenditures, and interest deductibility. PPPs will need to find ways to manage these types of issues, mitigate their exposure, and leverage structuring opportunities (e.g., transaction structure, contractual indemnification).

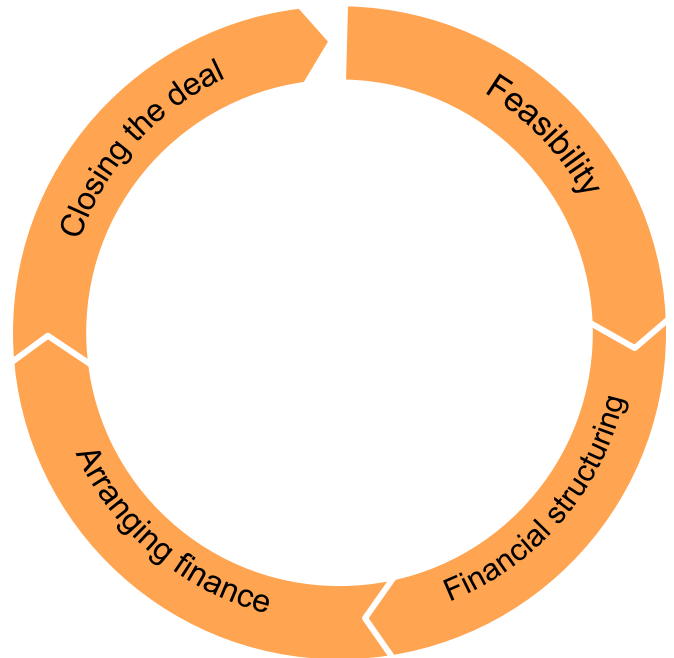
# Addressing the different needs of the public and private sectors

Whether it is a brownfield or a greenfield project, the needs of public sector entities are different from those of the private sector and the process for each can vary greatly. Understanding these disparities is vital to tailoring an approach to meet the needs of the public or private client. An advisor who is knowledgeable of both sides of the PPP process offers valuable insights and can help clients optimize risk allocations and maximize equity returns.

The public sector process



The private sector process



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# *How PwC's global network can help*

## **Capital projects and infrastructure**

Capital projects require much more than just financing; management, governance, and assurance are also critical to project success. Even organizations that undertake capital procurement regularly need to ensure that their strategies and processes continue to support delivery of their project portfolio. And global infrastructure growth has created new risk profiles for major projects such as new contracting methodologies (e.g., incentive contracts), concessions and alliance approaches, high demand for raw materials and severe cost escalation, and lack of qualified resources.

PwC's Capital Projects and Infrastructure professionals brings together functional and industry expertise to help clients solve these types of complex issues related to large capital projects and infrastructure investing, including:

- Infrastructure fund structuring, due diligence, deal structuring, and post-deal support
- Government spending, procurement, and monitoring
- Advice enabling clients to plan, manage and deliver their individual projects

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## **Capital projects and infrastructure investment team**

PwC's Capital Projects and Infrastructure Investment team is part of PwC's broader Capital Projects and Infrastructure professionals and part of an integrated global network. The combination of our experienced infrastructure investment professionals and our presence in key regions enables us to assemble multidisciplinary and multinational teams with a wealth of industry experience in various markets to meet our clients' specific needs. Our robust global network provides valuable local insights to facilitate informed business decisions. We provide:

- Experienced professionals with an established global infrastructure practice
- Tax structuring professionals with considerable experience working with complex consortia to ensure the fund's investment requirements do not compromise tax efficient yield extraction
- Dedicated infrastructure deal professionals who have in-depth experience in doing infrastructure deals and who bring industry focus to identify issues, risks and opportunities. Our deal team has deep experience in executing infrastructure deals including: toll roads, bridges, utilities, airports, ports, ferries, water, waste, parking lots, and telecom
- A full spectrum of integrated fund, M&A and post-deal services provided by a dedicated group of functional and industry professionals
- A single point of contact to marshal all your infrastructure needs

## *PwC's – In-depth infrastructure deal experience*

<b>Infrastructure industry</b>	<b>Clients/projects</b>	<b>Service provided</b>
<b>Power and utilities</b>	US power and utilities corporate acquisitions and divestitures	<ul style="list-style-type: none"> <li>• Provided financial, tax, structuring, human resource, valuation and risk due diligence services on most of the announced 2004 through 2006 corporate transactions in the US</li> <li>• Provided same services as described above, as well as reverse financial due diligence services, for several multi-billion dollar proposed power and utility transactions which were not ultimately consummated</li> </ul>
<b>Power and utilities</b>	US gas-fired combined cycle facilities	<ul style="list-style-type: none"> <li>• Provided advisory services to an electric utility developing a gas-fired cogeneration project, which would also produce steam and chilled water for sale to a state entity</li> <li>• Reviewed client's economic model, interfaced with their outside consultants, evaluated the business, financial and tax implications of alternative structures and reviewed the various project documents as they were being drafted</li> </ul>
<b>Power and utilities</b>	A significant regional transmission and distribution company	<ul style="list-style-type: none"> <li>• Provided diligence and purchase advice for client seeking to leverage scale and capture geographic economies by purchasing a contiguous utility</li> <li>• Distilled complex issues that created value gaps such as customer choice margin erosion, nuclear asset impairment and generation contract buy-out commitments, which enabled our client to successfully negotiate around these issues to achieve a purchase price reduction</li> </ul>
<b>Merchant energy</b>	A US merchant power generation company	<ul style="list-style-type: none"> <li>• Provided financial, structuring and tax due diligence services to a newly formed entity in connection with merchant power generation assets acquired in an auction of an entity in bankruptcy. Subsequently, PwC was appointed as independent accountant for the company.</li> </ul>
<b>Merchant energy</b>	A US energy company	<ul style="list-style-type: none"> <li>• Provided comprehensive financial and tax due diligence services to an energy company relating to its planned acquisition of a privately owned US-based major merchant generation company with a portfolio of both domestic and international projects</li> </ul>
<b>Merchant energy</b>	A major US merchant energy company	<ul style="list-style-type: none"> <li>• Assisted our client in evaluating its M&amp;A strategy and investment opportunities</li> <li>• Assisted management in the development of separate financial models for 15QF projects to determine the stream of economic benefits in accordance with FERC guidelines</li> </ul>
<b>Port services</b>	A large port owner	<ul style="list-style-type: none"> <li>• Conducted financial, tax, human resource, information technology and risk management due diligence</li> <li>• Provided analyses on rates and volumes, margins, EBITDA on a per-port basis, employment and union costs, information systems, and self insurance programs for workers compensation</li> </ul>
<b>Toll road services</b>	A large infrastructure fund	<ul style="list-style-type: none"> <li>• Provided financial, tax, human resource and insurance due diligence to the purchaser of an interest in the operations of a tunnel</li> </ul>
<b>Toll road services</b>	Investors	<ul style="list-style-type: none"> <li>• Conducted diligence and advised on the tax structuring and financial reporting for potential investors in four separate toll roads</li> </ul>
<b>Toll road services</b>	A private equity firm's investment in toll bridges	<ul style="list-style-type: none"> <li>• Conducted due diligence on seven toll bridge facilities located throughout the US and one tunnel operation</li> </ul>



# *pwc.com/us/capitalprojects*

For more information, please contact:

## **PwC's US capital projects and infrastructure team:**

### **Carter Pate**

Global and US CP&I Leader  
New York, NY  
Tel +1 646 471 5330  
carter.pate@us.pwc.com

### **Anthony (Tony) Caletka**

New York, NY  
Tel +1 646 471 5405  
anthony.caletka@us.pwc.com

### **Brett Hickman**

Chicago, IL  
Tel +1 312 298 6104  
brett.m.hickman@us.pwc.com

### **Daryl Walcroft**

San Francisco, CA  
Tel +1 415 498 6512  
daryl.walcroft@us.pwc.com

### **David Hall**

New York, NY  
Tel +1 646 471 3657  
david.m.hall@us.pwc.com

### **Kristen Vieira**

Philadelphia, PA  
Tel +1 267 330 2530  
kristen.vieira.traynor@us.pwc.com

### **Mark Rauckhorst**

Atlanta, GA  
Tel +1 678 419 2087  
mark.rauckhorst@us.pwc.com

### **Michael McHale**

New York, NY  
Tel +1 646 471 2628  
michael.w.mchale@us.pwc.com

### **Oscar Teunissen**

New York, NY  
Tel +1 646 471 3223  
oscar.teunissen@us.pwc.com

### **Peter Raymond**

Tysons, VA  
Tel +1 703 918 1580  
peter.d.raymond@us.pwc.com

### **Rob McCeney**

Partner  
Tel +1 713 356 6600  
rob.mcceney@us.pwc.com

### **Sotiris Pagdadis**

New York, NY  
Tel +1 646 471 5483  
sotiris.pagdadis@us.pwc.com

### **Stephen Lechner**

San Francisco, CA  
Tel +1 415 498 6596  
stephen.p.lechner@us.pwc.com

## **PwC's Global capital projects and infrastructure team:**

### **Global and US Capital Projects & Infrastructure Leader**

Carter Pate  
Tel +1 646 471 5330  
carter.pate@us.pwc.com

### **Africa**

Mark Ally  
Tel +27 11 797 5049  
mark.ally@za.pwc.com

### **Vishal Agarwal**

Tel: +254 20 2855000  
vishal.agarwal@ke.pwc.com

### **Australia**

Joseph Carozzi  
Tel +61 2 8266 1144  
joseph.carozzi@au.pwc.com

### **Brazil**

Mauricio Girardello  
Tel +55 11 3674 2469  
mauricio.girardello@br.pwc.com

### **Hazem Galal**

Tel +55 21 3232 6168  
hazem.galal@br.pwc.com

### **Canada**

Brian Pawluck  
Tel +1 604 806 7701  
brian.k.pawluck@ca.pwc.com

### **Central & Eastern Europe**

Tibor Almassy  
Tel +36 1 461 9644  
tibor.almassy@hu.pwc.com

### **China/Hong Kong**

Hongbin Cong  
Tel +86 10 6533 2667  
hongbin.cong@cn.pwc.com

### **Germany**

Hansjorg Arnold  
Tel +49 69 9585 5611  
hansjoerg.arnold@de.pwc.com

### **India**

Bharti Gupta Ramola  
Tel +91 124 4620 503  
bharti.gupta.ramola@in.pwc.com

### **Italy**

Guido Sirolli  
Tel +390 6 57083 2125  
guido.g.sirolli@it.pwc.com

### **Japan**

Kenji Yoshida  
Tel +81 90 5428 7652  
kenji.k.yoshida@jp.pwc.com

### **Malaysia/Vietnam/Thailand/Cambodia/Laos**

Andrew Chan Yik Hong  
Tel +60 3 2173 1219  
andrew.yh.chan@my.pwc.com

### **Mexico**

Francisco Ibanez  
Tel +52 55 52 63 6085  
francisco.ibanez@mx.pwc.com

### **Middle East**

Neil Broadhead  
Tel +971 4 304 3199  
n.broadhead@ae.pwc.com

### **Charles Lloyd**

Tel +44 20 780 45130  
charles.lloyd@ae.pwc.com

### **Netherlands**

Martin Blokland  
Tel +31 8879 27586  
martin.blokland@nl.pwc.com

### **Russia**

Artem Petrukhin  
Tel +7 495 967 6224  
artem.petrukhin@ru.pwc.com

### **Singapore**

Mark Rathbone  
Tel +65 6236 4190  
mark.rathbone@sg.pwc.com

### **Spain**

Guillermo Masso  
Tel +34 915 684 353  
guillermo.massos@es.pwc.com

### **Sweden**

Lars Tvede-Jensen  
Tel +46 8 555 33 403  
lars.tvede-jensen@se.pwc.com

### **UK**

Tony Poulter  
Tel +44 20 780 45814  
tony.poulter@uk.pwc.com