

# STRUCTURING LEGAL AGREEMENTS FOR PUBLIC-PRIVATE PARTNERSHIP CONCESSIONS AND CONTRACTS

## A TRAINING COURSE

Washington, DC  
September 13 -24, 2010



**ALL COURSE PARTICIPANTS RECEIVE A LAPTOP COMPUTER!**

### COURSE HIGHLIGHTS:

- How to structure "win-win" agreements for PPP infrastructure projects between public agencies and private investors
- How to develop effective legal contracts within a regulatory framework
- How to analyze and draft legal documents including implementation agreements, "take or pay" agreements, operating agreements, and essential financial agreements
- How to take advantage of international "best practices" to improve negotiating position vis-à-vis international investors
- How to reduce costs and delays in procurement and project development by using model contracts and effective negotiation strategies
- Develop your own legal agreement *Action Plan* to implement in your organization
- Network and build professional relationships with your fellow participants and leading government and private sector infrastructure contract specialists, attorneys, and business professionals

### REGISTER ONLINE!

[www.ip3.org](http://www.ip3.org)

*"Effective and sound contracts are first step indicators for what makes for a successful PPP project. With good contracts, PPPs can flourish. With poor contracts, PPPs will languish, often leading to failure. Help minimize this risk — take this course to learn how to design and negotiate "win-win" PPP contracts."*

*Tommy White  
Chief Executive Officer,  
IP3*

**Course Sponsor**

**IP3** THE INSTITUTE FOR  
PUBLIC-PRIVATE PARTNERSHIPS



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# COURSE LEARNING OBJECTIVES

Contracts and legal agreements are at the heart of any public-private partnership transaction. With sound “win-win” agreements, grounded in the rule-of-law, PPPs achieve the objectives set forth by government. With poorly structured agreements, PPP projects are doomed to fail. With tens and even hundreds of millions of dollars at stake, it is imperative that time and money are well spent in designing good PPP contracts.

In this course, participants will learn “best practices” in creating, negotiating, and implementing sound “win-win” PPP contracts. Through the use of presentations, case contract review and simulation exercises, participants will deepen their understanding of the key elements of successful PPP contracts, how risks are effectively allocated, and how to develop negotiation skills. Finally, the issue of how to handle disputes in contracts will also be reviewed.

## COURSE CONTENT

### Module I: Public-Private Partnerships (PPP) Contracts in Infrastructure

- Applications of Investment Acts and laws to PPP concession law requirements
- Review of various types of PPP contracts: service/management contracts, leases, BOT concessions, and divestiture
- Selecting and applying the most appropriate PPP technique
- Balancing between contract terms and regulatory requirements
- Understanding the security package of interlocking agreements: supply, O&M, take-or-pay, financing, and other agreements
- Case examples from the transportation, energy, water, health, education, and other infrastructure sectors

### Module II: Contract Risk Identification and Allocation: Creating the Legal Due Diligence Checklist

- Identifying all relevant project risks: engineering, financial, economic, design/build, political, social
- Developing a risk matrix to evaluate, allocate, and mitigate risks for all relevant stakeholders
- Understanding possible government guarantee requirements
- Determining the elements of the legal due diligence and linkages to risk management

### Module III: Developing the Key PPP Contract Clauses

- Parties to a contract(s) and roles/responsibilities/risk allocation
- Technical terms and performance requirements
- Financial terms and performance requirements
- Dispute resolution and arbitration clauses
- Review of sample PPP contracts for strengths and weaknesses

### Module IV: Procurement Procedures, Award, and Negotiation

- Understanding the PPP procurement cycle
- Linking technical/financial feasibility to the procurement process
- Managing a PPP procurement and award announcement in an accountable and transparent way
- Key negotiation planning strategies

### Module V: Institutional Requirements to Structure Bankable PPP Projects

- Capacity requirements necessary to conduct feasibility studies, risk allocation, and financial modeling and rationale for PPP Units
- Using a PPP Unit to structure, promote, and monitor viable PPP projects; institutionalize the procurement process; and serve as a communication tool

### Module VI: Site Visits

### Module VII: Action Planning

## WHO SHOULD ATTEND

Legal Staff from National Line Ministries, State Infrastructure Agencies, or Municipal Governments

Legal Staff from PPP, Privatization Units or Investment Agencies responsible for infrastructure development  
PPP Transaction Advisors, Legal Counsel or Project Developers involved with PPP project development

Legal Staff from Regulatory Bodies

Staff of Bilateral and Multilateral International Development Organizations

## DATE, LOCATION & COST

DATES:	SEPTEMBER 13-24, 2010
LOCATION:	WASHINGTON, DC
TUITION:	\$4,750
COURSE CODE:	1027-WA
CEUs EARNED:	6.0 CEUs

## TECHNOLOGY AND LEARNING AT IP3

Since our founding, IP3 has proudly recognized the importance of technology in our capacity building programs. We have provided thousands of participants with laptop computers and relevant software packages which have been integrated into computer-based problem/case study solving exercises; simulated financial, economic, and legal modeling sessions; Internet-based research activities; communication tools; and Action Planning programming. In this course, each participant will receive a new mobile Intel® Pentium® 4 or Celeron® laptop computer to take advantage of this integration of learning technologies offered during the course and after their return to the office.

## INSTITUTE FOR PUBLIC-PRIVATE PARTNERSHIPS

The Institute for Public-Private Partnerships, Inc. (IP3) is an international training and consulting firm that focuses on advancing public-private partnership programs and opportunities, regulation operations and management initiatives, and competitive utility management reform in the environmental (waste/sanitation and solid waste), energy, transportation, technology, municipal service, health, and education sectors. Since 1994, we have trained over 30,000 professionals from over 150 countries worldwide.

### For More Information and to Register:

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