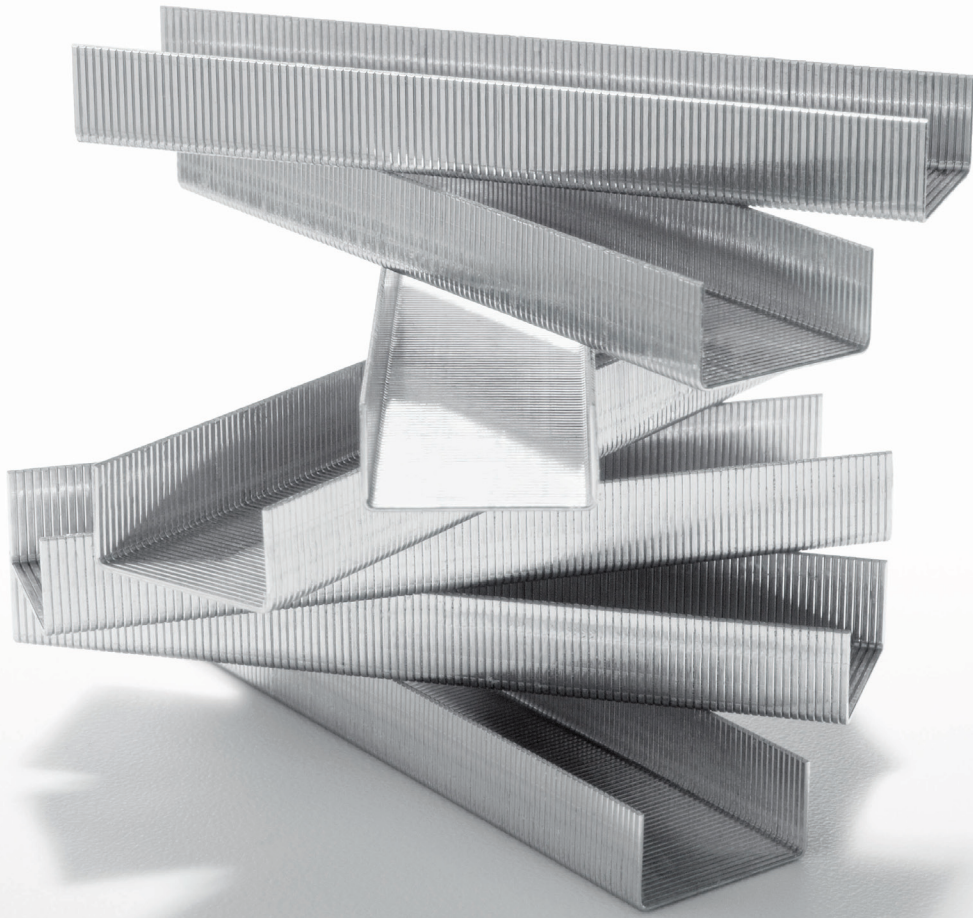


# *Projects and Infrastructure*

Capability Statement



## A world of complex contracts...

The long-term involvement of the private sector in the construction, management and operation of UK public infrastructure has become an established part of the landscape. The original PFI concept has matured and developed to give rise to a wide range of public-private-partnerships in addition to what is now termed 'classic' PFI.

Major projects and outsourcing exercises within the private sector often share many similar characteristics with PFI and PPP projects, including long term, performance-related payment streams; the use of output specification; the creation of specialist, ring-fenced companies for project implementation, and the use of non-recourse, project-focussed finance.

Whatever your involvement in these projects you will need to understand the implications of the arrangements for your own particular role or organisation. You will need support from advisers who are familiar with the territory and able to participate positively in the necessary project management process.

*“Manches LLP handles an array of projects across the renewables, healthcare and transport sectors. In 2009, Giles Clifford acted for Ochre Solutions on the construction and operational phases of a new cancer centre, and gained the firm its first direct instruction from Transport for London, acting on the major bus station reconfiguration at London Bridge.”*

Legal 500 UK 2010: Top ranked in the South East for Project work

*“Clients appreciate Manches’ sensible and pragmatic approach.’ As one source explains: ‘The lawyers distil the key points of a case into simple, clear advice.’ The team specialises in major developments and property finance and has handled numerous high-profile projects.”*

Chambers & Partners UK 2009

### What we can do for you

#### New projects

Manches' lawyers are able to offer advice on all aspects of the development, structuring and implementation of complex projects including:

- Public procurement law and the PFI approval process
- Duties of public authorities and their personnel
- Obtaining planning approvals
- Project documentation and structuring
- Risk allocation mechanisms
- Construction and engineering requirements
- Planned maintenance requirements

- Invitation to tender documentation
- Preparation and review of due diligence materials
- Bid evaluation
- Analysis of tender documentation
- Assistance in preparing bids
- Contract negotiation
- Joint ventures and other business structures for consortium vehicles
- Construction and FM contracts, appointments and warranties
- Funding and security documentation, and direct agreements

#### Secondary market transactions

As a firm we are experienced in corporate acquisitions and disposals, buy-outs and buy-ins, as well as AIM listing as a route to market. We are able to draw on this expertise to complement our pure projects experience when handling the acquisition or disposal of interests in project vehicles in the secondary market in existing projects.

#### Operation of existing projects

We are familiar with a wide range of standard form and bespoke project arrangements, and regularly advise on the interpretation and operation of existing contracts, and the implementation of variation procedures. We frequently support clients on the resolution of disputes arising under existing contracts, both through contractual procedures and using litigation or the various alternative dispute resolution mechanisms.

#### You benefit from

- One of the most experienced Projects teams in the Thames Valley with offices in Oxford, Reading and London
- Highly experienced lawyers with a wide range of specialist project experience who have been on the client side both working in-house and on secondment and have experience of the issues you will be facing.
- A team which builds strong, lasting relationships based on understanding and trust, a friendly approach, responsiveness to the task and the quality and delivery of results.
- Lawyers who work as a team, matching the right skills to the right task with access to specialists who are leaders in their field as recognised by the legal directories.
- A team which is fully familiar with the risk-focussed approach required for these projects, and well used to working with complex multi-tiered contract structures.

## ...requires experienced and imaginative legal advisers

### Examples of our work experience

#### Transport

##### Major transport PPP

For a number of years we have been providing advice to a major urban rail operator on a range of issues arising in connection with its PPP and PFI contracts. This has included contract interpretation, dispute resolution and managing the interface between new projects and these existing contracts. We have built a team to support this client and made sure that the team takes time to understand the specialist world of our client's operations. The client has benefited from our ability to combine specialist skills with an understanding of their business and culture, and our willingness to support them in a variety of ways, through secondments and training as well as conventional arrangements.

##### Roads

We advised a specialist transport communications supplier on its participation as a key subcontractor on a project to renew and maintain the communications network serving the entire motorway and A-road network in England and Wales. This was the client's first venture into PFI, and our familiarity with the process and issues helped them stand their ground within their consortium during the (often difficult) transition from bidding phase to contract negotiation.

##### Rail infrastructure

We acted for London Underground Limited on the contracts for the interface between the Underground Network and Network Rail's Thameslink Upgrade Programme, which has involved the complete reconstruction of Blackfriars Station and major works at two other central London locations.

##### Station-related developments

We have significant expertise in the developments of commercial space above and adjacent to rail infrastructure, including major developments at Cannon Street and London Bridge, where a detailed understanding of the rail environment is essential to the successful and efficient negotiation of appropriate agreements.

##### Bus infrastructure

Acting for Transport for London on contracts for a major reconstruction of London Bridge Bus Station in connection with the developments of the Shard of Glass, London Bridge Place and the Network Rail Thameslink Scheme Upgrade.

We acted for the consortium partners on arrangements to set up a pilot scheme for the provision of real-time bus information to mobile phone users in the Reading area.

##### Housing PPP

We have applied over thirty years' experience in the housing sector, our finance expertise and our knowledge of practice in comparable PPP and PFI projects to help a housing association client to close a series of DBFO projects for the provision of keyworker housing for NHS Trusts. In these we have dealt with detailed specialist issues. These were as varied as the issue of EFDA certificates under the NHS legislation, the conditions attaching to the issue of housing grant, and the adaptation of the standard Treasury force majeure wording to cater for the local impact of the construction of the Crossrail Project

##### NHS projects

We are applying our knowledge of the PFI project agreements and ancillary documents to offer a comprehensive, rapid response service, supporting the project companies on two major hospital PFIs on contract management and contract variation issues.

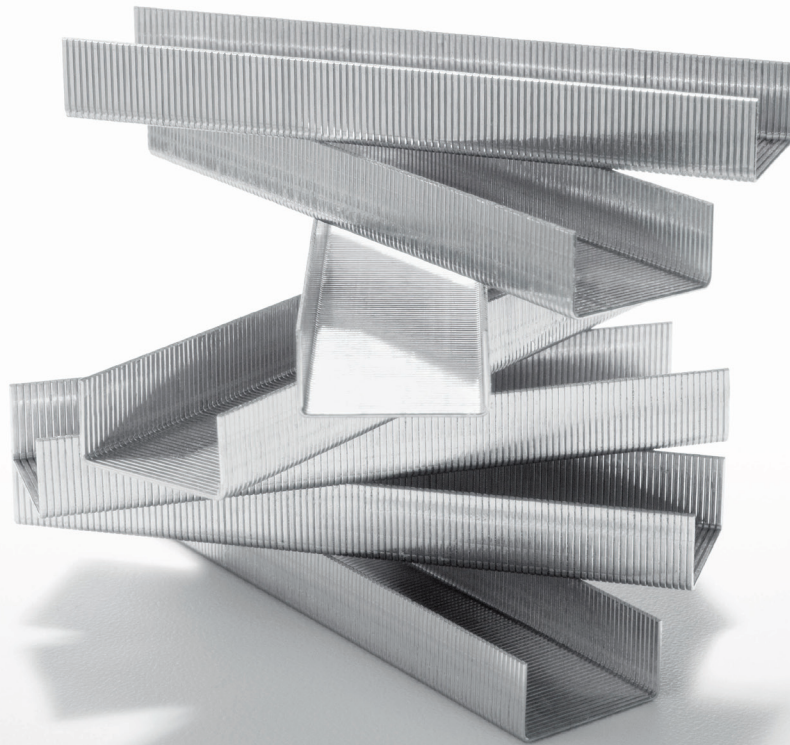
Applying our experience in the risk-based analysis of projects, our tax law expertise and our experience of a wide variety of joint venture structures, we advised an NHS Trust on the structuring of a transaction to build a new private patients wing so as to enable the profits to be applied efficiently to support the NHS operation.

Supporting a specialist provider in its engagement as project company on a series of projects with NHS Trusts for the provision of instrument and clothing decontamination services on a long-term PPP basis from dedicated facilities.

##### Cultural facilities

Acting for the project vehicle on a mixed-use development for the provision of the new library at Dagenham Heathway for the London Borough of Barking and Dagenham as part of the wider Dagenham Heathway regeneration. This mixed-use scheme combined a new flagship library facility for the borough with a one-stop-shop for council service provision and the construction of 84 units of new affordable housing on a key high street site.

Acting for the project provider on the construction of the new Kent Library and History Centre in Maidstone, in a project combining the new public cultural facilities with the creation of affordable and extra care housing.



# MANCHES

The Manches Projects team is led by Giles Clifford. For further information please contact Giles Clifford on 01865 813656 or by email: [giles.clifford@manches.com](mailto:giles.clifford@manches.com).

Manches is a leading law firm in Oxford, Reading and London. We advise clients on all areas of business law, including projects, construction, planning, environmental, property, corporate, commercial litigation and dispute resolution, employment, intellectual property and technology law.

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