



White & Case Mexico Infrastructure and Projects Finance Group Overview and Representative Projects (2009)

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I. General

White & Case is a leading global law firm with more than 2,400 lawyers in 34 offices in 23 countries. Among the first US-based law firms to establish a truly global presence, we provide counsel and representation in virtually every area of law that affects cross-border business. Our clients value both the breadth of our global network and the depth of our US, English and local law capabilities in each of our regions and rely on us for their complex cross-border transactions, arbitrations and litigation. Whether in established or emerging markets, the hallmark of White & Case is our complete dedication to meeting the business priorities and legal needs of our clients.

In Mexico, White & Case has two offices in Mexico City and Monterrey, Nuevo Leon with a professional staff of more than 50 trained Mexican lawyers, an important number of whom are also admitted to the New York State Bar or to the bar of another US state.

Our lawyers have substantial experience in a variety of practice areas, including commercial and corporate law; privatization; securities, capital markets and corporate finance; joint ventures and corporate acquisitions; banking and financial services; energy, infrastructure and project finance and real estate, tourist and housing developments and hotels. For many years, White & Case has committed substantial resources to assist foreign and Mexican entities doing business in and from Mexico.

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Should you have any comments or questions, please contact, at your convenience, one of the following lawyers at + 52 55 5540 9600:

Juan Manuel González Bernal
jgonzalez@whitecase.com

Ariel Ramos Marcín
aramos@whitecase.com

Iker Arriola Peñalosa
iarriola@whitecase.com

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White & Case
1155 Avenue of the Americas
New York, NY 10036
+ 1 212 819 8200

www.whitecase.com

II. Experience in Infrastructure and Project Finance in Mexico

Our Mexico City office is regarded as one of the leading law firms in infrastructure and project finance in Mexico and worldwide due to its extensive and highly specialized experience. Since the middle nineties we have provided regulatory and legal advice to international financial institutions, sponsors, developers and construction companies in a variety of infrastructure sectors including, but not limited to, energy (including power, oil and gas), highways, water, ports, transportation, airports and governmental procurement.

Our lawyers have developed extraordinary relationships with governmental officials in the federal entities responsible for the development and supervision of most infrastructure projects in Mexico and related matters, such as the Secretaría de Comunicaciones y Transportes and its various undersecretaries and general divisions (together, the Ministry of Communication and Transportation; “SCT”), the Secretaría de Energía (“SENER”), Petróleos Mexicanos and its subsidiaries (“PEMEX”), the Comisión Federal de Electricidad (“CFE”), the Comisión Nacional del Agua (National Water Commission; “CNA”); the Secretaría de Hacienda y Crédito Público (Ministry of Finance and Public Credit; “SHCP”), the Comisión Reguladora de Energía (Energy Regulatory Commission; “CRE”); the Comisión Federal de Telecomunicaciones (Federal Telecommunications Commission, “COFETEL”); the Comisión Federal de Competencia Económica (Federal Antitrust Commission; “CFC”) and the Secretaría del Medio Ambiente y Recursos Naturales (Ministry of the Environment and Natural Resources; “SEMARNAT”).

III. Legal Services

With respect to infrastructure and project finance, our services have included, among others:

- Analysis of project documents including, as applicable, bidding guidelines, concession titles, public agreements, EPC and O&M contracts.
- Identification and allocation of risk and mitigation measures related to infrastructure projects.
- Negotiations with governmental authorities related to project documents, concessions, permits and budgetary matters.
- Analysis of corporate structure and documents related to the sponsors of the project.
- Assistance in obtaining major permits and governmental authorizations.
- Negotiation and implementation of financing documents, including the Mexican security package.

With respect to government procurement matters, we have provided advice in respect of the following matters:

- Analysis of bidding guidelines.
- Questions and clarifications for the clarification meetings of bidding procedures.
- Negotiations with consortium members.
- Review and analysis of proposals to be submitted.
- Execution and implementation of the corresponding project agreement or concession, as applicable.

IV. Representative Projects

Below please find a description of representative projects in which we have participated:

A. Power (CFE Projects).

(i) Self-supply and Cogeneration Projects.

- Cemex (Tamuin) Self Supply Project (2000). Counsel to the Inter-American Development Bank and COFACE in connection with the financing of the construction, operation and maintenance of the Termoeléctrica del Golfo 230 MW petroleum coke-fired self supply power plant sponsored by Alstom & Sithe Power for US\$500 million (named Latin American Power Project 2000 by *Project Finance Magazine*).
- Peñoles Teg II Self Supply Project (2000). Counsel to ABN AMRO Bank and COFACE in the financing of the TEG II self supply project for the construction, operation and maintenance of a 300 MW power plant and associated equipment for Industrias Peñoles sponsored by Alstom and Sithe Power for US\$400 million.
- Genermex Self-Supply Project (2007). We advised Skoda Prada, an international developer from Eastern Europe, with respect to an EPC for the construction of a self supply power plant by Genermex, to be located in northern Mexico.
- Copamex (2007). We advised Copamex in connection with the development and implementation of a private self supply power generation project, including the negotiation and obtainment of the corresponding self supply permit granted by the Energy Regulatory Commission.

(ii) Wind Power Projects.

- La Ventosa Wind Projects (2007). We represented Deutsche Bank in connection with the proposed financing of a wind-based private power generation project to be developed by Preneal, a Spanish sponsor, and located in the State of Oaxaca, México.

- “La Venta III” World Bank (2006). We advised the World Bank in its analysis and comments to the power purchase agreement to be used in the bid process for the first wind-based independent power producer project to be launched by CFE in La Ventosa, Oaxaca.

(iii) Independent Power Producers.

- Intergen Acquisition (2008). Advisor to GMR Infrastructure Ltd. in the due diligence for the purchase of la Rosita and Bajío IPP and self supply power projects.
- Transalta Mexican Projects Acquisition (2008). Advisor to Calyon, WestLB and the Export Development Corporation for the financing for the prepayment and purchase of the Campeche and Chihuahua IPP projects by Intergen B.V. for an amount of approximately US\$340 million.
- Valladolid III (2005). Counsel to Mizuho Bank and JBIC in connection with the construction and financing of a gas-fired combined-cycle plant (IPP) with a combined capacity of 525 MW.
- Rio Bravo III and IV (2004). Counsel to the IFC and SocGen for the financing of Rio Bravo III and IV projects for the construction, operation and maintenance of two 495 MW gas-fired combined cycle power plants sponsored by EDFI for a combined amount of US\$900 million.
- Tuxpan III and IV (2003). Counsel to Deutsche Bank, Bank of Tokyo Mitsubishi and JBIC in the financing of the Tuxpan III and IV project for the construction, operation and maintenance of 900 MW gas-fired combined cycle power plants sponsored by Union Fenosa for an amount of US\$600 million.
- Altamira II (2002). Counsel to JBIC for the financing of the Altamira II project for the construction, operation and maintenance of 495 MW gas-fired combined cycle power plants sponsored by EDFI and Mitsubishi for an amount of US\$450 million (named Latin American Power Project 2002 by *Project Finance Magazine*).

- Tuxpan II (2001). Counsel to JBIC for the financing of the Tuxpan II project for the construction, operation and maintenance of 495 MW gas-fired combined cycle power plants sponsored by Mitsubishi for an amount of US\$400 million.
- Rio Bravo II and Saltillo (2000). Counsel to IFC for the financing of Rio Bravo II and Saltillo, projects for the construction, operation and maintenance of 495 MW gas-fired combined cycle power plants sponsored by EDFI for a combined amount of US\$600 million.
- Merida III (1998). Counsel to the JBIC and IFC on the financing of Mérida III, a project for the construction, operation and maintenance of a 484 MW gas-fired combined cycle power plant, which constitutes the first Independent Power Producer (IPP) project in Mexico sponsored by a conglomerate led by AES for an amount of US\$450 million (First IPP in Mexico).

(iv) Public Works Contracts (OPF).

- La Yesca (2008). We have advised a consortium led by ICA in the analysis of the bid guidelines, risk assessment, matrix and allocation and the preparation and presentation of the corresponding proposal for the two-unit 750 MW La Yesca hydroelectric generating facility in the State of Jalisco, Mexico as well as the financing thereof by a Bank syndicate lead by WestLB for approximately US\$1 billion.
- El Cajón (2004). We advised Constructora Internacional de Infraestructura, S.A. de C.V. (CIISA), an international consortium led by ICA, in the financing of the two-unit 750 MW El Cajón hydroelectric generating facility in the State of Nayarit, Mexico as well as the financing thereof by a Bank syndicate lead by WestLB for approximately US\$900 million. (named Latin American Power Project 2004 by *Project Finance Magazine*).
- Petacalco (2000). We advised Deutsche Bank with respect to the US\$80 million financing of the CFE Petacalco 3000 MW carbon-power plant for the construction and operation of an ash-transportation and collector system to be built and operated by Techint, S.A.

- Samalayuca II (1995). Counsel to the US Ex-Im Bank in the financing of the first build-lease-transfer (BLT) project in Mexico, a gas-fired combined cycle power plant sponsored by El Paso Energy and GE Power for an amount of US\$600 million.
- Techint (1998). Counsel to Techint, a Mexican subsidiary of the Techint Group of Companies, in connection with the development and financing of a BLT project for the design, engineering, supply, construction and equipment of six high voltage transmission lines for CFE in Mexico.

(v) Long-Term Supply Contracts.

- Nukem Inc. (Ongoing). Counsel to Nukem Inc. in the analysis of the bid guidelines and preparation of the corresponding proposals for the supply of enriched uranium to the "Laguna Verde" nuclear power plant from CFE for the amount of US\$80 million (2003) and US\$300 million (2006). Also, we have represented Nukem Inc. in the administrative litigation that followed the 2003 public bid, which is in process.
- Advice to different clients with respect to public bids and preparation of proposals for equipment and services supplied to CFE.

B. Oil and Gas (PEMEX and LNG Projects).

(i) Gas Pipeline Projects.

- San Fernando Pipeline (2003). Counsel to the US Exim Bank and Citibank in the financing of the construction, operation and maintenance of the San Fernando gas pipeline sponsored by a joint venture between El Paso Natural Gas and Pemex Gas y Petroquímica Básica.

(ii) Long-Term Service Contracts.

- Ten Nitrogen Plan (2006). Representation of Tecnología en Nitrógeno, S. de R.L. de C.V. (TEN) a joint venture by Air Products and Cryoinfra in the public bid and financing of a US\$120 million nitrogen plant as-well-as pipelines to supply nitrogen to Pemex Exploración y Producción.

- PEMEX Multiple Service Contracts. We advised Exxon Mobil in the analysis of the Multiple Service Contracts (CSM) for the exploration and production of natural gas in the Burgos basin and deep water in the Gulf of Mexico launched by Pemex Exploración y Producción.

(iii) LNG Projects.

- Shell (2006). Mexican legal advisors to Shell México, S.A. de C.V. with respect to regulatory and antitrust matters related to their long-term contracts with the LNG plant in Ensenada, Baja California, Mexico to be developed by Energía Costa Azul, S.A. de C.V. (“ECA”), a subsidiary of Sempra Energy.
- Chubu (2004). Mexican advisor to Chubu Electric Power Co. on regulatory issues and due diligence with respect to potential long-term contracts with a potential LNG project to be located near the coast of Ensenada, Baja California, Mexico.
- BP (2004). Mexican special counsel to British Petroleum with respect to the risk analysis and due diligence in connection with permits, governmental authorizations, real estate and rights of way for the ECA LNG Plant.
- TEPCO (2005). Mexican legal advisor to Tokyo Electric Co. in the due diligence and risk assessment of their potential investment in the Tijuana Regional Energy Center (TREC) to be constructed by Marathon Oil Company which included a LNG plant and maritime terminal to be located near Ensenada, Baja California, Mexico.

C. Highways.

(i) FARAC.

- FARAC I. We represented Goldman Sachs and ICA as sponsors in the bidding process, proposal, award and financing of a 30-year concession to operate and maintain over 550 kilometers of toll roads in the states of Michoacán, Jalisco, Guanajuato and Aguascalientes for MXN\$44 billion (approximately US\$4 billion in 2007)

from the SCT and the Mexican Toll Road Bailout Fund (FARAC). This was the largest infrastructure financing in Mexican history (named Latin American Power Project 2007 by different organizations including *Project Finance Magazine*). Currently, we assist the sponsors in the day-to-day matters related to this project.

(ii) Public Private Partnership or PPS Highways.

- Irapuato-La Piedad (2006). We represented ICA in connection with the concession granted by the SCT for the construction and renovation of the toll road Irapuato—La Piedad in the State of Querétaro, Mexico. In addition, we acted as counsel for ICA in the MXN\$580 million financing (approximately US\$42 million) granted by Banco Santander for the private-public-partnership project (PPS) of such toll road. (named Latin American PPP Project of the year for 2006 by *Project Finance Magazine*).
- Querétaro Irapuato (2007). We represented ICA in connection with the concession for the Queretaro—Irapuato toll road in the State of Querétaro, Mexico granted by the SCT, and acted as counsel for ICA in the financing granted by Banco Santander, in order to carry out the PPS project for the construction and renovation of the Queretaro—Irapuato toll road in the State of Querétaro, Mexico.
- Nuevo Necaxa (2008). We represented ICA, Controladora de Operaciones de Infraestructura and FCC Construcción in the largest investment in greenfield projects in the Mexican highway industry to date, as sponsors for approximately MXN\$7,843 million (approximately US\$581 million) in syndicated loan financing. The financing will be used in connection with a project undertaken pursuant to a 30-year concession and long-term services agreement granted by the SCT to build, operate and maintain a toll-free road of over 36 kilometers and to exploit, operate and maintain a toll road of over 48 kilometers, respectively.

- Río Verde (2008). We represented ICA and Controladora de Operaciones de Infraestructura and Desarrolladora de Proyectos de Infraestructura, as sponsors, in an approximately MXN\$3,375 million (approximately US\$250 million) syndicated loan financing for the Mexican highway industry. The financing will be used in connection with a project undertaken pursuant to a 20-year concession and long-term services agreement granted by the SCT to build, operate and maintain a toll-free road of more than 68 kilometers and to exploit, operate and maintain a toll road of over 45 kilometers in the State of San Luis Potosí.

(iii) Others.

- PADEIM (2006). We advised MBIA in launching a MXN\$25 billion (approximately US\$1.8 billion) insured infrastructure program in Mexico. The program (Programa AAA de Infraestructura México) will facilitate and expedite the issuance of MBIA-insured securities for essential infrastructure projects and services in Mexico. Approved by CNBV, Mexico's securities regulator, the program is similar to shelf registrations in the US.
- Mexico-Toluca Toll Road Refinancing (2006). The first transaction to benefit from the PADEIM program was the refinancing of the Autopista Mexico-Toluca, via MXN\$4.2 billion (approximately US\$311 million) MBIA-insured fixed-rate notes due 2028 issued in inflation-protected units by a trust in Nacional Financiera. The transaction is rated AAA by Moody's, Standard & Poor's and Fitch as a result of MBIA's guarantee and has an underlying investment grade rating by all three rating agencies. It will extend the final debt maturity to 22 years and with the resulting lower annual debt service, toll rates can be reduced by an average of 40 percent.
- Ecatepec-Pirámides Toll Road (2003). We represented MBIA in the (i) issuance of the first financial guarantee insurance policy in Mexico; and (ii) structuring of the securitization of the Ecatepec-Pirámides toll road collection rights for an amount of MXN\$1.9 billion (approximately US\$140 million).

- Armería-Manzanillo Toll Road (2003). We advised MBIA in connection with (i) the issuance of a financial guarantee insurance policy in favor of holders of inflation-indexed notes in an aggregate amount of MXN\$5.5 billion (approximately US\$407 million), issued by Bancomext as trustee of two trusts which own the collection rights for the Armería-Manzanillo toll road, and (ii) the negotiation and execution of the operation and maintenance agreements with the toll road operator.
- Monterrey-Cadereyta Toll Road (2004). We acted as Mexican counsel to MBIA in connection with a MXN\$638 million (approximately US\$47,259 million) securitization in UDIs of the collection rights of the Monterrey-Cadereyta toll road.
- Acapulco Toll Tunnel (2008). We represented ICA in connection with a MXN\$800 million (approximately US\$59 million) refinancing of the collection rights of the Acapulco toll tunnel.
- Matehuala Exit (2005). We represented Omega Construcciones with a MXN\$600 million (approximately US\$44 million) refinancing of the collection rights of the Libramiento de Matehuala.
- Corredor Sur in Panama (2005). We represented ICA in connection with a US\$200 million refinancing of the collection rights of the Corredor Sur in Panama.
- San Luis Exit (2004). We represented BBVA Bancomer in connection with the refinancing of the collection rights of the Libramiento San Luis.

In addition, we represented Fitch Ratings in the rating of structured securitization of toll-road receivables for several projects.

D. Airports and Aircraft Experience.

- Southeast Airport Group (Grupo Aeroportuario del Sureste, ASUR) (1999). We represented BAA in the preparation of the proposal and its participation in the bidding for disincorporation of the Southeast Airport Group.

- Pacific Airport Group (Grupo Aeroportuario del Pacífico, GDP) (1999). We represented ICA in its association with Paris Airport and Societé Generale and the preparation of their proposal and their participation in the bidding for disincorporation of the Pacific Airport Group.
- Central North Airport Group (GCN). Counsel to GCN in securities and corporate issues.
- CINTRA. Counsel to CINTRA, former shareholder of Aeromexico and Aerolitoral, in connection with aircraft leasing and other related operations.
- AEROMEXICO (Ongoing). We have represented Aeromexico in connection with the restructuring of its fleet and the purchase, lease and financing of aircraft (including all finance leases of aircraft currently in the fleet).
- DELTA. We represented Delta Airlines in connection with its aircraft leases in Mexico.
- BOEING. We represented Boeing Capital in several aircraft financing operations, bankruptcy and restructuring operations, as well as in secured financing operations.

E. Water.

- El Ahogado (2008). We represented POSCO Inc. in the analysis and preparation of a proposal for the “El Ahogado” water treatment facility to be located in the State of Jalisco for an amount of approximately US\$120 million.
- Queretaro Aqueduct (2007). Advice to ICA in connection with the project for the development of the aqueduct and water treatment facility in the State of Queretaro, Mexico to be financed by Banco Santander S.A.
- Acquisition of Water Treatment Plants. We represented the Operating System of potable Water and Sewage of the Municipality of Puebla in the acquisition of four treatment plants for the State of Puebla, Mexico.

- Advice to Entities. Participated, along with Estudios y Técnicas Especializadas de Ingeniería, in a consortium to provide legal advice and financial services to the State Water Commission of Acapulco.

F. Maritime Ports.

- Regulatory Advice. Since 2005, we have acted as Mexican legal advisors to Shell México, S.A. de C.V. with respect to regulatory and antitrust matters related to their long-term contracts with the LNG plant in Ensenada, Baja California, Mexico to be developed by ECA, a subsidiary from Sempra Energy. The foregoing has included all matters related to the construction and operation of the maritime LNG terminal as well as related contracts for the activities to be performed by shippers and pilots at the terminal.
- Maritime Ports. We have advised Royal Caribbean with respect to issues related to a maritime port for commercial and tourist purposes to be built in the Mayan Riviera.

G. Railroads.

- Regulatory Advice. Since July 2003, we have been acting as lead Mexican counsel to Kansas City Southern (KCS), one of the major US railway companies, in connection with (among other matters) the acquisition of 51 percent of the capital stock of Grupo Transportación Ferroviaria Mexicana (TFM) a holding company of the major railway service provider in Mexico and regulatory and corporate advice related to the day-to-day operations of TFM. Our representation included the negotiation of the relevant agreements with the former controlling shareholder of TFM, as well as negotiations and lobbying with the Mexican authorities, particularly the SCT. We have also advised KCS in a large number of different transactions involving particular infrastructure developments projects (inter-modal terminals, regulatory matters, compliance audits, etc.) as well as services related to its day-to-day activities in Mexico.

H. Cargo, Courier and Passengers Transportation Services.

- Cargo and Courier Services. Since 2004, we have represented DHL de Mexico, S.A. de C.V. with respect to regulatory matters related to courier and packaging services in Mexico on local and federal highways, including negotiations with SCT regarding the current legal regime applicable to courier services in Mexico and other issues related to the day-to-day operations of DHL in Mexico.
- Public Passenger Transportation. We have advised several clients in complex regulatory aspects regarding investments in public passenger transportation issues, including joint ventures with foreign investors and the relevant limitations applicable thereto.

I. Shipping.

- We represented WestLB AG as lead arranger in connection with a US\$115 million senior secured term loan provided to Blue Marine Shipping, S.A. de C.V., the proceeds of the loan were used by the borrower to acquire two oil tankers that were leased to Pemex-Refinación, an arm of Pemex.
- We advised Mizuho Bank in its role of lead arranger, in connection with a potential US\$70 million senior secured vessel financing to a Mexican emerging leader servicer of oil platforms with particular focus on environmental protection.

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