

## Waide Warner

25 Grant Street, Cambridge, MA 02138  
(212) 450-4460 (office) - (646) 413-5544 (mobile)  
[warner@dpw.com](mailto:warner@dpw.com); [waide\\_warner@harvard.edu](mailto:waide_warner@harvard.edu)

### Employment

- 2016- Lecturer on Law and Senior Advisor, CyberLaw Clinic, Harvard Law School and Berkman Center for Internet and Society.
- 1978- Davis Polk & Wardwell LLP, New York, NY; Senior Counsel (2014- ); Partner (1986-2013); London office (1987-1991). Head of the Davis Polk's project finance group (ranked in the 1<sup>st</sup> tier nationally in *U.S. News & World Report Best Law Firms*). Inaugurated the practice in 1992. Devised successful growth strategy focused on integrating bank and capital markets funding sources and mitigating political risk. Named Project Finance Team of the Year in 1998 by Project Finance Magazine. Led Davis Polk teams on project financings that won 15 "Deal of the Year" awards, including innovative transactions involving competitive bidding for project loans and bonds, unique political risk insurance cover for currency devaluation and novel uses of derivatives techniques in project financings.
- 1977-1978 Law Clerk to Hon. M.C. Matthes, United States Court of Appeals, Eighth Circuit.

### Awards and Recognition

- Chambers Global: *The World's Leading Lawyers for Business*.
- Law Business Research's *Who's Who Legal – International Who's Who of Business Lawyers* and *Who's Who Legal – International Who's Who of Project Finance Lawyers*.
- Legal Media Group's Expert Guide to the World's Leading Lawyers: *Best of the Best, Expert Guide to the World's Leading Project Finance Lawyers*.

### Education

- Legal:
- Rutgers Law School, Newark, New Jersey: J.D. with honors (1977); Appellate Advocate Award; Captain, Rutgers National Moot Court Team; Rutgers Law School Scholarship.
- Graduate:
- Senior Research Fellow, Initiative for Responsible Investment, Harvard Kennedy School of Government (2016- ).
  - Senior Fellow (2015), Fellow (2014), Advanced Leadership Initiative, Harvard University.
  - University of Chicago: Ph.D. candidate in Sociology (1974). U.S. Public Health Service Fellowship; University of Chicago Research Assistantship
- College:
- Boston College: A.B. magna cum laude (Sociology, 1973); Phi Beta Kappa; Dean's List (4 years); Boston College Honors Program; Boston College Presidential Scholarship; Danforth Fellowship Nominee.

### Civic and Charitable

- Advisor, Station Alliance (2013- ) (A non-profit, public-private partnership with the Metropolitan Transit Authority to redevelop New York subway stations)
- Chancellor, the Cathedral of St. John the Divine (2012- ). (*Pro bono* general counsel)
- Trustee, The Episcopal School in the City of New York (1994-2014; *Emeritus* 2014- ); Executive Committee.
- Trustee, Goddard-Riverside Community Center (2007- ); Executive Committee.
- Trustee, Randall's Island Park Alliance (2005-2013); Executive Committee. (Non-profit, public-private partnership with the City of New York to develop athletic facilities on an island in the East River)
- Trustee, Episcopal Charities of New York (2007-2013); Audit Committee.
- Vice Chairman, Project Finance Subcommittee, Committee on Banking Law, International Bar Association (2002-2004).
- Member, Project Finance Committee, Association of the Bar of the City of New York (2000-2013).
- Member, Board of Advisors, Morin Center for Banking Law Studies, Boston University School of Law (1991-1996).
- Member, Study on Multi-Lateral Development Banks, Center for Strategic Studies (1995).

## Selected Representations

- Represented developers, utilities, investors, lenders and investment banking clients in numerous U.S. and overseas power sector transactions and restructurings, including small hydro projects, large hydroelectric dam projects, coal-fired and gas-fired cogeneration projects and solar and district heating projects.
- Structured novel approach to completion risk cover for the FLAG undersea fiber optic cable project, a US\$1.4 billion cable connecting London and Tokyo via the Suez Canal, which was the first international cable financed on a project basis. ***Project Finance International's "Telecommunication Deal of the Year".***
- Negotiated first drillship bond issuance carrying completion and restructuring risk for Odebrecht, Brazilian sponsor of a US\$1.5 billion project bond offering for construction of two ultra-deep sea drill ships chartered to Petrobras. ***Project Finance Magazine's "Latin American Project Bond Deal of the Year." Recognized in Financial Times' "Innovative Lawyers" report.***
- Led the development of an innovative financing plan for access to both international and local project bank and bond markets to provide dollar and local currency construction funding to INVEPAR and Construtora OAS, Brazilian sponsors of the US\$800 million Linea Amarilla toll road expansion project in Lima, Peru. ***Named "Latin American Project Financing of the Year" by Project Finance Magazine.***
- Pioneered competitive bidding among finance providers for the US\$1 billion bank and bond project financing of the FertiNitro ammonia and urea facility in Venezuela sponsored by Koch Industries, Petroquímica de Venezuela, Snamprogetti and Polar. ***Named "Bond, Petrochemical, and Latin American Project Financing of the Year" by Project Finance Magazine.*** Led successful restructuring of financing agreements after partial expropriation of project production by the Chavez government.
- Negotiated novel intercreditor arrangements to facilitate the US\$4.5 billion Hamaca and the US\$2.5 billion Cerro Negro heavy-oil projects in Venezuela. ***Hamaca was named "Latin American Oil & Gas Deal of the Year" by Project Finance Magazine, "Latin American Deal of the Year" by Project Finance International and "Latin American Oil and Gas Deal of the Year" by Institutional Investor.***
- Devised a unique political risk guarantee issued by OPIC which covered currency devaluation in addition to currency convertibility and transferability risk to support a US\$300 million offering of project trust certificates by AES Tietê, a Brazilian power generation subsidiary of AES. ***Named "Latin American Refinancing Deal of the Year" by Project Finance Magazine.***
- Developed a novel credit-linked note structure to reduce "negative carry" on bond proceeds representing Morgan Stanley as underwriter of a US\$213 million offering of senior secured project bonds to finance the IIRSA Amazonas Norte Toll Road in Peru. ***Awarded "Latin American Project Bond Deal of the Year" by Project Finance Magazine and "Project Finance Deal of the Year" by IFLR Americas.***
- Led simultaneous negotiations of commercial bank and project bond tranches of a secured export note program along with financings from export credit and development agencies and an issuance in the Peruvian bond market for Southern Peru Copper, producer of two-thirds of all of Peru's copper, for a US\$1 billion expansion of two copper mines and construction of a smelter facility in Peru. ***Named "Latin American Mining Deal of the Year" by Project Finance Magazine.***
- Advised Japan Bank for International Cooperation in connection with a US\$335 million project financing with IFC for the expansion of a methanol plant in Venezuela owned by Metanol de Oriente (METOR), a joint venture of Petroquímica de Venezuela and Mitsubishi. ***First international project financing in Venezuela since oil project expropriations by Chavez government. Won Project Finance Magazine's "Latin America Petrochemicals Deal of the Year" and Institutional Investor's "Latin American Oil and Gas Deal of the Year".***